Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: THE LILLIS FOUNDATION

A Employer identification number: 91-6520620

Number and street (or P O box number if mail is not delivered to street address): 425 S. WILCOX STREET — Room/suite: 100

B Telephone number: 303 209-1943

City or town, state or province, country, and ZIP or foreign postal code: CASTLE ROCK, CO 80104

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 5,556,350.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	200,000.		N/A	
2 Check ▶ [ ] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	42.	42.		STATEMENT 2
4 Dividends and interest from securities	162,795.	164,465.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	105,631.			STATEMENT 1
b Gross sales price for all assets on line 6a 1,356,486.				
7 Capital gain net income (from Part IV, line 2)		123,674.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income		<786.>		STATEMENT 4
12 **Total.** Add lines 1 through 11	468,468.	287,395.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	54,712.	0.		54,712.
15 Pension plans, employee benefits	4,480.	0.		4,480.
16a Legal fees STMT 5	1,434.	0.		1,434.
b Accounting fees STMT 6	4,372.	0.		4,372.
c Other professional fees STMT 7	5,366.	0.		5,366.
17 Interest	36.	2,269.		36.
18 Taxes STMT 8	19,920.	2,324.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	760.	0.		760.
22 Printing and publications	984.	0.		984.
23 Other expenses STMT 9	23,343.	8,497.		20,296.
24 **Total operating and administrative expenses.** Add lines 13 through 23	115,407.	13,090.		92,440.
25 Contributions, gifts, grants paid	176,060.			176,060.
26 **Total expenses and disbursements.** Add lines 24 and 25	291,467.	13,090.		268,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	177,001.			
b **Net investment income** (if negative, enter -0-)		274,305.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	116.	116.	116.
	2 Savings and temporary cash investments	158,182.	185,987.	185,987.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	2,762,301.	2,093,387.	3,145,096.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,336,099.	2,159,969.	2,225,151.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,256,698.	4,439,459.	5,556,350.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ MARGIN LOAN)	0.	5,760.	
	23 **Total liabilities** (add lines 17 through 22)	0.	5,760.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	4,256,698.	4,433,699.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	4,256,698.	4,433,699.	
	31 **Total liabilities and net assets/fund balances**	4,256,698.	4,439,459.	

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	4,256,698.
2 Enter amount from Part I, line 27a	2	177,001.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,433,699.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,433,699.

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	SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	1,821 SH. OF ICAHN ENTERPRISES LP	P	VARIOUS	VARIOUS
c	THRU SCHEDULE K-1S	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
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	1,187,374.		1,066,256.	121,118.
b	161,236.		186,420.	<25,184.>
c				19,864.
d	7,876.			7,876.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				121,118.
b				<25,184.>
c				19,864.
d				7,876.
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** 123,674.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014			
2013			
2012			
2011			
2010			

2 **Total** of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	5,486.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	5,486.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	5,486.
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 12,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	12,000.
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	6,514.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 6,514. **Refunded** ▶		11	0.

Part VII-A — Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA, CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) STATEMENT 12 STMT 13	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE LILLIS FOUNDATION Telephone no. ▶ 303 395-2633
Located at ▶ 425 S WILCOX ST, STE 100, CASTLE ROCK, CO ZIP+4 ▶ 80104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☒ Yes ☐ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		X
Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION PROVIDES FOOD, CLOTHING AND EDUCATIONAL ITEMS FOR NEEDY SENIORS, SINGLE PARENTS AND FAMILIES.	10,394.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,530,576.
b	Average of monthly cash balances	1b	199,836.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,730,412.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,730,412.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,956.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,644,456.
6	**Minimum investment return** Enter 5% of line 5	6	282,223.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	282,223.
2a	Tax on investment income for 2015 from Part VI, line 5 2a 5,486.		
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	5,486.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	276,737.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	276,737.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	276,737.

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	268,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	268,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	268,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				276,737.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			257,068.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4. ▶$ 268,500.				
a Applied to 2014, but not more than line 2a			257,068.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				11,432.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				265,305.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 15

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT B	N/A	PC		176,060.
Total			▶ 3a	176,060.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	42.	
4 Dividends and interest from securities			14	162,795.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	525990	397.	14	<397.>	
8 Gain or (loss) from sales of assets other than inventory			18	105,631.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		397.		268,071.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 268,468.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Gwendolyn H. Lillis | 5/2/16 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY, CPA, CFE	[signature]	4/27/16		P00234022

Firm's name ▶ PKF O'CONNOR DAVIES, LLP — Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022 — Phone no. (212)286-2600

523622 11-24-15

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

2015

Name of the organization	Employer identification number
THE LILLIS FOUNDATION	91-6520620

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 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 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 1/3% 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE LILLIS FOUNDATION	91-6520620

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES M. LILLIS 13 CASTLE PINES DR N CASTLE ROCK, CO 80108-9008	$ 200,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE LILLIS FOUNDATION	91-6520620

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
		$	

Name of organization	Employer identification number
THE LILLIS FOUNDATION	91-6520620

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 info once) ▶ $

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,187,374.	1,066,256.	0.	0.	121,118.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,821 SH. OF ICAHN ENTERPRISES LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
161,236.	184,599.	0.	0.	<23,363.>

