SCANNED MAY 22 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation		A Employer identification number
THE LILLIS FOUNDATION		91-6520620
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
425 S. WILCOX STREET	100	303 395-2633
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ▶ ☐
CASTLE ROCK, CO 80104		

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 5,777,819.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received	160,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18.	18.		
	4 Dividends and interest from securities	166,706.	169,568.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	112,016.			
	b Gross sales price for all assets on line 6a 1,119,278.				
	7 Capital gain net income (from Part IV, line 2)		112,090.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,000.	108.		
	12 **Total.** Add lines 1 through 11	439,740.	281,784.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	45,000.	0.		45,000.
	15 Pension plans, employee benefits	6,678.	0.		6,678.
	16a Legal fees				
	b Accounting fees	8,376.	0.		8,376.
	c Other professional fees	2,502.	0.		2,502.
	17 Interest		120.		
	18 Taxes	611.	611.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,511.	0.		8,511.
	22 Printing and publications	130.	0.		130.
	23 Other expenses	29,027.	7,184.		28,142.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	100,835.	7,915.		99,339.
	25 Contributions, gifts, grants paid	169,250.			169,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	270,085.	7,915.		268,589.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	169,655.			
	b **Net investment income** (if negative, enter -0-)		273,869.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	116.	116.	116.
	2 Savings and temporary cash investments	185,987.	188,802.	188,802.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	2,093,387.	1,878,863.	2,948,602.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	2,159,969.	2,535,573.	2,640,299.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,439,459.	4,603,354.	5,777,819.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ MARGIN LOAN)	5,760.	0.	
	23 Total liabilities (add lines 17 through 22)	5,760.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,433,699.	4,603,354.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	4,433,699.	4,603,354.	
	31 Total liabilities and net assets/fund balances	4,439,459.	4,603,354.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,433,699.
2 Enter amount from Part I, line 27a	2	169,655.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,603,354.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,603,354.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SALES OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	THROUGH FTV IV, LP K-1	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,119,278.		1,007,262.	112,016.
b				74.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				112,016.
b				74.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 112,090.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015			
2014			
2013			
2012			
2011			

2 **Total** of line 1, column (d) **2**

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years **3**

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 **4**

5 Multiply line 4 by line 3 **5**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6**

7 Add lines 5 and 6 **7**

8 Enter qualifying distributions from Part XII, line 4 **8**

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)** b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		1	5,477.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,477.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	5,477.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 6,514.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	6,514.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,037.
11 Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 1,037.	**Refunded** ▶	11	0.

Part VII-A **Statements Regarding Activities**

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA,CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

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

Located at ▶425 S WILCOX ST, STE 100, CASTLE ROCK, CO ZIP+4 ▶80104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)* 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 2016?	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)? **5b** X (No)

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

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

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION PROVIDES FOOD, CLOTHING AND EDUCATIONAL ITEMS FOR NEEDY SENIORS, SINGLE PARENTS AND FAMILIES.	15,583.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	5,472,996.
b	Average of monthly cash balances		1b	216,365.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,689,361.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,689,361.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	85,340.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,604,021.
6	**Minimum investment return.** Enter 5% of line 5		6	280,201.

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	280,201.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 5,477.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	5,477.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	274,724.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	274,724.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	274,724.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	268,589.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	268,589.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	268,589.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				274,724.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			265,305.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 268,589.				
a Applied to 2015, but not more than line 2a			265,305.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				3,284.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				271,440.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT B	N/A	PC		169,250.
Total			▶ 3a	169,250.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	18.	
4 Dividends and interest from securities			14	166,706.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	112,016.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a IRS REFUND			01	1,000.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		279,740.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 279,740.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Gwendolyn Lillis | 5/9/17 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY, CPA, CFE	T. Blaney	4/30/17		P00234022
Firm's name ▶ PKF O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no (212)286-2600	

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

Schedule of Contributors

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

OMB No 1545-0047

2016

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

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year ▶ $ ______________

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES M. LILLIS 13 CASTLE PINES DR N CASTLE ROCK, CO 80109	$ 160,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

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

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

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

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

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

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

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

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	9.	9.	
FIDELITY	2.	2.	
FIRST BANK CHECKING ACCOUNT	7.	7.	
TOTAL TO PART I, LINE 3	18.	18.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ARROWPOINT INCOME OPP. FUND QP, LTD.	18,938.	0.	18,938.	18,938.	
CHARLES SCHWAB	51,439.	0.	51,439.	51,439.	
FIDELITY	12,282.	0.	12,282.	12,282.	
GSO PRIVATE INVESTORS OFFSHORE II LP	3,440.	0.	3,440.	3,440.	
ML - LEHMAN CROSSROADS XVIII (OFFSHORE) LP	31,540.	0.	31,540.	31,540.	
SA ACQUISITION FUND	49,067.	0.	49,067.	49,067.	
THROUGH K-1S	0.	0.	0.	2,862.	
TO PART I, LINE 4	166,706.	0.	166,706.	169,568.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
THRU SCHEDULE K-1S	0.	108.	
IRS REFUND	1,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,000.	108.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	7,501.	0.		7,501.
ACCOUNTING SERVICES	875.	0.		875.
TO FORM 990-PF, PG 1, LN 16B	8,376.	0.		8,376.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	0.	0.		0.
IT SUPPORT	2,502.	0.		2,502.
TO FORM 990-PF, PG 1, LN 16C	2,502.	0.		2,502.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	611.	611.		0.
TO FORM 990-PF, PG 1, LN 18	611.	611.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	2,475.	0.		2,475.
OFFICE SUPPLIES AND EXPENSES	2,757.	0.		2,757.
POSTAGE	959.	0.		959.
BANK FEES	118.	118.		0.
DIRECT CHARITABLE ACTIVITIES	15,583.	0.		15,583.

