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990-PF

Amended

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2000

Department of the Treasury Internal Revenue Service

Note The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2000, or tax year beginning 2000, and ending

G Check all that apply Initial return Final return X Amended return Address change Name change

Name of organization THE GILL FOUNDATION, Employer identification number 84-1264186, Address 2215 MARKET STREET, SUITE 205, DENVER, CO 80205, Telephone number (303) 292-4455

H Check type of organization X Section 501(c)(3) exempt private foundation, I Fair market value of all assets at end of year 177,613,525, J Accounting method X Accrual

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		42,116,597.	5,614,592	5,614,592
	2	Savings and temporary cash investments		175,571		
	3	Accounts receivable ▶	1,576,043.			
		Less allowance for doubtful accounts ▶			1,576,043	1,576,043
	4	Pledges receivable ▶	39,363,223.			
		Less allowance for doubtful accounts ▶		37,032,864.	39,363,223	39,363,223
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		12,237	16,369	16,369
	10 a	Investments - US and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT 7		4,552,236	12,395,533	12,395,533
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land buildings and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 8		30,531,224.	118,299,690	118,299,690	
14	Land buildings, and equipment basis ▶	661,450.				
	Less accumulated depreciation (attach schedule) ▶	313,375.	280,756.	348,075	348,075.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item I)		114,701,485.	177,613,525.	177,613,525	
Liabilities	17	Accounts payable and accrued expenses		101,066.	183,199	
	18	Grants payable		857,504.	1,500,318	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ STMT 9)		122,809.	428,441.	
23	Total liabilities (add lines 17 through 22)		1,081,379.	2,111,958.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted		76,587,242.	136,152,578.	
	25	Temporarily restricted		37,032,864	39,348,989.	
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid in or capital surplus or land bldg and equipment fund				
	29	Retained earnings accumulated income endowment or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)		113,620,106	175,501,567.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		114,701,485	177,613,525.		

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	113,620,106
2	Enter amount from Part I, line 27a	2	54,768,412
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	9,464,610
4	Add lines 1, 2, and 3	4	177,853,128
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	2,351,561
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II column (b), line 30	6	175,501,567

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	5,590,967
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the organization does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
1999	7,749,218	39,645,204.	0 19546419789
1998	5,057,144	19,484,617.	0 25954546605
1997	3,417,782	7,040,398.	0 48545295309
1996	1,579,957	150,120.	10 52462696509
1995	1,090,362	98,894.	11 02556272372
2 Total of line 1, column (d)			2 22.49065230584
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 4.49813046117
4 Enter the net value of noncharitable-use assets for 2000 from Part X, line 5			4 125,956,510
5 Multiply line 4 by line 3			5 566,568,814.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 54,472
7 Add lines 5 and 6			7 566,623,286.
8 Enter qualifying distributions from Part XII, line 4			8 5,107,320.

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 on page 18

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	108,944
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	108,944
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	108,944
6	Credits/Payments		
a	2000 estimated tax payments and 1999 overpayment credited to 2000	6a	69,351.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	69,351
8	Enter any penalty or underpayment of estimated tax. Check here <input type="checkbox"/> 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 "Tax Paid w/O.R.: 39,593"	9	39,593
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be credited to 2001 estimated tax. NONE Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a	X	
4 b	X	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X
11	X	

12 The books are in care of THE FOUNDATION Telephone no 303-292-4455
 Located at 2215 MARKET STREET, SUITE 205, DENVER CO ZIP+4 80205

13 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 13

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

Table with columns for question descriptions, Yes/No checkboxes, and a summary table with Yes/No columns. Rows include questions 1a through 6b regarding disqualifying activities, taxes on failure to distribute income, and business holdings.

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 19 of the instructions)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
SEE STATEMENT 12		55,200	1,200.	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions). If none, enter "NONE"

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TONY TAPIA 2215 MARKET ST., DENVER, CO	DIR GRANTMAKING > 40	70,000.	3,541.	NONE
ERIKA SHATZ 2215 MARKET ST., DENVER, CO	SENIOR PROG OFFICER >40	62,000.	5,811.	NONE

Total number of other employees paid over \$50,000 ▶ NONE

3 Five highest-paid independent contractors for professional services - (see page 21 of the instructions) If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
INTERACTIVE APPLICATIONS GROUP	WEBSITE DEVELOPMENT	250,000

Total number of others receiving over \$50,000 for professional services ▶ NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program related investments See page 22 of the instructions	
3 NONE	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 22 of the 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	108,313,677.
b Average of monthly cash balances	1b	19,548,655.
c Fair market value of all other assets (see page 23 of the instructions)	1c	12,297.
d Total (add lines 1a, b, and c)	1d	127,874,629.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	127,874,629.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	1,918,119.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	125,956,510.
6 Minimum investment return Enter 5% of line 5	6	6,297,826.

Part XI Distributable Amount (see page 23 of the 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	6,297,826.
2a Tax on investment income for 2000 from Part VI, line 5	2a	108,944.	
b Income tax for 2000 (This does not include the tax from Part VI)	2b	119,056.	
c Add lines 2a and 2b		2c	228,000.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	6,069,826.
4a Recoveries of amounts treated as qualifying distributions	4a	NONE	
b Income distributions from section 4947(a)(2) trusts	4b		
c Add lines 4a and 4b		4c	NONE
5 Add lines 3 and 4c		5	6,069,826
6 Deduction from distributable amount (see page 23 of the instructions)		6	NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	6,069,826.

Part XII Qualifying Distributions (see page 24 of the 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	4,961,097.
b Program-related investments - total of lines 1-3 of Part IX-B	1b	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	146,223.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8 and Part XIII, line 4	4	5,107,320.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	N/A
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	5,107,320.

