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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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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

05/01, 2014, and ending

04/30, 2015

Name of foundation

GREATER DENFELD FOUNDATION INC 14296900

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

P O BOX 0634

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

MILWAUKEE, WI 53201-0634

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) \$ 7,298,100.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

23-7182610

B Telephone number (see instructions)

218-723-2894

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(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 (attach schedule)

15,249.

2 Check ☒ if the foundation is not required to
attach Sch B

3 Interest on savings and temporary cash investments

9.

9.

STMT 1

4 Dividends and interest from securities

178,171.

174,413.

STMT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

156,638.

b Gross sales price for all
assets on line 6a 937,703.

7 Capital gain net income (from Part IV, line 2)

156,638.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

749.

STMT 9

12 Total Add lines 1 through 11

350,816.

331,060.

13 Compensation of officers, directors, trustees, etc.

14 Other compensation and wages

550.

NONE

NONE

550.

15 Pension plans, employee benefits

NONE

NONE

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

38,969.

35,072.

3,897.

17 Interest

18 Taxes (attach schedule) (see instructions)

12,290.

3,386.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

NONE

NONE

22 Printing and publications

NONE

NONE

23 Other expenses (attach schedule) STMT 12

6,598.

31.

6,567.

24 Total operating and administrative expenses.

Add lines 13 through 23

58,407.

38,489.

NONE

11,014.

25 Contributions, gifts, grants paid

283,308.

283,308.

26 Total expenses and disbursements Add lines 24 and 25

341,715.

38,489.

NONE

294,322.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

9,101.

b Net investment income (if negative, enter -0-)

292,571.

c Adjusted net income (if negative, enter -0-)

642 7

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		225,136.	86,889.	86,889.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) . STMT 13		3,598,532.	3,849,359.	5,483,372.
	c	Investments - corporate bonds (attach schedule) . STMT 20		1,844,491.	1,737,390.	1,726,358.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	15	Other assets (describe ▶ STMT 21)		3,222.	1,481.	1,481.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		5,671,381.	5,675,119.	7,298,100.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ 2012 RETURN OF CAPITAL ADJUS)				
	23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here . ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		5,671,381.	5,675,119.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)		5,671,381.	5,675,119.	
	31	Total liabilities and net assets/fund balances (see instructions)		5,671,381.	5,675,119.	

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	5,671,381.
2	Enter amount from Part I, line 27a	2	9,101.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,680,482.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 22	5	5,363.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,675,119.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 937,672.		781,034.	156,638.		
b					
c					
d					
e					
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			156,638.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	156,638.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	287,750.	6,834,784.	0.042101
2012	318,573.	6,326,661.	0.050354
2011	245,367.	6,121,144.	0.040085
2010			
2009			
2 Total of line 1, column (d)			0.132540
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			0.044180
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			7,095,223.
5 Multiply line 4 by line 3			313,467.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,926.
7 Add lines 5 and 6			316,393.
8 Enter qualifying distributions from Part XII, line 4			294,322.

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	5,851.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	5,851.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,851.
6 Credits/Payments		
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,416.
b Exempt foreign organizations - tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	1,200.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	6,616.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	765.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax	11	765. Refunded

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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?		
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) <u>MN</u>		
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 <u>N/A</u>	13	X	
14	The books are in care of <u>U S BANK N.A.</u> Telephone no <u>(218) 723-2894</u> Located at <u>130 W SUPERIOR ST, DULUTH, MN</u> ZIP+4 <u>55802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 <u></u>	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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
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 <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3b	
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

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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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 23				

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

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

Total number of other employees paid over \$50,000 **NONE**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

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 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3

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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	7,007,739.
b	Average of monthly cash balances	1b	195,533.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,203,272.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,203,272.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,049.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,095,223.
6	Minimum investment return Enter 5% of line 5	6	354,761.

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	354,761.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,851.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,851.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	348,910.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	348,910.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	348,910.

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	294,322.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	294,322.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	294,322.

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				348,910.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			102,014.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 294,322.				
a Applied to 2013, but not more than line 2a			102,014.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				192,308.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				156,602.
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part 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))

NONE

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 ☐ 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:

SEE STATEMENT 27

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 SCHEDULE ATTACHED	NONE	N/A	SCHOLARSHIP	283,308.
Total			▶ 3a	283,308.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9.	
4 Dividends and interest from securities			14	178,171.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	156,638.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b <u>FED TAX REFUND</u>			01	749.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				335,567.	
13 Total. Add line 12, columns (b), (d), and (e)				13	335,567.

