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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 instructions is at [www.irs.gov/form990pf](http://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 HARRY L WILLETT FOUNDATION C/O BOYD RYAN WILLETT JR % KATHY ANDERSEN		A Employer identification number  27-1868389	
Number and street (or P O box number if mail is not delivered to street address) 518 17TH STREET Suite ST 250		B Telephone number (see instructions)  (303) 623-0809	
City or town, state or province, country, and ZIP or foreign postal code DENVER, CO 80202		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 2,098,749		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule) . . . . .	6,190,804			
	2 Check ▶ <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	39	39		
	4 Dividends and interest from securities. . . . .	17,376	17,376		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	29,739			
	b Gross sales price for all assets on line 6a 308,234				
	7 Capital gain net income (from Part IV, line 2) . . .		29,739		
	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) . . . . .	-5,651	-11,151		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	6,232,307	36,003		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . .	1,240,804			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	8,286	8,286		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	1,249,090	8,286		0
	25 Contributions, gifts, grants paid . . . . .	3,817,667			3,817,667
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	5,066,757	8,286		3,817,667
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	1,165,550			
	b <b>Net investment income</b> (if negative, enter -0-)		27,717		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	91,940	1,227,729	1,227,729
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	798,869	828,630	871,020
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	890,809	2,056,359	2,098,749	
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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	890,809	2,056,359	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions) . . . . .	890,809	2,056,359	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	890,809	2,056,359	

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) . . . . .	1 890,809
2	Enter amount from Part I, line 27a . . . . .	2 1,165,550
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 2,056,359
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 2,056,359

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	29,739
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	2,137,168	1,120,522	1 907297
2012	1,473,334	638,639	2 30699
2011	765,000	416,095	1 838522
2010	140,000	4,186	33 444816
2009	110,000		

2	Total of line 1, column (d). . . . .	2	39 497625
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	7 899525
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .	4	1,125,018
5	Multiply line 4 by line 3. . . . .	5	8,887,108
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	277
7	Add lines 5 and 6. . . . .	7	8,887,385
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	3,817,667

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1

Date of ruling or determination letter

(attach copy of letter if necessary—see instructions)

1

554

2

554

3

554

4

554

5

554

6

19,574

7

19,574

8

9

10

19,020

11

Part VII-AStatements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$

2

No

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

Yes

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

Yes

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)

8a

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

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)?

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

Yes

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of KATHY ANDERSEN Telephone no (303) 623-0809 Located at 518 17TH STREET SUITE 250 DENVER CO ZIP+4 802024103			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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 )			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions )	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BOYD RYAN WILLETT JR	PRESIDENT	0		
518 17TH STREET DENVER, CO 80202	0			
LOUISE WILLETT CURTIS	SECRETARY/TREASURER	0		
518 17TH STREET DENVER, CO 80202	0			
BOYD WILLETT CURTIS	VICE PRESIDENT	0		
518 17TH STREET DENVER, CO 80202	0			
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
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	859,231
b	Average of monthly cash balances. . . . .	1b	282,919
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	1,142,150
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	0
3	Subtract line 2 from line 1d. . . . .	3	1,142,150
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	17,132
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,125,018
6	Minimum investment return. Enter 5% of line 5. . . . .	6	56,251

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	56,251
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	554
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	554
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	55,697
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	55,697
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	55,697

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	3,817,667
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	0
b	Cash distribution test (attach the required schedule). . . . .	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,817,667
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	3,817,667

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				55,697
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only. . . . .			0	
b Total for prior years 2012 , 2011 , 2010		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. . . . .	110,000			
b From 2010. . . . .	140,000			
c From 2011. . . . .	744,196			
d From 2012. . . . .	1,441,606			
e From 2013. . . . .	2,081,568			
f Total of lines 3a through e. . . . .	4,517,370			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 3,817,667				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .				
d Applied to 2014 distributable amount. . . . .				55,697
e Remaining amount distributed out of corpus	3,761,970			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,279,340			
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. . . . .				
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 instructions . . . . .			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	110,000			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	8,169,340			
10 Analysis of line 9				
a Excess from 2010. . . .	140,000			
b Excess from 2011. . . .	744,196			
c Excess from 2012. . . .	1,441,606			
d Excess from 2013. . . .	2,081,568			
e Excess from 2014. . . .	3,761,970			