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 page 24 of the instructions)

	(a) Corpus	(b) Years prior to 1999	(c) 1999	(d) 2000
1 Distributable amount for 2000 from Part XI, line 7				6,069,826.
2 Undistributed income if any, as of the end of 1999				
a Enter amount for 1999			NONE	
b Total for prior years <u>1998 1997 1996</u>		NONE		
3 Excess distributions carryover, if any to 2000				
a From 1995	1,085,417.			
b From 1996	1,572,451			
c From 1997	3,069,157			
d From 1998	4,109,918			
e From 1999	5,807,494.			
f Total of lines 3a through e	15,644,437			
4 Qualifying distributions for 2000 from Part XII, line 4 ▶ <u>5,107,320.</u>				
a Applied to 1999, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 25 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 25 of the instructions)	NONE			
d Applied to 2000 distributable amount				5,107,320.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2000 (if an amount appears in column (d), the same amount must be shown in column (a))	962,506			962,506.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,681,931.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 25 of the instructions		NONE		
e Undistributed income for 1999 Subtract line 4a from line 2a Taxable amount - see page 23 of the instructions			NONE	
f Undistributed income for 2000 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2001				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)	NONE			
8 Excess distributions carryover from 1995 not applied on line 5 or line 7 (see page 25 of the instructions)	122,911.			
9 Excess distributions carryover to 2001 Subtract lines 7 and 8 from line 6a	14,559,020			
10 Analysis of line 9				
a Excess from 1996	1,572,451.			
b Excess from 1997	3,069,157.			
c Excess from 1998	4,109,918			
d Excess from 1999	5,807,494			
e Excess from 2000	NONE			

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

<p>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 2000, enter the date of the ruling ▶</p>					
<p>b Check box to indicate whether the organization is a private operating foundation described in section</p>		<input type="checkbox"/> 4942(j)(3) or		<input type="checkbox"/> 4942(j)(5)	
<p>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</p>	Tax year	Prior 3 years			(e) Total
	(a) 2000	(b) 1999	(c) 1998	(d) 1997	
<p>b 85% of line 2a</p>					
<p>c Qualifying distributions from Part XII line 4 for each year listed</p>					
<p>d Amounts included in line 2c not used directly for active conduct of exempt activities</p>					
<p>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</p>					
<p>3 Complete 3a, b, or c for the alternative test relied upon</p>					
<p>a "Assets" alternative test enter</p>					
<p>(1) Value of all assets</p>					
<p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</p>					
<p>b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X line 6 for each year listed</p>					
<p>c "Support" alternative test enter</p>					
<p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)</p>					
<p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)</p>					
<p>(3) Largest amount of support from an exempt organization</p>					
<p>(4) Gross investment income</p>					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year -- see page 26 of the 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))

TIMOTHY GILL

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs
 Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 20-22

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

SEE STATEMENT 20-22

c Any submission deadlines

SEE STATEMENT 20-22

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

SEE STATEMENT 20-22

Part XV. Supplementary Information (continued)

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

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 13-19				3,356,937
Total			▶ 3a	3,356,937.
b <i>Approved for future payment</i> SEE STATEMENT 13-19				1,500,318.
Total			▶ 3b	1,500,318.

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

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... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. The table is currently empty.

2 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. The table is currently empty.

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 or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Lou A. Franke, Date: 11-6-03, Title: CFO. Preparer's signature: D. T. Mc..., Date: 11-4-03, Check if self-employed: [], Preparer's SSN or PTIN: 522-86-7914. Firm's name: BKD, LLP, Address: 111 S TEJON, SUITE 800, COLORADO SPRINGS, CO 80903-2286, EIN: 44-0160260, Phone no: 719 471-42907.

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
<div style="position: absolute; top: 10px; left: 10px; width: 60%; height: 15px; border-bottom: 1px dashed black;"> TOTAL GAIN(LOSS) </div>							<div style="position: absolute; top: 10px; left: 10px; width: 60%; height: 15px; border-bottom: 1px dashed black;"> 5,590,967 </div>	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
TIM GILL 2215 MARKET STREET, SUITE 205 DENVER, CO 80205		33,015,521.
FARHAD F. & MARY PATRICIA EBRAHIMI 475 CIRCLE DRIVE DENVER, CO 80206		22,040,878
TOTAL CONTRIBUTION AMOUNTS		55,056,399.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENTS IN VARIOUS FUNDS	2,287,466.	2,255,166
TOTAL	2,287,466.	2,255,166

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
CONFERENCE REVENUE	1,716.
TOTALS	----- 1,716. =====

MISC

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT EXPENSE	2,472,380	2,472,380.	19,407.
PROFESSIONAL FEES	19,407		23,967
CONSULTANTS	23,967		
TOTALS	2,515,754	2,472,380.	43,374

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAXES	219,471.

TOTALS	219,471.
	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STAFF DEVELOPMENT	34,978	34,978
OFFICE EXPENSES	50,473	50,473
POSTAGE	24,315	24,315
MISC EXPENSE	18,238	18,238
RECRUITMENT/RELOCATION	7,569	7,569
PAYROLL EXPENSES	9,951	9,951
TECHNOLOGY	159,726	159,726
SUPPORT TO PROGRAMS	11,913	11,913
RESEARCH	8,141	8,141
EMPLOYEE MATCH GRANTS	19,315	19,315
TOTALS	344,619	344,619

THE GILL FOUNDATION
FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
TRUST COMPANY OF THE WEST	12,395,533.	12,395,533
TOTALS	12,395,533.	12,395,533

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PALO ALTO/MICRO CAP PARTNERS	6,584,047	6,584,047
SILCHESTER INTERNATIONAL VALUE	36,474,279	36,474,279
TIFF PARTNERS III	1,045,097	1,045,097
MERITAGE PRIVATE EQUITY FUND	3,084,236	3,084,236
POUSCHINE COOK CAPITAL PARTNER	691,663	691,663
PEQUOT SCOUT FUND, LP	9,950,008	9,950,008
FARALLON CAPITAL INST PARTNERS	8,343,297	8,343,297
HBK OFFSHORE FUND LTD. CLASS A	9,473,354	9,473,354
OBSIDIAN/OFFSHORE FUND	5,844,641	5,844,641
CHILTON EUROPEAN EQUITY	9,813,013	9,813,013
FOX PAINE PRIVATE EQUITY	42,578	42,578
OCH ZIFF	9,105,306	9,105,306
PEQUOT NAVIGATOR OFFSHORE	5,186,542	5,186,542
GARDNER LEWIS	6,953,095	6,953,095
LABRADOR REALIZED	826,603	826,603
ZONE VENTURES II	1,262,787	1,262,787
PEQUOT PRIVATE EQUITY	1,141,163	1,141,163
WELSH CARSEN ANDERSON STOWE	1,511,246	1,511,246
DRAPER FISHER PRVT EQTY	270,540	270,540
FRONTENAC VIII PRIVATE EQUITY	696,195	696,195
TOTALS	118,299,690	118,299,690

FORM 990PF, PART II - OTHER LIABILITIES

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DESCRIPTION -----	ENDING BOOK VALUE -----
EXCISE TAX PAYABLE	428,441
TOTALS	----- 428,441. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
UNREALIZED GAINS ON INVESTMENTS	9,464,610 -----
TOTAL	9,464,610. =====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
INCREASE IN DEFERRED TAXES	176,161.
GRANTS PAID THROUGH GILL CHARITABLE GIFT FUND	2,175,400.

