

Form **990-PF**

Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning **OCT 1, 2017**, and ending **SEP 30, 2018**

Name of foundation: **LEVERLAB FOUNDATION**

Employer identification number: **30-0211587**

Number and street (or P O box number if mail is not delivered to street address): **100 SAINT PAUL STREET, SUITE 700**

Room/suite: _____

Telephone number: **303-941-4365 CE**

City or town, state or province, country, and ZIP or foreign postal code: **DENVER, CO 80206**

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

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation **04**

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 25,689,112.**

J Accounting method: Cash Accrual Other (specify) _____

K If exemption application is pending, check here

L 1 Foreign organizations, check here

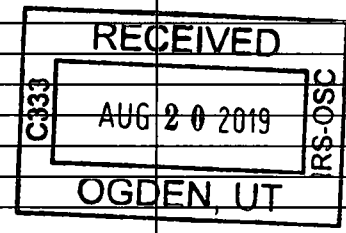
M 2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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Part I Analysis of Revenue and Expenses		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		90,657.	90,657.		STATEMENT 1
4 Dividends and interest from securities		380,891.	380,891.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,153,870.			
b Gross sales price for all assets on line 6a		6,705,160.			
7 Capital gain net income (from Part IV, line 2)			2,153,870.		
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		<12,732.>	<12,732.>		STATEMENT 3
12 Total. Add lines 1 through 11		2,612,686.	2,612,686.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 4		83,330.	0.		0.
17 Interest		15,153.	0.		0.
18 Taxes STMT 5		27,447.	478.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		98,654.	36,590.		59,250.
24 Total operating and administrative expenses Add lines 13 through 23		224,584.	37,068.		59,250.
25 Contributions, gifts, grants paid		1,181,663.			1,181,663.
26 Total expenses and disbursements Add lines 24 and 25		1,406,247.	37,068.		1,240,913.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,206,439.			
b Net investment income (if negative, enter -0-)			2,575,618.		
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		10,000.	10,000.
	2 Savings and temporary cash investments	7,997,345.	12,265,364.	12,265,364.
	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	23,453.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	6,607,971.	6,859,824.	10,231,388.
	c Investments - corporate bonds			
	Liabilities	11 Investments land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8		5,306,639.	2,012,969.	3,135,318.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)		6,310.	0.	47,042.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		19,941,718.	21,148,157.	25,689,112.
Net Assets or Fund Balances	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 ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26, and lines 30 and 31			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	19,941,718.	21,148,157.		
30 Total net assets or fund balances	19,941,718.	21,148,157.		
31 Total liabilities and net assets/fund balances	19,941,718.	21,148,157.		

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	19,941,718.
2 Enter amount from Part I, line 27a	2	1,206,439.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	21,148,157.
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	21,148,157.

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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► CHRISTOPHER HARDING Telephone no ► 303-941-4365 Located at ► 100 SAINT PAUL STREET, SUITE 700, DENVER, CO ZIP+4 ► 80206		
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		N/A
16 At any time during calendar year 2017, 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 ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		X

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

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

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

1 List all officers, directors, trustees, and 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
CHRISTOPHER HARDING 1700 LINCOLN STREET, STE 2550 DENVER, CO 80203	PRESIDENT / TREASURER	0.00	0.	0.
VICKI HENRY 1700 LINCOLN STREET, STE 2550 DENVER, CO 80203	V.P. / SECRETARY	0.00	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 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 2017, 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				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number or email address of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

LEVERLAB FOUNDATION

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 CHARLES SCHWAB (AVAILABLE UPON REQUEST) SHORT-TER	P	10/01/17	09/30/18
b CHARLES SCHWAB (AVAILABLE UPON REQUEST) LONG-TERM	P	10/01/17	09/30/18
c K-1 AT MLP FUND LLC (SHORT-TERM)	P	10/01/17	09/30/18
d K-1 AT MLP FUND LLC (LONG-TERM)	P	10/01/17	09/30/18
e K-1 GENE II, LLC (SHORT-TERM)	P	10/01/17	09/30/18
f K-1 GENE II, LLC (LONG-TERM)	P	10/01/17	09/30/18
g DISPOSITION OF GENE II	P	10/01/17	09/30/18
h DISPOSITION OF GENE III	P	10/01/17	09/30/18
i			
j			
k			
l			
m			
n			
o			

(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 1,065,631.		30,880.	1,034,751.
b 2,637,622.		1,186,830.	1,450,792.
c		205,936.	<205,936.>
d		92,513.	<92,513.>
e		31,340.	<31,340.>
f		<28,629.>	28,629.
g 2,546,266.		2,785,251.	<238,985.>
h 455,641.		247,169.	208,472.
i			
j			
k			
l			
m			
n			
o			

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,034,751.
b			1,450,792.
c			<205,936.>
d			<92,513.>
e			<31,340.>
f			28,629.
g			<238,985.>
h			208,472.
i			
j			
k			
l			
m			
n			
o			

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	2,153,870.
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

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
AT MLP FUND, LLC K-1	32,664.	32,664.	
INTEREST ON NOTES RECEIVABLE	57,993.	57,993.	
TOTAL TO PART I, LINE 3	90,657.	90,657.	

