



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2015Department of the Treasury
Internal Revenue Service

▶ 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.

Open to Public Inspection

For calendar year 2015 or tax year beginning **05/01/15**, and ending **04/30/16**

Name of foundation HILL FOUNDATION 0101562400 WELLS FARGO BANK IFS FIDUCIARY SVC		A Employer identification number 84-6081879
Number and street (or P O box number if mail is not delivered to street address) PO BOX 53456; MAC S4101-22G	Room/suite	B Telephone number (see instructions) 720-947-6725
City or town, state or province, country and ZIP or foreign postal code PHOENIX AZ 85072-3456		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 34,913,632	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	349,090	349,090		
4	Dividends and interest from securities	533,658	533,658		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-4,876			
b	Gross sales price for all assets on line 6a 10,392,143				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
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) STMT 1	2,767,948	2,763,398		
12	Total. Add lines 1 through 11 4,289,143	3,645,820	3,646,146	0	
13	Compensation of officers, directors, trustees, etc.	245,374	134,956		110,418
14	Other employees' salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE STMT 2	995	547		448
b	Accounting fees (attach schedule) STMT 3	20,516	11,284		9,232
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	351,242	300,717		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) STMT 5	517,104	501,427		6,971
24	Total operating and administrative expenses. Add lines 13 through 23	1,135,231	948,931	0	127,069
25	Contributions, gifts, grants paid	1,525,500			1,525,500
26	Total expenses and disbursements. Add lines 24 and 25	2,660,731	948,931	0	1,652,569
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	985,089			
b	Net investment income (if negative, enter -0-)		2,697,215		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form **990-PF** (2015)

SCANNED DEC 20 2016

 Received in
 19 Batching Order
 Operating and Administrative Expenses
 DEC 16 2016

657

Form 990-PF (2015) **HILL FOUNDATION 0101562400****84-6081879**Page **2**

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	4,916	16,969	16,969
	2 Savings and temporary cash investments	2,830,242	3,857,852	3,857,852
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule) STMT 6		1,864,688	1,885,260
	b Investments – corporate stock (attach schedule) SEE STMT 7	19,267,325	17,799,082	22,261,953
	c Investments – corporate bonds (attach schedule) SEE STMT 8	7,370,939	6,927,791	6,891,598
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶ SEE STATEMENT 9)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	29,473,422	30,466,382	34,913,632
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	29,473,422	30,466,382	
	30 Total net assets or fund balances (see instructions)	29,473,422	30,466,382	
	31 Total liabilities and net assets/fund balances (see instructions)	29,473,422	30,466,382	

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	29,473,422
2 Enter amount from Part I, line 27a	2	985,089
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	7,871
4 Add lines 1, 2, and 3	4	30,466,382
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	30,466,382

Form **990-PF** (2015)

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	STCL SEE ATTACHED SCHEDULE	P		
b	LTCG SEE ATTACHED SCHEDULE	P		
c	WELLS FARGO ACCT 400			
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 4,030,557		4,506,546	-475,989
b 6,299,557		5,890,473	409,084
c 62,029			62,029
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-475,989
b			409,084
c			62,029
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	-4,876
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	2,542,479	41,096,105	0.061867
2013	1,769,591	42,038,487	0.042095
2012	1,982,299	34,180,108	0.057996
2011	1,821,693	26,494,109	0.068758
2010	1,462,169	25,895,112	0.056465

2 Total of line 1, column (d)	2	0.287181
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	0.057436
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	39,986,042
5 Multiply line 4 by line 3	5	2,296,638
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,972
7 Add lines 5 and 6	7	2,323,610
8 Enter qualifying distributions from Part XII, line 4 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	8	1,652,569

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	53,944
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	53,944
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	53,944
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	93,250
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	93,250
8	Enter any penalty for underpayment of estimated tax. Check her ☒ 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	39,306
11	Enter the amount of line 10 to be Credited to 2016 estimated tax 39,306 Refunded	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK, N.A. 1740 BROADWAY MC 7300-483 Located at ► DENVER	Telephone no ► 720-947-6725 CO ZIP+4 ► 80274		
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 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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?	☐ 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)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

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 (see instructions).**

	(b) Title, and average hours per week devoted to position	(c) Compensation If not paid	(d) Contributions to employee benefit deferred compensation	(e) Expense account, other allowances
See Attached Footnote for Hours				
1740 BROADWAY CO 80274		0.00	149,374	0
JOHN MORAN DENVER	CO-TRUSTEE			
C/O WELLS FARGO BANK, 1740 BROADWAY CO 80274		6.00	48,000	0
MARGARET L TOAL DENVER	CO-TRUSTEE			
C/O WELLS FARGO BANK, 1740 BORADWAY CO 80274		6.00	48,000	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
NONE				

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

Form 990-PF (2015) **HILL FOUNDATION 0101562400****84-6081879**Page **7****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Total. Add lines 1 through 3 ▶Form **990-PF** (2015)

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	31,541,921
b	Average of monthly cash balances	1b	2,993,608
c	Fair market value of all other assets (see instructions)	1c	6,059,438
d	Total (add lines 1a, b, and c)	1d	40,594,967
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	40,594,967
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	608,925
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,986,042
6	Minimum investment return. Enter 5% of line 5	6	1,999,302

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	1,999,302
2a	Tax on investment income for 2015 from Part VI, line 5	2a	53,944
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53,944
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,945,358
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,945,358
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	1,945,358

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	1,652,569
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,652,569
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,652,569

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,945,358
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015:				
a From 2010				219,573
b From 2011				563,348
c From 2012				362,304
d From 2013				
e From 2014				606,924
f Total of lines 3a through e	1,752,149			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 1,652,569				
a Applied to 2014, but not more than line 2a				
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 2015 distributable amount				1,652,569
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	292,789			292,789
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,459,360			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,459,360			
10 Analysis of line 9				
a Excess from 2011				490,132
b Excess from 2012				362,304
c Excess from 2013				
d Excess from 2014				606,924
e Excess from 2015				

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

1a 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			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a 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))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
WELLS FARGO BANK 720-947-6725
1740 BROADWAY DENVER CO 80274

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

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 11

Form 990-PF (2015) **HILL FOUNDATION 0101562400****84-6081879**Page **11****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 ATTACHED SEE ATTACHED SEE ATTACHED CO 80274			SEE ATTACHED	1,525,500
Total			► 3a	1,525,500
b Approved for future payment N/A				
Total			► 3b	

Form 990-PF - General Footnote**Description**

THE COMPENSATION REPORTED IN COLUMN (B) FOR WELLS FARGO & CO IS CALCULATED BASED ON PERIODIC MARKET VALUES AND/OR THE APPLICABLE FEE AGREEMENT. IT IS NOT DETERMINED SOLELY ON AN HOURLY BASIS. CORPORATE TRUSTEE SERVICES INCLUDE, BUT ARE NOT LIMITED TO, ADMINISTRATIVE SERVICES SUCH AS FIDUCIARY ACCOUNTING, CUSTODY OF ASSETS, COMPLYING WITH TAX FILING REQUIREMENTS, COMPLYING WITH DISTRIBUTION PROVISIONS, AND COMPLYING WITH FEDERAL AND STATE LAWS APPLICABLE TO PRIVATE FOUNDATIONS, PLUS ASSET MANAGEMENT SERVICES SUCH AS CREATING ASSET ALLOCATION STRATEGIES, INVESTMENT REPORTING AND REALLOCATING AND REBALANCING OF PORTFOLIOS AS NECESSARY.

