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 OCT 1, 2012 , and ending SEP 30, 2013

Name of foundation: STAKY FOUNDATION

A Employer identification number: 20-5840662

Number and street (or P O box number if mail is not delivered to street address): 5310 SOUTH GENEVA STREET | Room/suite:

B Telephone number: 303-771-8096

City or town, state, and ZIP code: ENGLEWOOD, CO 80111

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)* ▶$ 722053.

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))

		(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	4330.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	28284.	28284.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28672.			
	b Gross sales price for all assets on line 6a 280075.				
	7 Capital gain net income (from Part IV, line 2)		28672.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	61286.	56956.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 2	1400.	1100.		300.
	c Other professional fees Stmt 3	6810.	6810.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8210.	7910.		300.
	25 Contributions, gifts, grants paid	40640.			40640.
	26 **Total expenses and disbursements.** Add lines 24 and 25	48850.	7910.		40940.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	12436.			
	b **Net investment income** (if negative, enter -0-)		49046.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	33323.	58094.	58094.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 4	626594.	614259.	661849.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ PREPAID TAXES)	2110.	2110.	2110.
	16 Total assets (to be completed by all filers)	662027.	674463.	722053.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	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	662027.	674463.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	662027.	674463.	
	31 Total liabilities and net assets/fund balances	662027.	674463.	

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	662027.
2 Enter amount from Part I, line 27a	2	12436.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	674463.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	674463.

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			
b See Attached Statements			
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	280075.		251403.	28672.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				28672.

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** 28672.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ 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	40300.	720799.	.055910
2010	37000.	741318.	.049911
2009	36277.	712330.	.050927
2008	38213.	674884.	.056622
2007	51760.	920076.	.056256

2 **Total** of line 1, column (d)	2	.269626
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	.053925
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	728160.
5 Multiply line 4 by line 3	5	39266.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	490.
7 Add lines 5 and 6	7	39756.
8 Enter qualifying distributions from Part XII, line 4	8	40940.

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 ▶ [X] and enter 1% of Part I, line 27b		1	490.
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	0.
3	Add lines 1 and 2		3	490.
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	490.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2110.		
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	2110.
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	1620.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1620. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

		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 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 ▶ RICHARD STAKY Telephone no. ▶ 303-771-8096

Located at ▶ 5310 SOUTH GENEVA STREET, ENGLEWOOD, CO ZIP+4 ▶ 80111

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

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

		Line	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.

			Line	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)?	N/A	1b		
	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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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)?	☐ 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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD C STAKY 5310 SOUTH BENEVA STREET ENGLEWOOD, CO 80111-6205	PRESIDENT 5.00	0.	0.	0.
LAUREL L STAKY 5310 SOUTH BENEVA STREET ENGLEWOOD, CO 80111-6205	VICE PRESIDENT 5.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	739249.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	739249.
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	739249.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11089.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	728160.
6	**Minimum investment return.** Enter 5% of line 5	6	36408.

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	36408.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 490.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	490.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35918.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	35918.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35918.

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	40940.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	40940.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	490.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	40450.

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				35918.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 1752.				
b From 2008 — 4741.				
c From 2009 — 1084.				
d From 2010 — 1358.				
e From 2011 — 4849.				
f **Total** of lines 3a through e	13784.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 40940.				
a Applied to 2011, 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 2012 distributable amount				35918.
e Remaining amount distributed out of corpus	5022.			
5 Excess distributions carryover applied to 2012 (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	18806.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1752.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	17054.			
10 Analysis of line 9:				
a Excess from 2008 — 4741.				
b Excess from 2009 — 1084.				
c Excess from 2010 — 1358.				
d Excess from 2011 — 4849.				
e Excess from 2012 — 5022.				