CAPITAL GAINS DIVIDENDS FROM PART IV	7,876.
TOTAL TO FORM 990-PF, PART I, LINE 6A	105,631.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHECKING ACCOUNT	3.	3.	
MONEY MARKET ACCOUNTS	39.	39.	
TOTAL TO PART I, LINE 3	42.	42.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GSO PRIVATE INVESTORS OFFSHORE II LP	2,439.	0.	2,439.	2,439.	
ML - LEHMAN CROSSROADS XVIII (OFFSHORE) LP	44,405.	0.	44,405.	44,405.	
PUBLICLY TRADED SECURITIES	89,694.	7,876.	81,818.	81,818.	
SA ACQUISITION FUND	34,133.	0.	34,133.	34,133.	
TO PART I, LINE 4	170,671.	7,876.	162,795.	162,795.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
THRU SCHEDULE K-1S	0.	<786.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	<786.>	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAKER & HOSTETLER LLP	1,434.	0.		1,434.
TO FM 990-PF, PG 1, LN 16A	1,434.	0.		1,434.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	4,372.	0.		4,372.
TO FORM 990-PF, PG 1, LN 16B	4,372.	0.		4,372.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	1,025.	0.		1,025.
IT SUPPORT	4,341.	0.		4,341.
TO FORM 990-PF, PG 1, LN 16C	5,366.	0.		5,366.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	2,321.	2,321.		0.
EXCISE TAX	16,301.	0.		0.
UNRELATED BUSINESS INCOME TAX	1,000.	0.		0.
COLORADO STATE INCOME TAX	298.	0.		0.
FOREIGN TAXES THRU SCHEDULE K-1S	0.	3.		0.
TO FORM 990-PF, PG 1, LN 18	19,920.	2,324.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	2,072.	0.		2,072.
OFFICE SUPPLIES AND EXPENSES	2,470.	0.		2,470.
POSTAGE	1,198.	0.		1,198.
BANK FEES	48.	48.		0.
DIRECT CHARITABLE ACTIVITIES	10,394.	0.		10,394.
INSURANCE	1,098.	0.		1,098.
THRU SCHEDULE K-1S	0.	5,450.		0.
PAYROLL PROCESSING FEES	2,614.	0.		2,614.
WEBSITE DEVELOPMENT	450.	0.		450.
OTHER INVESTMENT EXPENSES	2,999.	2,999.		0.
TO FORM 990-PF, PG 1, LN 23	23,343.	8,497.		20,296.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE SECURITIES - SEE ATTACHMENT A PAGE 1 OF 7	346,232.	424,468.
CORPORATE SECURITIES - SEE ATTACHMENT A PAGE 6 OF 7	1,747,155.	2,720,628.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,093,387.	3,145,096.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARROWPOINT INCOME OPPORTUNITY FUND QP, LTD. - 200 CLASS A SERIES A-1 SHARES	COST	200,000.	200,256.
FTV IV, L.P.	COST	153,948.	209,830.
KWK PARTNERS OFFSHORE, LTD. - 1,579.5818 CLASS A SERIES 1 SHARES	COST	500,000.	636,138.
SA ACQUISITIONS FUND	COST	400,000.	400,000.
ATLAS ENHANCED FUND LTD	COST	252,500.	248,564.
BROOKFIELD GLOBAL LISTED INFRASTRUCTURE OFFSHORE FUND	COST	252,500.	212,183.

GSO PRIVATE INVESTORS OFFSHORE II, LP CLASS B	COST	51,376.	60,153.
CROSSROADS XVIII DIVERSIFIED OFFSHORE FUND, LP - 207.5 CLASS A SHARES	COST	214,552.	131,805.
EXCHANGE TRADED PRODUCTS - SEE ATTACHMENT A PAGE 1 OF 7	COST	50,237.	44,393.
MUTUAL FUNDS - SEE ATTACHMENT A PAGE 7 OF 7	COST	84,856.	81,829.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,159,969.	2,225,151.

FORM 990-PF — TRANSFERS TO CONTROLLED ENTITIES PART VII-A, LINE 11 — STATEMENT 12

NAME OF CONTROLLED ENTITY — EMPLOYER ID NO

ARROWPOINT QP INCOME OPPORTUNITY FUND QP LTD.

ADDRESS

C/O INTERTRUST CORPORATE SEVICES (CAYMAN) LIMITED, 190 ELGIN AVE.
, GEORGE TOWN, CAYMAN ISLANDS KY1-9005

DESCRIPTION OF TRANSFER

CAPITAL CONTRIBUTION

	AMOUNT OF TRANSFER
	200,000.
TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES	200,000.

FORM 990-PF LIST OF CONTROLLED ENTITIES STATEMENT 13
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
ARROWPOINT QP INCOME OPPORTUNITY FUND QP LTD.	