Federal Statements

12/7/2016 1:39 PM

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME - 401	\$ 2,735,198	\$ 2,735,198	\$
OIL AND GAS REVENUES	4,550		
OTHER ROYALTIES	25,920	25,920	
STATE TAX REFUND	1,933	1,933	
MISC INCOME	347	347	
TOTAL	\$ 2,767,948	\$ 2,763,398	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 995	\$ 547	\$	\$ 448
TOTAL	\$ 995	\$ 547	\$ 0	\$ 448

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 20,516	\$ 11,284	\$	\$ 9,232
TOTAL	\$ 20,516	\$ 11,284	\$ 0	\$ 9,232

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID	\$ 16,010	\$ 16,010		\$
AD VALOREM TAXES	48,564	47,879		
PRODUCTION TAXES	237,020	236,828		
STATE INCOME TAX W/H	27,674			
FEDERAL EXCISE TAX ESTIMATES	20,000			
NONRENTAL PROPERTY TAXES	119			
FEDERAL PY BALANCE DUE	1,855			
FEDERAL INCOME TAX WITHHELD				
TOTAL	\$ 351,242	\$ 300,717	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
MINERAL INTANGIBLE COST	403			
LEASE OPERATING EXPENSE	508,053	499,750		
ASSOCIATION DUES	6,145			6,145
CONFERENCES	1,835	1,009		826
MISCELLANEOUS EXPENSES	654	654		
CUSTODIAL FEES SUBJECT TO 2%				
TAX SERVICE FEES	14	14		
TOTAL	\$ 517,104	\$ 501,427	\$ 0	\$ 6,971

Federal Statements

12/7/2016 1:39 PM

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100 FED FARM CREDIT BK 4.8%	\$	115,422		\$ 117,769
100 FED FARM CREDIT BK 5.8%		125,641		131,490
100 FED FARM CREDIT BK 4.92%		117,525		124,667
100 FED FARM CREDIT BK 5.5%		112,089		111,106
100 FED FARM CREDIT BK 5.09%		118,691		125,931
100 FED HOM LN BK 4.75%		117,246		119,049
100 FED HOM LN BK 4.125%		110,694		110,898
100 FED HOM LN BK 5.375%		115,159		112,790
100 FED HOM LN BK 4.5%		110,983		111,219
100 FED HOM LN BK 5.375%		121,843		122,127
100 FED HOM LN BK 5.0%		125,014		125,483
100 FED HOM LN BK 5.0%		118,257		118,555
100 FED HOM LN BK 4.625%		114,571		113,739
100 FED HOM LN BK 5.375%		122,400		125,479
100 FED HOME LON MTG CORP 4.875%		108,815		108,370
100 FED HOME LN MTG CORP		110,338		106,588
TOTAL	\$ 0	\$ 1,864,688		\$ 1,885,260

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AFFILIATED MANAGERS GROUP INC	\$	145,228		\$ 169,468
ALLERGAN PLC		201,908		142,930
ALPHABET INC. CL A		55,629		123,879
ALPHABET INC. CL C		138,017		225,228
AMERIPRISE FINL INC		152,444		118,436
ANHEUSER-BUSCH	149,830			
APPLE INC	307,401	307,401		476,668
AT&T INC		4,009		4,076
BANCO BILBAO VIZCAYA ARGENT		2,355		2,232
BANK N S HALIFAX		3,123		3,199
BASF AKTIENGESELLSCHAFT		3,326		3,359
BAXTER INTL INC	185,153			

Federal Statements

12/7/2016 1:39 PM

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
BEMIS INC		2,362		2,258
BERKSHIRE HATHAWAY INC	204,936	197,977		353,516
BHP BILLITON LIMITED		1,981		2,037
BLACKROCK INC	158,634	158,634		178,165
BOEING	235,137	235,137		254,098
BOSTON SCIENTIFIC CORP		163,564		219,200
BRISTO MYERS SQUIBB	47,438			
BRITISH AMERICAN TOBACCO PLC		6,051		6,107
CELANESE CORP	104,831	104,831		152,005
CHEVRON CORP	54,142	44,540		143,052
CHEVRON CORP		4,948		5,007
CISCO SYSTEMS INC	209,150	209,150		274,900
CISCO SYSTEMS INC		6,143		5,993
CITIGROUP INC	227,992	222,051		217,747
CME GROUP INCE	154,012	150,398		248,617
COCA COLA CO		3,438		3,450
COGNIZANT TECT SOLUTIONS		162,564		163,436
COMCAST CORP	123,674	136,190		319,598
COMPASS GROUP PLC		3,131		3,088
CUMMINS INC	230,460	230,460		198,951
CVS/CAREMARK CORP	129,114	161,652		323,107
DEUTSCHE BOERSE AG		1,855		1,803
DIAGEO PLC-ADR	162,694			
DIAGEO PLC-ADR		2,307		2,275
DODGE & COX INTERNATIONAL STOCK FUNC	1,092,192			
DOMINION RES INC VA		2,313		2,359
DUKE ENERGY HOLDING CORP		2,298		2,363
EATON CORP PLC	136,488			
EATON VANCE FLOATING RATE	593,869	569,240		550,327
ELI LILLY & CO		2,565		2,492
ENI SPA - ADR		2,000		2,065
ESTEE LAUDER COMPANIES		165,350		196,533
EXXON MOBIL CORP		59,762		152,490
EXXON MOBIL CORP	71,075	7,123		7,249
FACEBOOK INC	194,282	194,282		332,163
FIDELITY ADVISORS EMERGING MARKETS	589,374	706,607		685,440
FMC TECHNOLOGIES INC	85,137			

Federal Statements

12/7/2016 1:39 PM

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GENERAL ELECTRIC	\$ 4,756	4,756	\$	119,310
GILEAD SCIENCES INC	49,604	40,361		173,333
GLAXOSMITHKLINE PLC - ADR		3,054		3,047
GOLDMAN SACHS GROUP INC	104,138	104,138		100,928
GOOGLE INC CL C	120,610			
GOOGLE INCCL A	61,744			
HAIN CELESTIAL GROUP		104,491		117,208
HASBRO INC		2,883		2,793
HSBC - ADR	226,686			
HSBC - ADR		2,006		2,000
HSBC FRONTIER MARKETS CLASS FUND I	330,000			
INTEL CORP		2,982		2,877
INVESCO INTERNATIONAL GROWTH FUND	674,262	674,262		805,226
ISHARES MSCI EMERGING MARKETS	175,255	545,948		564,512
ISHARES RUSSELL 2000 GROWTH INDEX	395,083	523,282		904,302
ISHARES RUSSELL 2000 VALUE INDEX	454,279	715,543		958,838
ISHARES RUSSELL MIDCAP GROWTH	464,900	870,155		1,266,010
ISHARES RUSSELL MIDCAP VALUE	493,848	949,248		1,302,836
JOHCM INTERNATIONAL SELECT FUND	1,100,000	1,205,700		1,178,511
JOHNSON & JOHNSON		8,140		8,070
JOHNSON CONTROLS	103,503	108,621		172,638
JPMORGAN CHASE	175,713	170,008		285,032
JPMORGAN CHASE		1,905		1,896
KEURIG GREEN MOUNTAIN INC	101,552			4,126
KONINKLUKE PHILIPS N.V.		4,066		3,386
LAS VEGAS SANDS CORP		3,444		5,112
LOCKHEED MARTIN CORP		4,972		2,890
LVMH MOET HENNESSY UNSP ADR		2,920		3,307
LYONDELLBASELL INDUSTRIES NV		3,538		201,384
MCKESSON CORP	123,910	123,910		127,777
MERCK & CO		121,393		4,113
MERCK & CO		4,217		180,779
MICROSOFT CORP		123,830		4,987
MICROSOFT CORP		5,201		124,441
MIDDLEBY CORP		117,329		109,548
MONDELEZ INTERNATIONAL		104,932		6,935
NESTLE SA ADR		6,888		