TOTAL	2,351,561 =====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT. AND OTHER ALLOWANCES
KATHERINE PEASE 2215 MARKET STREET, SUITE 205 DENVER, CO 80205	EXECUTIVE DIR >40	55,200.	1,200	NONE
TIMOTHY GILL 2215 MARKET STREET, SUITE 205 DENVER, COLORADO 80205	PRESIDENT	NONE	NONE	NONE
GREG CRAIG P.O BOX 3972 125 W. PACIFIC #3 TELLURIDE, COLORADO 81435	DIRECTOR PART	NONE	NONE	NONE
JEANNE E. HATHAWAY 2215 MARKET STREET, SUITE 205 DENVER, CO 80205	DIRECTOR PART	NONE	NONE	NONE
JANE RAGLE 2215 MARKET STREET, SUITE 205 DENVER, CO 80205	DIRECTOR PART	NONE	NONE	NONE
CHUCK SUPPLE 2215 MARKET STREET, SUITE 205 DENVER, CO 80205	DIRECTOR PART	NONE	NONE	NONE
GRAND TOTALS		55,200.	1,200	NONE

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GRANT #	ORGANIZATION NAME	CITY & STATE	1999	PO BY CHECK #	1999 BALANCE	AWARDED YTD	PO BY CHECK #	AMOUNT PAID	2000 BALANCE	YTD
2234	AIDS COMMUNITY	Buffalo NY	500.00	PR YR PYMT	0.00					
2417	ASTREA	New York, NY	3,600.00		3,600.00					
2292	BOULDER PRIDE	Boulder CO	8,000.00	3010	0.00					
2174	CHIROOK	Denver CO	1,000.00	418264	0.00					
2218	CHIROOK	Denver CO		FORFETD 740	0.00					
2218	DENVER FOUNDATION	Denver CO	7,288.00	430978	0.00					
2218	EQUALITY COLORADO	Denver CO	1,190.00	3258	0.00					
2218	INTEGRAL HUMAN RIGHTS COMM	San Francisco, CA	60,000.00	PR YR PYMT	0.00					
2218	INTEGRAL HUMAN RIGHTS COMM	Jackson, MS	10,000.00	3011 FORFEIT	0.00					
2218	NATIONAL ASIAN GAY & LESB	San Francisco, CA	10,000.00	3011 FORFEIT	0.00					
2218	NATIONAL NATIVE AMERICANS	Colorado, CO	788.00	3274	1,000.00					
1442	CUT FOR LIFE COLORADO	Denver CO	10,000.00		10,000.00					
2298	PARENTS FAMILY FRIENDS OF LESBIANS	Denver CO	5,000.00	430987	0.00					
2008	PIKES PEAK GAY & LESBIAN COMMUNITY	Colorado Springs, CO	7,187.00	1081	0.00					
2009	PIKES PEAK GAY & LESBIAN COMMUNITY	Colorado Springs, CO		3021	0.00					
1805	PRIDE, INC	Holms, MT	7,807.24	3124	0.00					
2281	PROJECT ANGEL HEART	Denver CO	10,000.00	418262	0.00					
2283	TRUSTEES OF COLUMBIA	New York, NY	20,000.00	3024	0.00					
2309	WOMEN'S PROJECT	Life Reck, AR	5,000.00	FORFETD 5K	0.00					
2234	AIDS COMMUNITY SERVICE	Prasanna, CA	5,000.00	3178	0.00					
1917	ROGER BALDWIN FOUNDATION	Washington, DC								
1917	ROGER BALDWIN FOUNDATION	New York, NY								
1917	ROGER BALDWIN FOUNDATION	Chicago, IL								
1778	BROOKFIELD STREET EDUCATION FOUNDATION	Jamaica, MA								
1778	BROOKFIELD STREET EDUCATION FOUNDATION	Brookfield, MA								
2414	COLORADO SEMINARY	Fort Collins CO								
1771	COMMUNITY FOUNDATION BOULDER	Booulder CO								
1408	CSU FOUNDATION	Fort Collins CO								
1073	DUKE UNIVERSITY	Durham, NC								
1786	GAY & LESBIAN ALLIANCE AGAINST DEFAMATION	Los Angeles, CA								
1918	GLSTEN, INC	New York, NY								
1789	IN THE LIFE MEDIA, INC	New York, NY								
1038	INDIANA CIVIL LIBERTIES	Indianapolis, IN								
1920	INSTITUTE FOR GAY & LESBIAN	Amherst, MA								
1787	NATL LESBIAN & GAY JOURNALIST	Washington, DC								
2278	NATIONAL CENTER LESBIAN RIGHT	San Francisco, CA								
2280	NATIONAL CENTER LESBIAN RIGHT	Washington, DC								
2280	NATIONAL CENTER LESBIAN RIGHT	Washington, DC								
1805	PRIDE, INC	Holms, MT								
1805	PRIDE, INC	Holms, MT								
1812	SEALICE MEMBERS LEGAL DEFENSE	Washington, DC								
1867	A TERRITORY RESOURCE	Seattle WA								
1604	UNCOMMON LEGACY	Washington, DC								
2414	COLORADO SEMINARY	Denver CO								
1771	COMMUNITY FOUNDATION BOULDER	Booulder CO								
1786	GAY & LESBIAN ALLIANCE AGAINST DEFAMATION	Los Angeles, CA								
1818	GLSTEN, INC	New York, NY								
1870	INSTITUTE FOR GAY & LESBIAN	New York, NY								
2279	NATIONAL CENTER LESBIAN RIGHT	Amherst, MA								
1887	A TERRITORY RESOURCE	Seattle WA								
2414	COLORADO SEMINARY	Denver CO								
2318	EQUALITY COLORADO	Denver CO	158,460.24		15,298.00	827,800.00			78,894.44	12,000.00
2520	ADOPTION EXCHANGE	Denver CO	1,910.00	3018	0.00					237,000.00
2580	AFFIRM YOUTH	Aurora, CO								12,000.00
2687	AIDS CARE	Greenville, SC								16,000.00
2487	AIDS PROJECT OF CENTRAL IOWA	Chicago, IL								80,000.00
2579	CALKIN HUMAN RIGHTS EDUCATION & RESEARCH	Des Moines, IA								78,000.00
2579	CALKIN HUMAN RIGHTS EDUCATION & RESEARCH	Aurora, TX								10,000.00
2579	CALKIN HUMAN RIGHTS EDUCATION & RESEARCH	Aurora, TX								62,000.00
2579	CALKIN HUMAN RIGHTS EDUCATION & RESEARCH	Aurora, TX								18,000.00
2571	ALSO FOR GAY YOUTH	Sarasota, FL								18,000.00
2867	AMERICAN CIVIL LIBERTIES UNION OF IDAHO	Boise, ID								237,000.00
2867	BASIC RIGHTS OREGON	Portland, OR								10,000.00
2865	BOULDER VALLEY WOMEN'S HEALTH CENTER	Booulder, CO								10,000.00
2852	CAROLINA BARBOW FAMILY FOUNDATION	Booulder, CO								10,000.00
2816	CENTER FOR GAY & LESBIAN	Columbia, SC								10,000.00
2816	CENTER FOR GAY & LESBIAN	Station, NY								10,000.00
2584	CHILDREN OF LESBIANS AND GAYS EVERYWHERE	Bozeman, MT								10,000.00
2584	COLORADO AIDS PROJECT	San Francisco, CA								80,000.00
2489	COMM COUNCIL FOR ADOLESCENT DEVELOPMENT	Denver, CO								12,000.00
2558	CONNECTICUT WOMEN'S EDUCATION & LEGAL FUND	Colorado Springs, CO								80,000.00
2558	CONNECTICUT WOMEN'S EDUCATION & LEGAL FUND	Hartford, CT								7,500.00