ADDRESS EXCESS BUSINESS HOLDING [ ] YES [X] NO

C/O INTERTRUST CORPORATE SEVICES (CAYMAN) LIMITED, 190 ELGIN AVE.
, GEORGE TOWN, CAYMAN ISLANDS KY1-9005

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GWENDOLYN H. LILLIS P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 20.00	0.	0.	0.
CHARLES M. LILLIS P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 2.00	0.	0.	0.
MICHAEL B. LILLIS P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 2.00	0.	0.	0.
JESSICA L. ISAACS P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 2.00	0.	0.	0.
LORI L. HOFF P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 20.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 15

NAME OF MANAGER

GWENDOLYN H. LILLIS
CHARLES M. LILLIS

THE LILLIS FOUNDATION

EIN # 91-6520620

Exchange Traded Products E (e g ETF, ETN)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss
M WISDOMTREE TR EUROPE HEDGED EQ (HEDJ) E	825 000	$53 810	$44,393 25	$50,237.17	-$5,843.92
Total Exchange Traded Products (9% of account holdings)			**$44,393 25**	**$50,237.17**	**-$5,843 92**

Stocks

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est Annual Income (EAI)	Est Yield (EY)
Common Stock							
M ABBVIE INC COM USD0.01(ABBV)	1,235 000	$59 240	$73,161.40	$74,725.45	-$1,564.05	$2,815 80	3 850%
M APPLE INC(AAPL)	700 000	105 260	73,682 00	54,598 69	19,083 31	1,456 00	1 980
M TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR ISIN #US8740391003 SEDOL #2113382 (TSM)	3,250 000	22 750	73,937.50	75,160.63	-1,223.13	2,349 26	3 180
M V F CORP (VFC)	565 000	62 250	35,171 25	39,978 65	-4,807.40	836 20	2 380
M WELLS FARGO & CO NEW(WFC)	3,100 000	54 360	168,516 00	101,768.94	66,747.06	4,650 00	2 760
Total Common Stock (87% of account holdings)			$424,468.15	$346,232 36	$78,235 79	$12,107 26	
Total Stocks (87% of account holdings)			**$424,468.15**	**$346,232.36**	**$78,235 79**	**$12,107.26**	
Total Holdings			**$468,035.29**	**$396,469.53**	**$72,391.87**	**$12,107.26**	

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ABBOTT LABORATORIES (M)	**800 0000**	**44.9100**	**35,928 00**	**1%**	**12,010 05**	**2.13%**	**768.00**
SYMBOL ABT	378 0000	29.8976	11,301.33	06/28/12	5,674.65	1281	Long-Term
	422 0000	29.8972	12,616 62	06/28/12	6,335.40	1281	Long-Term
Cost Basis			*23,917 95*				
ABBVIE INC (M)	**800 0000**	**59 2400**	**47,392 00**	**2%**	**21,455 03**	**3.44%**	**1,632.00**
SYMBOL ABBV	378 0000	32.4214	12,255.32	06/28/12	10,137 40	1281	Long-Term
	422 0000	32.4209	13,681.65	06/28/12	11,317.63	1281	Long-Term
Cost Basis			*25,936.97*				
ALPHABET INC (M)	**87 0000**	**778 0100**	**67,686 87**	**2%**	**23,602.20**	**N/A**	**N/A**
CLASS A SYMBOL GOOGL	87.0000	506 7203	44,084 67	11/13/13	23,602.20	778	Long-Term
ALPHABET INC (M)	**87 0000**	**758 8800**	**66,022 56**	**2%**	**22,199.05**	**N/A**	**N/A**
CLASS C SYMBOL GOOG	87 0000	503.7185	43,823.51	11/13/13	22,199.05	778	Long-Term
AMAZON COM INC (M)	**125 0000**	**675 8900**	**84,486 25**	**3%**	**41,154 01**	**N/A**	**N/A**
SYMBOL AMZN	55 0000	346 6741	19,067.08	11/13/13	18,106.87	778	Long-Term
	70 0000	346.6451	24,265 16	11/13/13	23,047 14	778	Long-Term
Cost Basis			*43,332 24*				
APPLE INC (M)	**751 0000**	**105 2600**	**79,050 26**	**3%**	**29,253 52**	**1 97%**	**1,562 08**
SYMBOL AAPL	51 0000	66.3074	3,381.68	02/06/12	1,986.58	1424	Long-Term
	700 0000	66.3072	46,415.06	02/06/12	27,266.94	1424	Long-Term
Cost Basis			*49,796.74*				
BERKLEY W R CORP (M)	**500 0000**	**54 7500**	**27,375 00**	**<1%**	**14,866 05**	**0 87%**	**240 00**
SYMBOL WRB	500 0000	25.0179	12,508.95	10/16/09	14,866.05	2267	Long-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
BOEING CO (M)	**540 0000**	**144.5900**	**78,078.60**	**3%**	**38,096.69**	**2 51%**	**1,985 60**
SYMBOL BA	540 0000	74.0405	39,981 91	11/28/12	38,096 69	1128	Long-Term
CANADIAN PAC RAILWAY F (M)	**200 0000**	**127 6000**	**25,520 00**	**<1%**	**970 45**	**0 83%**	**212 94**
SYMBOL CP	200.0000	122.7477	24,549 55	06/12/13	970 45	932	Long-Term
CONOCOPHILLIPS (M)	**1,350.0000**	**46.6900**	**63,031 50**	**2%**	**(13,550 17)**	**6 33%**	**3,996.00**
SYMBOL COP	1,350.0000	56.7271	76,581 67	02/14/11	(13,550.17)	1781	Long-Term
CSX CORP (M)	**1,005 0000**	**25.9500**	**26,079 75**	**<1%**	**1,081.47**	**2.77%**	**723 60**
SYMBOL CSX	1,005 0000	24 8739	24,998 28	06/12/13	1,081.47	932	Long-Term
CUMMINS INC (M)	**1,286 0000**	**88 0100**	**113,180.86**	**4%**	**(3,003 83)**	**4 43%**	**5,015.40**
SYMBOL CMI	500.0000	32.6389	16,319 47	05/12/09	27,685 53	2424	Long-Term
	786 0000	127 0549	99,865 22	08/12/15	(30,689.36)	141	Short-Term
Cost Basis			*116,184.69*				
DANAHER CORP (M)	**2,575 0000**	**92 8800**	**239,166 00**	**9%**	**166,210 75**	**0 58%**	**1,390 50**
SYMBOL DHR	1,600 0000	14 3500	22,960 00 •	10/23/02	125,648 00	4817	Long-Term
	975.0000	51 2771	49,995 25	02/14/11	40,562.75	1781	Long-Term
Cost Basis			*72,956 25*			*Accrued Dividend*	*347 63*
DEVON ENERGY CORP (M)	**1,000 0000**	**32 0000**	**32,000.00**	**1%**	**(18,004 47)**	**3 00%**	**960 00**
SYMBOL DVN	1,000.0000	50.0044	50,004 47	02/17/09	(18,004.47)	2508	Long-Term
EASTMAN CHEMICAL CO (M)	**670 0000**	**67 5100**	**45,231 70**	**2%**	**5,164.58**	**2 37%**	**1,072 00**
SYMBOL EMN	300.0000	59 7983	17,939 51	11/28/12	2,313.49	1128	Long-Term
	370.0000	59 8043	22,127 61	11/28/12	2,851.09	1128	Long-Term
Cost Basis			*40,067 12*			*Accrued Dividend*	*308 20*