FURNITURE AND EQUIPMENT	970.	0.		970.
INSURANCE	1,098.	0.		1,098.
THRU SCHEDULE K-1S	0.	6,299.		0.
WEBSITE DEVELOPMENT	4,300.	0.		4,300.
OTHER INVESTMENT EXPENSES	767.	767.		0.
TO FORM 990-PF, PG 1, LN 23	29,027.	7,184.		28,142.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A-2 PAGE 4 OF 5	1,480,978.	2,508,411.
CORPORATE STOCK - SEE ATTACHMENT A-1 PAGE 2 OF 2	397,885.	440,191.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,878,863.	2,948,602.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARROWPOINT INCOME OPPORTUNITY FUND QP, LTD. - 200 CLASS A SERIES A-1 SHARES	COST	200,000.	191,937.
FTV IV, L.P.	COST	222,873.	290,123.
KWK PARTNERS OFFSHORE, LTD. - 381.5 SH. CLASS A SERIES 1 SHARES	COST	500,000.	668,714.
SA ACQUISITIONS FUND	COST	400,000.	400,000.
ATLAS ENHANCED FUND LTD	COST	252,500.	247,509.
BROOKFIELD GLOBAL LISTED INFRASTRUCTURE OFFSHORE FUND	COST	252,500.	224,863.
GSO PRIVATE INVESTORS OFFSHORE II, LP CLASS B	COST	103,964.	116,325.
CROSSROADS XVIII DIVERSIFIED OFFSHORE FUND, LP - 207.5 CLASS A SHARES	COST	214,552.	100,513.
ARES HIGH INCOME CREDIT OPP. FUND LP	COST	116,634.	116,181.
EQUITY FUND - SEE ATTACHMENT A-2 PAGE 5 OF 5	COST	12,588.	12,783.
EXCHANGE TRADED PRODUCTS - SEE ATTACHMENT A-1 PAGE 1 OF 2	COST	50,237.	47,355.
GOLUB CAPITAL PARTNERS	COST	209,725.	223,996.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,535,573.	2,640,299.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GWENDOLYN H. LILLIS P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 20.00	0.	0.	0.
CHARLES M. LILLIS P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 2.00	0.	0.	0.
MICHAEL B. LILLIS P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 2.00	0.	0.	0.
JESSICA L. ISAACS P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 10.00	0.	0.	0.
LORI L. HOFF P.O. BOX 1479 CASTLE ROCK, CO 80104	TRUSTEE 20.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

GWENDOLYN H. LILLIS
CHARLES M. LILLIS

THE LILLIS FOUNDATION
INVESTMENT HOLDINGS
DECEMBER 31, 2016

Fidelity INVESTMENTS | FIDELITY PRIVATE CLIENT GROUP®

EIN # 91-6520620
INVESTMENT REPORT
December 1, 2016 - December 31, 2016

Holdings

Core Account

Description	Beginning Market Value Dec 1, 2016	Quantity Dec 31, 2016	Price Per Unit Dec 31, 2016	Ending Market Value Dec 31, 2016	Total Cost Basis	Unrealized Gain/Loss Dec 31, 2016	EAI ($) / EY (%)
CASH	$13,491.90	13,670.960	$1 0000	$13,670.96	not applicable	not applicable	-

For balances between $10,000.00 and $24,999.99, the current interest rate is 0.01%.

Total Core Account (3% of account holdings)	**$13,491.90**			**$13,670.96**			-

Exchange Traded Products

Includes exchange-traded funds (ETFs), exchange-traded notes (ETNs), and other exchange-traded vehicles.