Federal Statements

12/7/2016 1:39 PM

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NESTLE SA REGISTERED SHARES - ADR	\$ 103,850	\$ 163,556		\$ 165,918
NEXTERA ENERGY INC.		2,512		2,587
NOVARTIS AG - ADR		5,740		5,697
OAKMARK INTERNATIONAL FUND		1,100,000		1,071,159
OPPENHEIMER DEVELOPING MARKETS FUND	832,500			
ORACLE CORPORATION	116,347			
PFIZER INC		6,478		6,378
PHILIP MORIS INTERNATIONAL		6,028		6,083
PIMCO EMERGING LOCAL BOND FUND INST	565,000			
PIMCO FOREIGN BOND	151,550	151,550		146,237
PIMCO FOREIGN BOND (UNHEDGED)	165,206			
PIMCO HIGH YIELD FUND	567,317			
PNC FINANCIAL SERVICES		208,794		193,116
PPG INDUSTRIES	121,230	121,230		121,429
PROCTER & GAMBLE CO	107,966			
PROCTER & GAMBLE CO		2,434		2,404
PRUDENTIAL PLC ADR		3,355		3,238
PUBLIC SVC ENTERPRISE GROUP INC		2,580		2,629
QUALCOMM INC	124,820	3,906		3,950
RECKITT BENCKISER PLC				
RIDGEWORTH SEIX FLOATING RATE HIGH	600,000			
RIO TINTO PLC - ADR	153,116	938		976
ROCHE HOLDINGS LTD - ADR		180,460		173,635
ROCHE HOLDINGS LTD - ADR		4,646		4,578
ROYAL DUTCH SHELL PLC		5,707		5,871
SANOFI - AVENTIS		2,887		2,671
SCHLUMBERGER LTD	114,812	140,514		257,490
SIEMENS AG		6,120		5,972
SINGAPORE TELECOMMUNICATIONS LTD		2,018		1,989
SPDR S&P MIDCAP	205,314			
SUNCOR ENERGY INC NEW F		3,395		3,524
T ROWE PRICE INST EMERGING MARKETS		575,000		580,869
TARGET CORP	180,186	123,173		248,437
TELENOR ASA - ADR		1,824		1,888
TELSTRA CORPORATION LIMITED		2,249		2,195
THE PRICELINE GROUP INC	195,048	195,048		221,704
THERMO FISHER SCIENTIFIC INC	112,306	107,065		206,277

Federal Statements

12/7/2016 1:39 PM

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TJX COMPANIES INC	\$ 119,440	\$ 161,008		\$ 178,177
TORONTO DOMINION BK ONT		3,864		3,916
TOTAL S.A. - ADR	147,346	179,637		182,700
TOTAL SA - ADR		4,315		4,466
TOYOTA MOTOR CORP - ADR		3,537		3,356
TWEEDY BROWNE FD INC	685,131	130,986		204,988
UNILEVER N.V. - ADR		4,885		4,754
UNION PACIFIC CORP	154,448	147,554		252,967
UNITED TECHNOLOGIES CORP	59,427	48,686		141,943
UNITEDHEALTH GROUP INC	101,155	97,570		335,784
US BANCORP DEL NEW	171,678			
VANGUARD FTSE EMERGING MARKETS	623,719	572,697		544,898
VANGUARD HIGH YIELD CORPORATE FUND	575,000	103,600		101,880
VERIZON COMMUNICATIONS		170,939		236,354
VISA INC CL A	170,939	115,561		257,117
WALT DISNEY CO	162,461	800,942		799,997
WELLS FARGO ADVANTAGE ULTRA SHORT	1,001,178	525,627		530,237
WELLS FARGO SHORT-TERM HIGH YIELD				
TOTAL	\$ 19,267,325	\$ 17,799,082		\$ 22,261,953

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 STATOILHYDRO 5.25% 04/15/19	\$ 99,274	\$ 99,274		\$ 110,209
100,000 OCCIDENTAL PET 4.125 06/01/11	99,383	99,383		100,254
100,000 CITIGROUP INC 5.5% 2/15/2017	100,175			
100,000 RIO TINTO FIN	100,570			
100,000 COSTCO WH 5.5% 3/15/2017	101,097	101,097		104,107
100,000 OMNICOM GROUP	101,441	101,441		106,110
100,000 EXPRESS SCRIPTS 3.12%, 5/15/	101,536			
100,000 AMERICAN EXP 5.5%, 9/12/2016	101,782	101,782		101,637
100,000 GOLDMAN SACHS GROUP INC	101,854	101,854		105,508
100,000 PEPSICO 5 06/01/18	101,917	101,917		108,201

Federal Statements

12/7/2016 1:39 PM

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100.000 AMERICAN INTL GROUP	\$ 102,095	\$ 102,095		\$ 102,181
100.000 TEVA PHARMA	102,530			
100.000 WEATHERFORD INTL	102,750			
100.000 JP MORGAN CHASE	102,938	102,938		104,360
100.000 WILLIAMS PARTNERS LP	103,163	103,163		90,413
100.000 LOCKHEED MARTIN	103,293	103,293		106,714
100.000 HUSKY ENERGY INC	103,793			
100.000 FEDEX CORP	103,794	103,794		109,842
100.000 BOTTLING GRP 4.125% 06/15/15	104,084			
100.000 ROGERS COMMUNICATIONS	104,114	104,114		108,796
100.000 KROGER CO/THE	104,145	104,145		108,910
100.000 DIRECTV HOLDINGS/FING	104,261	104,261		108,949
100.000 ORACLE 5.25 01/15/16	104,450			
100.000 MARSH & MCLENNAN	104,455	104,455		106,361
100.000 HCP INC	104,522	104,522		101,933
100.000 BB&T CORP 3.95%, 4/29/2016	105,150			
100.000 HSBC HOLDING PLC	105,545	105,545		105,978
100.000 REALTY INCOME CORP	106,104	106,104		103,678
100.000 LINCOLN NATIONAL CORP	106,176	106,176		105,677
100.000 HONEYWELL 5.4 03/15/16	106,990			
100.000 MOODY'S CORPORATION	107,160	107,160		110,615
100.000 MERILL LYNCH, 5.30%, 9/30/15	107,587			
100.000 METLIFE INC	107,860	107,860		109,690
100.000 CISCO SYSTEMS, 4.95% 2/15/19	108,874	108,874		110,215
100.000 DOW CHEMICAL	109,261	109,261		109,795
100.000 COMCAST 4.95%, 6/15/2016	109,347	109,347		100,500
100.000 MONSANTO CO	109,817	109,817		106,887
100.000 US BANCORP	110,675	110,675		109,683
100.000 VERIZON COMMUNICATIONS	110,770	110,770		115,009
100.000 ABBOTT LABORATORIES	110,803	110,803		107,438
100.000 WELLPOINT INC	110,886	110,886		104,994
100.000 BURLINGTON N SANTA FE	111,300	111,300		110,942
100.000 HERSHEY 4.85%, 8/15/2015	111,440			
100.000 ENSCO PLC	112,063			
100.000 HEWLETT-PACKARD, 5.5% 3/1/18	112,189			
100.000 WESTPAC BANKING CORP	112,339	112,339		110,603
100.000 TARGET	112,781	112,781		108,346

Federal Statements

12/7/2016 1:39 PM

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100.000 GENERAL ELEC CAP CORP	\$ 113,061	113,061		\$ 109,077
100.000 AT&T INC	113,087	113,087		107,074
100.000 AMGEN INC	113,651	113,651		111,224
100.000 ECOLAB INC	113,651	113,651		111,405
100.000 BLACKROCK INC	113,850	113,850		111,886
100.000 KELLOGG CO	113,907	113,907		107,236
100.000 MCDONALD'S COR 5.35% 3/1/18	114,034	114,034		107,582
100.000 GENZYME CORP	114,922	114,922		112,777
100.000 BOEING CO	114,986	114,986		112,560
100.000 DEUTSCHE BANK 6%, 9/1/2017	115,621	115,621		105,034
100.000 LYONDELLBASELL IND NV	116,254	116,254		116,626
100.000 PRUDENTIAL FINANCIAL INC	116,290	116,290		106,931
100.000 NORFOLD SOUTHN CORP	119,942	119,942		120,581
100.000 WYETH	124,071	124,071		126,829
100.000 GRUPO TELEVISA SAB	124,297	124,297		120,315
100.000 INTERNATIONAL BUSINESS MACHS	128,369	128,369		130,785
100.000 CVS CORP 4.875%, 9/15/2014	128,426	128,426		121,771
100.000 GE GLOBAL INS HLDG CORP DTD	130,301	130,301		127,443
100.000 LITTON INDUSTRIES INC	273,686	273,686		273,002
100.000 AFLAC INC 4.0%	108,552	108,552		109,085
100.000 AMERIPRISE FIN 4.0%	107,502	107,502		106,628
100.000 BANK OF NOVA SCOTIA 4.375%	109,500	109,500		109,796
100.000 CHARLES SCHWAB CORP 4.45%	110,595	110,595		110,081
100.000 DEERE & COMPANY 5.375	121,600	121,600		122,583
100.000 ELI LILLY & CO 5.50	125,839	125,839		124,364
100.000 MONSANTO CO 5.5%	113,328	113,328		114,539
100.000 RAYTHEON CO 4.4%	111,159	111,159		110,209
100.000 WALL-MART STORES 5.875%	124,084	124,084		129,640
TOTAL	\$ 7,370,939	\$ 6,927,791		\$ 6,891,598

84-6081879

Federal Statements

FYE: 4/30/2016

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
MINERAL PROPERTIES	\$ 1,195,497	\$ 1,195,497	\$
DEPLETION	-1,195,497	-1,195,497	
TOTAL	\$ 0	\$ 0	\$ 0

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
OTHER TIMING DIFFERENCES	\$ 7,871
TOTAL	\$ 7,871

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
QUALIFIED ORGANIZATION MAINLY FOR EDUCATION AND MEDICAL PURPOSES.