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
FLOWSERVE CORP (M)	**1,101.0000**	**42.0800**	**46,330 08**	**2%**	**10,637.34**	**1 71%**	**792 72**
SYMBOL FLS	201 0000	24.1581	4,855.79	05/12/09	3,602 29	2424	Long-Term
	900 0000	34 2632	30,836.95	10/13/09	7,035 05	2270	Long-Term
Cost Basis			*35,692 74*			*Accrued Dividend 198 18*	
GILEAD SCIENCES INC (M)	**1,080 0000**	**101.1900**	**109,285 20**	**4%**	**69,111.49**	**1 69%**	**1,857 60**
SYMBOL GILD	200.0000	37 1983	7,439 66	11/28/12	12,798.34	1128	Long-Term
	880.0000	37 1977	32,734.05	11/28/12	56,313.15	1128	Long-Term
Cost Basis			*40,173 71*				
ILLINOIS TOOL WORKS (M)	**905 0000**	**92 6800**	**83,875 40**	**3%**	**33,650.20**	**2 37%**	**1,991 00**
SYMBOL ITW	100 0000	50 4579	5,045 79	06/28/12	4,222 21	1281	Long-Term
	400.0000	50.4549	20,181.96	06/28/12	16,890.04	1281	Long-Term
	405 0000	61 7220	24,997.45	02/22/13	12,537 95	1042	Long-Term
Cost Basis			*50,225.20*				
JOHNSON & JOHNSON (M)	**750 0000**	**102.7200**	**77,040 00**	**3%**	**40,407 76**	**2 92%**	**2,250 00**
SYMBOL JNJ	750,0000	48 8429	36,632 24	03/02/09	40,407 76	2495	Long-Term
LOCKHEED MARTIN CORP (M)	**500 0000**	**217 1500**	**108,575.00**	**4%**	**68,320 53**	**3.03%**	**3,300.00**
SYMBOL LMT	500 0000	80 5089	40,254 47	05/12/09	68,320 53	2424	Long-Term
MASTERCARD INC (M)	**1,150 0000**	**97.3600**	**111,964 00**	**4%**	**35,274 92**	**0 65%**	**736 00**
CLASS A	450.0000	55.9488	25,177 00	06/12/13	18,635.00	932	Long-Term
SYMBOL MA	700 0000	73 5886	51,512 08	11/13/13	16,639.92	778	Long-Term
Cost Basis			*76,689.08*				
MICROCHIP TECHNOLOGY (M)	**1,635 0000**	**46 5400**	**76,092 90**	**3%**	**35,706 25**	**3 08%**	**2,344 59**
SYMBOL MCHP	1,635.0000	24.7013	40,386.65	10/12/10	35,706.25	1906	Long-Term