(See worksheet in line 13 instructions to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

NOT APPLICABLE

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS AND TEMPORARY CASH	9.	9.
TOTAL	9.	9.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	2,050.	2,050.
ABBVIE INC	235.	235.
ABERDEEN EMERGING MARKETS INST-INS	191.	191.
CAMBIAR INTL EQUITY FUND INS	27.	27.
ALTERIA GROUP INC	339.	339.
AMERICAN TOWER CORP	300.	300.
ANADARKO PETROLEUM CORP	42.	42.
APACHE CORP	1,200.	1,200.
APPLE INC	256.	256.
ARCHER DANIELS MIDLAND CO	500.	500.
ASTRAZENECA P L C SPSD A D R	22.	22.
BAKER HUGHES INC	4.	4.
BANK OF AMERICA CORP	35.	35.
BANK OF NEW YORK MELLON CORP	90.	90.
BANKUNITED INC	29.	29.
BEAR STEARNS CO	2,850.	2,711.
BELLSOUTH CORP	867.	842.
BEST BUY CO INC	380.	380.
BLACKROCK INC	128.	128.
BOEING CO	2,063.	2,063.
CIGNA CORP	1.	1.
C M C ENERGY CORP	88.	88.
CVS HEALTH CORPORATION	790.	790.
CA INC	112.	112.
CAPITAL ONE FINANCIAL CORP	46.	46.
CARNIVAL CORP	64.	64.
CATERPILLAR INC	130.	130.
CAUSEWAY EMERGING MARKETS-IS	39.	39.
CBS OUTDOOR AMERICAS INC	474.	474.
CENTURYLINK INC	162.	162.
CHEVRON CORPORATION	1,823.	1,823.
CINEMARK HLDGS INC	52.	52.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CISCO SYS INC	1,872.	1,872.
CITIGROUP INC	4.	4.
COCA COLA COMPANY	68.	68.
COLGATE PALMOLIVE CO	108.	108.
COMCAST CORP CL A	605.	605.
COMERICA INC	37.	37.
COMMUNITY BK SYS INC	40.	40.
CONOCOPHILLIPS	1,233.	1,233.
CROWN CASTLE INTL CORP	21.	21.
CULLEN FROST BANKERS INC	155.	155.
DELTA AIR LINES INC	7.	7.
DEVON ENERGY CORP	14.	14.
DISCOVER FINL SVCS	88.	88.
DOVER CORP	46.	46.
DOVER CORP 4.875% A0/15/15	2,478.	2,478.
DOW CHEM CO	92.	92.
EMC CORPORATION	96.	96.
E O G RES INC	6.	6.
EMERSON ELECTRIC CO	54.	54.
EMERSON ELECTRIC 5.000% 12/15/14	5,000.	4,171.
ERICSSON LM TEL SP A D R	99.	99.
EXELON CORPORATION	384.	384.
EXXON MOBIL CORP	1,455.	1,455.
FIDELITY AD INTL DISCOVERY-I	31.	31.
FIDELITY NATL INFORMATION SVCS INC	114.	114.
FIFTH THIRD BANCORP	63.	63.
FIRST AMERICAN PRIME OBLIG FUND CL Y	23.	23.
FREEPORT MCMORAN INC	1,500.	1,500.
FRONTIER COMMUNICATIONS CORP	11.	11.
GENERAL DYNAMICS CORP	60.	60.
GENERAL ELECTRIC CO	1,528.	1,528.
GENERAL MOTORS CO	55.	55.
GLAXO SMITHKLINE P L C A D R	130.	130.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GLENMEDE FD INC SMALL CAP EQTY PORT	1.	1.
GOLDCORP INC	23.	23.
GOLDMAN SACHS M C VALUE CL INST	9,466.	9,466.
HALLIBURTON CO	14.	14.
HARTFORD FINANCIAL SERVICES GRP INC	62.	62.
HASBRO INC	91.	91.
HEWLETT PACKARD CO	530.	530.
HONEYWELL INTERNATIONAL INC	133.	133.
INTEL CORP	2,427.	2,427.
INTERNATIONAL BUSINESS MACHINES CORP	900.	900.
ISHARES MSCI EMERGING MARKETS ETF	6,432.	6,432.
ISHARES MSCI EAFE ETF	1,454.	1,454.
ITC HOLDINGS CORP	83.	83.
J P MORGAN CHASE & CO	329.	329.
JOHN HANCOCK III-DISCIPLN V-I	66.	66.
JOHNSON & JOHNSON	974.	974.
KELLOGG CO	579.	579.
KINDER MORGAN INC	334.	334.
KOHL'S CORP	8.	8.
LAS VEGAS SANDS CORP	18.	18.
LIBERTY PPTY TR SBI	53.	53.
LINCOLN NATIONAL CORP	29.	29.
LOWES CO INC	132.	132.
M T BANK CORP	73.	73.
MFA FINANCIAL INC	138.	138.
MACYS INC	125.	125.
MARSH MCLENNAN COS INC	75.	75.
MAXIM INTEGRATED PRODS INC	49.	49.
MCCORMICK CO NON VTG SHRS	102.	102.
MCDONALDS CORP	1,992.	1,992.
MERCK & CO INC 4.750% 3/01/15	2,375.	1,977.
MERCK AND CO INC	1,130.	1,130.
MICROSOFT CORP	4,456.	4,456.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MID-AMER APT CMNTYS INC	53.	53.
MONSANTO CO	20.	20.
MOODYS CORP	11.	11.
MORGAN STANLEY	32.	32.
MOTOROLA SOLUTIONS INC	26.	26.
NATIONAL RETAIL PROPERTIES INC	62.	62.
NAVIENT CORP W D	68.	68.
NEUBERGER BERMAN GENESIS INSTL FD	371.	371.
NEXTRA ENERGY INC	171.	171.
NIKE INC	624.	624.
NOVO NORDISK AS A D R	83.	83.
NUVEEN REAL ESTATE SECURITIES FD - Y	5,407.	5,407.
NUVEEN CORE PLUS BOND I	4,543.	4,543.
NUVEEN FUNDS CORE BD FD I	4,331.	4,331.
NUVEEN SHORT TERM BOND FUND CL I	17,703.	17,703.
NUVEEN EQUITY INDEX FUND CL I	5,412.	5,412.
NUVEEN MID CAP INDEX FUND CL I	3,576.	3,576.
NUVEEN SMALL CAP SELECT FD CL I	7,847.	7,847.
OCCIDENTAL PETROLEUM CORPORATION	128.	128.
OCEANEERING INTERNATIONAL INC	5.	5.
OMNICOM GROUP INC	453.	453.
ONTARIO PROVIDENCE 4.500% 2/03/15	2,250.	1,565.
OUTFRONT MEDIA INC	50.	50.
PIMPCO TOTAL RETURN FUND INST	2,976.	2,976.
P N C FINANCIAL SERVICES GROUP INC	58.	58.
P P G INDS INC	42.	42.
PPL CORPORATION	130.	130.
PACKAGING CORP AMERICA	132.	132.
PEPSICO INC	2,661.	2,661.
PFIZER INC	2,854.	2,854.
PHILIP MORRIS INTL	812.	812.
PHILLIPS 66	572.	572.
PINNACLE WEST CAP CORP	70.	70.
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GREATER DENFELD FOUNDATION INC 14296900