Year Ending: April 30, 2016

84-6081879

HILL FOUNDATION 0101562400
WELLS FARGO BANK IFS FIDUCIARY SVC
PO BOX 53456; MAC S4101-22G
PHOENIX, AZ 85072-3456

NOL Carryback Election

Under IRC Section 172(b)(3), the taxpayer elects to relinquish the entire carryback period with respect to any regular tax and AMT net operating loss incurred during the current tax year.

Tax Return Reconciliation (5/1/2015 and 4/30/2016)

June 1, 2016

Virginia Hill Foundation

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
American Indian College Fund 8333 Greenwood Boulevard Denver, CO 80221	521573446 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Renew the Virginia W. Hill Foundation Scholarship for the 2015-2016 academic year.	5/29/2015	\$15,000.00
Boulder Community Housing Corporation, Inc. Post Office Box 471 Boulder, CO 80306	742321463 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Support the Family Self-Sufficiency Program (FSS).	5/29/2015	\$7,500.00
Boulder County AIDS Project 2118 14th Street Boulder, CO 80302	742442032 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	HIV Prevention and HIV Care Services for people at risk of HIV and living HIV and/or AIDS	5/29/2015	\$10,000.00
Cheyenne Village 6275 Lehman Drive Colorado Springs, CO 80918	846051921 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Program support	5/29/2015	\$7,500.00
Childrens Outreach Project Therapeutic Day Care Center 8000 Pecos Street Denver, CO 80221	840824956 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Program support	5/29/2015	\$10,000.00
Colorado Institute of Developmental Pediatrics, Inc. 6767 South Spruce Street, Suite 102 Centennial, CO 80112	742432104 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Specialized therapy programs for children and young adults with special needs	5/29/2015	\$7,500.00
Colorado Uplift 400 West 48th Avenue, Suite 250 Denver, CO 80216	840889330 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Whole-child programming	5/29/2015	\$10,000.00
Girls Incorporated of Metro Denver 1499 Julian Street Denver, CO 80204	742277668 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Program support for the 2015 fiscal year	5/29/2015	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Hard at Work Kids-HAWKS 1305 Krameria Street, # 200 Denver, CO 80220	841581116 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Food and psychotherapy to at-risk, low-income youth	5/29/2015	\$3,000.00
La Puente Home Incorporated Post Office Box 1235 Alamosa, CO 81101	742224631 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Human services for homeless and economically disadvantaged individuals, families and children throughout Colorado's San Luis Valley	5/29/2015	\$15,000.00
Legacy Senior Services 2850 Columbine Road Denver, CO 80221	800015864 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Partially underwrite the Resident Wellness Program at Marycrest Assisted Living.	5/29/2015	\$15,000.00
Prospect Home Care-Hospice, Inc. 16222 West Hwy. 24, Suite 120 Woodland Park, CO 80863	840884609 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Hospice services for three patients	5/29/2015	\$5,000.00
Reach Pikes Peak 312 South Weber Street, Suite A Colorado Springs, CO 80903	840933888 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Program support	5/29/2015	\$5,000.00
Restoration Outreach Programs Post Office Box 632 Aurora, CO 80040-0632	800001215 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Program support	5/29/2015	\$10,000.00
Rocky Mountain Public Broadcasting Network, Inc. 1089 Bannock Street Denver, CO 80204	840510785 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Support educational and arts public television programming	5/29/2015	\$15,000.00
Saddleup Foundation 38950 Swift Creek Circle Elizabeth, CO 80107	202751374 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Outpatient Equine Therapy Program	5/29/2015	\$3,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Senior Hub Inc. 2360 West 90th Avenue Federal Heights, CO 80260	742412032 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Operating expenses	5/29/2015	\$7,500.00
Senior Resource Services 800 8Th Ave Ste 145 Greeley, CO 80631-1128	204429783 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Operating expenses for the volunteer driving and respite programs	5/29/2015	\$6,000.00
Tri Lakes Cares Post Office Box 1301 Monument, CO 80132	742501356 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Client Services support	5/29/2015	\$5,000.00
University of Wyoming Foundation 1200 Ivinson Avenue Laramie, WY 82070	830201971 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities	Providing scholarships for out-of-state or non-traditional students enrolled in the University of Wyoming Honors program.	5/29/2015	\$30,000.00
Young Philanthropists Foundation Post Office Box 6061 Denver, CO 80206	200599817 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Program support	5/29/2015	\$5,000.00
Belle Bonfils Memorial Blood Center 717 Yosemite Street Denver, CO 80230	840411209 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	The purpose of this grant is to support the general operating activities of Bonfils Blood Center.	6/12/2015	\$10,000.00
Boulder County RSVP Board, Inc. 2540 Frontier Avenue, # 109 Boulder, CO 80301	840769724 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	6/12/2015	\$7,500.00
Bridge House 5345 Arapahoe Avenue, Unit 5 Boulder, CO 80303-8150	841440292 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	6/12/2015	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Catholic Charities of Central Colorado, Inc. 228 North Cascade Avenue Colorado Springs, CO 80903	840586169 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	To support Family Immigration Services-English as a Second Language	6/12/2015	\$7,500.00
Colorado Outward Bound School 5161 Sheridan Blvd. Denver, CO 80212	840512779 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	To support the ASCEND program in 2015	6/12/2015	\$10,000.00
Craig Hospital Foundation 3425 South Clarkson Street Englewood, CO 80113	237352287 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	Support the Patient Assistance Fund	6/12/2015	\$20,000.00
Escuela de Guadalupe 660 Julian Street Denver, CO 80204	311652842 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	To support student scholarships	6/12/2015	\$10,000.00
Mercy Housing Mountain Plains 1999 Broadway, Suite 1000 Denver, CO 80202	201583332 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Program support for Resident services at Holly Park Apartments	6/12/2015	\$10,000.00
Mount Evans Hospice, Inc. 3081 Bergen Peak Drive Evergreen, CO 80439	840831843 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General operating support	6/12/2015	\$7,500.00
Rocky Mountain Multiple Sclerosis Center 8845 Wagner Street Westminster, CO 80031	840795455 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for the King Adult Day Enrichment Program (KADEP)	6/12/2015	\$10,000.00
Rocky Mountain Planned Parenthood Inc. 7155 East 38th Avenue Denver, CO 80207	840404253 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Responsible Sex Education Institute programs	6/12/2015	\$10,000.00
Safehouse Denver, Inc. 1649 Downing Street Denver, CO 80218	840745911 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	6/12/2015	\$15,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Sewall Child Development Center, Inc. 940 Fillmore Street Denver, CO 80206	840413241 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General operating support	6/12/2015	\$8,000.00
Special Olympics Colorado 384 Inverness Parkway, Suite 100 Englewood, CO 80112	840713739 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	6/12/2015	\$7,500.00
The Colorado Center for the Blind 2233 West Shepperd Avenue Littleton, CO 80120	742465141 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Senior Services Program	6/12/2015	\$7,500.00
The Colorado Museum of Natural History 2001 Colorado Boulevard Denver, CO 80205-4974	840518447 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	To support the Scholarship Program and Bus Fuel Fund in 2015	6/12/2015	\$15,000.00
Work Options for Women 1200 Federal Boulevard Denver, CO 80204	841364292 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	6/12/2015	\$20,000.00
A Child's Song, Inc. 12301 Grant Street, Unit 200 Thornton, CO 80241	841510927 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	7/24/2015	\$5,000.00
Bright Beginnings 3605 Martin Luther King Blvd. Denver, CO 80205	841382420 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	support of Bright by Text Program	7/24/2015	\$10,000.00
Center for Legal Advocacy 455 Sherman Street, Suite 130 Denver, CO 80203	840705890 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	7/24/2015	\$15,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Children's Speech and Reading Center 1330 Oakridge Drive Suite 10 Fort Collins, CO 80525	841227883 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	general operating support	7/24/2015	\$10,000.00
Colorado Orthodontic Foundation, Inc. P.O. Box 8513 Denver, CO 80201	263293339 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	7/24/2015	\$5,000.00
Denver Childrens Home 1501 Albion Street Denver, CO 80220	840404239 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General operating support	7/24/2015	\$25,000.00
Denver Kids, Inc. 1860 Lincoln Street, 9th Floor Denver, CO 80203	841244211 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	7/24/2015	\$5,000.00
Empowerment Program, Inc. 1600 York St. Denver, CO 80206	742377531 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	7/24/2015	\$5,000.00
La Clinica Tepeyac, Inc. 5075 Lincoln Street Denver, CO 80216	841285505 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	7/24/2015	\$15,000.00
Longmont Meals on Wheels, Inc. 910 Longs Peak Avenue Longmont, CO 80501	840590979 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General operating support	7/24/2015	\$8,000.00
Metro Caring Post Office Box 300459 Denver, CO 80203	846116951 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating support	7/24/2015	\$15,000.00