Description	Beginning Market Value Dec 1, 2016	Quantity Dec 31, 2016	Price Per Unit Dec 31, 2016	Ending Market Value Dec 31, 2016	Total Cost Basis	Unrealized Gain/Loss Dec 31, 2016
Equity ETPs						
M **WISDOMTREE TR EUROPE HEDGED EQ** (HEDJ)	$44,376.75	825 000	$57 4000	$47,355 00	$50,237.17	-$2,882.17
Total Equity ETPs (9% of account holdings)	$44,376.75			47,355.00	50,237 17	-2,882.17
Total Exchange Traded Products (9% of account holdings)	**$44,376.75**			**$47,355.00**	**$50,237.17**	**-$2,882.17**

Stocks

Description	Beginning Market Value Dec 1, 2016	Quantity Dec 31, 2016	Price Per Unit Dec 31, 2016	Ending Market Value Dec 31, 2016	Total Cost Basis	Unrealized Gain/Loss Dec 31, 2016	EAI ($) / EY (%)
Common Stock							
M **ABBVIE INC COM USD0.01** (ABBV)	$75,088.00	1,235.000	$62.6200	$77,335.70	$74,725.45	$2,610.25	$3,161.60 4.090%
M **APPLE INC** (AAPL)	77,364.00	700.000	115.8200	81,074 00	54,598.69	26,475.31	1,596.00 1.970
M **FACEBOOK INC COM USD0.000006 CL A** (FB)	92,959.70	785.000	115 0500	90,314.25	89,804.10	510.15	- -
M **TAIWAN SEMICONDUCTOR MFG LTD SPONSORED** ADR (TSM)	165,670.20	5,580.000	28.7500	160,425.00	145,181.98	15,243.02	5,242.06 3.270

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THE LILLIS FOUNDATION
INVESTMENT HOLDING
DECEMBER 31, 2016

Holdings

Stocks (continued)

Description	Beginning Market Value Dec 1, 2016	Quantity Dec 31, 2016	Price Per Unit Dec 31, 2016	Ending Market Value Dec 31, 2016	Total Cost Basis	Unrealized Gain/Loss Dec 31, 2016	EAI ($) / EY (%)
Common Stock (continued)							
M **THERMO FISHER SCIENTIFIC INC** (TMO)	30,824.20	220 000	141.1000	31,042 00	33,575 03	-2,533 03	132.00 0.430
Total Common Stock (88% of account holdings)	$441,906.10			$440,190.95	$397,885 25	$42,305.70	$10,131 66
Total Stocks (88% of account holdings)	**$441,906.10**			**$440,190.95**	**$397,885.25**	**$42,305.70**	**$10,131.66**
Total Holdings				**$501,216.91**	**$448,122.42**	**$39,423.53**	**$10,131.66**

EAI & EY ***Estimated Annual Income (EAI) & Estimated Yield (EY)*** *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value. EY reflects only the income generated by an investment; it does not reflect changes in its price, which may fluctuate. For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be higher or lower. EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security.* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.

M *Position held in margin account.*

THE LILLIS FOUNDATION
12/31/16
INVESTMENT HOLDINGS

EIN# 91-6520620

Schwab One® Account of
THE LILLIS FOUNDATION

Statement Period
December 1-31, 2016.

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ABBVIE INC (M)	**800.0000**	**62.6200**	**50,096.00**	**2%**	**24,159.03**	**3.64%**	**1,824.00**
SYMBOL: ABBV	378.0000	32.4214	12,255.32	06/28/12	11,415.04	1647	Long-Term
	422.0000	32.4209	13,681.65	06/28/12	12,743.99	1647	Long-Term
Cost Basis			*25,936.97*				
ALIGN TECHNOLOGY INC (M)	**1,140.0000**	**96.1300**	**109,588.20**	**4%**	**19,512.52**	**N/A**	**N/A**
SYMBOL: ALGN	1,140.0000	79.0137	90,075.68	06/21/16	19,512.52	193	Short-Term
ALPHABET INC. (M)	**87.0000**	**792.4500**	**68,943.15**	**3%**	**24,858.48**	**N/A**	**N/A**
CLASS A	87.0000	506.7203	44,084.67	11/13/13	24,858.48	1144	Long-Term
SYMBOL: GOOGL							
ALPHABET INC. (M)	**87.0000**	**771.8200**	**67,148.34**	**3%**	**23,324.83**	**N/A**	**N/A**
CLASS C	87.0000	503.7185	43,823 51	11/13/13	23,324.83	1144	Long-Term
SYMBOL: GOOG							
AMAZON COM INC (M)	**215.0000**	**749.8700**	**161,222.05**	**6%**	**47,794.98**	**N/A**	**N/A**
SYMBOL: AMZN	55.0000	346.6741	19,067.08	11/13/13	22,175.77	1144	Long-Term
	70.0000	346.6451	24,265.16	11/13/13	28,225.74	1144	Long-Term
	90.0000	778.8314	70,094.83	09/20/16	(2,606.53)	102	Short-Term
Cost Basis			*113,427.07*				
BERKLEY W R CORP (M)	**500.0000**	**66.5100**	**33,255.00**	**1%**	**20,746.05**	**0.78%**	**260.00**
SYMBOL: WRB	500.0000	25.0179	12,508.95	10/16/09	20,746.05	2633	Long-Term
BOEING CO (M)	**540.0000**	**155.6800**	**84,067.20**	**3%**	**44,085.29**	**2.80%**	**2,354.40**
SYMBOL: BA	540.0000	74.0405	39,981.91	11/28/12	44,085.29	1494	Long-Term
CANADIAN PAC RAILWAY F (M)	**200.0000**	**142.7700**	**28,554.00**	**1%**	**4,004.45**	**1.04%**	**299.42**
SYMBOL: CP	200.0000	122.7477	24,549.55	06/12/13	4,004.45	1298	Long-Term