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

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

1 **Information Regarding Foundation Managers:**

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

See Statement 5

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 ▶ [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				
CHALLENGE FOUNDATION 4545 S UNIVERSITY BLVD ENGLEWOOD, CO 80113-6059				10000.
CHERRY CREEK SCHOOL FOUNDATION 4700 S YOSEMITE ST #130. GREENWOOD VILLAGE, CO 80011				250.
HIS LOVE FELLOWSHIP 910 KALAMATH STREET DENVER, CO 80204				390.
HOME AID COLORADO 600 GRANT STREET SUITE 200 DENVER, CO 80203				4000.
JO ANNE FICKE CANCER FUND 9904 E PINEWOOD AVE ENGLEWOOD, CO 80111				500.
Total See continuation sheet(s)			▶ 3a	40640.
b Approved for future payment None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities			14	28284.	
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	28672.	
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)		0.		56956.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 56956.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: Richard Staky | Date: 11/13/13 | Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
GARY S KRING	Gary S Kring	11/9/13		P01386127

Firm's name ▶ GARY S. KRING C.P.A. P.C. | Firm's EIN ▶ 26-1635263

Firm's address ▶ 800 GRANT ST. #330 DENVER, CO 80203 | Phone no. 303-861-8291

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HIS LOVE FELLOWSHIP 910 KALAMATH STREET DENVER, CO 80204				2000.
ALBION COLLEGE 611 EAST PORTER STREET ALBION, MI 49224				1000.
FOOD BANK OF THE ROCKIES 10700 E 45TH AVENUE DENVER, CO 80239				1500.
GIRLS INC METRO DENVER 41499 JULIAN ST DENVER, CO 80204				1500.
BRENT'S PLACE 11980 E 16TH AVENUE AURORA, CO 80010				1500.
IOWA STATE FOUNDATION 215 SINCLAIR AVE AMES, IA 50014				3500.
DENVER RESCUE MISSION P.O.BOX 5206 DENVER, CO 80217				1500.
CRAIG HOSPITAL FOUNDATION 3425 S CLARKSON STREET ENGLEWOOD, CO 80113-6059				1000.
CHERRY CREEK PRESBYTERIAN CHURCH 10000 E BELLVIEW ENGLEWOOD, CO 80111				2000.
NEROBLASTOMA FOUNDATION 360 W SCHICK RD SUITE 23 #311 BLOOMINGDALE, IL 60108				1500.
Total from continuation sheets				25500.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PROVIDENCE NETWORK 801 LOGAN STREET DENVER, CO 60108				1500.
QUIET WATERS 9185 E KENYON AVENUE SUITE 150 DENVER, CO 80237				1000.
STEP 13 2029 LARIMER STREET DENVER, CO 80205				1500.
THE DELORES PROJECT PO BOX 1406 DENVER, CO 80201-1406				1500.
THIRD STORY PO BOX 9575 DENVER, CO 80209				2000.
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921-3668				1000.
Total from continuation sheets				

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	ALLIANCEBER INTERMED BOND	P	06/01/11	10/23/12
b	COACH INC	P	06/01/11	12/19/12
c	OCCIDENTAL PETROLEUM	P	06/01/11	10/23/12
d	PRUDENTIAL FINL	P	06/01/11	12/19/12
e	ZIONS BANK	P	06/01/11	10/23/12
f	ABBVIE	P	06/01/11	10/23/12
g	ALLIANCEBER INTERMED BOND	P	06/01/11	10/23/12
h	DONALDSON INC	P	06/01/11	10/23/12
i	WISDOM TREE EMERGING MARKETS	P	06/01/11	10/23/12
j	EMC CORP	P	06/01/11	10/23/12
k	GENERAL ELECTRIC	P	06/01/11	01/23/12
l	11 IBM	P	06/01/11	10/23/12
m	38 NATION OILWELL	P	06/01/11	10/23/12
n	8 NOVO-NORDISK	P	06/01/11	02/28/13
o	34 PETSMART	P	06/01/11	10/23/12

	(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	25000.		20022.	4978.
b	1667.		1864.	-197.
c	1779.		2558.	-779.
d	2033.		2445.	-412.
e	21044.		25020.	-3976.
f	1235.		913.	322.
g	160136.		128933.	31203.
h	2153.		1823.	330.
i	8470.		9927.	-1457.
j	1871.		2248.	-377.
k	2293.		1898.	395.
l	2110.		1941.	169.
m	2578.		3050.	-472.
n	1357.		1009.	348.
o	2090.		1564.	526.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				4978.
b				-197.
c				-779.
d				-412.
e				-3976.
f				322.
g				31203.
h				330.
i				-1457.
j				-377.
k				395.
l				169.
m				-472.
n				348.
o				526.