Senior Services Solutions Plus 321 North Cottonwood Canon City, CO 81212	841060300 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General operating expenses and free transportation Publicly program	7/24/2015	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Boulder Outreach for Homeless Overflow Post Office Box 1393 Boulder, CO 80306	264188737 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	8/21/2015	\$10,000.00
Boys and Girls Club of La Plata County, Inc. 2750 Main Avenue La Plata, CO 81301	205112759 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	year-round program support	8/21/2015	\$8,500.00
Catholic Charities and Community Services of the Archdiocese of Denver, Inc. Western Slope 1004 Grand Avenue Glenwood Springs, CO 81601	840686679 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church Supported	to support the three Western Slope Regional Office programs	8/21/2015	\$6,500.00
Colorado School of Mines Foundation, Inc. Post Office Box 4005 Golden, CO 80402	840509064 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Scholarships	8/21/2015	\$10,000.00
Colorado Statewide Parent Coalition 7150 Hooker, Suite B Westminster, CO 80030	742563848 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	to support Early Childhood Education (ECE) Training for parents and ECE providers	8/21/2015	\$10,000.00
Colorado Visiting Nurse Association 390 Grant Street Denver, CO 80203	841043351 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	programming support	8/21/2015	\$10,000.00
Interfaith Hospitality Network of Colorado Springs 519 N. Tejon Colorado Springs, CO 80903	841366832 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Case Management Program	8/21/2015	\$5,000.00
Mi Casa Resource Center 360 Acoma Street Denver, CO 80223	840867773 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	programming support	8/21/2015	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Montrose County Senior Citizens Transportation, Inc. dba All Points Transit Post Office Box 1416 Montrose, CO 81402	742561376 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Dial-a-Ride Program	8/21/2015	\$5,000.00
National Sports Center for the Disabled, Inc. 1801 Mile High Stadium Circle, Suite 1500 Denver, CO 80204	840738419 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	8/21/2015	\$10,000.00
Openworld Learning 2543 California Street Denver, CO 80205	841538872 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	programming support	8/21/2015	\$7,500.00
Peaceworks, Inc. Post Office Box 836 Bailey, CO 80421	742472469 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	8/21/2015	\$7,500.00
Reading Partners 3131 Osceola Street Denver, CO 80212	770568469 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Comprehensive Literacy Intervention Program	8/21/2015	\$10,000.00
Safe Shelter of St. Vrain Valley P.O. Box 231 Longmont, CO 80501	840781353 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	8/21/2015	\$9,000.00
Voices for Children, Inc. 2305 Canyon Blvd. #101 Boulder, CO 80302	840984449 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	8/21/2015	\$5,000.00
Acts 19:11 13620 Halleluiah Trail Elbert, CO 80106	742232440 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	9/18/2015	\$2,500.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
American Council of the Blind of Colorado 910 16th Street, Suite 1240 Denver, CO 80202	840775723 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Sight for Seniors Program	9/18/2015	\$10,000.00
Big Brothers & Big Sisters of Colorado, Inc. 1391 North Speer Boulevard, Suite 450 Denver, CO 80204	237161796 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	9/18/2015	\$10,000.00
Boy Scouts of America, Pikes Peak Council 985 West Fillmore Street Colorado Springs, CO 80907	840404226 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	ScoutReach Program & Family Scouting Program	9/18/2015	\$2,500.00
Boys and Girls Clubs of Chaffee County Post Office Box 1430 Salida, CO 81201	550907901 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	9/18/2015	\$5,000.00
Colorado Education Initiative 1660 Lincoln Street, Suite 2000 Denver, CO 80264	261597530 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Colorado Legacy Schools Program for the 2015-2016 school year	9/18/2015	\$5,000.00
Colorado Womens Employment and Education Incorporated 1175 Osage Street, Suite 300 Denver, CO 80204	742202303 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	9/18/2015	\$20,000.00
Kids First Health Care 4675 E. 69th Avenue Commerce City, CO 80022	840799374 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	general programming support	9/18/2015	\$10,000.00
Regis University 3333 Regis Boulevard Denver, CO 80215	840402707 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	scholarships	9/18/2015	\$30,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Rocky Mountain Youth Medical & Nursing Consultants Inc 9197 Grant Street, Suite 100 Thornton, CO 80229	841321485 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	9/18/2015	\$5,000.00
Silver Key Senior Services 2250 Bott Avenue Colorado Springs, CO 80904	237109922 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	9/18/2015	\$5,000.00
Sister Carmen Community Center, Inc. 655 Aspen Ridge Drive Lafayette, CO 80026	840820308 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	9/18/2015	\$10,000.00
The Adoption Exchange 14232 East Evans Avenue Aurora, CO 80014	840793576 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	9/18/2015	\$10,000.00
The Blue Bench Post Office Box 18951 Denver, CO 80218	840905184 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Pathway to Prevention Program	9/18/2015	\$5,000.00
Tru Community Care 2594 Trailridge Drive East Lafayette, CO 80026	840748577 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	9/18/2015	\$5,000.00
Wapiyapi 191 University Boulevard, Box 294 Denver, CO 80206	841475930 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Camp Wapiyapi	9/18/2015	\$5,000.00
Young Americans Center for Financial Education 3550 East First Street Denver, CO 80206	841564926 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	YouthBiz Entrepreneurial Training Programs	9/18/2015	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Access Roaring Fork P.O. Box 819 Carbondale, CO 81623	200369318 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$5,000.00
Book Trust 789 Sherman Street, # 300A Denver, CO 80203	204124164 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$5,000.00
Brothers Redevelopment, Inc. 2250 Eaton St. Garden Level Sutie B Edgewater, CO 80214	840615347 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Home Maintenance and Repair Program	10/21/2015	\$12,000.00
Care and Share, Inc. 2605 Preamble Point Colorado Springs, CO 80915	840731930 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$5,000.00
Childrens Advocacy Center for the Pikes Peak Region, Inc. 423 South Cascade Avenue Colorado Springs, CO 80903	841241767 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$8,000.00
Conflict Center 4140 Tejon Street Denver, CO 80211	841080552 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$7,500.00
Family Learning Center, Inc. 3164 34th Street Boulder, CO 80301	742240341 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	general programming support	10/21/2015	\$5,000.00
Fostering Hope Foundation 111 S. Tejon Street, Suite 112 Colorado Springs, CO 80903	261991807 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	general programming support	10/21/2015	\$10,000.00
Habitat for Humanity of Colorado 555 S. Wadsworth Blvd., Suite 150 Lakewood, CO 80226	841214920 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$15,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Ignite Adaptive Sports Post Office Box 19016 Boulder, CO 80388	840798064 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$5,000.00
International Hearing Dog, Inc. 5901 E. 89th Avenue Henderson, CO 80640	840779444 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$5,000.00
Project Angel Heart 4950 Washington Street Denver, CO 80216	841199481 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$17,500.00
Sacred Heart House of Denver 2844 Lawrence Street Denver, CO 80205	840889359 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	general programming support	10/21/2015	\$12,000.00
Summer Scholars 3401 Quebec Street, Suite 5010 Denver, CO 80207	841314292 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$10,000.00
Urban Peak Colorado Springs 423 East Cucharas Street Colorado Springs, CO 80903	841549702 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	10/21/2015	\$10,000.00
Alta Vista Center for Autism 2695 South Jersey Street Denver, CO 80222	300199263 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Early Childhood Financial Aid Pilot Project	11/16/2015	\$2,500.00
Autism Society of Colorado 550 South Wadsworth Boulevard, Suite 100 Lakewood, CO 80226	742432216 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Educational Advocacy Program	11/16/2015	\$5,000.00
Bennie E Goodwin After School Academic Program 12400 East Hoffman Boulevard Aurora, CO 80011	841329507 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	11/16/2015	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203	841264154 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	11/16/2015	\$12,000.00
Community Food Share, Inc. 650 South Taylor Avenue Louisville, CO 80027	742227731 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Feeding Families Direct Distribution Program	11/16/2015	\$15,000.00
Delores Project Post Office Box 1406 Denver, CO 80201-1406	201122039 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Steps to Stability Program	11/16/2015	\$12,500.00
Denver Art Museum, Inc. 100 W 14th Ave Parkway Denver, CO 80204	846038240 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Native Arts Artist-in-Residence Program	11/16/2015	\$22,500.00
Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204	840407760 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	11/16/2015	\$10,000.00
Denver Rescue Mission P.O. Box 5206 Denver, CO 80217	846038762 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	dental services	11/16/2015	\$20,000.00
Earthlinks, Inc. 2746 West 13th Avenue Denver, CO 80204	841343224 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	11/16/2015	\$7,500.00