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

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THE LILLIS FOUNDATION
12/31/16
INVESTMENT HOLDINGS

EIN# 91-6520620

charles SCHWAB

Schwab One® Account of
THE LILLIS FOUNDATION

Statement Period
December 1-31, 2016

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CUMMINS INC (M)	**1,100.0000**	**136.6700**	**150,337.00**	**6%**	**40,223.15**	**2.99%**	**4,510.00**
SYMBOL: CMI	314.0000	32.6389	10,248.63	05/12/09	32,665.75	2790	Long-Term
	786.0000	127.0549	99,865.22	08/12/15	7,557.40	507	Long-Term
Cost Basis			*110,113.85*				
DANAHER CORP (M)	**2,575.0000**	**77.8400**	**200,438.00**	**8%**	**144,794.66**	**0.64%**	**1,287.50**
SYMBOL: DHR	1,600.0000	10.9448	17,511.71 ᵉ	10/23/02	107,032.29	5183	Long-Term
	975.0000	39.1093	38,131.63	02/14/11	37,762.37	2147	Long-Term
Cost Basis			*55,643.34*				
EDWARDS LIFESCIENCES (M)	**600.0000**	**93.7000**	**56,220.00**	**2%**	**(13,982.16)**	**N/A**	**N/A**
SYMBOL: EW	36.0000	117.0238	4,212.86	09/20/16	(839.66)	102	Short-Term
	100.0000	116 9865	11,698.65	09/20/16	(2,328.65)	102	Short-Term
	100.0000	117.0148	11,701.48	09/20/16	(2,331.48)	102	Short-Term
	104.0000	117.0449	12,172.67	09/20/16	(2,427.87)	102	Short-Term
	260.0000	116.9865	30,416.50	09/20/16	(6,054.50)	102	Short-Term
Cost Basis			*70,202.16*				
FACEBOOK INC (M)	**545.0000**	**115.0500**	**62,702.25**	**2%**	**(7,428.58)**	**N/A**	**N/A**
CLASS A	545.0000	128.6804	70,130.83	09/20/16	(7,428.58)	102	Short-Term
SYMBOL: FB							
FORTIVE CORPORATION (M)	**1,287.0000**	**53.6300**	**69,021.81**	**3%**	**51,713.31**	**0.52%**	**360.36**
SYMBOL: FTV	799.5000	6.8103	5,444.88 ᵉ	10/23/02	37,432.31	5183	Long-Term
	487.5000	24.3356	11,863.62	02/14/11	14,281.01	2147	Long-Term
Cost Basis			*17,308.50*				
GILEAD SCIENCES INC (M)	**1,080.0000**	**71.6100**	**77,338.80**	**3%**	**37,165.09**	**2.62%**	**2,030.40**
SYMBOL: GILD	200.0000	37.1983	7,439.66	11/28/12	6,882.34	1494	Long-Term
	880.0000	37.1977	32,734.05	11/28/12	30,282.75	1494	Long-Term
Cost Basis			*40,173.71*				

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ATTACHMENT A-2 PAGE 2 OF 5

EIN# 91-6520620

Schwab One® Account of
THE LILLIS FOUNDATION

Statement Period
December 1-31, 2016.

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
HONEYWELL INTL INC (M)	**770.0000**	**115.8500**	**89,204.50**	**4%**	**(551.50)**	**2.29%**	**2,048.20**
SYMBOL: HON	770.0000	116.5662	89,756.00	06/21/16	(551.50)	193	Short-Term
ILLINOIS TOOL WORKS (M)	**1,185.0000**	**122.4600**	**145,115.10**	**6%**	**61,823.03**	**2.12%**	**3,081.00**
SYMBOL: ITW	100.0000	50.4579	5,045.79	06/28/12	7,200.21	1647	Long-Term
	400.0000	50.4549	20,181.96	06/28/12	28,802.04	1647	Long-Term
	405.0000	61.7220	24,997.45	02/22/13	24,598.85	1408	Long-Term
	280.0000	118.0959	33,066.87	11/08/16	1,221.93	53	Short-Term
Cost Basis			*83,292.07*				
JOHNSON & JOHNSON (M)	**750.0000**	**115.2100**	**86,407.50**	**3%**	**49,775.26**	**2.77%**	**2,400.00**
SYMBOL: JNJ	750.0000	48.8429	36,632.24	03/02/09	49,775.26	2861	Long-Term
LOCKHEED MARTIN CORP (M)	**500.0000**	**249.9400**	**124,970.00**	**5%**	**84,715.53**	**2.91%**	**3,640.00**
SYMBOL: LMT	500.0000	80.5089	40,254.47	05/12/09	84,715.53	2790	Long-Term
MASTERCARD INC (M)	**704.0000**	**103.2500**	**72,688.00**	**3%**	**20,952.12**	**0.73%**	**535.04**
SYMBOL: MA	4.0000	55.9500	223.80	06/12/13	189.20	1298	Long-Term
	700.0000	73.5886	51,512.08	11/13/13	20,762.92	1144	Long-Term
Cost Basis			*51,735.88*				
MICROCHIP TECHNOLOGY (M)	**2,150.0000**	**64.1500**	**137,922.50**	**5%**	**65,994.25**	**2.24%**	**3,100.30**
SYMBOL: MCHP	1,635.0000	23.9160	39,102.68	10/12/10	65,782.57	2272	Long-Term
	515.0000	63.7389	32,825.57	11/08/16	211.68	53	Short-Term
Cost Basis			*71,928.25*				
PEPSICO INCORPORATED (M)	**953.0000**	**104.6300**	**99,712.39**	**4%**	**42,523.86**	**2.87%**	**2,868.53**
SYMBOL: PEP	953.0000	60.0089	57,188.53	11/03/09	42,523.86	2615	Long-Term
							Accrued Dividend: 717.13