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

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05-01-12

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	PRAXAIR	P	06/01/11	01/01/13
b	24 TARGET	P	06/01/11	01/29/13
c	76 U S BANCORP	P	06/01/11	01/01/13
d	COLUMBUS OHIO	P	06/01/11	07/01/12
e	CITI GROUP	P		04/16/13
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2831.		2663.	168.
b	1480.		1233.	247.
c	2448.		1929.	519.
d	25000.		27776.	-2776.
e	12500.		12587.	-87.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				168.
b				247.
c				519.
d				-2776.
e				-87.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	28672.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Form 990-PF	Dividends and Interest from Securities	Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CO BIZ	28284.	0.	28284.
Total to Fm 990-PF, Part I, ln 4	28284.	0.	28284.

Form 990-PF	Accounting Fees	Statement 2

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION	1400.	1100.		300.
To Form 990-PF, Pg 1, ln 16b	1400.	1100.		300.

Form 990-PF	Other Professional Fees	Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MANAGEMENT FEES OF PORTFOLIO	6810.	6810.		0.
To Form 990-PF, Pg 1, ln 16c	6810.	6810.		0.

Form 990-PF	Corporate Stock	Statement 4

Description	Book Value	Fair Market Value
MUTUAL FUNDS	614259.	661849.
Total to Form 990-PF, Part II, line 10b	614259.	661849.

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement 5

Name of Manager

RICHARD C STAKY
LAUREL L STAKY

Fidelity INVESTMENTS

Investment Report

September 1, 2013 - September 30, 2013

02001119 Envelope 065001148

THE STAKY FOUNDATION
5310 S GENEVA ST
ENGLEWOOD CO 80111-6205

Your Advisor
COBIZ INVESTMENT MGMT LLC
1099 EIGHTEENTH ST, STE 3000
DENVER CO 80202
Phone: (303)291-4700

Brokerage 637-617504 THE STAKY FOUNDATION

Account Summary

Beginning value as of Sep 1	$740,128.92
Additions	4,330.00
Withdrawals	-26,500.00
Transaction costs, loads and fees	-36.04
Change in investment value	11,521.98
Ending value as of Sep 30	**$729,444.86**
Accrued Interest (AI)	$1,011.08
Change in AI from last statement	$160.10

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$2,445.32	$14,802.04
Interest	244.37	6,922.83
Total	**$2,689.69**	**$21,724.87**

Realized Gain/Loss from Sales

	This Period	Year to Date
Short-term loss	-$3,976.17	-$6,752.74
Long-term gain	$168.43	$34,225.65
Long-term loss	0.00	-2,390.13
Net long	**168.43**	**31,835.52**

Your Advisor is an independent organization and is not affiliated with Fidelity Investments. Brokerage services provided by Fidelity Brokerage Services LLC, Member NYSE, SIPC. 800-544-6666. Brokerage Accounts carried with National Financial Services LLC, Member NYSE, SIPC

Holdings (Symbol) as of September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013	Unrealized Gain (Loss) September 30, 2013
Stocks ***58% of holdings***						
ACCENTURE PLC CLS A USD0.0000225 (ACN)	43.000	$73.640	$2,729.04	$3,106.75	$3,166.52	$ 437.48
ENSCO PLC COM USD0.10 A (ESV)	33.000	53.750	1,911.30	1,833.48	1,773.75	- 137.55
EAI: $66.00, EY: 3.72%						
ALPS ETF TR ALERIAN MLP ETF (AMLP)	2,710.000	17.590	43,739.87	46,937.20	47,668.90	3,929.03