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GRANT #	ORGANIZATION NAME	CITY & STATE	1999 POSTY CHECK #	1999 BALANCE	AMOUNT PAID	2000 BALANCE	2001	2002
2495	CREAM CITY FOUNDATION	Milwaukee WI					18,000.00	10,000.00
2496	ROCKY MOUNTAIN ARTS ASSOCIATION	Denver CO					10,000.00	0.00
2497	EQUALITY COLORADO	Denver CO					60,000.00	0.00
2498	EQUALITY COLORADO	Denver CO					10,000.00	0.00
2499	GAY & LESBIAN PARENTS COALITION INTL INC	San Diego CA					15,000.00	0.00
2500	FRANKLIN COMM ACTION CORPORATION	Greenfield MA					4,000.00	0.00
2501	GAY AND LESBIAN VICTORY FOUNDATION	Washington DC					30,000.00	0.00
2502	UNIVERSITY OF COLORADO FOUNDATION	Boulder CO					11,500.00	0.00
2503	RY OUTREACH PREVENTION EDUCATION	Tulsa OK					7,500.00	0.00
2504	HOWARD DENTAL CENTER	Denver CO					8,000.00	0.00
2505	HOWARD DENTAL CENTER	Denver CO					2,500.00	0.00
2506	DESPICHTES COUNTY COALITION HUMAN DIGNITY	Band, OR					7,500.00	0.00
2507	US-MEXICO BORDER HEALTH ASSOC	El Paso, TX					8,000.00	0.00
2508	GREATER CEDAR RAPIDS FOUNDATION	Cedar Rapids IA					4,000.00	0.00
2509	GREATER CEDAR RAPIDS FOUNDATION	Cedar Rapids IA					4,000.00	0.00
2510	LAMBDA COMMUNITY CENTER	Cedar Rapids IA					15,000.00	0.00
2511	LAMBDA GROUP	Baton Rouge LA					10,000.00	7,199.93
2512	LAMBDA GROUP	Baton Rouge LA					5,000.00	0.00
2513	LAVENDER YOUTH RECREATION & INFO CENTER	San Francisco CA					15,000.00	0.00
2514	MERRY LESBIANS SUPPORT	Brunswick ME					8,000.00	0.00
2515	NATIONAL BLACK LESBIAN/GAY LEADERSHIP	Oakland CA					20,000.00	0.00
2516	NATIONAL BLACK LESBIAN/GAY LEADERSHIP	Oakland CA					10,000.00	0.00
2517	NATIONAL GAY LESBIAN TASK FORCE POLICY INST	Washington DC					10,000.00	0.00
2518	NATL GAY LESBIAN TASK FORCE POLICY INST	Washington DC					10,000.00	0.00
2519	NATL GAY LESBIAN TASK FORCE POLICY INST	Washington DC					15,000.00	0.00
2520	NATL YOUTH ADVOCACY COALITION	Washington DC					40,000.00	0.00
2521	NEW CONSERVATORY	San Francisco CA					10,000.00	0.00
2522	GAY AND LESBIAN COMMUNITY ACTION COUNCIL	Manassas, VA					18,000.00	0.00
2523	OUTRIGHT VERMONT	Madison VT					8,000.00	0.00
2524	OUTRIGHT VERMONT	Madison VT					18,000.00	0.00
2525	PEOPLE FOR THE AMERICAN WAY	Madison WI					1,300.00	3,418.87
2526	GILY RESOURCE CENTER INC	Owens, NE					8,000.00	0.00
2527	RETHINKING SCHOOLS LIMITED	Minneapolis, WI					6,000.00	0.00
2528	SEAGRAM OUTRIGHT	Portland, ME					4,000.00	0.00
2529	SENIOR ACTION IN A DAY ENVIRONMENT INC	Portsmouth, NH					20,000.00	0.00
2530	SIERRA CLUB FOUNDATION	New York, NY					5,000.00	0.00
2531	SIERRA CLUB FOUNDATION	San Francisco CA					7,500.00	0.00
2532	WOODLANDS SERVING CENTRAL OHIO	Newport, OH					10,000.00	0.00
2533	TIME OUT YOUTH	Charlotte NC					8,000.00	0.00
2534	TODAY'S MANAGEMENT FOR NONPROFITS	Charlottesville VA					8,000.00	0.00
2535	UNITED ACTION FOR YOUTH	Iron City IA					17,854.00	0.00
2536	UNITED CHURCH COALITION LESBIAN/GAY CONCERN	Chafford, CT					20,000.00	0.00
2537	UNIVERSITY OF MAINE SYSTEM	Portland, ME					10,000.00	0.00
2538	VERMONT FREEDOM TOMMARTY TASK FORCE	Portland, ME					18,000.00	0.00
2539	WESTERN COLORADO FOR WOMEN'S WORK	Grand Junction CO					25,000.00	0.00
2540	WESTERN COLORADO FOR WOMEN'S WORK	Grand Junction CO					6,000.00	0.00
2541	WOMEN'S RESOURCE CENTER	San Mateo, CA					10,000.00	0.00
2542	PEOPLE FOR THE AMERICAN WAY	Washington DC					25,000.00	0.00
2543	PEOPLE FOR THE AMERICAN WAY	Washington DC					7,500.00	0.00
2544	PEOPLE FOR THE AMERICAN WAY	Washington DC					1,000.00	0.00
2545	LAMBDA LITERARY FOUNDATION	Washington DC					800.00	0.00
2546	AUSTIN LATEX LESBIAN & GAY	Austin, TX					10,000.00	0.00
2547	SOJOURNER FEMINIST INSTITUTE	Jamaica Plain, MA					60,000.00	0.00
2548	PROJECT YES INC	Merrill PI					12,500.00	0.00
2549	LUNDY FOUNDATION	Denver CO					4,308.80	0.00
2550	WOMEN'S FOUNDATION	Denver CO					7,500.00	0.00
2551	NORTHERN CALIFORNIA HEALTH NETWORK	Fl. Collins CA					1,000.00	0.00
2552	GAY COUNTY	Port Orchard WA					6,000.00	0.00
2553	GAY COUNTY	Port Orchard WA					800.00	0.00
2554	WATERMATH ALLIANCE FOUNDATION	Washington DC					10,000.00	0.00
2555	WOMEN'S FUNDING NETWORK	St. Paul, MN					30,000.00	0.00
2556	AUDRE LORDE PROJECT	Berkely, CA					24,000.00	0.00
2557	HISPANICS IN PHILANTHROPY	San Francisco CA					2,000.00	0.00
2558	ASIAN AMERICANS/PACIFIC I	San Francisco CA					1,200.00	0.00
2559	PARENTS, FAMILY & FRIENDS OF GAY/LESBIAN	Washington DC					7,500.00	0.00
2560	NATL GAY LESBIAN BISEXUAL COMMUNITY	Denver CO					4,182.48	0.00
2561	ABC QUILTS	Northward, NH					7,500.00	0.00
2562	ADVOCATES FOR YOUTH	Washington DC					7,500.00	0.00
2563	AIDS TASK FORCE OF ALABAMA, INC	Birmingham AL					7,500.00	0.00
2564	AIDS DELAWARE	Wilmington DE					5,000.00	0.00
2565	AIDS FOUNDATION OF VALLEY	Providence RI					4,182.71	0.00
2566	WIDE ISLAND PROJECT AIDS INC	Providence RI					7,500.00	0.00
2567	WIDE ISLAND PROJECT AIDS INC	Providence RI					5,000.00	0.00
2568	AIDS VACCINE ADVOCACY	Washington DC					6,000.00	0.00
2569	BLUE MOUNTAIN HEART TO HEART	Walla Walla, WA					15,000.00	0.00
2570	BLUE MOUNTAIN HEART TO HEART	Walla Walla, WA					2,500.00	2,300.00

