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
2012
Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: BIG BLUE SKY FOUNDATION

A Employer identification number: 91-2157163

Number and street (or P O box number if mail is not delivered to street address): 109 SHAVANO DRIVE

Room/suite:

B Telephone number (see instructions): ( ) -

City or town, state, and ZIP code: ASPEN, CO 81611

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 4,406,649.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (attach schedule)	770.			
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	64,601.	64,601.		
	4 Dividends and interest from securities	101,114.	101,114.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	125,043.			
	b Gross sales price for all assets on line 6a 1,037,563.				
	7 Capital gain net income (from Part IV, line 2)		125,043.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	291,528.	290,758.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 1	3,000.			3,000.
	b Accounting fees (attach schedule) ATCH 2	8,000.			8,000.
	c Other professional fees (attach schedule) *	19,569.	19,569.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	753.	753.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	60.			60.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	31,382.	20,322.		11,060.
	25 Contributions, gifts, grants paid	236,750.			236,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	268,132.	20,322.	0	247,810.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	23,396.			
	b **Net investment income** (if negative, enter -0-)		270,436.		
	c **Adjusted net income** (if negative, enter -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	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	272,906.	229,028.	229,028.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	623,687.	764,077.	793,439.
	b	Investments - corporate stock (attach schedule) ATCH 7	1,409,061.	1,439,957.	1,710,199.
	c	Investments - corporate bonds (attach schedule) ATCH 8	1,644,930.	1,487,468.	1,619,246.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	23,258.		54,737.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,973,842.	3,920,530.	4,406,649.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,973,842.	3,920,530.	
	30	Total net assets or fund balances (see instructions)	3,973,842.	3,920,530.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,973,842.	3,920,530.	

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	3,973,842.
2	Enter amount from Part I, line 27a	2	23,396.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,997,238.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	76,708.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,920,530.

**ATCH 6

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	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DISTRIBUTIONS			
c	GS MEZZANINE PARTNERS - EXCESS DISTRIBUTION			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,037,562.		1,004,961.	32,601.
b				4,105.
c				88,337.
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	125,043.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	210,235.	4,284,528.	0.049068
2010	181,785.	4,212,712.	0.043152
2009	50,980.	1,661,404.	0.030685
2008	59,875.	375,951.	0.159263
2007	552,284.	524,661.	1.052649

2	Total of line 1, column (d)	2	1.334817
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	0.266963
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,292,274.
5	Multiply line 4 by line 3	5	1,145,878.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,704.
7	Add lines 5 and 6	7	1,148,582.
8	Enter qualifying distributions from Part XII, line 4	8	247,810.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,409.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	5,409.
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	5,409.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . 6a 5,553.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 5,000.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	10,553.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,144.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 5,144. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BIG BLUE SKY FOUNDATION Telephone no ▶

Located at ▶ 109 SHAVANO DRIVE ASPEN, CO ZIP+4 ▶ 81611

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	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 2012?	4b		X

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

				Yes	No
5a During the year did the foundation pay or incur any amount to					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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		X
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?	☐ Yes	☒ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b		X
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
ATCH 11		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 ▶

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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		0
Total number of others receiving over $50,000 for professional services ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	4,150,686.
b	Average of monthly cash balances	1b	206,953.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,357,639.
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	
3	Subtract line 2 from line 1d	3	4,357,639.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	65,365.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,292,274.
6	**Minimum investment return.** Enter 5% of line 5	6	214,614.

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	214,614.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,409.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,409.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	209,205.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	209,205.
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	209,205.

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	247,810.
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	247,810.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	247,810.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					209,205.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007	526,483.				
b From 2008	41,198.				
c From 2009					
d From 2010					
e From 2011					
f Total of lines 3a through e		567,681.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 247,810.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					209,205.
e Remaining amount distributed out of corpus		38,605.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		606,286.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		526,483.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		79,803.			
10 Analysis of line 9					
a Excess from 2008	41,198.				
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012	38,605.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

ADAM Z.& MARY C. CHERRY

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines

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

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*				
ATCH 12				
Total . . . . ▶ **3a**				236,750.
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		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	64,601.	
4 Dividends and interest from securities			14	101,114.	
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			14	125,043.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				290,758.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 290,758.