Global Midwife Education Foundation P.O. Box 805 Livingston, MT 59047-0805	272924419 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Birth Attendant Training Program	11/16/2015	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Goodwill Industries of Denver 6850 Federal Blvd. Denver, CO 80221	840405513 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Youth Career Development Programs	11/16/2015	\$10,000.00
Hands of the Carpenter 1455 Ammons Street, Suite 201 Lakewood, CO 80214-4093	810620077 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Automotive Program	11/16/2015	\$5,000.00
Hilltop Health Services Corporation 1331 Hermosa Ave Grand Junction, CO 81506	742321009 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	B4 Babies and Beyond Program	11/16/2015	\$10,000.00
HOPE-Homeless Outreach Providing Encouragement Post Office Box 756 Longmont, CO 80501	711033219 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Respite/Convalescent Care Program	11/16/2015	\$7,500.00
Hospice of Metro Denver Incorporated 501 South Cherry Street, Suite 700 Denver, CO 80246	840743121 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Bereavement Services	11/16/2015	\$10,000.00
Metro Crisis Services, Inc. P.O. Box 460695 Denver, CO 80246-0695	270544143 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	11/16/2015	\$15,000.00
National Jewish Health 1400 Jackson Street Denver, CO 80206	742044647 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	Morgridge Academy	11/16/2015	\$10,000.00
Phamaly Theatre Company 4061 South Eliot Street Englewood, CO 80110	841123080 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	11/16/2015	\$12,500.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Rocky Mountain Down Syndrome Association, Inc. 7200 East Hampden Avenue, Suite 301 Denver, CO 80224	742237307 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	11/16/2015	\$7,500.00
Whiz Kids Tutoring, Inc. 5500 East Yale Avenue Denver, CO 80222	841321184 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	11/16/2015	\$7,000.00
Attention, Inc. 1443 Spruce Street Boulder, CO 80302	840571145 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	1/8/2016	\$10,000.00
Child Advocates - Denver CASA 1420 Ogden Street, Suite A1 Denver, CO 80218	841300565 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	1/8/2016	\$7,500.00
Colorado Children's Chorale 2420 W 26th Ave, Ste 350D Denver, CO 80211	840682417 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	educational program support	1/8/2016	\$7,500.00
Colorado Farm to Table, Inc. Post Office Box 826 Salida, CO 81201	204006105 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming and operating expenses	1/8/2016	\$5,000.00
Dental Aid, Inc. 877 South Boulder Road Louisville, CO 80027	840717588 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	1/8/2016	\$5,000.00
Dominican Home Health Agency, Inc. 2501 Gaylord Street Denver, CO 80205	840567786 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	In-home nursing program support	1/8/2016	\$15,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount ²
Family Tree, Inc. 3805 Marshall Street, Suite 100 Wheat Ridge, CO 80033-5062	840730973 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	1/8/2016	\$10,000.00
Historic Denver, Inc. 1340 Pennsylvania Street Denver, CO 80203	840605731 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	general programming support	1/8/2016	\$12,000.00
Homeward Pikes Peak 421 S. Tejon St., #112 Colorado Springs, CO 80903	134242773 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Housing First program support	1/8/2016	\$5,000.00
Pennock Center for Counseling 211 S. 21st Avenue Brighton, CO 80601	20-0986823 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	general programming support	1/8/2016	\$5,000.00
Regis Jesuit High School 6300 South Lewiston Way Aurora, CO 80016-3006	840791593 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Tuition Assistance	1/8/2016	\$17,000.00
Rocky Mountain Children's Law Center 1325 S. Colorado Boulevard Suite 701 Denver, CO 80222	742406045 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	1/8/2016	\$12,000.00
There With Care 2825 Wilderness Place, Suite 100 Boulder, CO 80301	680606330 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	general programming support	1/8/2016	\$5,000.00
Alzheimer's Disease and Related Disorders Association, Inc. Colorado 455 Sherman Street, Suite 500 Denver, CO 80203	840908354 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	24 hour helpline	2/4/2016	\$10,000.00
American Diabetes Association Inc. 2460 W. 26th Avenue, Suite 500C Denver, CO 80211	131623888 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Healthy Lifestyles Program	2/4/2016	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Arvada Council for the Arts & Humanities, Inc. 6901 Wadsworth Boulevard Arvada, CO 80003	840849472 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Accessibility Programs	2/4/2016	\$5,000.00
CASA of Adams & Broomfield Counties, Inc. 1100 Judicial Center Drive Brighton, CO 80601	311657019 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/4/2016	\$10,000.00
Centro Humanitario Para Los Trabajadores 2260 California Street Denver, CO 80205	030412235 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/4/2016	\$7,500.00
Jeffco Action Center, Inc. 8755 West 14th Avenue Lakewood, CO 80215	237019679 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Food Rescue Program	2/4/2016	\$10,000.00
Laradon Hall Society for Exceptional Children and Adults 5100 Lincoln Street Denver, CO 80216	840412621 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	general programming support	2/4/2016	\$25,000.00
Learning Ally, Inc. 20 Roszel Road Princeton, NJ 08540	131659345 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/4/2016	\$12,500.00
Volunteers of America, Inc. 2660 Larimer Street Denver, CO 80205	840430995 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	for Southwest Safehouse and Durango Community shelters	2/4/2016	\$15,000.00
Adopt Colorado Kids, Inc. 541 East Garden Drive, Unit N Windsor, CO 80550	455558052 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Dream Makers Program	2/18/2016	\$7,500.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Arapahoe House, Inc. 801 Lipan Street Thornton, CO 80260	840705495 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Aspen Center for Women Program	2/18/2016	\$10,000.00
Boulder Philharmonic Orchestra 2590 Walnut Street Boulder, CO 80302	846037740 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	general programming support	2/18/2016	\$5,000.00
Boys Hope Girls Hope aka Boys Hope Girls Hope of Colorado 7060 Hampden Avenue, Suite 203 Denver, CO 80224	841239769 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/18/2016	\$5,000.00
Colorado Association of Black Prof. Engineers and Scientists Post Office Box 200508 Denver, CO 80220	742208861 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	general programming support	2/18/2016	\$7,500.00
Developmental Disabilities Center 1400 Dixon Avenue Lafayette, CO 80026-2790	840526620 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Community Calendar Activities Program	2/18/2016	\$10,000.00
Doctors Care 609 W. Littleton Boulevard, Suite 100 Littleton, CO 80120	841150815 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/18/2016	\$12,500.00
Family Homestead P.O. Box 40186 Denver, CO 80204	840769860 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/18/2016	\$10,000.00
Girl Scouts of Colorado 3801 East Florida Avenue, Suite 720 Denver, CO 80210	840410630 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/18/2016	\$7,500.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Jewish Family Service of Colorado 3201 South Tamarac Drive Denver, CO 80231	84-0402701 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Hearts and Hands Homemaker Program	2/18/2016	\$10,000.00
Judis House 1741 Gaylord Street Denver, CO 80206	841600797 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Grief & Trauma Informed Care Program	2/18/2016	\$5,000.00
Maria Droste Services of Colorado 1355 South Colorado Boulevard, Suite C-100 Denver, CO 80222-3305	841182130 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Options Program	2/18/2016	\$7,500.00
Metropolitan State University of Denver Foundation, Inc. Post Office Box 173362 Campus Box 14 Denver, CO 80217-3362	840576459 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities	Summer Science Camps	2/18/2016	\$12,000.00
Needlerock Family Health Clinic Post Office Box 104 Crawford, CO 81415	731710738 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/18/2016	\$7,000.00
Opera Colorado 695 South Colorado Boulevard, Suite 20 Denver, CO 80246	840850527 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/18/2016	\$20,000.00
Reach Out and Read Colorado 4380 South Syracuse Street, #520 Denver, CO 80237	861172160 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	2/18/2016	\$5,000.00
Rocky Mountain Stroke Center 5666 S. Bannock Street Littleton, CO 80120	841216307 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Live and Learn Programs	2/18/2016	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Rocky Mountain Victim Law Center 1557 Ogden Street, 3rd Floor Denver, CO 80218	271280955 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/18/2016	\$5,000.00
Save Our Youth, Inc. 3443 West 23rd Avenue Denver, CO 80211	841295393 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general programming support	2/18/2016	\$10,000.00
Second Chances PO Box 39961 Denver, CO 80239	421605507 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Job Training Program	2/18/2016	\$5,000.00
The Gay, Lesbian, Bisexual & Transgender Community Center of CO 1301 East Colfax Avenue Denver, CO 80218	840738879 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	SAGE of the Rockies senior programs	2/18/2016	\$5,000.00
Third Way Center, Inc. Post Office Box 61385 Denver, CO 80206	840599572 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Residential Treatment Program	2/18/2016	\$10,000.00
Young Womens Christian Association of Boulder Colorado 2222 14th Street Boulder, CO 80302	840500276 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Children's Alley and Parent Education Programs	2/18/2016	\$5,000.00
Grand Totals (163 items)				\$1,530,500.00
Less Correction for Global Midwife Education Foundation				(\$5,000.00)
Corrected Total of Grants and Contributions Paid				\$1,525,500.00