## Part XIV

\_\_\_\_\_

4942(j)(3) or 4942(j)(5)

**3** Complete 3a, b, or c for the alternative test relied upon

## Part XV

## 1 Information Regarding Foundation Managers:

■ 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) )

• List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	3,817,667
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

Form **990-PF** (2014)



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
CGD - SCHWAB #3107	P		
CGD - SCHWAB #2421	P		
SCHWAB #3107 - SHORT-TERM	P		
SCHWAB #3107 - LONG-TERM	P		
SCHWAB #2421 - SHORT-TERM	P		
SCHWAB #2421 - LONG-TERM	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
118			118
144			144
32,003		31,640	363
142,991		124,513	18,478
13,080		12,567	513
119,898		109,775	10,123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l


Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			118
			144
			363
			18,478
			513
			10,123

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ENHANCED LIVING INC PO BOX 1 BRADFORD,VT 05033	NONE		FUNDING OF 501(C)(3) FOR ITS EXEMPT PURPOSE MARGARET PRATT ASSISTED LIVING PROJECT	150,000
YELLOWSTONE RIVER PARKS ASSOCIATION PO BOX 1201 BILLINGS,MT 59103	NONE		GENERAL PROGRAM SUPPORT	83,000
MONTANA AUDUBON PO BOX 595 HELENA,MT 59624	NONE		FUNDING OF 501(C)(3) EXEMPT PURPOSE AUDUBON CENTER, BILLINGS	10,000
BRIDGES TO LIFE PO BOX 19039 HOUSTON,TX 772570895	NONE		FUNDING OF EXEMPT PURPOSE PRISON MINISTRY	75,000
CAL FARLEY'S BOYS RANCH PO BOX 1890 AMARILLO,TX 791740001	NONE		GENERAL PROGRAM SUPPORT	6,000
CHILDREN'S ASSOCIATION FOR MAXIMUM POTENTIAL PO BOX 27086 SAN ANTONIO,TX 78227	NONE		FUNDING FOR EXEMPT PURPOSE	60,000
DENVER ZOOLOGICAL FOUNDATION 2300 STEELE STREET DENVER,CO 80205	NONE		GENERAL PROGRAM SUPPORT	24,000
ROGUE VALLEY FARM 2 SCHOOL PO BOX 898 ASHLAND,OR 97520	NONE		FUNDING FOR EXEMPT PURPOSE FARM TO SCHOOL PROGRAM NUTRITION AND EDUCATION PROGRAMS	14,000
VISION TRUST INTERNATIONAL PO BOX 50524 COLORADO SPRINGS,CO 809490524	NONE		FUNDING FOR EXEMPT PURPOSE	56,000
WIMBERLEY VALLEY WATERSHED PO BOX 2534 WIMBERLEY,TX 78676	NONE		FUNDING FOR EXEMPT PURPOSE WATERSHED PROJECT	1,450,000
WIMBERLEY ADOPTION & RESCUE PO BOX 2603 WIMBERLEY,TX 78676	NONE		FUNDING FOR EXEMPT PURPOSE	25,000
FORGOTTEN DISEASES RESEARCH FOUNDATION 604 MALARIN AVE SANTA CLARA,CA 950506942	NONE		RESEARCH ON RARE DISEASES	15,000
ATHLETES PLUS FOUNDATION 3801 E FLORIDA AVE DENVER,CO 80210	NONE		FUNDING FOR EXEMPT PURPOSE	30,000
BRIDGES TO PROSPERITY 5007 C-126 VICTORY BLVD YORKTOWN,VA 23693	NONE		FUNDING FOR EXEMPT PURPOSE	25,000
DIRECT AID INTERNATIONAL PO BOX 394 NORTHFIELD,VT 05663	NONE		FUNDING FOR AFGHANISTAN SCHOOLS	38,000
<b>Total . . . . .</b>			<b>3a</b>	3,817,667