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
NOVARTIS AG F (M)	**558 0000**	**86.0400**	**48,010 32**	**2%**	**(1,966.64)**	**3.09%**	**1,487 60**
ADR	558.0000	89.5644	49,976 96	09/29/15	(1,966 64)	93	Short-Term
1 ADR REPS 1 ORD SHS							
SYMBOL NVS							
PEPSICO INCORPORATED (M)	**1,400 0000**	**99.9200**	**139,888 00**	**5%**	**62,165.05**	**2 81%**	**3,934 00**
SYMBOL PEP	400 0000	44.2850	17,714 00 *	02/03/03	22,254 00	4714	Long-Term
	1,000 0000	60 0089	60,008.95	11/03/09	39,911.05	2249	Long-Term
Cost Basis			*77,722 95*				*Accrued Dividend 983 50*
PHILLIPS 66 (M)	**675 0000**	**81 8000**	**55,215 00**	**2%**	**32,456 07**	**2 73%**	**1,512 00**
SYMBOL PSX	675 0000	33.7169	22,758.93	02/14/11	32 456 07	1781	Long-Term
SANOFI SPOND F (M)	**1,650 0000**	**42.6500**	**70,372.50**	**3%**	**20,287.70**	**3 77%**	**2,655 34**
ADR	1,650 0000	30 3544	50,084.80	07/12/10	20,287.70	1998	Long-Term
1 ADR REPS 0 5 ORD SHS							
SYMBOL SNY							
SYNAPTICS INC (M)	**1,835 0000**	**80 3400**	**147,423 90**	**5%**	**(2,055 24)**	**N/A**	**N/A**
SYMBOL SYNA	95 0000	81.4548	7,738 21	09/17/14	(105 91)	470	Long-Term
	100 0000	81 3499	8,134.99	09/17/14	(100.99)	470	Long-Term
	100.0000	81.4849	8,148.49	09/17/14	(114.49)	470	Long-Term
	1,540.0000	81 4658	125,457.45	09/17/14	(1,733.85)	470	Long-Term
Cost Basis			*149,479.14*				
THERMO FISHER SCNTFC (M)	**777.0000**	**141 8500**	**110,217 45**	**4%**	**65,133 96**	**0.42%**	**466 20**
SYMBOL TMO	500.0000	50.1969	25,098.45	06/28/12	45,826 55	1281	Long-Term
	77.0000	72.1503	5,555.58	02/22/13	5,366.87	1042	Long-Term
	200 0000	72.1473	14,429.46	02/22/13	13,940 54	1042	Long-Term
Cost Basis			*45,083.49*				*Accrued Dividend 116 55*

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
TIME WARNER INC (M)	**1,560 0000**	**64 6700**	**100,885.20**	**4%**	**4,898.55**	**2.16%**	**2,184.00**
SYMBOL TWX	360 0000	61 5373	22,153 43	02/11/14	1,127.77	688	Long-Term
	1,200.0000	61.5276	73,833.22	02/11/14	3,770.78	688	Long-Term
Cost Basis			*95,986 65*				
TJX COMPANIES INC (M)	**3,150 0000**	**70.9100**	**223,366.50**	**8%**	**196,638 75**	**1 18%**	**2,646.00**
SYMBOL TJX	3,150,0000	8.4850	26,727 75 *	02/03/03	196,638 75	4714	Long-Term
VERIZON COMMUNICATN (M)	**1,010 0000**	**46 2200**	**46,682 20**	**2%**	**(3,542 84)**	**4 88%**	**2,282 60**
SYMBOL VZ	1,010 0000	49 7277	50,225 04	11/13/13	(3,542 84)	778	Long-Term
VF CORPORATION (M)	**1,340 0000**	**62 2500**	**83,415 00**	**3%**	**13,023 64**	**2.37%**	**1,983 20**
SYMBOL VFC	420 0000	47 2943	19,863 61	06/12/13	6,281 39	932	Long-Term
	400,0000	54,9269	21,970.79	11/13/13	2,929 21	778	Long-Term
	520 0000	54.9172	28,556.96	11/13/13	3,813.04	778	Long-Term
Cost Basis			*70,391 36*				
WILLIAMS COMPANIES (M)	**2,014.0000**	**25 7000**	**51,759.80**	**2%**	**(48,180.42)**	**9.96%**	**5,155.84**
SYMBOL WMB	614 0000	49 6234	30,468.80	08/12/15	(14,689 00)	141	Short-Term
	1,400 0000	49 6224	69,471 42	08/12/15	(33,491 42)	141	Short-Term
Cost Basis			*99,940 22*				
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]		[illegible]

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
OAKMARK INTL FD CLASS I (M),O SYMBOL OAKIX	1,554 5830	21.3600	33,205 89	1%	22 36	34,762 75	(1,556.86)
TWEEDY BROWNE GLOBAL (M),O VALUE FUND SYMBOL TBGVX	925 7310	24.4600	22,643.38	<1%	24.78	22,939 83	(296.45)
WASATCH WORLD INNOVATORS (M),O FD INV SYMBOL WAGTX	1,379 6740	18.8300	25,979.26	<1%	19.68	27 153.40	(1,174.14)
[illegible]	[illegible]		[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	[illegible]		[illegible]	[illegible]		[illegible]	[illegible]