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PITNEY BOWES INC	60.	60.
POLARIS INDS INC	47.	47.
PRAXAIR INC	77.	77.
T ROWE PRICE GROWTH STOCK FUND INC	44.	44.
PROCTOR & GAMBLE CO	998.	998.
PROCTOR & GAMBLE 4.850% 12/15/15	2,425.	1,986.
PRUDENTIAL FINANCIAL INC	104.	104.
QUALCOMM INC	816.	816.
QUEBEC PROVINCE 4.600% 5/26/15	2,300.	1,638.
RANGE RESOURCES CORP	1.	1.
RAYTHEON COMPANY	927.	927.
REDWOOD TRUST INC	54.	54.
REGAL BELOIT CORP	18.	18.
REGIONS FINL CORP	38.	38.
REPUBLIC SVCS INC	743.	743.
ROCKWELL AUTOMATION INC	40.	40.
ROWE T PRICE MID-CAP GROWTH FD INC COM	1,057.	1,057.
ROWE T PRICE INTL FDS INC	152.	152.
T ROWE PRICE SC STOCK	18.	18.
ROWE T PRICE MID CAP VALUE FD INC	140.	140.
ST JUDE MED INC	770.	770.
SCHLUMBERGER LTD	680.	680.
LAUDUS INTERNATIONAL MARKETMASTERS	5,187.	5,187.
SCOUT INTERNATIONAL FUND	9,468.	9,468.
SIX FLAGS ENTERTAINMENT	83.	83.
SOUTHERN COPPER CORP DEL	17.	17.
SPECTRA ENERGY CORP	110.	110.
STAPLES INC	122.	122.
STARWOOD PROPERTY TRUST INC	133.	133.
STATE STR CORP	16.	16.
STRYKER CORP	18.	18.
SUNTRUST BKS INC	67.	67.
SYNOVUS FINANCIAL CORP	12.	12.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TARGET CORP	3,201.	3,201.
TECK RESOURCES LIMITED	42.	42.
TEVA PHARMACEUTICAL INDS LTD A D R	94.	94.
TEXAS INSTRUMENTS INC	20.	20.
3M CO	718.	718.
TIME WARNER CABLE INC	263.	263.
TUPPERWARE BRANDS CORP	98.	98.
UNILEVER N V A D R	90.	90.
UNION PACIFIC CORP	144.	144.
UNITED TECHNOLOGIES CORP	795.	795.
UNITED TECHNOLOGIES 4.875% 5/01/15	2,438.	1,857.
UNITED HEALTH GROUP INC	195.	195.
UNUM GROUP	51.	51.
V F CORP	134.	134.
VANGUARD 500 INDEX FD ADMIRAL	224.	224.
VANGUARD 500 IND	414.	414.
VERIZON COMMUNICATIONS	3,704.	3,704.
VODAFONE GROUP PLC A D R	104.	104.
WACHOVIA CORP 5.250% 8/01/14	1,313.	1,313.
WAL MART STORES INC	772.	772.
WALGREEN CO	36.	36.
WELLS FARGO & CO NEW	1,506.	1,506.
WESTAR ENERGY INC	80.	80.
WHIRLPOOL CORP	164.	164.
WYNN RESORTS LTD	23.	23.
XILINX INC	37.	37.
YUM BRANDS INC	1,092.	1,092.
ACCENTURE PLC CL A	1,108.	1,108.
COVIDIEN PLC	162.	162.
EATON CORP PLC	28.	28.
MEDTRONIC PLC	48.	48.
SEADRILL LIMITED	324.	324.
SIGNET JEWELERS LTD	8.	8.
	14296900	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
GOLAR LNG LTD	54.	54.
ACE LTD	660.	660.
UNITED STATES TREASURY	13.	13.
LYONDELLBASELL INDUSTRIES CL A	98.	98.
NIELSEN NV	122.	122.
	-----	-----
TOTAL	178,171.	174,413.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
2012 FEDERAL TAX REFUND	749.