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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
WIMBERLEY INSTITUTE OF CULTURES PO BOX 167 WIMBERLEY,TX 78676	NONE		GENERAL PROGRAM SUPPORT	21,000
MUSIC MAKER RELIEF FOUNDATION PO BOX 1358 HILLSBOROUGH,NC 27278	NONE		FUNDING FOR TRADITIONAL MUSIC PRESERVATION	4,000
EFCA GLOBAL EFCA REACHGLOBAL MINNEAPOLIS,MN 55420	NONE		FUNDING FOR THE GABRYSCH MEDICAL MISSION, ETHIOPIA	6,000
UNIVERSITY OF TEXAS AT TYLER 11937 US HWY 271 TYLER,TX 75708	NONE		FUNDING FOR MAC DISEASE RESEARCH	100,000
INNOCENCE PROJECT OF TEXAS 1511 TEXAS AVENUE LUBBOCK,TX 79401	NONE		FUNDING FOR THE INNOCENCE PROJECT	40,000
FIVE VALLEYS LAND TRUST PO BOX 8953 MISSOULA,MT 59107	NONE		FUNDING FOR EXEMPT PURPOSE	20,000
AMERICAN PRAIRIE FOUNDATION PO BOX 908 BOZEMAN,MT 59771	NONE		FUNDING FOR THE AMERICAN PRAIRIE RESERVE	28,000
COLORADO PUBLIC RADIO 7409 SOUTH ALTON COURT CENTENNIAL,CO 80112	NONE		FUNDING FOR COLORADO PUBLIC RADIO	1,000
US FUND FOR UNICEF 125 MAIDEN LANE NEWYORK,NY 10038	NONE		FUNDING FOR SCHOOL DESKS IN AFRICA FOR SCHOOL DESKS IN AFRICA	4,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 598077159	NONE		FUNDING FOR THE MARGERY BROWN LAW FUND	4,000
NATIONAL MUSEUM OF FOREST SERVICE HISTORY PO BOX 2772 MISSOULA,MT 59806	NONE		FUNDIG FOR THE ROCK CREEK HISTORICAL PRESERVATION	35,000
DENVER ART MUSEUM PO BOX 17765 DENVER,CO 802179858	NONE		EDUCATION PROJECTS	24,000
STANFORD UNIVERSITY PO BOX 20466 STANFORD,CA 943090466	NONE		THE STANFORD FUND	3,000
HUMANE SOCIETY OF THE US 2100 L STREET NW WASHINGTON,DC 20037	NONE		NATIONAL HUMANE SOCIETY PROGRAMS	3,000
DUMB FRIENDS LEAGUE 2080 SOUTH QUEBEC STREET DENVER,CO 80231	NONE		GENERAL PROGRAM SUPPORT	3,000
<b>Total . . . . .</b>  <b>3a</b>				3,817,667