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GRANT #	ORGANIZATION NAME	CITY & STATE	1999	PD BY CHECK #	1999 BALANCE	AWARDED 1999	PD BY CHECK #	AMOUNT PAID	1999 BALANCE	1999	2000
2903	BOULDER COUNTY HEALTH DEP	Boulder, CO									
2904	BOWARD HOUSE, INC	FL Lauderdale, FL									
2905	CAPE & ISLAND GAY & STRAIGHT	Monument Beach, MA									
2906	COLORADO HEALTH NETWORK, INC	Denver, CO									
2907	COLORADO COUNSELING CENTER	Las Vegas, NV									
2908	COMPASS STEPSTONE CENTER	Carbondale, CO									
2909	CORAL LIFE FOUNDATION	Hagåtña, Gu									
2910	CORAL LIFE FOUNDATION	Denver, CO									
2911	EQUALITY COLORADO	Denver, CO									
2912	FAMILY DIVERSITY PROJECT, INC	Amherst, MA									
2913	FUND FOR SOUTHERN COMMUNITIES	Decatur, GA									
2914	GAY & LESBIAN COMMUNITY CENTER	Springfield, MO									
2915	GAY & LESBIAN COMMUNITY CENTER	San Luis Obispo, CA									
2916	GAY & LESBIAN COMMUNITY CENTER	San Luis Obispo, CA									
2917	GREATER UTICA/LAMBDA FELLOWSHIP	Utica, NY									
2918	IDAHO AIDS FOUNDATION	Bozeman, ID									
2919	INDEPENDENCE HOUSE, INC	Hyannis, MA									
2920	INTERNATIONAL FOUNDATION FOR	Watson, MA									
2921	JACKSONVILLE AREA SEXUAL	Jacksonville, FL									
2922	JEWISH FAMILY SERVICE	Denver, CO									
2923	JUNIOR CHAMBER MISSION INN	Tulsa, OK									
2924	KENTUCKY FAIRNESS ALLIANCE	Lexington, KY									
2925	PATAHYPHICAL BROADCASTING	Santa Cruz, CA									
2926	PATAHYPHICAL BROADCASTING	Santa Cruz, CA									
2927	LEGAL CENTER FOR PEOPLE WITH AIDS	Denver, CO									
2928	LESBIAN & GAY IMMIGRATION	New York, NY									
2929	LESBIAN & GAY IMMIGRATION	New York, NY									
2930	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2931	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2932	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2933	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2934	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
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2937	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2938	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
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2988	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2989	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2990	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2991	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2992	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2993	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2994	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2995	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2996	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2997	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2998	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
2999	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									
3000	MALDEN LUTHERAN CHURCH IN AMERICA	Danvers, MA									