(See worksheet in line 13 instructions to verify calculations)

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

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

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		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

Sign Here

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

Adam Schurg | 11/14/13 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFF J. SACCACIO		11/12/13		P01390040
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 601 SOUTH FIGUEROA STREET LOS ANGELES, CA 90017			Phone no 213-356-6000	

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DAVIS POLK & WARDWELL	3,000.			3,000.
TOTALS	3,000.			3,000.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS LLP	8,000.			8,000.
TOTALS	8,000.			8,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACCOUNT MANAGEMENT FEES	19,569.	19,569.
TOTALS	19,569.	19,569.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID		753.	753.
	TOTALS	753.	753.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.	10.
CA ATTORNEY GENERAL	50.	50.
TOTALS	60.	60.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS #124-6	623,687.	764,077.	793,439.
US OBLIGATIONS TOTAL	623,687.	764,077.	793,439.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS #040-4	504,324.	500,561.	558,916.
GOLDMAN SACHS #041-2	904,737.	939,396.	1,151,283.
TOTALS	1,409,061.	1,439,957.	1,710,199.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS #031-3	218,355.	218,355.	225,769.
GOLDMAN SACHS #124-6	1,426,575.	1,269,113.	1,393,477.
TOTALS	1,644,930.	1,487,468.	1,619,246.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PRIVATE EQUITY		23,258.		54,737.
	TOTALS	23,258.		54,737.

FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	120,035 83	1 0000	120,035 83	1 0000	120,035 83		0 1299	155 94

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
SHELL INTNL FIN B V 1 875% 03/25/2013 S&P AA /Moody's Aa1	100,000.00	100.3570	100,357 00 500 00	99.8810	99,881 00	476 00	1 9160	1,875 00
CME GROUP INC MTN 5 4% 08/01/2013 M-W+35 00BP S&P AA- /Moody's Aa3	100,000 00	102 8500	102,850.00 2,250 00	101 7239 109 53	101,723 94 109,531 00	1,126 06 (6,681 00)	2 4221	5,400 00
VIACOM INC. 4 375% 09/15/2014 M-W+35 00BP S&P BBB+ /Moody's Baa1	100,000 00	105.9520	105,952 00 1,288 19	102 7435 106 47	102,743 49 106,470 00	3,208 51 (518 00)	2 7161	4,375 00
CSX CORPORATION 6 25% 04/01/2015 M-W+50 00BP S&P BBB /Moody's Baa2	100,000 00	111 9760	111,976 00 1,562 50	105 9625 112 70	105,962 50 112,700 00	6,013 50 (724 00)	3.4710	6,250.00
HOME DEPOT INC 5.4% 03/01/2016 M-W+15 00BP S&P A- /Moody's A3	100,000 00	114 2420	114,242 00 1,800 00	104 5193 108 02	104,519 33 108,024 00	9,722 67 6,218 00	3 8690	5,400.00
TARGET CORPORATION 5 875% 07/15/2016 SR LIEN M-W+12 00BP S&P A+ /Moody's A2	100,000 00	117 9680	117,968.00 2,709.03	100.1202 100 23	100,120 19 100,225 00	17,847 81 17,743 00	5 8369	5,875 00
VERIZON COMMUNICATIONS INC. 5 5% 04/01/2017 M-W+25 00BP S&P A- /Moody's A3	125,000 00	117 3500	146,687 50 1,718.75	98 3808 96 84	122,976 01 121,053 75	23,711 49 25,633 75	5 9873	6,875.00
CVS CAREMARK CORPORATION 5 75% 06/01/2017 USD SR LIEN M-W+20.00BP S&P BBB+ /Moody's Baa2	49,000 00	119 5570	58,582 93 234 79	105 1638 107 90	51,530 26 52,871 00	7,052 67 5,711 93	4 4493	2,817 50
JPMORGAN CHASE & CO 6 125% 06/27/2017 S&P A- /Moody's A3	150,000 00	116 8280	175,242 00 102 08	100 6134 101 04	150,920 04 151,554 00	24,321 96 23,688 00	5 9672	9,187 50
COMCAST CORPORATION 5 875% 02/15/2018 M-W+20 00BP S&P BBB+ /Moody's Baa1	100,000 00	120 5050	120,505 00 2,219 44	113 2853 116 19	113,285 34 116,190 00	7,219 66 4,315 00	3 0545	5,875 00
TIME WARNER INC 4 875% 03/15/2020 SR LIEN M-W+20 00BP S&P BBB /Moody's Baa2	100,000 00	116 8050	116,805 00 1,435 42	113 5144 114 31	113,514 37 114,309 00	3,290 63 2,496 00	2 7910	4,875 00
BLACKROCK, INC 3 375% 06/01/2022 SR LIEN M-W+25 00BP S&P A+ /Moody's A1	100,000 00	106 2080	106,208 00 281 25	101 9362 102 02	101,936.23 102,023 00	4,271 77 4,185 00	3 1359	3,375 00
U S TREASURY NOTE 0 750000% 03/31/2013 MS ON THE RUN Moody's Aaa	100,000 00	100 1600	100,160 00 189 04	99 9400	99,940 00	220 00	0 7803	750 00

