Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Harmes C. Fishback Foundation
Trust
8 Village Road
Englewood, CO 80110-4908

A Employer identification number: 84-6094542

B Telephone number (see the instructions): 303-789-1753

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 6,931,691.

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

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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 the instructions).)	(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 (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	1,041.	1,041.		
4 Dividends and interest from securities	58,501.	58,501.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	463,110.			
b Gross sales price for all assets on line 6a 645,590.				
7 Capital gain net income (from Part IV, line 2)		463,110.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	398.	398.		
12 **Total.** Add lines 1 through 11	523,050.	523,050.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	28,000.			28,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	5,500.	5,500.		
c Other prof fees (attach sch) See St 3	5,451.	5,451.		
17 Interest	2,359.	2,359.		
18 Taxes (attach schedule)(see instr) See Stm 4	19,726.	22.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	1,022.	527.		495.
24 **Total operating and administrative expenses.** Add lines 13 through 23	62,058.	13,859.		28,495.
25 Contributions, gifts, grants paid Part XV	404,900.			404,900.
26 **Total expenses and disbursements.** Add lines 24 and 25	466,958.	13,859.	0.	433,395.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	56,092.			
b **Net investment income** (if negative, enter -0-)		509,191.		
c **Adjusted net income** (if negative, enter -0-)			0.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	210,052.	-52,698.	-42,698.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule)	2,576,835.	3,295,133.	6,829,884.
	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)	498,640.	107,697.	144,505.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)	8,513.		
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	3,294,040.	3,350,132.	6,931,691.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,181,346.	1,181,346.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,112,694.	2,168,786.	
	30 **Total net assets or fund balances** (see the instructions)	3,294,040.	3,350,132.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	3,294,040.	3,350,132.	

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	3,294,040.
2	Enter amount from Part I, line 27a	2	56,092.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,350,132.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,350,132.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 6			
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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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	463,110.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	-7,705.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	540,224.	7,585,351.	0.071219
2007	470,220.	9,204,503.	0.051086
2006	266,690.	7,299,544.	0.036535
2005	224,074.	4,437,635.	0.050494
2004	237,662.	4,073,993.	0.058336

2	**Total** of line 1, column (d)	2	0.267670
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053534
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,550,276.
5	Multiply line 4 by line 3	5	350,662.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,092.
7	Add lines 5 and 6	7	355,754.
8	Enter qualifying distributions from Part XII, line 4	8	433,395.

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 the instructions)

1 a 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 instr.)** **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, column (b).		1	5,092.
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	5,092.
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	5,092.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 14,000.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	14,000.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	8,908.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 8,908. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the instructions for 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?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► CO			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	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 2009 or the taxable year beginning in 2009 (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*

		Line	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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ► Katharine H. Stapleton Telephone no. ► 303-789-1753

Located at ► 8 Village Road Englewood CO ZIP + 4 ► 80110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

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.

			Line	Yes	No
1 a	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 the instructions)?		1b	N/A	
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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 the instructions.)		2b	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 ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 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 2009.)*		3b	N/A	
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 2009?		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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** N/A

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** No: X

If 'Yes' to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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
Katharine H. Stapleton 8 Village Road Englewood, CO 80110	Trustee 10.00	28,000.	0.	0.
Benjamin F. Stapleton III 125 Park Avenue Apt 9B New York, NY 10028	Co-trustee 0	0.	0.	0.
Craig R. Stapleton 135 East Putnam Avenue Greenwich, CT 06830	Co-trustee 0	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	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	5,646,703.
b Average of monthly cash balances	1b	78,737.
c Fair market value of all other assets (see instructions)	1c	924,586.
d **Total** (add lines 1a, b, and c)	1d	6,650,026.
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	6,650,026.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	99,750.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,550,276.
6 **Minimum investment return.** Enter 5% of line 5	6	327,514.

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	327,514.
2a Tax on investment income for 2009 from Part VI, line 5	2a	5,092.		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	5,092.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	322,422.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	322,422.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	322,422.