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GRANT #	ORGANIZATION NAME	CITY & STATE	1999 PO BY CHECK #	1999 BALANCE	AWARDED 2000	PO BY CHECK #	AMOUNT PAID	2000 BALANCE	2001	2002
2880	PARENTS FAMILY FRIENDS OF GAY/LESBIAN	Washington, DC								
2876	SOUTHERN COLORADO AIDS PROJECT	Colorado Springs, Co								
2882	BREAD AND ROSES	Philadelphia, PA								
2781	GAY LESBIAN BISEXUAL COMMUNITY	Denver, CO								
2511	GAY & LESBIAN COMMUNITY CENTER	San Antonio, TX								
3077	GAY & LESBIAN RESOURCE CENTER	Des Moines, IA								
3077	GAY & LESBIAN RESOURCE CENTER	Des Moines, IA								
2878	PROJECT ANGEL HEART	Denver, CO								
2878	PROJECT ANGEL HEART	Denver, CO								
3178	CELEBRITY CHORUS	Denver, CO								
2878	UTAH AIDS FOUNDATION	Salt Lake City, UT								
3012	MASCHAUSETT'S HEALTH RESEARCH	Boston, MA								
3154	ASIAN COUNSELING & REFERRAL	Seattle, WA								
3159	ACLU FOUNDATION COLORADO	Denver, CO								
3073	NAT'L LESBIAN/GAY JOURNALISTS	Washington, DC								
3139	ENTERTAINMENT COMPLEX, INC	Denver, CO								
2887	UNIVERSITY OF SOUTHERN COLO	Pueblo, CO								
2987	SAN FRANCISCO	San Francisco, CA								
3020	VERMONT FREEDOM TO MARRY TASK FORCE	Middlebury, VT								
3073	NATIONAL LESBIAN & GAY	Washington, DC								
3274	PUBLIC ALLIES INC	Madison, WI								
3041	RECONCILING CONGREGATION	Chicago, IL								
3186	GLARK DISTRIBUTION	Cheyenne, WY								
3431	GLARK	Denver, CO								
3431	GLARK	Denver, CO								
3186	CALIFORNIA HUMAN RIGHTS EDUCATION & RESEARCH	San Francisco, CA								
3100	WOMEN'S PHILANTHROPY	San Francisco, CA								
3430	FUNDING EXCHANGE, INC	New York, NY								
3430	FUNDING EXCHANGE, INC	New York, NY								
2813	GAY DISTRIBUTION, INC	Cheyenne, WY								
2813	GAY DISTRIBUTION, INC	Cheyenne, WY								
2813	GAY LESBIAN BISEXUAL COMMUNITY	Denver, CO								
2812	GENDER PAC	Washington, DC								
3154	MUSCULAR DYSTROPHY	Colorado Springs, Co								
3457	ECAP	Boulder, CO								
3480	AID FOR AIDS NEVADA	Las Vegas, NV								
3480	GRASSROOTS INSTITUTE FOR	Las Vegas, NV								
3480	NAT'L MINORITY AIDS COUNCIL	Oakland, CA								
3459	GAY AND LESBIAN COMMUNITY ACTION COUNCIL	Washington, DC								
2881	AIDS HOUSING OF WASHINGTON	Las Vegas, NV								
2881	AIDS HOUSING OF WASHINGTON	Las Vegas, NV								
3108	AIDS ORIENTED SERVICES UNION	Seattle, WA								
2887	AUSTIN LAMBETH	Seattle, WA								
2887	AUSTIN LAMBETH	Seattle, WA								
2887	ESPERANZA PEACE JUSTICE CENTER	New York, NY								
2887	ESPERANZA PEACE JUSTICE CENTER	New York, NY								
3011	GEORGIA EQUALITY PROJECT	San Antonio, TX								
2885	INT'L GAY/LESBIAN HUMAN RIGHTS	Atlanta, GA								
3033	MI CASA RESOURCE CENTER FOR	San Francisco, CA								
3005	NORTHERN COLORADO HEALTH	Albany, NY								
2883	AIDS RESOURCE CENTER OF	Charleston, SC								
2884	ALLIANCE FOR FULL ACCEPTANCE	Denver, CO								
3004	ACLU FOUNDATION COLORADO	Denver, CO								
2886	ARMED INTERNATIONAL USA, INC	New York, NY								
3105	BIG BOND CARES	Tallahassee, FL								
3008	CARE COORDINATION TEAM	Richmond, VA								
3010	CENTER FOR LESBIAN AND GAY	Philadelphia, PA								
3110	COALITION FOR LESBIAN AND GAY	San Francisco, CA								
3038	COALITION FOR LESBIAN AND GAY	San Francisco, CA								
3017	WAGATA COMMUNITY CLINICAL	Denver, CO								
3017	WAGATA COMMUNITY CLINICAL	Denver, CO								
3018	DEWEY PUBLIC LIBRARY AIDS FRIENDS	Wichita, KS								
2889	DOUGLAS COUNTY AIDS PROJECT	Lawrence, KS								
3142	EMPIRE STATE PRIDE AGENDA	New York, NY								
2881	EQUALITY FLORIDA HUMAN RIGHTS	Tampa, FL								
2881	EQUALITY FLORIDA HUMAN RIGHTS	Tampa, FL								
3023	GLC OF CEDAR RAPIDS INC	Washington, DC								
3013	THE GREATER HARRISBURG	Cedar Rapids, IA								
3024	HARMONY A COLORADO CHOIRALE	Denver, CO								
3025	HEARTLAND ALLIANCE FOR HUMAN	Harrisburg, PA								
2893	BY ALLIANCE	Chicago, IL								
3020	IDENTITY COUNCIL OF CHATHAM	Chicago, IL								
3020	IDENTITY COUNCIL OF CHATHAM	Chicago, IL								
3020	IDENTITY COUNCIL OF CHATHAM	Chicago, IL								
3020	IDENTITY COUNCIL OF CHATHAM	Chicago, IL								
3014	INSTITUTE FOR CULTURAL	Washington, DC								
3014	INSTITUTE FOR CULTURAL	Washington, DC								
3019	INTERSEX SOCIETY OF NORTH	Mont Fl								
3029	LAMB DADOM CORPORATION	Harrisburg, PA								
3030	LESBIAN & GAY COMMUNITY CENTER	Denver, CO								
2886	MAINE DIVERSITY ALLIANCE	New Orleans, LA								
2886	MAINE DIVERSITY ALLIANCE	Portland, ME								