[14]This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
FFCB 3 875% 10/07/2013 AO S&P AA+ /Moody's Aaa	100,000 00	102 8190	102,819 00	102 0527	102,052 70	766.30	1 1757	3,875 00
			904 17	108 43	108,430 00	(5,611.00)		
KFW 4 0% 10/15/2013 AO S&P AAA /Moody's Aaa	100,000 00	102 8890	102,889 00	101 4228	101,422 84	1,466 16	2 1687	4,000 00
			833 33	106 21	106,210 00	(3,321 00)		
FHLB 5 5% 08/13/2014 FA - S&P AA+ /Moody's Aaa	100,000 00	108 5630	108,563 00	104 9973	104,997 33	3,565 67	2 3367	5,500 00
			2,108 33	113 12	113,120 00	(4,557 00)		
FFCB 5.125% 08/25/2016 FA S&P AA+ /Moody's Aaa	100,000 00	116 5640	116,564 00	106 0182	106,018 17	10,545 83	3 3598	5,125 00
			1,793 75	110 11	110,110 00	6,454 00		
U S. TREASURY NOTE 1 250000% 04/30/2019 AO ON THE RUN Moody's Aaa	150,000 00	101 5080	152,262 00	99 5781	149,367 19	2,894 81	1 3133	1,875 00
			313 36					
U S TREASURY NOTE 2.000000% 11/15/2021 MN OFF THE RUN Moody's Aaa	100,000 00	103 7890	103,789 00	100 2783	100,278 29	3,510 71	1 9657	2,000 00
			252 05	100 31	100,308 59	3,480 41		
TOTAL GS: GOVERNMENT/CORPORATE FIXED INCOME			2,284,457 26		2,153,225 05	131,232 21	3 2025	85,460 94
			22,495 48		2,202,353 36	82,103 90		

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**2,306,952.74**	**2,153,225.05**	**131,232.21**	**85,460.94**
		2,202,353.36	**82,103.90**	

Portfolio Type	FMV.	Cost Basis	
Cash	$120,035 83	$120,035 83	
Corp Bonds	$1,393,477	$1,269,113	Agrees to 990PF Attachment 8
US Govt Oblig	$793,439	$764,077	Agrees to 990PF Attachment 6
Total	$2,306,952	$2,153,225	

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
NON-US EQUITY								
LORD, ABBETT & CO NON-US EQUITY								
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	13,769 43	1 0000	13,769 43	1 0000	13,769 43		0 1286	17 70