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	433,395.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	433,395.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,092.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	428,303.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					322,422.
2 Undistributed income, if any, as of the end of 2009.					
a Enter amount for 2008 only				0.	
b Total for prior years 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	19,263.				
b From 2005	5,342.				
c From 2006					
d From 2007	24,436.				
e From 2008	188,856.				
f **Total** of lines 3a through e		237,897.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 433,395.					
a Applied to 2008, but not more than line 2a				0.	
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 2009 distributable amount					322,422.
e Remaining amount distributed out of corpus		110,973.			
5 Excess distributions carryover applied to 2009 *(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		348,870.			
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 2008 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		19,263.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		329,607.			
10 Analysis of line 9					
a Excess from 2005	5,342.				
b Excess from 2006					
c Excess from 2007	24,436.				
d Excess from 2008	188,856.				
e Excess from 2009	110,973.				

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 2009, 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) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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 Statement 8				
Total			► **3a**	404,900.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	1,041.	
4 Dividends and interest from securities			14	58,501.	
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	385,687.	77,423.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Other Portfolio Income			14	398.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				445,627.	77,423.
13 Total. Add line 12, columns (b), (d), and (e)				13	523,050.

(See worksheet in the instructions for line 13 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). (See the instructions.)
N/A	

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 or fiduciary) is based on all information of which preparer has any knowledge

▶ Katharine H Stapleton | 5/15/10 | ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ▶	David H. Ezra	Date 5/13/10	Check if self employed ▶ ☐	Preparer's Identifying number (See **Signature** in the instrs) P00047262
Firm's name (or yours if self-employed), address, and ZIP code ▶	Trimble Weist Dye & Ezra CPAs	EIN ▶ 84-1063568
	5990 Greenwood Plaza Blvd. Suite 203	
	Greenwood Village, CO 80111	Phone no ▶ (303) 220-8899

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Portfolio Income	$ 398.	$ 398.	
Total	$ 398.	$ 398.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	$ 5,500.	$ 5,500.		
Total	$ 5,500.	$ 5,500.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	$ 2,167.	$ 2,167.		
Professional Services	3,284.	3,284.		
Total	$ 5,451.	$ 5,451.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes	$ 19,704.			
Foreign Taxes	22.	$ 22.		
Total	$ 19,726.	$ 22.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	$ 40.	$ 40.		
Dues & subscriptions	495.			$ 495.
Office expense	487.	487.		
Total	$ 1,022.	$ 527.	$ 0.	$ 495.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Capital gain distributions	Purchased	Various	Various
2	.48 Alleghany Corp-Del Cash in Lieu	Purchased	Various	4/24/2009
3	5000 Athenahealth Inc	Purchased	12/23/1997	6/11/2009
4	3000 Arch Capital	Purchased	3/25/1999	6/11/2009
5	640 Camden Property Trust	Purchased	5/21/1996	6/11/2009
6	5000 Saul Centers	Purchased	7/25/2000	6/11/2009
7	1000 Taubman Centers	Purchased	10/20/1994	6/11/2009
8	4000 Taubman Centers	Purchased	5/06/1994	6/11/2009
9	Brightline Capital Partners LP	Purchased	Various	Various
10	Brightline Capital Partners LP	Purchased	Various	Various
11	Brightline Capital Partners LP	Purchased	Various	Various
12	Taubman Centers	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	68.		0.	68.				$ 68.
2	108.		0.	108.				108.
3	161,988.		0.	161,988.				161,988.
4	176,681.		40,049.	136,632.				136,632.
5	18,483.		15,578.	2,905.				2,905.
6	151,274.		73,851.	77,423.				77,423.
7	26,679.		689.	25,990.				25,990.
8	106,358.		37,114.	69,244.				69,244.
9	71.		0.	71.				71.
10	0.		7,705.	-7,705.				-7,705.
11	0.		3,614.	-3,614.				-3,614.
12	3,880.		3,880.	0.				0.
							Total	$ 463,110.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Katharine H. Stapleton
Care Of:
Street Address: 8 Village Road