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount	Balance
									$ 200,000 00
01/20/15	Washington College, 300 Washington Avenue, Chestertown, MD 21620	Public Charity	Scholarship-Christine Anderson (Spring 2015)	$4,000 00	$4,000.00			$4,000 00	$ 196,000 00
01/20/15	Colorado State University-Pueblo, 2200 Bonforte Boulevard, Pueblo, CO 81001	Public Charity	Scholarship-Bailey Bair (Spring 2015)	$2,500 00	$2,500.00			$2,500.00	$ 193,500 00
01/20/15	University of Nebraska-Omaha, 6506 University Drive South, Omaha, NE 68182	Public Charity	Scholarship-Caitlin Brown (Spring 2015)	$1,800 00	$1,800.00			$1,800 00	$ 191 700 00
01/20/15	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office – OCM, 41 UCB Boulder, CO 80309-0041	Public Charity	Scholarship-Thinh Dinh (Spring 2015)	$3,000.00	$3,000 00			$3,000 00	$ 188,700 00
01/20/15	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office – OCM, 41 UCB Boulder, CO 80309-0041	Public Charity	Scholarship-Clara Morgan Jewell (Spring 2015)	$1,750 00	$1,750.00			$1,750 00	$ 186.950 00
01/20/15	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office – OCM, 41 UCB Boulder, CO 80309-0041	Public Charity	Scholarship-Bryan Harant (Spring 2015)	$4,000 00	$4,000.00			$4,000 00	$ 182,950 00
01/20/15	Colorado State University, 1063 Campus Delivery, Ft. Collins, CO 80523	Public Charity	Scholarship-Tyler Miller (Spring 2015)	$2,500 00	$2,500.00			$2,500 00	$ 180,450 00
01/20/15	Colorado State University, 1063 Campus Delivery, Ft. Collins, CO 80523	Public Charity	Scholarship- Caitlyn Murphy (Spring 2015)	$3,200 00	$3,200 00			$3,200.00	$ 177,250 00
01/20/15	Colorado State University, 1063 Campus Delivery, Ft. Collins, CO 80523	Public Charity	Scholarship- Karli Nash (Spring 2015)	$4,000 00	$4,000 00			$4,000.00	$ 173,250 00
04/15/15	University of Oregon, 1810 Harris Street, Eugene, OR 97403	Public Charity	Scholarship-Melanie McGuire (Spring Qtr 2015)	$2,000 00	$2,000 00			$2,000.00	$ 171,250 00
04/15/15	University of Puget Sound,1500N. Warner Street, Tacoma, WA 98416	Public Charity	Discretionary-Jess Aquatics Center	$2,000 00			$2,000.00	$2,000.00	$ 169,250 00
									$ 169,250 00
07/17/15	Denver Metro Chamber Foundation 1445 Market Street Denver, CO 80202	Public Charity	Grant - Ready Set College	$5,000.00			$5,000 00	$5,000 00	$ 164,250 00
07/20/15	Food Bank of the Rockies, 10700 E 45th Ave, Denver, CO 80239	Public Charity	Discretionary-Gwen	$1,000 00			$1,000 00	$1,000.00	$ 163,250 00
08/19/15	University of Notre Dame, 115 Main Building, Notre Dame, IN 46556	Public Charity	Scholarship-John Judge (Merit - Fall 2015)	$1,500 00	$1,500 00			$1,500.00	$ 161,750 00
09/01/15	Colorado State University, 1065 Campus Delivery, Ft. Collins, CO 80523	Public Charity	Scholarship-Jordan Scott (Fall 2015)	$1,000 00	$1,000 00			$1,000.00	$ 160,750 00