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
HENGDELI HOLDINGS LTD UNSPON ADR (HENGY)	799 00	8 9670	7,164.63	9 6463	7,707 42	(542 79)	2 7996	200 58
RESMED INC CMN (RMD)	99.00	41 5700	4,115 43	30 7278	3,042 05	1,073.38	1 6358	67 32
WPP PLC ADR CMN (WPPGY_130102)	157 00	72 9000	11,445 30	67 3825	10,579 05	866 25	2 7762	317.74
ANGLO AMERICAN PLC ADR CMN (AAUKY)	280 00	15 3930	4,310 04	17 7960	4,982 88	(672 84)	2 2738	98 00
ANHEUSER-BUSCH INBEV S A SPONSORED ADR CMN (BUD)	82 00	87 4100	7,167 62	59 8053	4,904 04	2,263 58	1 4789	106 00
ASHAI KASEI CORP ADR CMN (AHKSY)	610 00	11 7270	7,153 47	11 7597	7,173 42	(19.95)	2 3712	169 62
ASTELLAS PHARMA INC. UNSPONSORED ADR CMN (ALPMY)	135 00	44 8160	6,050 16	47 9463	6,472 75	(422 59)	3 1449	190 27
AVIVA PLC SPONSORED ADR CMN (AV)	683.00	12 4100	8,476 03	9 7889	6,685 82	1,790 21	6 6258	561 61
AXA-UAP AMERICAN DEPOSITARY SHARES (AXAHY)	656 00	17 6010	11,546 26	16 6217	10,903 81	642 45	4 1614	480 49
BALFOUR BEATTY PLC SPONSORED ADR CMN (BAFYY)	491 00	8 8980	4,368 92	9 2382	4,535 98	(167 06)	4 4142	192 85
BANK OF YOKOHAMA LTD JAPAN(ADR ADR CMN (BKJAY)	302 00	18 5050	5,588 51	19 7733	5,971 54	(383 03)	2.1864	122.19
BARCLAYS PLC,AMER DEP SHS ADR CMN (BCS)	640 00	17 3200	11,084 80	14 3380	9,176 31	1,908 49	2 1759	241 20
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (BSYBY)	110 00	49 8700	5,485 70	43 9615	4,835 77	649 93	3 2500	178 29
CHINA OVERSEAS LAND&INVT LTD UNSPONSORED ADR CMN (CAOVY)	159 00	89 4100	14,216 19	75 2669	11,967 44	2,248 75	1 4882	211 57
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (CCLAY)	188 00	27 9280	5,250 46	23 9985	4,511 72	738 75	3 9938	209 70
DAIMLER AG CMN ISIN DE0007100000 (DDAIF)	159 00	54 9700	8,740 23	52 7643	8,389 53	350 70		
DANONE SPONSORED ADR CMN (DANOY)	684 00	13 1590	9,000 76	13 7873	9,430 48	(429 72)	1.7579	158 22
DBS GROUP HOLDINGS SPONSORED ADR CMN (DBSDY)	86 00	48 5960	4,179 26	42 8016	3,680 94	498 32	3 5908	150.07
DONGFENG MOTOR CORPORATION ADR CLASS H (DNFGY)	72 00	77 1530	5,555 02	84 1176	6,056 47	(501.45)	1 6005	88 91

[14]This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
LORD, ABBETT & CO NON-US EQUITY								
EAST JAPAN RAILWAY COMPANY UNSPONSORED ADR (JAPAN) (EJPRY)	966 00	10 7560	10,390 30	9 7611	9,429 24	961 05	1 7993	186 95
EMPRESAS ICA, S.A. DE C V SPONSORED ADR CMN (ICA)	1,262 00	10 0600	12,695 72	6 3993	8,075 96	4,619 76		
ENERSIS S A - SPON ADR SPONSORED ADR CMN (ENI)	236 00	18 2200	4,299 92	17.5589	4,143 89	156.03	2 2089	94 98
FLETCHER BUILDING LIMITED SPONSORED ADR CMN (FCREY)	562 00	13 8440	7,780 33	12 2180	6,866 50	913.83	3 1171	242 52
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (FSNUY)	571 00	14 3540	8,196 13	13 5206	7,720 27	475 86	0 6953	56 99
GAZPROM ADR SPONSORED ADR CMN (OGZPY)	539 00	9.4600	5,098 94	10 8837	5,866 32	(767 38)	2 1755	110 93
HEINEKEN N V SPONSORED ADR CMN (HEINY)	347.00	33 5700	11,648.79	27 9241	9,689 66	1,959 13	1 2867	149 88
HSBC HOLDINGS PLC SPONSORED ADR CMN (HBC)	219 00	53 0700	11,622 33	49 0042	10,731 93	890 40	4 7108	547 50
IMPERIAL TOBACCO GROUP PLC SPON ADR (ITYBY)	123 00	77 1460	9,488 96	60 0310	7,383 82	2,105 14	4.3734	414 99
INFOSYS LTD SPONSORED ADR CMN SRS 16840480 (INFY)	169 00	42 3000	7,148 70	42 5516	7,191 22	(42 52)	1 4896	106 49
ING GROEP N V. SPONS ADR SPONSORED ADR CMN (ING)	1,293 00	9 4900	12,270 57	8 6446	11,177 46	1,093 11		
INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S A SPONSORED ADR CMN (ICAGY)	345 00	15 0200	5,181 90	13 3528	4,606 73	575 17		
INTESA SANPAOLO SPONSORED ADR CMN (ISNPY)	522.00	10 2840	5,368 25	11.1137	5,801 37	(433 12)	2 7374	146 95
KASIKORNBANK PUB CO LTD ADR CMN (KPCPY)	366 00	25 3020	9,260 53	19 0686	6,979 09	2,281.44	1 0213	94 58
KB FINANCIAL GROUP INC SPONSORED ADR (KB)	267.00	35 9000	9,585 30	45 0488	12,028 02	(2,442 72)	1 3272	127 22
KDDI CORP UNSPONSORED ADR CMN (KDDIY)	481 00	17 6080	8,469 45	19 1641	9,217 95	(748 50)	2 4780	209 87
KEPPEL CORP LTD (ADR) SPONSORED ADR CMN (KPELY)	407 00	18 0110	7,330 48	18 4007	7,489 09	(158 62)	3 9069	286 39
KINROSS GOLD CORP CMN (KGC)	876 00	9 7200	8,514 72	10 1057	8,852 62	(337 90)	1 6461	140.16
KONINKLIJKE AHOLD N V SPONSORED ADR CMN (AHONY)	637 00	13 3620	8,511 59	12 9154	8,227 12	284 47	3 2666	278 04
MAPFRE, S A UNSPONSORED ADR CMN (MPFRY)	1,503 00	6 1040	9,174 31	5 2626	7,909 64	1,264 67	1 1875	108.94
NATIONAL GRID PLC SPONSORED ADR CMN (NGG)	148 00	57 4400	8,501 12 195 45	47 4002	7,015 23	1,485.89	5 5124	468 61
NEW WORLD DEVELOPMENT & CO LTD (SPONS ADR) (NDVLY)	889 00	3 1020	2,757 68	2 2301	1,982 56	775 12	2 6744	73 75
NISSAN MOTOR CO LTD SPONSORED ADR (NSANY)	469 00	19 0900	8,953 21	18 6144	8,730 17	223 04	2 4548	219 78
NSK LTD ADR SPONSORED ADR CMN (NPSKY)	522 00	14 0870	7,353 41	13 9968	7,306 33	47 08	1 5725	115 63
OCEAN RIG UDW INC CMN (ORIG)	291 00	14 9268	4,343 70	16 4451	4,785 51	(441 81)		
ORIX CORPORATION SPONS ADR SPONSORED ADR CMN (IX)	182 00	56 6400	10,308 48	42 9108	7,809 77	2,498 71	0 9356	96 45
PRUDENTIAL CORP (ADR) ADR CMN (PUK)	437 00	28 5500	12,476 35	17 0476	7,449 79	5,026 56	2 8448	354 93