Statement 7 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

City, State, Zip Code:	Englewood, CO 80110
Telephone:	
Form and Content:	No formal application required
Submission Deadlines:	None
Restrictions on Awards:	

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
THE CHILDREN'S MUSEUM 2121 CHILDREN'S MUSEUM DR DENVER, CO 80211	NONE	Pub Ch	CULTURAL	$ 2,000.
CENTRAL CITY OPERA 400 S. COLORADO BOULEVARD #530 DENVER, CO 80246	NONE	Pub Ch	CULTURAL	1,000.
THE DENVER ART MUSEUM 100 WEST 14TH AVE PARKWAY DENVER, CO 80204	NONE	Pub Ch	CULTURAL	11,000.
COLORADO HISTORICAL SOCIETY 1300 BROADWAY DENVER, CO 80203	NONE	Pub Ch	CULTURAL	3,500.
DENVER BOTANIC GARDENS 909 YORK STREET DENVER, CO 80206	NONE	Pub Ch	CULTURAL	5,100.
COLO SYMPHONY/DEB BALL 2490 SOUTH JERSEY STREET DENVER, CO 80224	NONE	Pub Ch	CULTURAL	10,000.
NATIONAL GALLERY 4th and Constitution Avenue NW WASHINGTON, DC 20565	NONE	Pub Ch	Cultural	10,000.
INSTIT OF INTL. EDUCATION 475 17th STREET #800 DENVER, CO 80202	NONE	Pub Ch	EDUCATIONAL	11,500.
LIMB PRESERVATION FOUNDATION 1600 Broadway #2400 DENVER, CO 80202	NONE	Pub Ch	HEALTH & HOSPITALS	15,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
NATIONAL JEWISH HOSPITAL 1400 JACKSON STREET DENVER, CO 80206	NONE	Pub Ch	HEALTH & HOSPITALS	$ 5,000.
CHILDREN'S DIABETES FDN 777 GRANT STREET #302 DENVER, CO 80203	NONE	Pub Ch	HEALTH & HOSPITALS	12,600.
ST JOSEPH'S HOSPITAL 1835 FRANKLIN STREET DENVER, CO 80218	NONE	Pub Ch	HEALTH & HOSPITALS	10,000.
JOSLIN DIABETES CENTER ONE JOSLIN PLACE BOSTON, MA 02215	NONE	Pub Ch	HEALTH & HOSPITALS	2,000.
BOYS & GIRLS CLUBS OF DEN 2017 W. 9TH AVENUE DENVER, CO 80204	NONE	Pub Ch	GENERAL	3,000.
SANTA CLAUS SHOP P.O. BOX 102104 DENVER, CO 80250	NONE	Pub Ch	GENERAL	1,000.
YMCA OF METRO DENVER 2625 S. Colorado Boulevard DENVER, CO 80222	NONE	Pub Ch	GENERAL	1,000.
SENIORS RESOURCE CENTER 3227 CHASE STREET WHEATRIDGE, CO 80212	NONE	Pub Ch	GENERAL	500.
LEGAL AID FOUNDATION 1900 GRANT STREET DENVER, CO 80203	NONE	Pub Ch	GENERAL	1,000.
UNIV OF COLORADO FDN 1305 UNIVERISTY AVENUE BOULDER, CO 80303	NONE	Pub Ch	EDUCATIONAL	2,500.
RECORDINGS FOR THE BLIND 1355 S. COLORADO BLVD DENVER, CO 80222	NONE	Pub Ch	HEALTH & HOSPITALS	3,000.
PLANNED PARENTHOOD 950 BROADWAY DENVER, CO 80203	NONE	Pub Ch	HEALTH & HOSPITALS	10,000.
CHRIST EPISCOPAL CHURCH 2950 SOUTH UNIVERSTIY BLVD DENVER, CO 80210	NONE	Pub Ch	RELIGIOUS	10,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
COLORADO SYMPHONY 821 17TH STREET #700 DENVER, CO 80202	NONE	Pub Ch	CULTURAL	$ 5,000.
ROCKY MTN ARTHRITIS FDN 2280 S. ALBION ST. DENVER, CO 80222	NONE	Pub Ch	HEALTH & HOSPITALS	400.
GRALAND COUNTRY DAY SCHOOL 30 BIRCH STREET DENVER, CO 80220	NONE	Pub Ch	EDUCATIONAL	2,000.
DPL FRIENDS FOUNDATION 10 W 14th AVENUE PARKWAY Denver, CO 80204	NONE	Pub Ch	EDUCATIONAL	17,500.