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GRANT #	ORGANIZATION NAME	CITY & STATE	1999 CHECK #	1999 BALANCE	AWARDED 2000	PO BY CHECK #	1999 BALANCE	AMOUNT PAID	2000 BALANCE	2001	2002
3048	MISSISSIPPI PHOENIX	Jackson, MS			16,000.00			16,000.00	0.00	16,000.00	
3037	MOTHER S VOICES, INC	New York, NY			10,000.00			10,000.00	0.00	10,000.00	
2897	MOUNTAIN PRIDE MEDIA, INC	Richmond, VA			9,000.00			9,000.00	0.00	9,000.00	
2999	MATL ASSOCIATION OF CATHOLIC	Oakland, CA			18,000.00			18,000.00	0.00	18,000.00	
2988	NATIONAL COALITION OF	New York, NY			18,000.00			18,000.00	0.00	18,000.00	
3003	NEW MEXICO AIDS SERVICES INC	Albuquerque, NM			10,000.00			10,000.00	0.00	10,000.00	
3008	NORTHWEST COALITION FOR	Seattle, WA			10,000.00			10,000.00	0.00	10,000.00	
3038	OUTRIGHT VERMONT	Portland, ME			10,000.00			10,000.00	0.00	10,000.00	
3039	COMBON THOMAS	Columbus, OH			10,000.00			10,000.00	0.00	10,000.00	
3035	PARENTS FRIENDS & FAMILIES OF	Dallas, TX			12,500.00			12,500.00	0.00	12,500.00	7,500.00
3045	PWA COALITION OF UTAH	Provo, UT			3,000.00			3,000.00	0.00	3,000.00	
3044	PIERCE COUNTY AIDS FOUNDATION	Salt Lake City, UT			1,500.00			1,500.00	0.00	1,500.00	
3058	PIERCE COUNTY AIDS FOUNDATION	Tacoma, WA			45,703.88			45,703.88	0.00	45,703.88	
3062	PLANNED PARENTHOOD OF DUTCHESS	Catskill, NY			2,000.00			2,000.00	0.00	2,000.00	
3084	PROGRESSIVE LEADERSHIP	Reno, NV			4,000.00			4,000.00	0.00	4,000.00	
3189	PUBLIC COMMUNICATIONS INC	Boulder, CO			20,000.00			20,000.00	0.00	20,000.00	
3047	PUBLIC COMMUNICATIONS INC	Boulder, CO			20,000.00			20,000.00	0.00	20,000.00	
3007	QUAD CITIZENS AFFIRMING	Rock Island, IL			12,500.00			12,500.00	0.00	12,500.00	
3049	RAINBOW FAMILIES	Minneapolis, MN			10,000.00			10,000.00	0.00	10,000.00	
3050	RAINBOW REGIONAL COMMUNITY	Spokane, WA			10,000.00			10,000.00	0.00	10,000.00	
3081	RED RIBBON PROJECT	Austin, CO			2,500.00			2,500.00	0.00	2,500.00	
3064	FAMILIARAIN-COLORADO	Denver, CO			8,000.00			8,000.00	0.00	8,000.00	
3052	OKLAHOMA MENTAL HEALTH COUNCIL	Tulsa, OK			10,000.00			10,000.00	0.00	10,000.00	
3093	RAIN-ARIZONA'S FIGHTS AIDS	Little Rock, AR			10,000.00			10,000.00	0.00	10,000.00	
3258	SAMANA FOUNDATION OF VERMONT	Wilmington, VT			18,000.00			18,000.00	0.00	18,000.00	
3065	SOUTH AFRICAN AIDS NETWORK	Springdale, VA			10,000.00			10,000.00	0.00	10,000.00	
3061	STOMACH LIBRARY AN	Springdale, VA			2,000.00			2,000.00	0.00	2,000.00	
3069	SALT LAKE AIDS FOUNDATION	FL Lauderdale, FL			5,000.00			5,000.00	0.00	5,000.00	
3059	VALLECITOS MOUNTAIN REFUGEE	Salt Lake City, UT			16,000.00			16,000.00	0.00	16,000.00	10,000.00
3089	LEAD INTERNATIONAL, INC	Tucson, AZ			2,500.00			2,500.00	0.00	2,500.00	
3090	WINGS PAN	Morgantown, WV			10,000.00			10,000.00	0.00	10,000.00	
3071	WISCONSIN RESEARCH CENTER FOR	Turkey, AZ			8,000.00			8,000.00	0.00	8,000.00	
3094	WOMEN'S PROJECT	Alameda, WI			10,000.00			10,000.00	0.00	10,000.00	
3117	NATIONAL ASSOC OF PEOPLE W/ AIDS	Little Rock, AR			10,000.00			10,000.00	0.00	10,000.00	
3487	PHILANTHROPY	Washington, DC			10,000.00			10,000.00	0.00	10,000.00	
3486	BCAP	Minneapolis, MN			1,000.00			1,000.00	0.00	1,000.00	
3447	QUARK DISTRIBUTION, INC	Boulder, CO			478.00			478.00	0.00	478.00	
3472	BOULDER VALLEY WOMEN'S HEALTH CENTER	Boulder, CO			355.00			355.00	0.00	355.00	
3478	QUARK DISTRIBUTION, INC	Chandler, AZ			2,500.00			2,500.00	0.00	2,500.00	
3475	GAY LESBIAN BISEXUAL COMMUNITY	Chandler, AZ			355.00			355.00	0.00	355.00	
3471	EQUALITY COLORADO	Denver, CO			70,000.00			70,000.00	0.00	70,000.00	
3401	EQUALITY COLORADO	Denver, CO			18,000.00			18,000.00	0.00	18,000.00	
3483	EQUALITY COLORADO	Denver, CO			6,000.00			6,000.00	0.00	6,000.00	
3688	ANGEL FOUNDATION	Denver, CO			750.00			750.00	0.00	750.00	
3697	BOULDER COUNTY HEALTH DEP	Denver, CO			9,250.00			9,250.00	0.00	9,250.00	
3034	HAROPA INSTITUTE	Denver, CO			1,500.00			1,500.00	0.00	1,500.00	
3087	TREATMENT ACTION GROUP INC	Boulder, CO			2,800.00			2,800.00	0.00	2,800.00	
3085	INTERNATIONAL COURT COUNCIL	Denver, CO			9,000.00			9,000.00	0.00	9,000.00	
3708	MATL SOCIETY OF FUNDRAISING	Denver, CO			4,200.00			4,200.00	0.00	4,200.00	
3713	SENIOR ACTION IN A GAY ENVIRONMENT INC	New York, NY			1,000.00			1,000.00	0.00	1,000.00	
3008	HEBRASIA URBAN INDIAN MEDICAL	Colorado Springs, CO			1,000.00			1,000.00	0.00	1,000.00	
3549	LOS ANGELES GAY & LESBIAN	Minneapolis, WI			500.00			500.00	0.00	500.00	
3704	QUARK DISTRIBUTION, INC	Los Angeles, CA			2,500.00			2,500.00	0.00	2,500.00	
3709	QUARK DISTRIBUTION, INC	Los Angeles, CA			345.00			345.00	0.00	345.00	
3707	PARENTS FRIENDS & FAMILIES OF	Cherry Hill, NJ			710.00			710.00	0.00	710.00	
3708	PARENTS FRIENDS & FAMILIES OF	Cherry Hill, NJ			345.00			345.00	0.00	345.00	
3718	CARES	Washington, DC			1,500.00			1,500.00	0.00	1,500.00	
3716	KALAMAZOO	Washington, DC			500.00			500.00	0.00	500.00	
3771	AMERICORPS ALUMS INC	Kalamazoo, MI			1,025.00			1,025.00	0.00	1,025.00	
3770	LLEGO	Washington, DC			2,600.00			2,600.00	0.00	2,600.00	
3769	AIDS ACTION FOUNDATION	Washington, DC			1,150.00			1,150.00	0.00	1,150.00	
3736	AMBER HOUSING DEVELOPMENT FUND	Washington, DC			1,400.00			1,400.00	0.00	1,400.00	
3755	AMERICAN GUIL LIBERTIES	New York, NY			1,400.00			1,400.00	0.00	1,400.00	
3728	BAY STATE PERFORMANCE ARTS	Philadelphia, PA			800.00			800.00	0.00	800.00	
3725	MATL GONOR SOCIAL SERVICES	Bayton, MI			1,400.00			1,400.00	0.00	1,400.00	
3726	WINNEDO A CENTER FOR TORTURE	San Diego, CA			1,400.00			1,400.00	0.00	1,400.00	
3708	CHANGEMAKERS	San Diego, CA			1,400.00			1,400.00	0.00	1,400.00	
3735	CONTINUUM HIV DAY SERVICES	San Francisco, CA			1,400.00			1,400.00	0.00	1,400.00	
3732	DESERT AIDS PROJECT	Palm Springs, CA			900.00			900.00	0.00	900.00	
3781	ESPERANZA PEACE JUSTICE CENTER	San Antonio, TX			1,400.00			1,400.00	0.00	1,400.00	