BIG BLUE SKY FND. LORD, ABBETT & CO

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
LORD, ABBETT & CO· NON-US EQUITY								
REPSOL SA - ADR SPONSORED ADR CMN (REPYY)	362 00	20 2180	7,318 92	20 2868	7,343 83	(24 91)	7 9337	580 66
RIO TINTO PLC SPONSORED ADR (RIO)	216 00	58 0900	12,547 44	47 5317	10,266 85	2,280 59	2 8499	357 59
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184 (RHHBY)	274 00	50 2540	13,769.60	43 5473	11,931 97	1,837 63	3 0693	422 64
SAFRAN SA SPONSORED ADR CMN (SAFRY)	261 00	42 9730	11,215 95	34 8185	9,087 62	2,128 33	0 8211	92 10
SAP AG (SPON ADR) (SAP)	70 00	80 3800	5,626 60	54 6866	3,828 06	1,798 54	0 8393	47 23
SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (SBGSY)	719 00	14 4580	10,395 30	12 5714	9,038 85	1,356 45	2 2826	237 28
SHIRE LIMITED SPONSORED ADR CMN (SHPG)	80 00	92 1800	7,374 40	96 8303	7,746 42	(372 02)	0 4986	36 77
SILICONWARE PRECISION IND CO L SPONSORED ADR (SPIL)	1,158 00	5 3400	6,183.72	5 1788	5,997 11	186 61	3 1735	196 24
SSE PLC SPONSORED ADR CMN (SSEZY)	480.00	23 0490	11,063 52	21 6831	10,407 89	655 63	5 4332	601 10
SUMITOMO CORPORATION SPONSORED ADR CMN (SSUMY)	676 00	12.7220	8,600 07	12 9151	8,730 63	(130 55)	4 2035	361 50
SWEDBANK A B ADR CMN (SWDBY)	466 00	19 5220	9,097 25	12 7133	5,924 41	3,172 84	3 3744	306.98
SYNGENTA AG SPONSORED ADR CMN (SYT)	105 00	80 8000	8,484 00	60 2659	6,327 92	2,156 08	1 7883	151 72
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (TSM)	825.00	17 1600	14,157 00	14 4359	11,909 59	2,247 41	2 3187	328 26
TELENOR ASA AMERICAN DEPOSITARY SHARES 1 ADS = 3 ORDS (TELNY)	189 00	60 4830	11,431 29	48 9673	9,254 83	2,176 46	3 4118	390 02
TOYOTA MOTOR CORPORATION SPON ADR (TM)	156 00	93 2500	14,547 00	77 9458	12,159 54	2,387 46	1 4742	214.45
TULLOW OIL PLC ADR CMN (TUWOY)	774 00	10 2490	7,932 73	10 7866	8,348 85	(416 12)	0 7779	61 71
UNILEVER N V NY SHS (NEW) ADR CMN (UN)	229 00	38 3000	8,770 70	32 1038	7,351 78	1,418 92	2 7209	238 64
VIVENDI ADR CMN (VIVHY)	511 00	22 3470	11,419 32	18 2370	9,319 11	2,100 21	4 7946	547 51
YAMANA GOLD INC CMN (AUY)	284 00	17.2100	4,887 64	14 8992	4,231 38	656 27	1 5107	73 84