TOTALS	749.
	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
INVESTMENT MGMT FEES-SUBJECT T	38,969.	35,072.	3,897.
	-----	-----	-----
TOTALS	38,969.	35,072.	3,897.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	57.	57.
FEDERAL TAX PAYMENT - PRIOR YE	6,016.	
FEDERAL TAX	2,888.	
FOREIGN TAXES ON QUALIFIED FOR	3,079.	3,079.
FOREIGN TAXES ON NONQUALIFIED	250.	250.
	-----	-----
TOTALS	12,290.	3,386.
	=====	=====

GREATER DENFELD FOUNDATION INC 14296900

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FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
ADR FEES	31.	31.	
CHARITABLE FILING FEES	100.		100.
OTHER EXPENSES	6,467.		6,467.
	-----	-----	-----
TOTALS	6,598.	31.	6,567.
	=====	=====	=====

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
ALTRIA GROUP	4,281.	4,281.	8,308.
ANADARKO PETROLEUM CORP	2,915.	3,321.	4,140.
APACHE CORP	74,615.	74,615.	82,080.
APPLE INC	10,004.	10,207.	16,520.
ARCHER DANIELS MIDLAND	16,295.	16,295.	24,440.
ATT INC	32,639.	32,639.	38,381.
BANKUNITED INC	851.	851.	1,117.
BEST BUY CO	9,011.	8,357.	9,702.
BLACKROCK INC	3,264.	5,512.	8,007.
BOEING CO	61,657.	63,949.	96,324.
CAPITAL ONE FINANCIAL	2,124.	2,124.	3,072.
CATERPILLAR INC	4,340.	1,745.	1,911.
CENTURYLINK INC	2,711.	3,491.	3,236.
CHEVRON CORP	34,834.	38,114.	49,311.
CINEMARK HLDGS INC	1,194.	973.	1,876.
CISCO SYS INC	66,120.	66,120.	69,192.
CITIGROUP INC	4,913.	4,057.	5,545.
COCA COLA CO	6,061.	2,268.	2,190.
COMCAST CORP CL A	28,132.	28,132.	37,775.
COMMUNITY BK SYS INC	983.		
CONOCOPHILLIPS	16,222.	16,222.	29,070.
CULLEN FROST BANKERS INC	4,438.	4,438.	5,543.
CVS HEALTH CORPORATION	23,217.	25,229.	66,921.
DOW CHEMICAL CO	2,221.	2,243.	3,162.
EATON CORP PLC	2,566.	2,468.	3,437.
EMERSON ELEC CO	1,571.		
EXELON CORP	14,785.	13,541.	10,206.
EXPRESS SCRIPTS HLDGS	12,209.	12,209.	20,995.
EXXON MOBIL CORP	38,938.	41,529.	46,830.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
FIDELITY NATL INFORMATION SVCS	3,522.	4,663.	7,874.
FIFTH THIRD BANCORP	1,938.		
FREEMPT MCMORAN COPPER GOLD	24,049.	24,049.	27,924.
GENERAL DYNAMICS CORP	1,765.	1,765.	3,296.
GENERAL ELECTRIC CO	64,829.	61,467.	43,382.
HASBRO INC	2,089.	1,641.	3,115.
HEWLETT PACKARD CO	31,612.	32,085.	27,596.
INTEL CORP	55,601.	55,601.	86,323.
INTL BUSINESS MACHINES CORP	23,463.	26,305.	37,341.
ITC HLDGS CORP	3,392.	3,392.	4,752.
J P MORGAN CHASE CO	10,895.	6,360.	8,730.
JOHNSON JOHNSON	19,426.	19,426.	34,522.
KELLOGG CO	13,702.	13,702.	18,999.
KINDER MORGAN INC	7,513.	9,864.	10,995.
LIBERTY PPTY TR	1,700.		
MAXIM INTEGRATED PRODS INC	1,723.		
MCCORMICK CO INC	3,602.	3,602.	4,970.
MCDONALDS CORP	24,166.	24,166.	57,930.
MERCK AND CO INC NEW	27,729.	26,873.	36,927.
MICROSOFT CORP	114,462.	114,462.	183,665.
MID-AMER APT CMNTYS INC	1,205.	1,202.	1,343.
MOTOROLA SOLUTIONS INC	4,276.		
NEXTERA ENERGY INC	3,536.	5,195.	7,469.
NIKE INC	15,314.	15,314.	59,304.
OCCIDENTAL PETROLEUM CORP	4,542.	2,390.	2,403.
OMNICOM GROUP INC	8,507.	10,763.	17,576.
OUTFRONT MEDIA INC		3,605.	3,561.
P P G INDS INC	1,534.	1,342.	3,102.
P P L CORP	2,142.	3,805.	4,152.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
PEPSICO INC	56,350.	62,329.	101,017.
PFIZER INC	65,435.	65,568.	91,475.
PHILIP MORRIS INTL	14,486.	7,229.	10,350.
PRAXAIR INC	1,832.	7,763.	7,804.
THE PRICELINE GROUP INC	7,880.	7,880.	123,781.
PROCTER & GAMBLE CO	25,022.	23,604.	29,578.
PRUDENTIAL FINANCIAL INC	2,919.	2,285.	2,938.
QUALCOMM INC	15,999.	15,999.	33,048.
RAYTHEON COMPANY	15,128.	15,128.	31,200.
REDWOOD TR INC	790.		
REPUBLIC SVCS INC	12,578.	12,578.	27,425.
SOUTHERN COPPER CORP DL	5,335.		
ST JUDE MED INC	24,937.	24,937.	49,035.
STATE STR CORP	2,364.		
TARGET CORP	96,052.	98,419.	128,651.
TEXAS INSTRUMENTS INC	1,152.		
TIME WARNER CABLE	6,650.	6,650.	10,886.
UNION PACIFIC CORP	4,250.	4,250.	7,649.
UNITED HEALTH GROUP INC	8,977.	8,977.	14,482.
UNITED TECHNOLOGIES CORP	15,974.	15,974.	37,538.
V F CORP	4,450.	3,782.	7,388.
VERIZON COMMUNICATIONS INC	58,095.	57,133.	86,303.
WAL MART STORES INC	18,921.	18,921.	31,220.
WESTAR ENERGY INC	2,130.		
WHIRLPOOL CORP	5,302.	4,872.	7,726.
YUM BRANDS INC	20,620.	20,620.	60,172.
3M CO	14,970.	14,970.	31,278.
WELLS FARGO CO	25,788.	25,788.	59,288.
AMERICAN TOWER CORP	8,703.	8,703.	18,906.