BARSTOW SCHOOL 11511 STATE LINE ROAD KANSAS CITY, Mo 64114	NONE	Pub Ch	EDUCATIONAL	20,000.
JR LEAGUE OF DENVER 6300 EAST YALE AVE DENVER, CO 80222,	NONE	Pub Ch	GENERAL	100.
UNIVERSITY OF DENVER 2190 S HIGH STREET DENVER, CO 80208	NONE	Pub Ch	EDUCATIONAL	300.
AMON CARTER MUSEUM 3501 CAMP BOWIE BOULEVARD FORT WORTH, TX 76107	NONE	Pub Ch	CULTURAL	10,000.
CRAIG HOSPITAL 3425 S. CLARKSON STREET ENGLEWOOD, CO 8113	NONE	Pub Ch	HEALTH & HOSPITALS	1,000.
ST. JOHN'S CATHEDRAL 1350 WASHINGTON STREET DENVER , co 80203	NONE	Pub Ch	RELIGIOUS	10,000.
EDUCATION FOUNDATION PO BOX 440889 AURORA, CO 80044	NONE	Pub Ch	EDUCATION	3,000.
MIZEL MUSEUM 400 S KEARNEY ST DENVER, CO 80224	NONE	Pub Ch	CULTURAL	12,500.
TIPITINA'S FOUNDATION 800 BARONNE ST NEW ORLEANS, LA 70113	NONE	Pub Ch	GENERAL	8,500.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
VASSAR COLLEGE FUND 124 RAYMOND AVE POUGHKEEPSIE, NY 12604	NONE	Pub Ch	EDUCATIONAL	$ 6,000.
OPEN WORLD LEARNING (OWL) 360 N. ACOMA STREET DENVER, CO 80223	NONE	Pub Ch	EDUCATIONAL	16,000.
DENVER ZOOLOGICAL FOUNDATION 2300 STEELE STREET DENVER, CO 80205	NONE	Pub Ch	CULTURAL	10,000.
AMERICAN FRIENDS OF BLERANCOURT 8 W. 38TH STREET #200 NEW YORK, NY 10018	NONE	Pub Ch	CULTURAL	1,000.
DENVER MUSEUM OF NATURE & SCIENCE 2001 COLORADO BOULEVARD DENVER, CO 80205	NONE	Pub Ch	CULTURAL	1,000.
DENVER CENTOR FOR THE PERFORMIING ARTS 1101 13TH STREET DENVER, CO 80204	NONE	Pub Ch	CULTURAL	7,500.
WINGS OVER THE ROCKIES 7711 EAST ACADEMY BOULEVARD DENVER, CO 80230	NONE	Pub Ch	CULTURAL	1,000.
DENVER RESCUE MISSION P.O. BOX 5206 DENVER, CO 80217	NONE	Pub Ch	GENERAL	500.
THE GATHERING PLACE 1535 HIGH STREET DENVER, CO 80218	NONE	Pub Ch	GENERAL	3,500.
NATIONAL WESTERN(CITIZEN OF THE WEST) 4655 HUMBOLDT STREET DENVER, CO 80216	NONE	Pub Ch	GENERAL	700.
COLORADO PUBLIC RADIO 7409 S, ALTON COURT CENTENNIAL, CO 80112	NONE	Pub Ch	GENERAL	1,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
WASHINGTON NATIONAL CATHEDRAL 3101 WISCONSIN AVENUE NW WASHINGTON, DC 20016	NONE	Pub Ch	RELIGIOUS	$ 3,500.
AMERICAN MUSEUM IN BRITAIN CLAVERTON MANOR BATH, BA2 7BD United Kingdom	NONE	Pub Ch	CULTURAL	1,000.
WESTMARK SCHOOL 5461 LOUISE AVENUE ENCINO, CA 91316	NONE	Pub Ch	EDUCATIONAL	10,000.
GEORGE BUSH PRESIDENTIAL LIBRARY FDN TEXAS A&M UNIVERSITY COLLEGE STATION, TX 77843	NONE	Pub Ch	EDUCATIONAL	1,000.
DENVER FAMILY INSTITUTE 7200 E. HAMPDEN AVENUE #301 DENVER, CO 80224	NONE	Pub Ch	GENERAL	23,500.
GATEWAY BATTERED WOMEN'S SERVICES P.O. BOX 914 AURORA, CO 80040	NONE	Pub Ch	GENERAL	1,000.
REACH OUT AND READ COLORADO 4105 E. FLORIDA AVENUE #204 DENVER, CO 80222	NONE	Pub Ch	GENERAL	1,000.
TAPS (TRAGEDY ASSISTANCE PROGRAM) 910 17TH STREET, NW SUITE 800 WASHINGTON, DC 20006	NONE	Pub Ch	GENERAL	5,000.
NORTH PARK STOCKGROWERS-CCA 8833 RALSTON ROAD ARVADA, CO 80002	NONE	Pub Ch	GENERAL	4,000.