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount	Balance
09/01/15	Brigham Young University, Provo, UT 84602	Public Charity	Scholarship-Claire Nottingham (Fall 2015)	$2,500 00	$2,500.00			$2,500 00	$ 158,250 00
09/01/15	University of Northern Colorado, Carter Hall 1005, Greeley, CO 80639	Public Charity	Scholarship-Hamnna Knapp (Fall 2015)	$2,400 00	$2,400.00			$2,400 00	$ 155,850 00
09/01/15	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office – OCM, 41 UCB	Public Charity	Scholarship-Bryan Harant (Fall 2015)	$4,500 00	$4,500 00			$4,500.00	$ 151 350 00
09/01/15	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office – OCM, 41 UCB	Public Charity	Scholarship-Thinh Dinh (Fall 2015)	$1,650 00	$1,650 00			$1,650.00	$ 149,700 00
09/02/15	Littleton High School, 199 E Littleton Blvd, Littleton, CO 80121	Public Charity	SAF Renewal	$5,000.00		5000 00		$5,000.00	$ 144,700 00
09/02/15	Monte Vista High School, 349 E Prospect Sttreet, Monte Vista, CO 81144	Public Charity	SAF Renewal	$2,500 00		2500 00		$2,500.00	$ 142,200 00
09/02/15	Haxtun Jr-Sr. HS, 201 W. Powell Street, Haxtun, CO 80731	Public Charity	SAF Renewal	$2,527.00		2527.00		$2,527 00	$ 139,673 00
09/08/15	Sheridan High School, 3201 W Oxford Ave, Denver, CO 80236	Public Charity	SAF New School	$5,000 00		5000.00		$5,000.00	$ 134,673 00
09/09/15	Central High School, 216 E Orman Ave, Pueblo, CO 81004	Public Charity	SAF New School	$5,000 00		5000 00		$5,000.00	$ 129,673 00
09/08/15	Mapleton Early College, 8980 York St, Thornton, CO 80229	Public Charity	SAF New School	$100.00		100 00		$100 00	$ 129 573 00
09/17/15	University of Denver, Office of Financial Aid, University Hall 255, 2197 S University, Denver CO 80208	Public Charity	Scholarship-Rachael Rios (Merit - Fall 2015)	$1,000.00	$1,000 00			$1,000.00	$ 128,573 00
09/17/15	Colorado State University Pueblo, CSU-Pueblo Cashier Office 2200 Bonforte Blvd Pueblo, CO 81001	Public Charity	Scholarship - Bailey Bair (Fall 2015)	$800.00	$800 00			$800 00	$ 127,773 00
09/17/15	Colorado State University, Student Financial Services, 1065 Campus Delivery, Fort Collins CO 80523-1065	Public Charity	Scholarship - Karli Nash (Fall 2015)	$4,000 00	$4,000 00			$4,000 00	$ 123,773 00
09/24/15	Colorado State University, 1065 Campus Delivery, Ft. Collins, CO 80523	Public Charity	Scholarship - Olivia Arellano-Votaw (Fall 2015)	$600 00	$600.00			$600.00	$ 123,173 00
09/29/15	Mapleton Early College, 8980 York St, Thornton, CO 80229	Public Charity	SAF New School	$2,400 00		$ 2,400 00		$2,400.00	$ 120,773 00
09/29/15	South HS, 1700 E. Louisiana Ave, Denver, CO 80210	Public Charity	SAF Renewal	$2,500.00		$2,500 00		$2,500 00	$ 118,273 00
09/29/15	Highlands Ranch High School, 9375 Cresthill Lane, Highlands Ranch, CO 80130	Public Charity	SAF Renewal	$2,500 00		$2,500 00		$2,500 00	$ 115 773 00
09/29/15	Julesburg HS, 102 West 6th Street, Julesburg, CO 80737	Public Charity	SAF Renewal	$2,000.00		$ 2,000.00		$2,000 00	$ 113,773 00

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount	Balance
09/29/15	Grand Valley High School, PO Box 68, Parachute, CO 81635	Public Charity	SAF Renewal	$2,000 00		2000 00		$2,000.00	$ 111,773 00
10/01/15	Colorado State University Pueblo, CSU-Pueblo Cashier Office 2200 Bonforte Blvd. Pueblo, CO 81001	Public Charity	Scholarship - Bailey Bair (Fall 2015)	$1,700 00	$1,700.00			$1,700.00	$ 110,073 00
10/06/15	Clear Creek High School, 185 Beaver Brook Canyon Road, Evergreen, CO 80439	Public Charity	SAF Renewal	$2,500 00		2500 00		$2,500.00	$ 107,573 00
10/06/15	Castle Rock Youth Cycling Club, 411 4th Street, Castle Rock, CO 80104	Public Charity	Discretionary-Lori	$1,000 00			$1,000 00	$1,000.00	$ 106,573 00
10/13/15	Cystic Fibrosis Foundation, 400 S Colorado Blvd, Ste 840, Denver, CO 80246	Public Charity	Discretionary-Lori	$2,000 00			$2,000.00	$2,000 00	$ 104,573 00
10/07/15	Colorado State University, 1065 Campus Delivery, Ft. Collins, CO 80523	Public Charity	Scholarship-Miguel Castro-Valles	$1,000 00	$1,000.00			$1,000 00	$ 103 573 00
10/07/15	Nelnet Student Loan Services P O Box 82561 Lincoln, NE 68501 (Melanie McGuire)	Individual, no relationship to any foundation trustee or substantial contributor	Scholarship - Student Assistance	$5,333.00	$5,333 00			$5,333 00	$ 98,240 00
10/21/15	University of Puget Sound, 1500N Warner Street, Tacoma, WA 98416	Public Charity	Discretionary-Jess Alumni Fund	$2,500 00			$2,500 00	$2,500 00	$ 95,740 00
10/21/15	Anchor Center, 2550 Roslyn St. Denver, CO 80238	Public Charity	Grant	$6,000 00			$6,000 00	$6,000 00	$ 89,740 00
10/21/15	Children's Village, 1350 W Hanley Ave Coeur d' Alene, ID 83815	Public Charity	Discretionary- Chuck	$5,000 00			$5,000.00	$5,000 00	$ 84,740 00
10/21/15	Holyoke Jr-Sr HS, 545 E. Hale, Holyoke, CO 80734	Public Charity	SAF Renewal	$1,500 00		1500.00		$1,500 00	$ 83,240 00
10/30/15	Volunteers of America, Meals on Wheels Program, 2660 Larimer Street, Denver, CO 80205	Public Charity	Discretionary-Gwen	$1,000 00			$1,000 00	$1,000.00	$ 82,240 00
10/30/15	Search Dog Foundation, 501 East Ojai Avenue, Ojai, CA 93023	Public Charity	Discretionary-Gwen	$1,000 00			$1,000 00	$1,000.00	$ 81 240 00
11/02/15	Dolls for Daughters, 4500 Cherry Creek South Drive, Suite 1070, Denver, CO 80246	Public Charity	Discretionary-Lori	$1,000 00			$1,000 00	$1,000 00	$ 80,240 00
11/06/15	Metropolitan State University Office of Financial Aid Student Success Building, Area 6, Suite 130 890 Auraria Parkway Denver, CO 80204	Public Charity	Scholarship-Alondra Cruz	$1,250 00	$1,250 00			$1,250 00	$ 78,990 00