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EIN# 91-6520620

Schwab One® Account of
THE LILLIS FOUNDATION

Statement Period
December 1-31, 2016

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
THERMO FISHER SCNTFC (M)	**777.0000**	**141.1000**	**109,634.70**	**4%**	**64,551.21**	**0.42%**	**466.20**
SYMBOL: TMO	500.0000	50.1969	25,098.45	06/28/12	45,451.55	1647	Long-Term
	77.0000	72 1503	5,555.58	02/22/13	5,309.12	1408	Long-Term
	200.0000	72.1473	14,429.46	02/22/13	13,790.54	1408	Long-Term
Cost Basis			*45,083.49*				***Accrued Dividend: 116.55***
TJX COMPANIES INC (M)	**3,150.0000**	**75.1300**	**236,659.50**	**9%**	**209,931.75**	**1.38%**	**3,276.00**
SYMBOL: TJX	3,150.0000	8.4850	26,727.75 •	02/03/03	209,931.75	5080	Long-Term
VERIZON COMMUNICATN (M)	**1,010.0000**	**53.3800**	**53,913.80**	**2%**	**3,688.76**	**4.32%**	**2,333.10**
SYMBOL: VZ	1,010.0000	49.7277	50,225.04	11/13/13	3,688.76	1144	Long-Term
WILLIAMS COMPANIES (M)	**2,014.0000**	**31.1400**	**62,715.96**	**2%**	**(37,224.26)**	**2.56%**	**1,611.20**
SYMBOL: WMB	614.0000	49.6234	30,468.80	08/12/15	(11,348.84)	507	Long-Term
	1,400.0000	49.6224	69,471.42	08/12/15	(25,875.42)	507	Long-Term
Cost Basis			*99,940.22*				
3M COMPANY (M)	**395.0000**	**178.5700**	**70,535.15**	**3%**	**281.77**	**2.48%**	**1,753.80**
SYMBOL: MMM	395.0000	177.8566	70,253.38	09/20/16	281.77	102	Short-Term
Total Equities	[illegible]		[illegible]	[illegible]	[illegible]		[illegible]
		Total Cost Basis	[illegible]				

Total Accrued Dividend for Equities: 833.68

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

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THE LILLIS FOUNDATION
12/31/16
INVESTMENT HOLDINGS

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Schwab One® Account of
THE LILLIS FOUNDATION

EIN# 91-6520620
Statement Period
December 1-31, 2016

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
OAKMARK INTL FD INV (M),⚲ SYMBOL: OAKIX	563.1410	22.7000	12,783.30	<1%	22.35	12,587.85	195.45
[illegible]							
[illegible]							

[illegible]

[illegible]

[illegible]