BIG BLUE SKY FND. LORD, ABBETT & CO
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
LORD, ABBETT & CO· NON-US EQUITY								
YANZHOU COAL MINING CO LTD SPONSORED ADR CMN (YZC)	367 00	17 0800	6,268 36	16 0199	5,879 32	389 04	4 7548	298 05
TOTAL LORD, ABBETT & CO. NON-US EQUITY			572,490.20 195 45		514,330 07	58,160 14	2 6337	13,939 15

		Market Value	Adjusted Cost / [6] Original Cost		Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO		**572,685.65**	**514,330.07**		**58,160.14**	**13,939.15**
	Less Cash	(13,769)	(13,769)			
	Corporate Stock	558,916	500,561	Agrees to 990-PF Attachment 7		

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
GS US PRIVATE CLIENT PORTFOLIO								
U S DOLLAR	605 65	1 0000	605 65		605 65			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	39,547 36	1 0000	39,547.36	1 0000	39,547 36		0 1328	52 51

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ABBOTT LABORATORIES CMN (ABT)	614.00	65 5000	40,217 00	61 2294	37,594 87	2,622.13	0 8550	343 84
ALTERA CORP CMN (ALTR)	548 00	34 3900	18,845 72	32 5288	17,825 78	1,019 94	1 1631	219 20
AMAZON COM INC CMN (AMZN)	125 00	250 8700	31,358 75	177 4638	22,182 97	9,175 78		
AMERICAN EXPRESS CO CMN (AXP)	683 00	57.4800	39,258 84	45 3222	30,955 09	8,303 75	1 3918	546 40
AMERICAN TOWER CORPORATION CMN (AMT)	504 00	77 2700	38,944 08	51 2824	25,846 33	13,097 75	1 1906	463 68
APPLE, INC CMN (AAPL)	109 00	532 1729	58,006 85	283 5692	30,909 04	27,097 81	1 9918	1,155 40
BOEING COMPANY CMN (BA)	578 00	75 3600	43,558 08	69 1854	39,989 15	3,568 93	2 5743	1,121 32
COSTCO WHOLESALE CORPORATION CMN (COST)	386 00	98 7300	38,109 78	59 8300	23,094 38	15,015 40	1 1141	424 60
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	530 00	52 0400	27,581 20	78 7626	41,744 19	(14,162 99)	1 5373	424 00
EMC CORPORATION MASS CMN (EMC)	1,426 00	25 3000	36,077 80	24 2973	34,647 99	1,429 81		
EXXON MOBIL CORPORATION CMN (XOM)	434 00	86 5500	37,562 70	81 4609	35,354 03	2,208 67	2 6343	989 52
GENERAL ELECTRIC CO CMN (GE)	2,302.00	20.9900	48,318 98 437 38	17.5610	40,425 43	7,893 55	3 6208	1,749 52
GOOGLE, INC CMN CLASS A (GOOG)	73 00	707.3800	51,638.74	518 3913	37,842 56	13,796 18		
HONEYWELL INTL INC CMN (HON)	580 00	63 4700	36,812 60	35 9709	20,863 10	15,949.50	2 5839	951 20
JOHNSON & JOHNSON CMN (JNJ)	652 00	70.1000	45,705 20	60 9868	39,763 40	5,941 80	3 4807	1,590 88
JPMORGAN CHASE & CO CMN (JPM)	1,100 00	43 9691	48,366 01	41 9316	46,124 79	2,241 22	2 7292	1,320 00
LOWES COMPANIES INC CMN (LOW)	1,090 00	35 5200	38,716 80	21 3896	23,314 71	15,402 09	1 8018	697 60
MC DONALDS CORP CMN (MCD)	229 00	88 2100	20,200 09	64 9275	14,868 40	5,331 69	3 4917	705 32
MERCK & CO , INC. CMN (MRK)	875 00	40 9400	35,822 50 376 25	34 6368	30,307 23	5,515 27	4 2013	1,505 00
NIKE CLASS-B CMN CLASS B (NKE)	808.00	51 6000	41,692 80	37 1996	30,057 31	11,635 49	0 8140	339 36
OCCIDENTAL PETROLEUM CORP CMN (OXY)	309 00	76.6100	23,672 49	79 0840	24,436 96	(764 47)	2 8195	667 44
ORACLE CORPORATION CMN (ORCL)	932 00	33 3200	31,054 24	24 8949	23,202 04	7,852 20	0 7203	223 68