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount	Balance
11/09/15	Lewis-Palmer High School, 1300 Higby Road, Monument, CO 80132	Public Charity	SAF Renewal	$5,000.00		5000 00		$5,000 00	$ 73,990 00
12/01/15	Colorado Animal Welfare League, 200 S. Wilcox Street, Ste 122, Castle Rock, CO 80104	Public Charity	Discretionary-Lon	$1,000 00			$1,000 00	$1,000.00	$ 72,990 00
12/02/15	Read To Me, 2346 Morningview Lane, Castle Rock, Co 80109	Public Charity	Grant	$4,400 00			$4,400.00	$4,400.00	$ 68,590 00
12/02/15	Littleton High School, 199 E Littleton Blvd, Littleton, CO 80121	Public Charity	Grant - Piano	$10,000 00			$10,000 00	$10,000 00	$ 58,590 00
12/02/15	Dumb Friends League, 2080 S Quebec Street, Denver CO 80231	Public Charity	Discretionary - Gwen	$1,000 00			$1,000.00	$1,000.00	$ 57,590 00
12/02/15	We Don't Waste, 3560 Walnut Street, Unit B, Denver, CO 80205	Public Charity	Discretionary-Gwen	$1,000 00			$1,000 00	$1,000 00	$ 56,590 00
12/04/15	Think 360 Arts, 135 Park Ave, Denver Co 80205	Public Charity	Grant	$10,000 00			$10,000.00	$10,000 00	$ 46,590 00
12/20/15	University of Denver, Office of Financial Aid, University Hall 255, 2197 S. University, Denver CO 80208	Public Charity	Scholarship-Rachael Rios (Merit - Winter QTR 2015)	$1,000 00	$1,000 00			$1,000.00	$ 45,590 00
									$ 45,590 00
12/30/15	University of Notre Dame, 115 Main Building, Notre Dame, IN 46556	Public Charity	Scholarship-John Judge (Merit - Spring 2016)	$1,500 00	$1,500.00			$1,500.00	$ 44,090 00
12/30/15	Colorado State University, 1065 Campus Delivery, Ft. Collins, CO 80523	Public Charity	Scholarship-Jordan Scott (Spring 2016)	$1,000 00	$1,000 00			$1 000.00	$ 43,090 00
12/30/15	Brigham Young University, Provo, UT 84602	Public Charity	Scholarship-Claire Nottingham (Spring 2016)	$2,500 00	$2,500.00			$2,500 00	$ 40,590 00
12/30/15	University of Northern Colorado, Carter Hall 1005, Greeley, CO 80639	Public Charity	Scholarship-Hanna Knapp (Spring 2016)	$2,400.00	$2,400 00			$2,400 00	$ 38,190 00
12/30/15	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office – OCM, 41 UCB	Public Charity	Scholarship-Bryan Harant (Spring 2016)	$4,500.00	$4,500 00			$4,500 00	$ 33,690 00
12/30/15	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office – OCM, 41 UCB	Public Charity	Scholarship-Thinh Dinh (Spring 2016)	$1,650 00	$1,650 00			$1,650.00	$ 32,040 00
12/30/15	Colorado State University, Student Financial Services, 1065 Campus Delivery, Fort Collins CO 80523-1065	Public Charity	Scholarship - Karli Nash (Spring 2016)	$4,000.00	$4,000.00			$4,000 00	$ 28,040 00
12/30/15	Colorado State University, 1065 Campus Delivery, Ft. Collins, CO 80523	Public Charity	Scholarship - Olivia Arellano-Votaw (Spring 2016)	$600 00	$600.00			$600.00	$ 27 440 00

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount	Balance
12/30/15	Colorado State University Pueblo, CSU-Pueblo Cashier Office 2200 Bonforte Blvd Pueblo, CO 81001	Public Charity	Scholarship - Bailey Bair (Spring 2016)	$2,500.00	$2,500 00			$2,500 00	$ 24,940 00
12/30/15	Colorado State University, 1065 Campus Delivery, Ft. Collins, CO 80523	Public Charity	Scholarship-Miguel Castro-Valles (Spring 2016)	$1,000.00	$1,000 00			$1,000 00	$ 23,940 00
									$ 23,940 00
	Total			$176,060.00	$80,633.00	$40,527 00	$54,900 00	$176,060 00	