GREATER DENFELD FOUNDATION INC 14296900

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
ACCENTURE PLC	17,422.	17,422.	52,625.
ACE LTD	16,493.	15,606.	27,175.
CARNIVAL CORP	2,061.	1,932.	2,638.
COVIDIAN PLC	7,089.		
GLAXO SMITHKLINE PLC ADR	2,205.	2,205.	2,308.
NOVO NORDISK AS ADR	3,174.	3,174.	6,415.
SCHLUMBERGER LTD	12,591.	12,591.	37,844.
SEADRILL LIMITED	6,154.		
UNILEVER N V ADR	1,841.	3,093.	3,739.
AMERICAN CENY SMALL CP GROWTH	50,000.	50,000.	123,676.
GOLDMAN SACHS M C VALUE	100,000.	100,000.	154,112.
ISHARES MSCI EAFE INDEX FD ETF	48,569.	48,569.	39,906.
ISHARES MSCI EMERGING MKTS ETF	243,504.	243,504.	273,360.
LAUDUS INTL MARKETMASTERS FD	198,100.	198,100.	305,669.
NEUBERGER BERMAN GENESIS FD	70,000.	70,000.	114,262.
NUVEEN EQUITY INDEX FD	216,873.	225,243.	302,597.
NUVEEN MID CAP INDEX FD	133,480.	142,595.	223,048.
NUVEEN REAL ESTATE SECS I	123,329.	165,129.	171,770.
NUVEEN SMALL CAP SELECT FD	122,742.	153,201.	144,948.
SCOUT INTERNATIONAL FD	419,000.	415,000.	522,489.
ABBVIE INC	4,533.	7,409.	11,897.
BANK OF AMERICA CORP	3,818.	8,252.	8,124.
CA INC	2,151.	3,271.	4,003.
DEVON ENERGY CORP		3,872.	4,229.
DOVER CORP	1,716.	48,337.	51,052.
LINCOLN NATL CORP	1,326.	1,789.	2,712.
LOWES CO	5,095.	3,425.	7,437.
MORGAN STANLEY	2,734.	1,692.	2,313.
P N C FINANCIAL SERVICES GROUP	1,451.	2,835.	3,486.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
PHILLIPS 66	8,646.	10,155.	23,159.
PINNACLE WEST CAP CORP	1,475.	2,316.	2,570.
POLARIS INDS INC	2,853.	1,039.	1,644.
ROCKWELL AUTOMATION INC	986.	2,707.	3,321.
SPECTRA ENERGY CORP	2,254.		
STAPLES INC	2,883.	2,100.	2,774.
STARWOOD PROPERTY TRUST	2,594.	2,705.	3,025.
SUNTRUST BKS INC	2,105.	3,066.	4,233.
UNUM GROUP	2,257.	1,957.	2,391.
WALGREEN CO	1,576.		
ASTRAZENECA PLC SPSD ADR	1,094.		
GOLAR LNG LTD	1,527.		
LYONDELLBASELL INDUSTRIES CL A	2,250.	2,489.	3,727.
VODAFONE GROUP PLC ADR	2,708.		
ABERDEEN FDS EMRGN MKT	9,000.		
BANK OF NEW YORK MELLON CORP	5,991.		
CMS ENERGY CORP	2,274.		
COMERICA INC	1,951.		
DISCOVER FINL SERVICES	5,439.	8,522.	8,348.
EMC CORP	5,107.	5,107.	5,597.
HALLIBURTON	1,643.		
HARTFORD FINANCIAL SERVICES	2,599.	3,495.	4,159.
HONEYWELL INTERNATIONAL INC	4,791.	6,302.	7,670.
KOHL'S CORP	1,015.		
MACYS	5,087.	6,343.	7,756.
MFA FINANCIAL INC	1,939.		
NATIONAL RETAIL PROPERTIES	1,352.		
OCEANEERING INTERNATIONAL INC	1,367.		
PACKAGING CORP AMERICA	3,363.	4,216.	5,397.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
REGAL BELOIT CORP	2,783.		
REGIONS FINI CORP	1,828.	3,007.	2,969.
SIM CORP	2,040.		
STARWOOD WAYPOINT RESIDE W I	577.		