THE LILLIS FOUNDATION
GRANTS PAID IN 2016

Grant Worksheet - 2016

EIN# 91-6520620

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholar- ship	SAF	Other	Amount	Balance
	Dispursement Requirement								$ 200,000 00
2/8/2016	Englewood High School, 3800 S. Logan St , Englewood, CO 80113	Public Charity	SAF - Initial	$2,500 00		$2,500 00		$2,500 00	$ 197,500 00
02/16/16	Metropolitan State University, Office of Financial Aid, Student Success Building, Area 6, Suite 130, 890 Aurana Parkway, Denver, CO 80204	Public Charity	Scholarship-Alondra Cruz	$1,250 00	$1,250.00			$1,250.00	$ 196,250 00
03/01/16	University of Denver, Office of Financial Aid, University Hall 255, 2197 S University, Denver CO 80208	Public Charity	Scholarship-Rachael Rios (Merit - Spring QTR 2016)	$1,000.00	$1,000 00			$1,000.00	$ 195,250 00
3/16/2016	University of Puget Sound,1500N. Warner Street, Tacoma, WA 98416	Public Charity	Discretionary-Jess Aquatics	$2,500 00			$2,500.00	$2,500.00	$ 192,750 00
3/17/2016	Castle Rock Senior Center 2323 Woodlands Blvd Castle Rock, CO 80104	Public Charity	Grant - Scholarship Program	$3,000.00			$3,000 00	$3,000 00	$ 189,750 00
3/17/2016	Castle Rock Senior Center 2323 Woodlands Blvd. Castle Rock, CO 80104	Public Charity	Grant - Active Minds	$4,200.00			$4,200 00	$4,200 00	$ 185,550 00
3/17/2016	Wellspring Community 826 Park Street Castle Rock, CO 80104	Public Charity	Grant - Café and Bakery	$10,000 00			$10,000 00	$10,000.00	$ 175,550 00
									$ 175,550 00
									$ 175,550 00
7/13/2016	Castle Rock Youth Cycling Club, 411 4th Street, Castle Rock, CO 80104	Public Charity	Discretionary-Lori	$1,000.00			$1,000.00	$1,000 00	$ 174,550 00
7/19/2016	Denver Metro Chamber Foundation 1445 Market Street Denver, CO 80202	Public Charity	Ready, Set, College	$5,000.00			$5,000 00	$5,000.00	$ 169,550 00
8/26/2016	Western State Colorado University C P.O, #5998 600 N Adams Street Gunnison, CO 81231	Public Charity	Scholarship - Reed Arneson	$1,500.00	$1,500 00			$1,500 00	$ 168,050 00
8/26/2016	Western State Colorado University Cashiers Office 600 North Adams Street Gunnison, Co 81231	Public Charity	Scholarship - Reed Arneson	$1,500.00	$1,500 00			$1,500.00	$ 166,550 00
8/26/2016	Fort Hays Student Fiscasl Services 317 Picken Hall 600 Park Street Hays, KS 67601	Public Charity	Scholarship - Bailey Fassler	$2,000.00	$2,000 00			$2,000 00	$ 164,550 00
8/26/2016	University of Colorado at Boulder 9104 STNE 600 30th Street Boulder, CO 80310	Public Charity	Scholarship - Max Bailey	$3,500 00	$3,500 00			$3,500 00	$ 161,050 00

THE LILLIS FOUNDATION
GRANTS PAID IN 2016

Grant Worksheet - 2016

EIN# 91-6520620

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholar- ship	SAF	Other	Amount	Balance
8/26/2016	Fort Lewis College 1000 Rim Drive Durango, CO 81301	Public Charity	Scholarship - Kristian Sigloch	$500 00	$500 00			$500 00	$ 160,550 00
8/26/2016	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office - OCM, 41 UCB Boulder, CO 80309	Public Charity	Scholarship - Bryan Harant	$2,000 00	$2,000 00			$2,000.00	$ 158,550 00
8/26/2016	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office - OCM, 41 UCB Boulder, CO 80309	Public Charity	Scholarship - Thinh Dinh	$500 00	$500 00			$500.00	$ 158,050 00
8/26/2016	University of Notre Dame Office of Financial Aid 115 Main Building Notre Dame, IN 46556	Public Charity	Scholarship - John Judge	$1,500 00	$1,500 00			$1,500 00	$ 156,550 00
8/26/2016	Colorado Student Financial Service Colorado State University - Pueblo 2200 Bonforte Blvd Pueblo, CO 81001-4901	Public Charity	Scholarship - Bailey Bair	$1,000 00	$1,000 00			$1,000 00	$ 155,550 00
9/1/2016	Monte Vista High School, 349 E Prospect Sttreet, Monte Vista, CO 81144	Public Charity	SAF Renewal	$1,500 00		$1,500.00		$1,500 00	$ 154,050.00
9/6/2016	Mapleton Early College, 8980 York St, Thornton, CO 80229	Public Charity	SAF Renewal	$5,000 00		$5,000 00		$5,000 00	$ 149,050 00
9/6/2016	Sheridan High School, 3201 W Oxford Ave, Denver, CO 80236	Public Charity	SAF Renewal	$5,000 00		$5,000 00		$5,000 00	$ 144,050 00
9/6/2016	Central High School, 216 E Orman Ave, Pueblo, CO 81004	Public Charity	SAF Renewal	$5,000 00		$5,000.00		$5,000 00	$ 139,050 00
9/6/2016	Littleton High School, 199 E Littleton Blvd, Littleton, CO 80121	Public Charity	SAF Renewal	$5,000 00		$5,000 00		$5,000 00	$ 134,050 00
9/6/2016	Clear Creek High School, 185 Beaver Brook Canyon Road, Evergreen, CO 80439	Public Charity	SAF Renewal	$2,500 00		$2,500 00		$2,500 00	$ 131,550 00
9/7/2016	Colorado Christian University Department #51101 8787 West Alameda Ave. Lakewood, CO 80226	Public Charity	Scholarship - Kyla Steinman	$4,000 00	$4,000.00			$4,000.00	$ 127,550 00
9/12/2016	University of Denver Financial Aid Office University Hall #255 2197 University Blvd. Denver, CO 80208	Public Charity	Scholarship - Rachael Rios	$1,000.00	$1,000 00			$1,000 00	$ 126,550 00
9/12/2016	Colorado State University Student Financial Services 1065 Campus Delivery Fort Collins, CO 80523-1065	Public Charity	Scholarship - Olivia Arellano-Votaw	$1,400.00	$1,400.00			$1,400 00	$ 125,150 00