SOCIAL VENTURE PARTNERS/DENVER FOUNDATN 55 MADISON STREET 8TH FLOOR DENVER, CO 80206	NONE	Pub Ch	GENERAL	5,000.
THE WOMEN'S BEAN PROJECT 3201 CURTIS STREET DENVER, CO 80205	NONE	Pub Ch	GENERAL	500.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
FAMILY STAR 2246 FEDERAL BOULEVARD DENVER, CO 80211	NONE	Pub Ch	GENERAL	$ 1,000.
FOUR MILE HISTORIC PARK 715 S. FOREST STREET DENVER, CO 80246	NONE	Pub Ch	GENERAL	1,000.
HUMANITIES INSTITUTE - DU 2000 E. ASBURY AVENUE DENVER, CO 80208	NONE	Pub Ch	GENERAL	5,000.
CO CATTLEMEN'S AGRICULTURAL LAND TR 8833 RALSTON ROAD ARVADA, CO 80002	NONE	Pub Ch	GENERAL	1,000.
CHILDREN'S CHORALE 2420 W. 26th Avenue Denver, CO 80211	NONE	Pub Ch	CULTURAL	750.
THE METROPOLITAN MUSEUM 1000 Fifth Avenue at 82nd Street New York, NY 10028	NONE	Pub Ch	CULTURAL	1,000.
OAKS CHRISTIAN SCHOOL 31749 La Tienda Drive Westlake Village, CA 91362	NONE	Pub Ch	EDUCATIONAL	10,000.
ASSOCIATION OF FORMER STUDENTS-TEXAS A&M College Station, TX 77843	NONE	Pub Ch	EDUCATIONAL	1,000.
SEWALL CHILD DEVELOPMENT CENTER 1360 Vine Street Denver, CO 80206	NONE	Pub Ch	EDUCATIONAL	500.
GIRL SCOUTS MILE HI COUNCIL 400 South Broadway Denver, CO 80209	NONE	Pu Ch	EDUCATIONAL	5,000.
NEXT STEP FITNESS 4447 Redondo Beach Boulevard Lawndale, CA 90260	NONE	Pu Ch	GENERAL	10,000.
HIGH GROUND 12989 Abra Drive San Diego, CA 92128	NONE	Pu Ch	GENERAL	1,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
VOLUNTEERS OF AMERICA 2660 Larimer Street Denver, CO 80202	NONE	Pu Ch	GENERAL	$ 1,000.
KBDI, Colorado Public Television 2900 Welton Street 1st Floor Denver, CO 80205	NONE	Pu Ch	GENERAL	2,500.
DENVER MOUNTAIN PARKS FOUNDATION 201 West Colfax Denver, CO 80202	NONE	Pu Ch	GENERAL	1,000.
SMART GIRL 910 Sixteenth Street Suite 231 Denver, CO 80202	NONE	Pu Ch	GENERAL	500.
SALVATION ARMY REMEMBRANCE 1370 Pennsylvania Street Suite 100 Denver, CO 80203	NONE	Pu Ch	GENERAL	50.
MILE HIGH UNITED WAY 2505 18th Street Denver, CO 80211	NONE	Pu Ch	GENERAL	250.
COLORADO COALITION FOR THE HOMELESS 2111 Champa Street Denver, CO 80205	NONE	Pu Ch	GENERAL	5,000.
ROUNDUP RIVER RANCH P. O. Box 8589 Avon, CO 81620	NONE	Pu Ch	GENERAL	5,000.
U S OLYMPIC COMMITTEE 1100 Center Point Drive Suite 101 Stevens Point, WI 54481	NONE	Pu Ch	GENERAL	20,000.
ZUMA RANCH 7745 N. Moore Road Littleton, CO 80125	NONE	Pu Ch	GENERAL	5,000.
ALZHEIMER'S ASSOCIATION 455 Sherman Street Suite 500 Denver, CO 80203	NONE	Pu Ch	HEALTH & HOSPITALS	150.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
THE EPISCOPAL CHURCH OF THE HEAVEN 815 Second Avenue New York, NY 10017	NONE	Pu Ch	RELIGIOUS	$ 1,000.
HOLY GHOST CHURCH 1900 California Street Denver, CO 80202	NONE	Pu Ch	RELIGIOUS	1,000.
COMPA MINISTRIES 5725 E. 39th Avenue Denver, CO 80237	NONE	Pu Ch	RELIGIOUS	500.
			Total	$ 404,900.