STRYKER CORP	960.	960.	1,291.
TUPPERWARE BRANDS CORP	3,956.		
TWENTY FIRST CENTURY FOX	2,427.		
ERICSSON LM TEL SP ADR	2,631.	3,143.	2,774.
NIELSON HOLDINGS N V	5,288.	6,029.	6,022.
TECK RESOURCES CORP	2,099.		
TEVA PHARMACEUTICAL INDS LTD	3,576.	3,074.	3,746.
AMERICAN CENTURY HERITAGE INST	30,000.	30,000.	52,435.
T ROWE PRICE MID CAP VALUE FD	6,500.	7,500.	7,449.
T ROWE PRICE SC STOCK	4,000.	4,000.	4,522.
VANGUARD 500 INX FUND	19,500.	90,200.	93,963.
ABERDEEN EMER MKTS INST #5840	1,500.	12,000.	11,354.
CAMBIAR INTL EQUITY FUND INS	1,500.	1,500.	1,562.
CAUSEWAY EMER MARKETS INSTL #1	1,500.	1,500.	1,638.
JOHN HANCOCK FDS III DISCPIN	3,100.	4,800.	5,024.
MORGAN DEMPSEY SMALL MICRO CAP	1,200.		
T ROWE PRICE GROWTH STOCK #40	3,100.	4,800.	5,236.
T ROWE PRICE INTL GR&INC FUND	4,000.	4,800.	4,469.
T ROWE PRICE MID CAP GROWTH 64	81,500.	82,500.	143,251.
BAKER HUGHES INC		1,315.	1,643.
C M S ENERGY CORP		2,617.	3,054.
CIGNA CORP		2,417.	2,493.
CROWN CASTLE INTL CORP		2,260.	2,172.
CYPRESS SEMICONDUCTOR CORP		2,146.	2,131.
DELTA AIR LINES INC		1,348.	1,786.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
COLGATE PALMOVLIVE CO		7,332.	7,401.
E O G RES INC		2,224.	2,375.
FIDELITY INVT TR AD INTL DISCI		3,900.	4,083.
FRONTIER COMMUNICATIONS CORP		1,629.	1,495.
GENERAL MOTORS CO		5,868.	6,381.
GLENMEDE SC EQUITY PORT ADV		1,666.	1,728.
ICICI BANK LTD ADR		1,400.	1,530.
LAS VEGAS SANDS CORP		1,550.	1,481.
M T BANK CORP	2,956.	2,956.	3,111.
MARSH MCLENNAN COS INC		6,948.	7,525.
MATTEL INC		1,668.	1,746.
MEDTRONIC PLC		12,201.	11,763.
MONSANTO CO		4,478.	4,558.
MOODYS CORP		2,930.	3,441.
NRG ENERGY INC		1,555.	1,514.
PACWEST BANCORP		2,259.	2,165.
PITNEY BOWES INC		3,143.	2,684.
SIGNET JEWELERS LTD		1,226.	1,610.
SIX FLAGS ENTERTAINMENT		2,780.	3,762.
TD AMERITRADE HLDG CORP		1,968.	1,885.
XILINK INC		2,313.	2,428.
ZIONS BANCORPORATION		2,356.	2,437.
TOTALS	3,598,532.	3,849,359.	5,483,372.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
WACHOVIA CORP	49,537.		
BELLSOUTH CORP	50,275.		
BEAR STEARNS CO INV GLOBAL NT	51,076.		
EMERSON ELECTRIC	104,820.		
MERCK & CO	52,114.		
UNITED TECHNOLOGIES CORP	53,342.	52,760.	50,000.
DOVER CORP	48,296.		
PROCTER & GAMBLE CO	52,767.	52,328.	51,366.
ONTARIO PROVINCE GOVT BOND	53,433.		
QUEBEC PROVINCE 4.60 5/26/15	53,577.	52,915.	50,132.
NUVEEN CORE PLUS BOND FD	98,039.	133,672.	134,634.
NUVEEN SHORT TERM BD FD	785,715.	1,305,715.	1,304,918.
PIMCO TOTAL RETURN FUND	244,000.		
NUVEEN FUNDS CORE BOND FD	140,000.	140,000.	135,308.
PIMCO TOTAL RETURN FUND INST #	7,500.		
TOTALS	1,844,491.	1,737,390.	1,726,358.