THE LILLIS FOUNDATION
GRANTS PAID IN 2016

Grant Worksheet - 2016

EIN# 91-6520620

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholar- ship	SAF	Other	Amount	Balance
9/12/2016	Colorado School of Mines Financial Aid Office 1200 16th Street Golden, CO 80401	Public Charity	Scholarship - Sophia Becker	$1,000 00	$1,000 00			$1,000.00	$ 124,150 00
9/30/2016	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office - OCM, 41 UCB Boulder, CO 80309	Public Charity	Scholarship - Jessica Granados	$3,000 00	$3,000 00			$3,000.00	$ 121,150 00
10/5/2016	University of Colorado Colorado Springs, ATTN. Cashier 1420 Austin Bluffs Parkway Colorado Springs, Colorado 80918-3733	Public Charity	Scholarship - Gabriella Matl	$4,000 00	$4,000 00			$4,000 00	$ 117,150 00
10/17/2016	Yuma High School, 1000 S Albany, Yuma, Co, 80759	Public Charity	SAF Renewal	$3,000 00		$3,000 00		$3,000 00	$ 114,150 00
10/21/2016	Pratt Institute Office of Finanacial Aid 200 Willoughby Ave Myrtle Hall, 6th Floor Brooklyn, NY 11205	Public Charity	Scholarship - Jada Cannon	$1,000.00	$1,000.00			$1,000.00	$ 113,150 00
10/19/2016	University of Puget Sound,1500N. Warner Street, Tacoma, WA 98416	Public Charity	Discretionary-Jess Alumni Fund	$2,500 00			$2,500 00	$2,500.00	$ 110,650 00
12/1/2016	Pueblo City Schools Edu Foundation, c/o Minnequa Elementary School, 315 W 11th St, Pueblo, CO 81003	Public Charity	Grant - Elementary School Playground	$4,500 00			$4,500 00	$4,500 00	$ 106,150 00
12/5/2016	Wreaths Across America, 4400 W Kenyon Ave, Denver, CO 80236	Public Charity	Discretionary - Gwen, Chuck, Lori	$10,000.00			$10,000.00	$10,000.00	$ 96,150 00
12/6/2016	Dumb Friend's League 2080 S. Quebec St. Denver, CO 80231	Public Charity	Discretionary - Gwen	$1,000.00			$1,000 00	$1,000 00	$ 95,150 00
12/6/2016	Wish of a Lifetime 110 16th Street, #406 Denver, CO 80202	Public Charity	Discretionary - Gwen	$1,000 00			$1,000.00	$1,000 00	$ 94,150 00
12/6/2016	Children's Villiage, 1350 W Hanley Ave, Coeur d'Alene, ID 83815	Public Charity	Mentor Program	$10,000 00			$10,000 00	$10,000 00	$ 84,150 00
12/6/2016	Be The Gift PO Box 1285 Loveland, CO 80539	Public Charity	Discretionary - Gwen	$1,000 00			$1,000.00	$1,000.00	$ 83,150 00
12/6/2016	Cystic Fibrosis Foundation, 400 South Colorado Blvd Suite 840, Denver, CO 80246	Public Charity	Discretionary - Lori	$2,000 00			$2,000 00	$2,000 00	$ 81,150 00
12/6/2016	Literacy Outreach of Garfield County 1127 School Street Glenwood Springs, CO 81601	Public Charity	Discretionary - Gwen	$1,000 00			$1,000 00	$1,000.00	$ 80,150 00