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
AT MLP FUND, LLC K-1	13,748.	0.	13,748.	13,748.	
CHARLES SCHWAB - DIV	318,816.	0.	318,816.	318,816.	
GENEA II, LLC K-1 - DIVIDENDS	35,716.	0.	35,716.	35,716.	
GENEA II, LLC K-1 - INTEREST	6,255.	0.	6,255.	6,255.	
GENEA III, LLC K-1 - DIVIDENDS	6,356.	0.	6,356.	6,356.	
TO PART I, LINE 4	380,891.	0.	380,891.	380,891.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AT MLP FUND, LLC K-1 ROYALTY INCOME	531.	531.	
AT MLP FUND, LLC K-1 SEC 1231 LOSS	<3,308.>	<3,308.>	
AT MLP FUND, LLC K-1 OTHER INCOME	976.	976.	
AT MLP FUND, LLC K-1 RENTAL INCOME	<277.>	<277.>	
AT MLP FUND, LLC K-1 OTHER NET RENTAL INCOME	<10.>	<10.>	
GENEA II, LLC K-1 ORDINARY INCOME	29,885.	29,885.	
GENEA II, LLC K-1 NET RENTAL INCOME	<42.>	<42.>	
GENEA II, LLC K-1 OTHER NET RENTAL INCOME	<1.>	<1.>	

GENEA II, LLC K-1 ROYALTIES	80.	80.
GENEA II, LLC K-1 OTHER INCOME	342.	342.
GENEA II, LLC K-1 SECTION 1231	<499.>	<499.>
AT MLP FUND, LLC K-1 ROYALTY INCOME	<40,535.>	<40,535.>
CHARLES SCHWAB - OTHER INCOME	126.	126.
TOTAL TO FORM 990-PF, PART I, LINE 11	<12,732.>	<12,732.>

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	79,705.	0.		0.
TAX PREPARATION FEES	3,625.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	83,330.	0.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AT MLP FUND, LLC K-1 - FOREIGN TAX	415.	415.		0.
FEDERAL INCOME TAX - 2015 PAYMENT	3,516.	0.		0.
GENEA II, LLC K-1 - FOREIGN TAX	63.	63.		0.
FEDERAL INCOME TAX - 2017 ESTIMATE	23,453.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,447.	478.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AT MLP FUND, LLC K-1 - NONDEDUCTIBLE	<726.>	0.		0.
GENEA II, LLC K-1 - OTHER DEDUCTIONS	4,744.	4,744.		0.
GENEA II, LLC K-1 - 2% MISCELLANEOUS	3,901.	0.		0.
GENEA III, LLC - 2% MISCELLANEOUS	57.	0.		0.
AT MLP FUND, LLC K-1 - ROYALTY INCOME DEDUCTION	54.	54.		0.
GENEA II, LLC K-1 - ROYALTY INCOME DEDUCTION	8.	8.		0.
CONTRACT LABOR	59,250.	0.		59,250.
GENEA II, LLC K-1 - NONDEDUCTIBLE	<5,418.>	0.		0.
AT MLP FUND, LLC K-1 - OTHER DEDUCTIONS	31,428.	31,428.		0.
GENEA II, LLC K-1 - OTHER DEDUCTIONS	356.	356.		0.
DUES & MEMBERSHIPS	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 23	98,654.	36,590.		59,250.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CHARLES SCHWAB	6,859,824.	10,231,388.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,859,824.	10,231,388.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 8	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AT MLP FUND, LLC	COST	2,012,969.	3,135,318.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,012,969.	3,135,318.

FORM 990-PF	OTHER ASSETS	STATEMENT 9	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE - MICHAEL E. HENRY IRREVOCABLE TRUST	3,155.	0.	23,521.
NOTE RECEIVABLE - VICKI J. HARDING IRREVOCABLE TRUST	3,155.	0.	23,521.
TO FORM 990-PF, PART II, LINE 15	6,310.	0.	47,042.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO APPLY
EXCESS QUALIFYING DISTRIBUTIONS
TO PRIOR YEAR'S UNDISTRIBUTED INCOME

STATEMENT 10

THE TAXPAYER HAS REQUESTED AND RECEIVED A WAIVER FOR THE TAX UNDER SECTION 4962(A) UNDER PRIOR CORRESPONDENCE WITH THE IRS. PLEASE FIND ATTACHED A COPY OF THE CORRESPONDENCE, SHOWING THE ACCEPTED WAIVER, AND THE ALLOCATION OF THE 361,523 OF DISTRIBUTIONS TO THE CORRECTED YEAR.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

CHRISTOPHER HARDING
VICKI HENRY