GREATER DENFELD FOUNDATION INC 14296900

23-7182610

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ACCRUED INCOME	2,458.	1,481.	1,481.
RETURN OF CAPITAL	764.		
TOTALS	3,222.	1,481.	1,481.
	=====	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
GAIN ON CY SALE NOT SETTLED AT YEAR END	480.
WASH SALE ADJUSTMENT	741.
BOND AMORTIZATION ADJUSTMENT	3,758.
COST BASIS ADJUSTMENT	384.

TOTAL	5,363.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

WILLIAM WESTHOLM

ADDRESS:

2908 TALMADGE CIRCLE

DULUTH, MN 55811

TITLE:

CHAIR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8

OFFICER NAME:

JON HELSTROM

ADDRESS:

237 FAIRMONT ST

DULUTH, MN 55803

TITLE:

VICE-CHAIR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8

OFFICER NAME:

CLAUDE LUTZKA

ADDRESS:

4917 WYOMING STREET

DULUTH, MN 55804

TITLE:

8

OFFICER NAME:

NANCY ANDERSON

ADDRESS:

1918 TYROL STREET

DULUTH, MN 55811

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

DON ANNALA

ADDRESS:

5165 LESTER RIVER RD

DULUTH, MN 55804

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JEAN ENDRIZZI

ADDRESS:

3820 LONDON RD APT 307

DULUTH, MN 55804

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

HARRY FISHER

ADDRESS:

216 26TH ST SO

DULUTH, MN 55802

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

GREGORY FOX

ADDRESS:

8041 SPIRIT COVE DR

DULUTH, MN 55807

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

ALANA FREIDMAN

ADDRESS:

8037 E SPIRIT COVE DR

DULUTH, MN 55807

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JAMES HEFFERNAN

ADDRESS:

4773 KEENE CREEK CT

HERMANTOWN, MN 55811

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MARVIN HEIKKINEN

ADDRESS:

123 CHAMBERSBERG DR

DULUTH, MN 55803

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

PEGGY PEDERSON HILL

ADDRESS:

2136 W 13TH ST

DULUTH, MN 55806

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

ELLIE MARTIN

ADDRESS:

2015 WAVERLY STREET

DULUTH, MN 55803

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

TONYA SCONIERS

ADDRESS:

401 N 44TH AVE W

DULUTH, MN 55807

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

GREATER DENFELD FOUNDATION INC 14296900
FORM 990PF, PART XV - LINES 2a - 2d
=====

23-7182610

RECIPIENT NAME:

N/A

ADDRESS:

N/A

N/A, AL N/A

RECIPIENT'S PHONE NUMBER: N/A

FORM, INFORMATION AND MATERIALS:

APPLICATION CAN BE SUBMITTED ON-LINE OR
ON FORMS AVAILABLE IN DENFELD HIGH SCHOOL
GUIDEANCE OFFICE

SUBMISSION DEADLINES:

FALL OR WINTER OF SENIOR YEAR IN HIGH SCHOOL

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRADUATES OF DENFELD HIGH SCHOOL