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS US PRIVATE CLIENT PORTFOLIO								
PEPSICO INC CMN (PEP)	463 00	68 4300	31,683 09 248 86	64 3500	29,794 05	1,889 04	3 1419	995 45
PRAXAIR, INC CMN SERIES (PX)	265.00	109 4500	29,004 25	83 3782	22,095 22	6,909 03	2.0101	583 00
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	628.00	67 8900	42,634 92	63 3859	39,806 37	2,828 55	3 3112	1,411 74
PRUDENTIAL FINANCIAL INC CMN (PRU)	709 00	53.3300	37,810 97	57 1400	40,512 23	(2,701 26)	3 0002	1,134 40
QUALCOMM INC CMN (QCOM)	641 00	61 8596	39,652.00	38 9947	24,995 60	14,656 40	1 6166	641 00
SCHLUMBERGER LTD CMN (SLB)	576 00	69 2986	39,915.99 138 05	67 5220	38,892.68	1,023 32	1 5873	633 60
THE TRAVELERS COMPANIES, INC CMN (TRV)	504 00	71 8200	36,197 28	53 1811	26,803 26	9,394 02	2 5620	927 36
VIACOM INC CMN CLASS B (VIAB)	534 00	52 7400	28,163 16	54 2552	28,972 28	(809 12)	2 0857	587.40
VISA INC. CMN CLASS A (V)	221 00	151 5800	33,499 18	73 1891	16,174 79	17,324 39	0 8708	291 72
TOTAL GS. US PRIVATE CLIENT PORTFOLIO			1,190,235 10 1,200 54		979,549 24	210,685 87	2.1200	22,696.15

		Market Value	Adjusted Cost / [8] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO		**1,191,435.64**	**979,549.24**	**210,685.87**	**22,696.15**
	Less Cash	(40,153)	(40,153)		
	Corporate Stock	1,151,283	939,396	Agrees to 990-PF Attachment 7	

[8] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	1,276.49	1 0000	1,276 49		1,276 49			

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	30,884 981	7.3100	$\boxed{225,769\ 21}$	7 0699	$\boxed{218,355\ 00}$	7,414 21 49,185 37		14,824 79

Agrees to 990-PF Attachment 8

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**227,045.70**	**219,631.49**	**7,414.21**	**14,824.79**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Goldman Sachs

BIG BLUE SKY FND.BROKERAGE CASH
Holdings

Period Ended December 31, 2012

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	53,792 88	1 0000	53,792 88	1 0000	53,792 88	0 00	0 1333	71 72

ALTERNATIVE INVESTMENTS

	Commitment	Total Contributions/ Distributions	Remaining Commitment[24]	Net Contributions/ (Distributions) Since Inception	Latest Cap Statement Value/[25] Statement Date	Net Contributions/ (Distributions) Since Last Cap Statement	Computed Market Value[26]	Economic Gain (Loss)[22]
PRIVATE EQUITY								
GS MEZZANINE PARTNERS III LP	500,000 00	500,000 00	0 00	(51,858 00)	54,737 00	0 00	54,737 00	106,595 00
Closing Date Jun,2003[8,10,12]		551,858 00		+ 51,858 00	Sep 30, 2012	Agrees to 990-PF Attachment 9		
				NONE				

	Market Value	Adjusted Cost / Original Cost[6]	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**108,529.88**	**1,934.88**	**106,595.00**	**71.72**
		553,792.88		

The calculations noted above (other than contributions and distributions since the last capital statement) are taken from the applicable partnership capital value statement as provided by the fund administrator A partnership capital value statement is available upon request from your Private Wealth Advisor Tax information regarding these investments, including allocations of income and realized and unrealized gains and losses will be available through a Schedule K-1 which will be mailed to you after year end Please be advised that the delivery of K-1s is subject to the reporting of the particular underlying partnerships and that the delivery of particular K-1s may be delayed, requiring you to file an extension Your private equity assets are held away from Goldman Sachs and are not covered by the Securities Investor Protection Corporation ("SIPC") or any supplemental insurance provided by Goldman Sachs for its clients holdings Please contact your Private Wealth Advisor if you have any questions