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
WARREN VILLAGE 1323 GILPIN ST DENVER,CO 80218	NONE		FUNDING FOR EXEMPT PURPOSE	3,000
DIAN FOSSEY GORILLA FUND 800 CHEROKEE AVENUE ATLANTA,GA 30315	NONE		GENERAL PROGRAM SUPPORT	4,000
ST JUDE CHILDRENS RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE		GENERAL PROGRAM SUPPORT	3,000
U OF TEXAS LAW SCHOOL FOUNDATION 727 E DEAN KEETON ST AUSTIN,TX 78705	NONE		LAW SCHOOL GENERAL FUND	3,000
COLORADO TROUT UNLIMITED 1536 WYNKOOP STREET SUITE 100 DENVER,CO 80202	NONE		GENERAL PROGRAM SUPPORT	3,000
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER R RESTON,VA 20190	NONE		WILDLIFE PRESERVATION	3,000
KUT RADIO PO BOX 7600 AUSTIN,TX 78713	NONE		AUSTIN PUBLIC RADIO	2,000
THAI CHRISTIAN FOUNDATION 6116 NORTH CENTRAL EXPRESSWAY DALLAS,TX 75206	NONE		FUNDING FOR EXEMPT PURPOSE	230,000
COLORADO NONPROFIT DEVELOPMENT CENTER 789 SHERMAN STREET DENVER,CO 802033529	NONE		BREAKING SILENCE INTERPERSONAL VIOLENCE PROGRAMS	27,000
OUR MONTANA INC PO BOX 699 BILLINGS,MT 591030699	NONE		FUNDING FOR EXEMPT PURPOSE	25,000
LONE STAR PARALYSIS FOUNDATION 1215 RED RIVER STE 421 AUSTIN,TX 78701	NONE		TEXAS REGIONAL PARALYMPIC SPORT	120,667
CHIEF DULL KNIFE COLLEGE PO BOX 98 LAME DEER,MT 59043	NONE		FUNDING FOR EXEMPT PURPOSE	6,000
THE ARCHEOLOGICAL CONSERVANCY 5301 CENTRAL AVENUE NE STE 902 ALBUQUERQUE,NM 87108	NONE		FUNDING FOR EXEMPT PURPOSE	4,000
WIMBERLEY VALLEY HABITAT FOR HUMANITY PO BOX 1205 WIMBERLEY,TX 78676	NONE		GENERAL PROGRAM SUPPORT	20,000
SKY WIND AND WORLD 2445 TETON AVE BILLINGS,MT 591020596	NONE		EDUCATIONAL PROGRAMS	50,000
<b>Total . . . . .</b>  <b>3a</b>				3,817,667


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE POSNER CENTER 1031 33RD STREET SUITE 140 DENVER,CO 802052729	NONE		GENERAL PROGRAM SUPPORT	2,000
SKEPTIC SOCIETY 2761 N MARENGO ALTADENA,CA 910012204	NONE		GENERAL PROGRAM SUPPORT	3,000
COMMITTEE FOR SKEPTICAL INQUIRY 3965 RENSCH RD AMHERST,NY 142282743	NONE		GENERAL PROGRAM SUPPORT	3,000
DOCTORS WITHOUT BORDERS USA 333 17TH AVE FLOOR 2 NEWYORK,NY 100015029	NONE		GENERAL PROGRAM SUPPORT - USA	3,000
ALPHONSE ROBINSON AFRICAN AMERICAN MUSICIANS ASSOC PO BOX 100391 DENVER,CO 802500391	NONE		GENERAL PROGRAM SUPPORT	20,000
NAVY SEAL FOUNDATION 1619 D STREET VIRGINIA BEACH,VA 23459	NONE		GENERAL PROGRAM SUPPORT	5,000
GOOD SAMARITAN CENTER OF SAN ANTONIO 1600 SALTILLO STREET SAN ANTONIO,TX 782076842	NONE		WIMBERLEY TEXAS PROGRAM SUPPORT	20,000
HAYS COUNTY HISTORICAL COMMISSION 111 E SAN ANTONIO ST 100 SAN MARCOS,TX 78666	NONE		GENERAL PROGRAM SUPPORT	53,000
DR DAVID W BAKER FOUNDATION BOX 6747 GREAT FALLS,MT 59405	NONE		GENERAL PROGRAM SUPPORT	20,000
ARCS COLORADO CHAPTER PO BOX 460874 DENVER,CO 80246	NONE		GENERAL PROGRAM SUPPORT	35,000
NATCHITOCHES HOPE FOR PAWS PO BOX 2552 NATCHITOCHES,LA 71457	NONE		GENERAL PROGRAM SUPPORT	2,000
DENVER ACADEMY 4400 E ILIFF AVE DENVER,CO 802226019	NONE		GENERAL PROGRAM SUPPORT	9,000
AURORA ARAPAHOE BATTERED WOMEN'S SHELTER PO BOX 914 AURORA,CO 800400914	NONE		GENERAL PROGRAM SUPPORT	9,000
CENTRAL TEXAS TABLE OF GRACE PO BOX 341584 AUSTIN,TX 78734	NONE		GENERAL PROGRAM SUPPORT	60,000
CADENCE INTERNATIONAL PO BOX 1268 ENGLEWOOD,CO 80150	NONE		GENERAL PROGRAM SUPPORT	25,000
<b>Total . . . . .</b>  <b>3a</b>				3,817,667