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GRANT #	ORGANIZATION NAME	CITY & STATE	1999 CHECK #	1999 BALANCE	AWARDED 1999	PO BY CHECK #	AMOUNT PAID	2000 BALANCE	1999 CHECK #	1999 BALANCE
3738	FILM ARTS FOUNDATION	San Francisco CA			1,400.00		1,400.00	0.00		0.00
3739	FILM ARTS FOUNDATION	San Francisco CA			1,400.00		1,400.00	0.00		0.00
3740	FRIENDS OF PROJECT 10 INC	Pasadena, CA			1,400.00		1,400.00	0.00		0.00
3741	FUNDING EXCHANGE, INC	New York, NY			1,400.00		1,400.00	0.00		0.00
3742	GAY & LESBIAN COMMUNITY CENTER	Salt Lake City, UT			1,400.00		1,400.00	0.00		0.00
3743	GAY & LESBIAN RESOURCE CENTER	Des Moines, IA			1,400.00		1,400.00	0.00		0.00
3744	GAY & LESBIAN VICTORY FOUNDATION	Washington, DC			1,400.00		1,400.00	0.00		0.00
3745	GAY & LESBIAN VICTORY FOUNDATION	Washington, DC			1,400.00		1,400.00	0.00		0.00
3746	GAY & LESBIAN VICTORY FOUNDATION	Los Angeles, CA			1,400.00		1,400.00	0.00		0.00
3747	GAY & LESBIAN VICTORY FOUNDATION	Los Angeles, CA			1,400.00		1,400.00	0.00		0.00
3748	GAY LESBIAN & STRAIGHT	Richtmond Heights, OH			1,400.00		1,400.00	0.00		0.00
3749	GENDER PAC	New York, NY			1,400.00		1,400.00	0.00		0.00
3750	GENDER PAC	New York, NY			1,400.00		1,400.00	0.00		0.00
3751	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3752	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3753	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3754	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3755	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3756	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3757	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3758	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3759	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3760	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3761	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3762	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3763	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3764	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3765	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3766	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3767	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3768	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3769	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3770	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3771	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3772	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3773	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3774	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3775	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3776	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3777	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3778	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3779	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3780	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3781	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3782	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3783	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3784	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00
3785	GENDER PAC	Washington, DC			1,400.00		1,400.00	0.00		0.00

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Supplementary Information for Form 990-PF Page 9 Part XV

Answers to Questions 2(a) through 2(d)

2(a) Katherine Pease
The Gill Foundation
2215 Market Street Suite 205
Denver, CO 80205
Telephone (303) 292-4455

2(b) **Grant Applications**

Grant proposals must include the following information:

1. Cover page including applicant organization's name, name of person submitting proposal, lead contact and title of organization, organization's address, phone, fax and e-mail (if available); exact dollar amount requested, total operating budget, total project budget (if applicable) and table of contents noting page numbers for proposal sections.
2. Brief narrative on purpose and history of the organization and project, including mission statement, recent accomplishments, the need you are addressing, and summary of project for which you are requesting funds (4 pages maximum)
3. Expected project outcomes with timeline (if known) and plan to monitor and evaluate your success (1 page maximum)
4. Description of key staff and/or volunteers and list of Board of Directors and their affiliations.
5. Letters of intent from other organizations with whom you propose to collaborate and whose partnership is important for your program's success (if applicable)
6. Three community leaders not directly affiliated with your organization whom we may contact, including name, title, organizational or business affiliation, and phone number
7. Statement reflecting your greatest weakness or weaknesses, both programmatically and structurally (please refrain from using "funding" as your answer—we are aware that almost all non-profit organizations suffer from a chronic shortage of funds). Your response will not be used against you, so please be honest with your reply
8. Secondary sources providing alternative perspectives of your organization, for example newspaper articles written about you, testimonials, thank you letters, etc.
9. Financial information including organizational budget, event or project budget (if applicable); most recent year-end financial statements (audited if available) and description of fundraising activities outlining categories of revenue (i.e. major donors, corporate donors, etc.), and list of other corporate and foundation donors.
10. Copy of your IRS 501(c)(3) determination letter. We do not fund private foundations, individuals or other entities not considered public charities under sections 501(a)(1), 501(c)(1) or 501(c)(3) of the IRS Tax Code

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2(b) continued:

11. Special notice to 501(c)(3) organizations involved in lobbying activities: include copy of your 501(h) election form.
12. Special notice to local chapters of national organizations: include an overview of how your local organization and the national office will work together.

The Colorado Common Grant Application or the National Network of Grantmakers (NNG) Common Grant Application will be accepted in lieu of the above.

The Gill Foundation requires submission of progress and/or final reports.

Additional Requirements

1. A copy of an official policy from your organization stating that your organization does not pirate software.
2. A copy of an official non-discrimination policy for your organization including sexual orientation.

If you do not have or will not endeavor to obtain both of the "additional requirements" your proposal will not be reviewed.

Sample policies are available through the Gill Foundation office if needed.

2(C)

Proposal Review Procedure

Proposals are reviewed three times each year according to the following schedule:

Proposal Due Date:	January 31
Proposal Notification Date:	Post-marked May 15
Proposal Due Date:	May 30
Proposal Notification Date:	Post-marked September 15
Proposal Due Date:	September 30
Proposal Notification Date:	Post-marked January 15

Proposals in all program areas will be reviewed during each funding cycle.

The Gill Foundation occasionally funds organizations in need of emergency funding.

2(d) **Limitations**

The Gay and Lesbian Fund for Colorado does not fund economic development, housing development, films (including documentaries), emergency requests, multi-year requests, endowments, or individuals.

Geographic Limitations

The Gay and Lesbian Fund for Colorado will focus its grantmaking in Colorado Springs. In addition, limited support will be considered from around the state for the following program areas: arts and culture; public broadcasting; and excellence in communications.