FISHBACK FOUNDATION
AVERAGE MONTHLY VALUE CALCULATION
YEAR ENDING 12/31/09

	FMV SECURITIES	CASH BALANCE
12/31/2008	4,521,883.16	210,051.65
1/31/2009	4,211,355 24	190,763.24
2/28/2009	3,765,569 78	148,297.64
3/31/2009	3,908,598.09	74,522.37
4/30/2009	4,303,344.48	70,504.92
5/31/2009	4,363,470 62	11,413.20
6/30/2009	7,956,508 72	108,201 30
7/31/2009	7,599,952.95	88,282.24
8/31/2009	6,575,730.13	59,110.22
9/30/2009	7,059,504 54	67,506.51
10/31/2009	6,041,904.19	51,332.61
11/30/2009	6,269,432.53	(13,710.94)
12/31/2009	6,829,884.18	(42,698.15)
TOTAL	73,407,138.61	1,023,576.81
/13	/13	/13
AVERAGE	5,646,702.97	78,736 68

ID# 84-6094542 SCHEDULE ATTACHED, PAGE 1 OF 2

HARMES C. FISHBACK FOUNDATION TRUST
STATEMENT ATTACHED TO FEDERAL RETURN
FOR THE YEAR ENDED DECEMBER 31, 2009

INVESTMENTS-SECURITIES, PART II, LINES 10 b & c:

CORPORATE STOCKS

	BOOK VALUE 12/31/2008	BOOK VALUE 12/31/2009	MARKET VALUE 12/31/2009
ALLEGHANY 593 6475 6/25/95	48,852 40	48,852 40	163,846 73
ALLEGHANY 593 6475 6/22/93	42,779 23	42,779 23	163,846 73
ALLEGHANY 485 51 06/09/98	90,396 00	90,396.00	134,000 79
ALLEGHANY 100 85 4/25/03	5,247 68	5,247 68	27,834 62
ALLEGHANY 35 38 4/27/2007	12,220 32	12,220 32	9,764 90
ARCH CAPITAL 3000 03/25/99	40,049 41	-	-
ATHENAHEALTH INC 15000 6/18/2008	-	-	678,600 00
BP AMOCO PLC ADR 1640 4/16/92	52,711 30	52,711 30	95,070 80
CAMDEN PROP SBI 640 5/21/96	15,578 82	-	
CHEVRONTEXACO CORP 3200 1/6/92	55,501 80	55,501 80	246,368 00
CHEVRONTEXACO CORP 2464 4/16/92	48,498 80	48,498 80	189,703 36
GEN GROWTH PROP 1000+2000 6/2/95	15,948 82	15,948 82	34,680 00
METROPCS COMMUNICATIONS INC 30000 7/3/08	460,653 03	460,653 03	228,900 00
METROPCS COMMUNICATIONS INC 277144 6/26/09	-	377,713 75	2,114,608 72
MOLEX 3050 8/10/93	36,551 80	36,551 80	65,727 50
ONSLOW GLOBAL FUND LTD		500,000 00	511,094 52
PEPSICO 3000 1/6/92	47,263 30	47,263 30	182,400 00
SAUL CENTERS INC 5000 7/25/00	73,851 48	-	-
SCHLUMBERGER 2000 8/10/93	28,520 05	28,520 05	130,180 00
Subtotal	1,074,624 24	1,822,858 28	4,976,626 67

HARMES C. FISHBACK FOUNDATION TRUST
STATEMENT ATTACHED TO FEDERAL RETURN
FOR THE YEAR ENDED DECEMBER 31, 2009

	BOOK VALUE 12/31/08	BOOK VALUE 12/31/09	MARKET VALUE 12/31/09
SIMON PPTY GRP 5000 7/25/00	116,483 62	116,483 62	399,000 00
SIMON PPTY GRP 119 336 3/19/09	-	4,050 00	9,522 97
SIMON PPTY GRP 58 091 6/23/09	-	3,071 60	4,635 62
SIMON PPTY GRP 46 737 9/7/2009	-	3,106 46	3,729 55
SIMON PPTY TRP 41 520 12/21/2009	-	3,134 50	3,313 21
ST JOE CORP 900 9/19/97	18,938 85	18,938.85	26,001.00
TAUBMAN CENTERS 1000 10/20/94	2,024 03	1,012 01	35,910 00
TAUBMAN CENTERS 4000 5/6/94	38,407 16	-	-
TAUBMAN CENTERS 2300 7/25/00	21,849 75	21,849 75	82,593 00
TAUBMAN CENTERS 2700 7/26/00	25,615 95	25,615 95	96,957 00
XL CAPITAL LTD 3532 07/30/92	78,891 93	78,891 93	64,741 56
WINSTON GLOBAL FUND, LTD	1,200,000 00	1,200,000 00	1,126,853 60
Subtotal	1,502,211 29	1,476,154 67	1,853,257 51
TOTAL CORPORATE STOCKS, 10b	**2,576,835 53**	**3,299,012 95**	**6,829,884 18**

INVESTMENTS-OTHER, PART II, LINE 13

PARTNERSHIPS			
TECH VEN ASSOC III 100000 12/18/95	377,713 75	-	
BRIGHTLINE CAPITAL PARTNERS, LP	121,550 00	107,697 00	144,505 00
TOTAL INV-OTHER, PART II, LINE 13	**499,263.75**	**107,697.00**	**144,505.00**