STATEMENT 27

GREATER DENFELD FOUNDATION INC - GRANT SCHEDULE 5/1/14 - 4/30/15

NAME	ADDRESS	RELATIONSHIP	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUGSBURG COLLEGE	2211 RIVERSIDE AVE, MINNEAPOLIS, MN 55454	NONE	PUBLIC	SCHOLARSHIPS	\$ 3,000.00
AUGUSTANA COLLEGE	640 38TH ST., ROCK ISLAND IL 61201	NONE	PUBLIC	SCHOLARSHIPS	\$ 4,000.00
BEMIDJI STATE UNIVERSITY	1500 BIRCHMOUNT DR NE, BEMIDJI, MN 56601	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
BETHEL UNIVERSITY	3900 BETHEL DR, ST. PAUL, MN 55112	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
COLLEGE OF ST BENEDICT	2850 ABBEY RD, COLLEGEVILLE, MN 56321	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
COLLEGE OF ST SCHOLASTICA	1200 MKENWOOD AVE, DULUTH, MN 55811	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
CONCORDIA COLLEGE	901 8TH ST S, MOORHEAD, MN 56562	NONE	PUBLIC	SCHOLARSHIPS	\$ 40,375.00
DAKOTA STATE UNIVERSITY	820 WASHINGTON AVE N, MADISON, SD 57042	NONE	PUBLIC	SCHOLARSHIPS	\$ 5,000.00
DENFELD HIGH SCHOOL	4405 W 4TH ST, DULUTH, MN 55807	NONE	PUBLIC	SCHOLARSHIPS	\$ 3,750.00
DRAKE UNIVERSITY	2507 UNIVERSITY AVE, DES MOINES, IA 50311	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
GEORGE WASHINGTON UNIVERSITY	2121 1ST NW WASHINGTON, DC 20052	NONE	PUBLIC	SCHOLARSHIPS	\$ 1,000.00
GUSTAVUS ADOLPHUS COLLEGE	800 W COLLEGE AVE, ST. PETER, MN 56082	NONE	PUBLIC	SCHOLARSHIPS	\$ 4,000.00
HAMLIN UNIVERSITY	1536 HEWITT AVE, ST PAUL, MN 55104	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
IOWA STATE UNIVERSITY	AMES, IA 50011-2011	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
ITASCA COMMUNITY COLLEGE	1851 US-169, GRAND RAPIDS, MN 55744	NONE	PUBLIC	SCHOLARSHIPS	\$ 1,000.00
JOFFERY BALLET SCHOOL	434 AVENUE OF THE AMERICAS, NEW YORK, NY 10011	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
LAKE SUPERIOR COLLEGE	2101 TRINITY RD, DULUTH, MN 55811	NONE	PUBLIC	SCHOLARSHIPS	\$ 9,000.00
LUTHER COLLEGE	700 COLLEGE DR, DECORAH, IA 52101	NONE	PUBLIC	SCHOLARSHIPS	\$ 3,000.00
MACALESTER COLLEGE	1600 GRAND AVE, ST PAUL, MN 55105	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
MINNESOTA STATE UNIVERSITY MANKATO	MANKATO, MN 56001	NONE	PUBLIC	SCHOLARSHIPS	\$ 3,000.00
NORTH DAKOTA STATE UNIVERSITY	1340 ADMINISTRATION AVE, FARGO, ND 58102	NONE	PUBLIC	SCHOLARSHIPS	\$ 5,000.00
PORTLAND STATE UNIVERSITY	1825 SW BROADWAY, PORTLAND, OR 97201	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
ROCKY MT COLLEGE	1511 POLY DR, BILLINGS, MT 59102	NONE	PUBLIC	SCHOLARSHIPS	\$ 1,000.00
ST CATHERINE UNIVERSITY	2004 RANDOLPH AVE, ST PAUL, MN 55105	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
ST CLOUD STATE UNIVERSITY	720 4TH AVE S, ST CLOUD, MN 56301	NONE	PUBLIC	SCHOLARSHIPS	\$ 8,000.00
UNIVERSITY OF MINNESOTA CROOKSTON	2900 UNIVERSITY AVE, CROOKSTON, MN 56716	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
UNIVERSITY OF MINNESOTA DULUTH	1049 UNIVERSITY DR, DULUTH, MN 55812	NONE	PUBLIC	SCHOLARSHIPS	\$ 71,745.50
UNIVERSITY OF MINNESOTA MORRIS	600 E 4TH ST, MORRIS, MN 56267	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00
UNIVERSITY OF MINNESOTA TWIN CITIES	MINNEAPOLIS, MN 55455	NONE	PUBLIC	SCHOLARSHIPS	\$ 41,000.00
UNIVERSITY OF NORTH DAKOTA GRAND FORKS	GRAND FORKS, ND	NONE	PUBLIC	SCHOLARSHIPS	\$ 8,400.00
UNIVERSITY OF ST. THOMAS	2115 SUMMIT AVE, ST PAUL, MN 55105	NONE	PUBLIC	SCHOLARSHIPS	\$ 12,000.00
UNIVERSITY OF WISCONSIN EAU CLAIRE	105 GARGFIELD AVE, EAU CLAIRE, WI 54701	NONE	PUBLIC	SCHOLARSHIPS	\$ 4,000.00
UNIVERSITY OF WISCONSIN MADISON	MADISON, WI 53706	NONE	PUBLIC	SCHOLARSHIPS	\$ 7,000.00
UNIVERSITY OF WISCONSIN STOUT	712 BROADWAY ST S, MENOMONIE, WI 54751	NONE	PUBLIC	SCHOLARSHIPS	\$ 4,000.00
UNIVERSITY OF WISCONSIN SUPERIOR	1605 CATLIN AVE, SUPERIOR, WI 54880	NONE	PUBLIC	SCHOLARSHIPS	\$ 16,037.50
WESTERN MICHIGAN UNIVERSITY	1903 W MICHIGAN AVE, KALAMAZOO, MI 49008	NONE	PUBLIC	SCHOLARSHIPS	\$ 2,000.00

\$ 283,308.00 TOTAL GRANTS