THE LILLIS FOUNDATION
GRANTS PAID IN 2016

Grant Worksheet - 2016

EIN# 91-6520620

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholar- ship	SAF	Other	Amount	Balance
12/6/2016	Alyssa Cares Foundation 6576 Millstone Street Highlands Ranch, CO 80130	Public Charity	Discretionary - Gwen	$1,000 00			$1,000 00	$1,000 00	$ 79,150 00
12/6/2016	Seniors' Resource Center 3227 Chase Street Wheat Ridge, CO 80212	Public Charity	Seniors' Resource Center	$6,000 00			$6,000 00	$6,000 00	$ 73,150 00
12/12/2016	The Listen Foundation 6950 E Belleview Ave Greenwood Village, CO 80111	Public Charity	Discretionary - Lori	$1,000 00			$1,000 00	$1,000 00	$ 72,150 00
12/12/2016	A Little Help 288 Clayton Street Denver, CO 80206	Public Charity	Discretionary - Lori	$1,000 00			$1,000 00	$1,000 00	$ 71,150 00
12/12/2016	Sarah's Home c/o WaterStone 10807 New Allegiance Drive, Suite #240 Colorado Springs, CO 80921	Public Charity	Discretionary - Lori	$1,000.00			$1,000 00	$1,000 00	$ 70,150.00
12/12/2016	Bessie's Hope PO Box 12675 Denver, CO 80212	Public Charity	Discretionary - Carrie	$1,000 00			$1,000 00	$1,000 00	$ 69,150 00
12/12/2016	Judi's House 1741 Gaylord Street Denver, CO 80206	Public Charity	Discretionary - Carrie	$1,000.00			$1,000 00	$1,000 00	$ 68,150 00
12/12/2016	Hands Up For the Children PO Box 100224 Denver, CO 80250-0224	Public Charity	Discretionary	$1,000.00			$1,000 00	$1,000.00	$ 67,150 00
12/15/2016	Honor Flight, 175 South Tuttle Road, Springfield, OH, 45505	Public Charity	Discretionary - Mike, Jess	$7,000.00			$7,000.00	$7,000 00	$ 60,150 00
12/16/2016	Colorado State University Student Financial Services 1065 Campus Delivery Fort Collins, CO 80523-1065	Public Charity	Scholarship - Olivia Arellano-Votaw	$1,400 00	$1,400.00			$1,400 00	$ 58,750 00
12/16/2016	Western State Colorado University C P.O, #5998 600 N Adams Street Gunnison, CO 81231	Public Charity	Scholarship - Reed Arneson	$1,500 00	$1,500.00			$1,500 00	$ 57,250 00
12/16/2016	Western State Colorado University Cashier's Office 600 N Adams Street Gunnison, CO 81231	Public Charity	Schoalrship - Reed Arneson	$1,500.00	$1,500 00			$1,500.00	$ 55,750 00
12/16/2016	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office - OCM, 41 UCB Boulder, CO 80309	Public Charity	Scholarship - Max Bailey	$3,500.00	$3,500.00			$3,500.00	$ 52,250 00

THE LILLIS FOUNDATION
GRANTS PAID IN 2016

Grant Worksheet - 2016

EIN# 91-6520620

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholar- ship	SAF	Other	Amount	Balance
12/16/2016	Colorado Student Financial Service Colorado State University - Pueblo 2200 Bonforte Blvd. Pueblo, CO 81001-4901	Public Charity	Scholarship - Bailey Bair	$1,000 00	$1,000 00			$1,000 00	$ 51,250 00
12/16/2016	Colorado School of Mines Financial Aid Office 1200 16th Street Golden, CO 80401	Public Charity	Scholarship - Sophia Becker	$1,000 00	$1,000 00			$1,000 00	$ 50,250 00
12/16/2016	Pratt Institute Office of Finanacial Aid 200 Willoughby Ave Myrtle Hall, 6th Floor Brooklyn, NY 11205	Public Charity	Scholarship - Jada Cannon	$1,000 00	$1,000 00			$1,000 00	$ 49,250 00
12/16/2016	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office - OCM, 41 UCB Boulder, CO 80309	Public Charity	Scholarship - Thinh Dinh	$500 00	$500 00			$500 00	$ 48,750 00
12/16/2016	Fort Hays Student Fiscasl Services 317 Picken Hall 600 Park Street Hays, KS 67601	Public Charity	Schoalrship - Bailey Fassler	$2,000 00	$2,000 00			$2,000.00	$ 46,750 00
12/16/2016	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office - OCM, 41 UCB Boulder, CO 80309	Public Charity	Scholarship - Jessica Granados	$3,000 00	$3,000.00			$3,000 00	$ 43,750 00
12/16/2016	University of Colorado Boulder 150 Regent Administrative Center Bursar's Office - OCM, 41 UCB Boulder, CO 80309	Public Charity	Scholarship - Bryan Harant	$2,000.00	$2,000.00			$2,000.00	$ 41,750 00
12/16/2016	University of Notre Dame Office of Financial Aid 115 Main Building Notre Dame, IN 46556	Public Charity	Scholarship - John Judge	$1,500 00	$1,500 00			$1,500.00	$ 40,250 00
12/16/2016	University of Denver Financial Aid Office University Hall #255 2197 University Blvd Denver, CO 80208	Public Charity	Schoarship - Rachael Rios	$1,000 00	$1,000.00			$1,000 00	$ 39,250 00
12/16/2016	Fort Lewis College 1000 Rim Drive Durango, CO 81301	Public Charity	Scholarship - Kristian Sigloch	$500 00	$500.00			$500.00	$ 38,750 00
12/16/2016	University of Colorado at Colorado Springs Office Financial Aid 1420 Austin Bluffs Parkway Colorado Springs, CO 80918-3733	Public Charity	Scholarship - Gabriella Matl	$4,000.00	$4,000.00			$4,000.00	$ 34,750 00
									$ 34,750 00

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GRANTS PAID IN 2016

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Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholar- ship	SAF	Other	Amount	Balance
12/16/2016	Colorado Chnstian University Department #51101 8787 West Alameda Ave Lakewood, CO 80226	Public Charity	Scholarship - Kyla Steinman	$4,000.00	$4,000 00			$4,000.00	$ 30,750 00
	Insert rows above this line								$ 30,750 00
			Total Dispursed	$ 169,250 00	$ 61,050.00	$ 29,500 00	$78,700.00	$ 169,250 00	