Account Id: 0101562400

HILL, V. W. FDN TUA MAIN
Fiscal Year: 5/1/2015 - 4/30/2016

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
008252108	AFFILIATED MANAGERS GROUP INC			0101562400					
Sold	05/20/15		20	4,485.11					
Acq	03/04/13		20	4,485.11	2,919.16	2,919.16	1,565.95	1,565.95	L
			Total for 5/20/2015		2,919.16	2,919.16	1,565.95	1,565.95	
Note									
03524A108	ANHEUSER-BUSCH INBEV SPN ADR			0101562400					
Sold	03/02/16		1890	213,092.66					
Acq	05/20/15		325	36,642.92	40,147.25	40,147.25	-3,504.33	-3,504.33	S
Acq	07/08/13		1165	131,350.77	104,302.33	104,302.33	27,048.44	27,048.44	L
Acq	09/17/14		400	45,098.98	45,527.96	45,527.96	-428.98	-428.98	L
			Total for 3/2/2016		189,977.54	189,977.54	23,115.12	23,115.12	
Note									
05531FAF0	BB&T CORPORATION 3.950% 4/29/16			0101562400					
Sold	04/29/16		100000	100,000.00					
Acq	05/18/11		100000	100,000.00	105,150.00	105,150.00	-5,150.00	-5,150.00	L
			Total for 4/29/2016		105,150.00	105,150.00	-5,150.00	-5,150.00	
Note									
071813109	BAXTER INTL INC COM			0101562400					
Sold	06/29/15		2600	186,234.57					
Acq	05/05/14		600	42,977.21	44,688.00	44,688.00	-1,710.79	-1,710.79	L
Acq	11/18/13		1500	107,443.02	103,050.00	103,050.00	4,393.02	4,393.02	L
Acq	08/11/14		500	35,814.34	37,415.05	37,415.05	-1,600.71	-1,600.71	S
			Total for 6/29/2015		185,153.05	185,153.05	1,081.52	1,081.52	
Note									
084670702	BERSHIRE HATHAWAY INC			0101562400					
Sold	05/20/15		60	8,770.64					
Acq	11/18/13		60	8,770.64	6,958.80	6,958.80	1,811.84	1,811.84	L
			Total for 5/20/2015		6,958.80	6,958.80	1,811.84	1,811.84	
Note									
10138MAD7	BOTTLING GROUP LLC 4.125% 6/15/15			0101562400					
Sold	06/15/15		100000	100,000.00					
Acq	12/24/09		100000	100,000.00	104,084.00	104,084.00	-4,084.00	-4,084.00	L
			Total for 6/15/2015		104,084.00	104,084.00	-4,084.00	-4,084.00	
Note									

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 0101562400

HILL, V. W. FDN TUA MAIN
Fiscal Year: 5/1/2015 - 4/30/2016

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
110122108	BRISTOL MYERS SQUIBB CO				0101562400				
Sold	05/20/15		2060	140,942.61					
Acq	02/09/09		2060	140,942.61	47,438.30	47,438.30	93,504.31	93,504.31	L
			Total for 5/20/2015		47,438.30	47,438.30	93,504.31	93,504.31	
Note									
12572Q105	CME GROUP INC				0101562400				
Sold	05/20/15		65	6,185.29					
Acq	01/17/13		65	6,185.29	3,614.00	3,614.00	2,571.29	2,571.29	L
			Total for 5/20/2015		3,614.00	3,614.00	2,571.29	2,571.29	
Note									
166764100	CHEVRON CORP				0101562400				
Sold	05/20/15		300	31,595.42					
Acq	01/30/03		300	31,595.42	9,601.50	9,601.50	21,993.92	21,993.92	L
			Total for 5/20/2015		9,601.50	9,601.50	21,993.92	21,993.92	
Note									
172967424	CITIGROUP INC				0101562400				
Sold	05/20/15		125	6,902.38					
Acq	06/19/14		125	6,902.38	5,941.22	5,941.22	961.16	961.16	S
			Total for 5/20/2015		5,941.22	5,941.22	961.16	961.16	
Note									
20030N101	COMCAST CORP CLASS A				0101562400				
Sold	05/20/15		135	7,783.96					
Acq	06/14/12		135	7,783.96	4,067.55	4,067.55	3,716.41	3,716.41	L
			Total for 5/20/2015		4,067.55	4,067.55	3,716.41	3,716.41	
Note									
25243Q205	DIAGEO PLC - ADR				0101562400				
Sold	10/02/15		1400	150,939.20					
Acq	08/11/14		1400	150,939.20	162,693.86	162,693.86	-11,754.66	-11,754.66	L
			Total for 10/2/2015		162,693.86	162,693.86	-11,754.66	-11,754.66	
Note									

Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
254687106	WALT DISNEY CO					0101562400			
Sold		05/20/15	90	9,967.32					
Acq		11/18/13	90	9,967.32	6,272.10	6,272.10	3,695.22	3,695.22	L
Note			Total for 5/20/2015		6,272.10	6,272.10	3,695.22	3,695.22	
254687106	WALT DISNEY CO					0101562400			
Sold		03/02/16	750	72,500.40					
Acq		11/18/13	250	24,166.80	17,422.50	17,422.50	6,744.30	6,744.30	L
Acq		06/14/12	500	48,333.60	23,205.00	23,205.00	25,128.60	25,128.60	L
Note			Total for 3/2/2016		40,627.50	40,627.50	31,872.90	31,872.90	
256206103	DODGE & COX INT'L STOCK FD 1048					0101562400			
Sold		10/02/15	29673.913	1,121,673.91					
Acq		03/06/15	5749.77	217,341.31	250,000.00	250,000.00	-32,658.69	-32,658.69	S
Acq		05/05/14	9904.296	374,382.39	445,000.00	445,000.00	-70,617.61	-70,617.61	L
Acq		01/07/15	9678.174	365,834.98	397,192.28	397,192.28	-31,357.30	-31,357.30	S
Acq		05/20/15	4341.673	164,115.24	199,716.96	199,716.96	-35,601.72	-35,601.72	S
Note			Total for 10/2/2015		1,291,909.24	1,291,909.24	-170,235.33	-170,235.33	
277911491	EATON VANCE FLOATING RATE FD-I 924					0101562400			
Sold		10/02/15	8198.886	71,084.34					
Acq		02/28/13	8198.886	71,084.34	74,998.63	75,101.80	-3,914.29	-4,017.46	L
Note			Total for 10/2/2015		74,998.63	75,101.80	-3,914.29	-4,017.46	
29358QAA7	ENSCO PLC 4.700% 3/15/21					0101562400			
Sold		02/12/16	100000	55,376.00					
Acq		03/04/13	100000	55,376.00	112,063.00	112,063.00	-56,687.00	-56,687.00	L
Note			Total for 2/12/2016		112,063.00	112,063.00	-56,687.00	-56,687.00	
302182AF7	EXPRESS SCRIPTS INC 3.125% 5/15/16					0101562400			
Sold		04/01/16	100000	100,333.80					
Acq		06/06/11	100000	100,333.80	101,536.00	101,536.00	-1,202.20	-1,202.20	L
Note			Total for 4/1/2016		101,536.00	101,536.00	-1,202.20	-1,202.20	

Account Id: 0101562400

HILL, V. W. FDN TUA MAIN
Fiscal Year: 5/1/2015 - 4/30/2016

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
404280406	HSBC - ADR				0101562400				
Sold		05/20/15	110	5,259.00					
Acq		09/04/13	110	5,259.00	5,972.77	5,972.77	-713.77	-713.77	L
Note			Total for 5/20/2015		5,972.77	5,972.77	-713.77	-713.77	
404280406	HSBC - ADR				0101562400				
Sold		10/02/15	4200	160,352.20					
Acq		05/05/14	2045	78,076.25	103,701.54	103,701.54	-25,625.29	-25,625.29	L
Acq		09/04/13	2155	82,275.95	117,011.97	117,011.97	-34,736.02	-34,736.02	L
Note			Total for 10/2/2015		220,713.51	220,713.51	-60,361.31	-60,361.31	
40428X222	HSBC FRONTIER MARKETS-I				0101562400				
Sold		03/02/16	26315.789	280,789.47					
Acq		01/07/15	26315.789	280,789.47	330,000.00	330,000.00	-49,210.53	-49,210.53	L
Note			Total for 3/2/2016		330,000.00	330,000.00	-49,210.53	-49,210.53	
427866AM0	HERSHEY CO 4.850% 8/15/15				0101562400				
Sold		08/15/15	100000	100,000.00					
Acq		06/14/11	100000	100,000.00	111,440.00	111,440.00	-11,440.00	-11,440.00	L
Note			Total for 8/15/2015		111,440.00	111,440.00	-11,440.00	-11,440.00	
428236AS2	HEWLETT-PACKARD CO 5.500% 3/01/18				0101562400				
Sold		10/14/15	100000	110,435.00					
Acq		12/03/13	100000	110,435.00	112,189.00	112,189.00	-1,754.00	-1,754.00	L
Note			Total for 10/14/2015		112,189.00	112,189.00	-1,754.00	-1,754.00	
438516AP1	HONEYWELL INTERNATIONAL 5.400% 3/15/16				0101562400				
Sold		03/15/16	100000	100,000.00					
Acq		06/03/09	100000	100,000.00	106,990.00	106,990.00	-6,990.00	-6,990.00	L
Note			Total for 3/15/2016		106,990.00	106,990.00	-6,990.00	-6,990.00	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)

Account Id: 0101562400

HILL, V. W. FDN TUA MAIN

Fiscal Year: 5/1/2015 - 4/30/2016

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
87612E106 TARGET CORP 0101562400									
Sold		05/20/15	1000	79,268.54					
Acq		11/18/13	830	65,792.89	55,244.80	55,244.80	10,548.09	10,548.09	L
Acq		08/11/14	170	13,475.65	9,907.60	9,907.60	3,568.05	3,568.05	S
Total for 5/20/2015					65,152.40	65,152.40	14,116.14	14,116.14	
Note									
88166CAA6 TEVA PHARMA FIN III 3.000% 6/15/15 0101562400									
Sold		06/15/15	100000	100,000.00					
Acq		05/18/11	100000	100,000.00	102,530.00	102,530.00	-2,530.00	-2,530.00	L
Total for 6/15/2015					102,530.00	102,530.00	-2,530.00	-2,530.00	
Note									
883556102 THERMO FISHER SCIENTIFIC INC 0101562400									
Sold		05/20/15	70	9,139.03					
Acq		03/04/13	70	9,139.03	5,240.95	5,240.95	3,898.08	3,898.08	L
Total for 5/20/2015					5,240.95	5,240.95	3,898.08	3,898.08	
Note									
901165100 TWEEDY BROWNE FD GLOBAL VALUE 1 0101562400									
Sold		04/22/16	24350.649	600,000.00					
Acq		02/07/14	1795.444	44,239.74	46,950.86	46,950.86	-2,711.12	-2,711.12	L
Acq		03/04/13	9947.326	245,102.12	245,500.00	245,500.00	-397.88	-397.88	L
Acq		06/14/12	8495.592	209,331.39	192,680.02	192,680.02	16,651.37	16,651.37	L
Acq		08/07/02	1798.22	44,308.14	30,300.00	30,300.00	14,008.14	14,008.14	L
Acq		07/22/02	2314.067	57,018.61	38,714.35	38,714.35	18,304.26	18,304.26	L
Total for 4/22/2016					554,145.23	554,145.23	45,854.77	45,854.77	
Note									
902973304 US BANCORP DEL NEW 0101562400									
Sold		05/20/15	250	11,152.30					
Acq		11/09/12	250	11,152.30	8,042.50	8,042.50	3,109.80	3,109.80	L
Total for 5/20/2015					8,042.50	8,042.50	3,109.80	3,109.80	
Note									
902973304 US BANCORP DEL NEW 0101562400									
Sold		06/02/15	5170	223,336.26					
Acq		03/30/12	3120	134,779.33	97,686.89	97,686.89	37,092.44	37,092.44	L

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

Account Id: 0101562400

HILL, V. W. FDN TUA MAIN
 Fiscal Year: 5/1/2015 - 4/30/2016

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
94707VAC4	WEATHERFORD INTL LTD 4.500% 4/15/22				0101562400				
Sold	11/10/15		100000	81,412.00					
Acq	06/14/12		100000	81,412.00	102,750.20	102,750.20	-21,338.20	-21,338.20	L
			Total for 11/10/2015		102,750.20	102,750.20	-21,338.20	-21,338.20	
Note									
949917744	WF ADV ULTR SHORT-TRMINCOME-I3104				0101562400				
Sold	06/26/15		23612.751	200,000.00					
Acq	01/07/15		23612.751	200,000.00	200,236.13	200,236.13	-236.13	-236.13	S
			Total for 6/26/2015		200,236.13	200,236.13	-236.13	-236.13	
Note									
G29183103	EATON CORP PLC				0101562400				
Sold	05/20/15		70	5,102.21					
Acq	01/17/13		70	5,102.21	3,693.44	3,770.44	1,408.77	1,331.77	L
			Total for 5/20/2015		3,693.44	3,770.44	1,408.77	1,331.77	
Note									
G29183103	EATON CORP PLC				0101562400				
Sold	10/02/15		2375	118,955.61					
Acq	01/17/13		2375	118,955.61	124,006.93	127,925.68	-5,051.32	-8,970.07	L
			Total for 10/2/2015		124,006.93	127,925.68	-5,051.32	-8,970.07	
Note									
Total for Account: 0101562400					10,397,019.02	10,401,117.94	-66,904.82	-71,003.74	
Total Proceeds:						Fed	State		
10,330,114.20					S/T Gain/Loss	-475,989.25	-475,989.25		
					L/T Gain/Loss	409,084.43	404,985.51		