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

[8] The figures for this partnership may vary due to a transfer or assignment

[10] Contributions may include fees Distributions may be net of fees

[12] Please refer to the end of the Holdings section for further details pertaining to these investments

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

[22] Estimated using Net Asset Value (NAV), when available, or estimated as Computed Market Value minus adjusted Cost Basis

[25] Cash may be included

[26] This is based on Net Asset Value (NAV), when available, or estimated as total capital balance, when available, plus any contributions and minus any distributions since the last capital statement

PRIVATE EQUITY

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
CHANGE IN MARKET VALUE		76,708.
	TOTAL	76,708.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
ADAM Z. CHERRY 109 SHAVANO DRIVE ASPEN, CO 31611	PRESIDENT/DIRECTOR 1.00	0	0	0
MARY CATHERINE CHERRY 109 SHAVANO DRIVE ASPEN, CO 81611	CFO/SECRETARY 1.00	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LA JOLLA COUNTRY DAY SCHOOL PARENTS 9490 GENESEE AVENUE LA JOLLA, CA 92037	NONE PUBLIC CHARITY	GENERAL SUPPORT	6,300.
ANDERSON RANCH ARTS FOUNDATION PO BOX 5598 SNOWMASS VILLAGE, CO 81615	NONE PUBLIC CHARITY	GENERAL SUPPORT	5,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN ST 10 FL OAKLAND, CA 94607	NONE PUBLIC CHARITY	GENERAL SUPPORT	100,000.
ASPEN COUNTRY DAY SCHOOL 3 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE PUBLIC CHARITY	GENERAL SUPPORT	10,000.
ASPEN EDUCATION FOUNDATION 400 E MAIN ST STE 2 ASPEN, CO 81611	NONE PUBLIC CHARITY	GENERAL SUPPORT	74,050.
ASPEN VALLEY SKI-SNOWBOARD CLUB, INC 300 AVSC DRIVE ASPEN, CO 81611	NONE PUBLIC CHARITY	GENERAL SUPPORT	14,400.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASPEN UNITED SOCCER CLUB INC PO BOX 1826 ASPEN, CO 81612	NONE PUBLIC CHARITY	GENERAL SUPPORT	500
COMPUTERS 2 SD KIDS 8324 MIRAMAR MALL SAN DIEGO, CA 92121	NONE PUBLIC CHARITY	GENERAL SUPPORT	10,000
LUCKY DAY ANIMAL RESCUE P.O. BOX 13 GRAND BLANC, MI 48480	NONE PUBLIC CHARITY	GENERAL SUPPORT	2,000
TEACHERS ACROSS BORDERS 427 DETROIT ST DENVER, CO 80206	NONE PUBLIC CHARITY	GENERAL SUPPORT	2,000.
THE HAWN FOUNDATION 220 26TH ST SANTA MONICA, CA 90402	NONE PUBLIC CHARITY	GENERAL SUPPORT	11,000.
HORIZON CHRISTIAN FELLOWSHIP P.O BOX 9070 RANCHO SANTA FE, CA 92067	NONE PUBLIC CHARITY	GENERAL SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAN DIEGO LGBT COMMUNITY CENTER P.O. BOX 3357 SAN DIEGO, CA 92163	NONE PUBLIC CHARITY	GENERAL SUPPORT	500.
		TOTAL CONTRIBUTIONS PAID	236,750.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions BIG BLUE SKY FOUNDATION	Employer identification number (EIN) or 91-2157163
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 109 SHAVANO DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ASPEN, CO 81611	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BIG BLUE SKY FOUNDATION

Telephone No ▶ ______ FAX No ▶ ______

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, 20___, and ending ______, 20___.

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 10,553.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 5,553.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 5,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. BIG BLUE SKY FOUNDATION	Employer identification number (EIN) or 91-2157163
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P O. box, see instructions 109 SHAVANO DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ASPEN, CO 81611	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BIG BLUE SKY FOUNDATION

  Telephone No. ▶ ______________ FAX No. ▶ ______________
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ______ , 20 ____ , and ending ______ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ALL INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 10,553.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 10,553.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ PricewaterhouseCoopers LLP CPA Date ▶ 7/19/2013

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