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WIMBERLEY EMS PO BOX 33 WIMBERLEY,TX 78676	NONE		GENERAL PROGRAM SUPPORT	45,000
ARBITRARY HILL FOUNDATION 601 OLD OAKS RANCH ROAD WIMBERLEY,TX 78676	NONE		GENERAL PROGRAM SUPPORT	100,000
EARTH MISSION PO BOX 6411 SILOAM SPRINGS,AR 73761	NONE		BURMA PROJECTS	100,000
LITTLE BIG HORN COLLEGE 8645 SOUTH WEAVER DRIVE CROW AGENCY,MT 59022	NONE		GENERAL PROGRAM SUPPORT	3,000
MEDICAL TEAMS INTERNATIONAL 14150 SW MILTON CT TIGARD,OR 972248024	NONE		MOBILE DENTAL PROGRAM	1,500
BIG SKY HONOR FLIGHT PO BOX 80201 BILLINGS,MT 59108	NONE		WW II VETERANS FLIGHTS TO DC	2,000
MONTANA AUDUBON PO BOX 595 HELENA,MT 59624	NONE		THE AUDUBON CENTER IN BILLINGS, MONTANA	100,000
VISION TRUST INTERNATIONAL PO BOX 50524 COLORADO SPRINGS,CO 809490524	NONE		GENERAL PROGRAM SUPPORT	45,000
SOUTHEASTERN PENNSYLVANIA SYMPHONY ORCHESTRA PO BOX 694 LANSDALE,PA 19446	NONE		GENERAL PROGRAM SUPPORT	6,000
YOUNG LIFE 420 N CASCADE AVE COLORADO SPRINGS,CO 80903	NONE		GENERAL PROGRAM SUPPORT	20,000
MISSIONARY SUPPORT SERVICES PO BOX 30428 CHARLOTTE,NC 28230	NONE		LOVE FOR THE LEAST PROGRAM	20,000
COLORADO STATE UNIVERSITY FOUNDATION PO BOX 1870 FORT COLLINS,CO 80522	NONE		ROTC SCHOLARSHIPS	28,000
MEADOWS CENTER FOR WATER AND ENVIRONMENT 601 UNIVERSITY DRIVE SAN MARCOS,TX 78666	NONE		CYPRESS CREEK PROJECT	37,500
COMMUNITY BIBLE STUDY 790 STOUT RD COLORADO SPRINGS,CO 80291	NONE		GENERAL PROGRAM SUPPORT	6,000
NEW LIFE PRESBYTERIAN CHURCH 6311 KINGS CROWN STREET SAN ANTONIO,TX 78233	NONE		GENERAL PROGRAM SUPPORT	25,000
<b>Total . . . . .</b>  <b>3a</b>				3,817,667

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PEACEFUL VALLEY DONKEY RESCUE PO BOX 216 MILES,TX 76861	NONE		GENERAL PROGRAM SUPPORT	10,000
THE EXPLORATORIUM PIER 15 SAN FRANCISCO,CA 94111	NONE		GENERAL PROGRAM SUPPORT	20,000
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BOULEVARD HOUSTON,TX 770304009	NONE		GENERAL PROGRAM SUPPORT	5,000
HAYS COUNTY MASTER NATURALISTS PO BOX 78 WIMBERLEY,TX 78676	NONE		GENERAL PROGRAM SUPPORT	25,000
CALVARY CHAPEL OF KENDALL 16435 SOUTH WEST 117 AVENUE MIAMI,FL 33177	NONE		CARIBBEAN MINISTRIES	15,000
FIRST BAPTIST CHURCH OF THE WOODLANDS 11801 GROGANS MILL ROAD THE WOODLANDS,TX 77380	NONE		MISSION EXPENSES	4,000
HAYS COUNTY HISTORICAL COMMISSION 111 E SAN ANTONIO ST 100 SAN MARCOS,TX 78666	NONE		GENERAL PROGRAM SUPPORT	50,000
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER,CO 80301	NONE		LIVING ROOF PROJECT AT CU DENVER	20,000
<b>Total . . . . .</b>  <b>3a</b>				3,817,667

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

**TY 2014 Depreciation Schedule**

**Name:** HARRY L WILLETT FOUNDATION  
C/O BOYD RYAN WILLETT JR  
**EIN:** 27-1868389

**TY 2014 Investments - Other Schedule****Name:** HARRY L WILLETT FOUNDATION

C/O BOYD RYAN WILLETT JR

**EIN:** 27-1868389

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SCHWAB #3107	AT COST	424,756	455,867
SCHWAB #2421	AT COST	403,874	415,153

## TY 2014 Other Expenses Schedule

**Name:** HARRY L WILLETT FOUNDATION

C/O BOYD RYAN WILLETT JR

**EIN:** 27-1868389

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHWAB FEES (#2421)	3,808	3,808		
SCHWAB FEES (#3107)	4,146	4,146		
FOREIGN TAXES PAID (#2421)	97	97		
FOREIGN TAXES PAID (#3107)	235	235		



**TY 2014 Other Income Schedule****Name:** HARRY L WILLETT FOUNDATION

C/O BOYD RYAN WILLETT JR

**EIN:** 27-1868389

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTIONS - SCHWAB #3107	298	298	
NONDIVIDEND DISTRIBUTIONS - SCHWAB #2421	201	201	
FEDERAL INCOME TAX REFUNDS	5,500		
POWERSHARES DB COMMODITY INDEX TRACKING	-11,650	-11,650	

**TY 2014 Taxes Schedule****Name:** HARRY L WILLETT FOUNDATION

C/O BOYD RYAN WILLETT JR

**EIN:** 27-1868389

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAXES - IRS	1,240,804			

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

<b>Name of the organization</b> HARRY L WILLETT FOUNDATION C/O BOYD RYAN WILLETT JR	<b>Employer identification number</b>  27-1868389
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Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

**Employer identification number**  
27-1868389

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<div>ESTATE OF HARRY L WILLETT</div> <div>518 17TH STREET SUITE 250</div> <div>DENVER, CO 80202</div>	\$ 6,190,804	<div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> </div> <div> <div><input checked="" type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> </div> <div>(Complete Part II for noncash contributions )</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> </div> <div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> </div> <div>(Complete Part II for noncash contributions )</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> </div> <div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> </div> <div>(Complete Part II for noncash contributions )</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> </div> <div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> </div> <div>(Complete Part II for noncash contributions )</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> </div> <div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> </div> <div>(Complete Part II for noncash contributions )</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> </div> <div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> </div> <div>(Complete Part II for noncash contributions )</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> </div> <div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> </div> <div>(Complete Part II for noncash contributions )</div>

<b>Name of organization</b> HARRY L WILLETT FOUNDATION C/O BOYD RYAN WILLETT JR	<b>Employer identification number</b> 27-1868389
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**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

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

<b>Name of organization</b> HARRY L WILLETT FOUNDATION C/O BOYD RYAN WILLETT JR	<b>Employer identification number</b> 27-1868389
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Part III

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

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

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