Brokerage 637-617504 THE STAKY FOUNDATION

Holdings (Symbol) as of September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013	Unrealized Gain (Loss) September 30, 2013
AT&T INC COM (T)	83.000	33.820	2,614.75	2,807.89	2,807.06	192.31
EAI: $149.40, EY: 6.32%						
ABBOTT LABORATORIES (ABT)	71.000	33.190	2,098.75	2,366.43	2,356.49	257.74
EAI: $39.76, EY: 1.69%						
AMPHENOL CORP CL A (APH)	33.000	77.380	1,793.28	2,500.41	2,553.54	760.26
EAI: $26.40, EY: 1.03%						
ANADARKO PETE CORP. (APC)	21.000	92.990	1,684.92	1,919.82	1,952.79	267.87
EAI: $15.12, EY: 0.77%						
APPLE INC (AAPL)	18.000	476.750	8,877.75	8,769.88	8,581.50	-296.25
EAI: $219.60, EY: 2.56%						
BB&T CORP DEP SHS REPSTG 1/1000TH PERP PFD SER E 5.625% 12/31/2049 (BBTPRE)	1,000.000	20.570	25,358.00	21,490.00	20,570.00	-4,788.00
BAXTER INTL INC (BAX)	24.000	65.690	1,463.10	1,669.44	1,576.56	113.46
EAI: $47.04, EY: 2.98%						
BEAM INC COM USD3.125 WI (BEAM)	26.000	64.650	1,573.07	1,628.90	1,680.90	107.83
EAI: $23.40, EY: 1.39%						
BLACKROCK INC (BLK)	9.000	270.620	2,246.19	2,342.88	2,435.58	189.39
EAI: $60.48, EY: 2.48%						
CIGNA CORP (CI)	29.000	76.860	2,066.71	2,282.01	2,228.94	162.23
CAPITAL ONE FINANCIAL CORP (COF)	28.000	68.740	1,668.55	1,807.40	1,924.72	256.17
EAI: $33.60, EY: 1.75%						
CHEVRON CORP NEW (CVX)	26.000	121.500	2,473.51	3,131.18	3,159.00	685.49
EAI: $104.00, EY: 3.29%						
CHURCH & DWIGHT INC (CHD)	40.000	60.050	1,898.73	2,374.00	2,402.00	503.27
EAI: $44.80, EY: 1.87%						
CISCO SYS INC (CSCO)	117.000	23.431	2,210.38	2,727.27	2,741.42	531.04
EAI: $79.56, EY: 2.90%						
COSTCO WHOLESALE CORP (COST)	24.000	115.170	1,953.20	2,684.88	2,764.08	810.88
EAI: $29.76, EY: 1.08%						
DICKS SPORTING GOODS INC (DKS)	47.000	53.380	1,794.47	2,181.27	2,508.86	714.39
EAI: $23.50, EY: 0.94%						
DISNEY WALT CO (DIS)	41.000	64.490	2,536.27	2,494.03	2,644.09	107.82
EAI: $30.75, EY: 1.16%						

Brokerage 637-617504 THE STAKY FOUNDATION

Holdings (Symbol) as of September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013	Unrealized Gain (Loss) September 30, 2013
DISCOVER FINL SVCS (DFS)	47.000	50.540	1,931.24	2,220.75	2,375.38	444.14
EAI: $37.60, EY: 1.58%						
ECOLAB INC (ECL)	33.000	98.760	1,866.47	3,014.55	3,259.08	1,392.61
EAI: $30.36, EY: 0.93%						
EMERSON ELECTRIC CO (EMR)	38.000	64.700	2,175.14	2,294.06	2,458.60	283.46
EAI: $62.32, EY: 2.53%						
FMC CORP NEW (FMC)	29.000	71.720	1,782.77	1,931.69	2,079.88	297.11
EAI: $15.66, EY: 0.75%						
F5 NETWORKS INC (FFIV)	25.000	85.808	2,280.47		2,145.20	- 135.27
FLOWSERVE CORP (FLS)	45.000	62.390	2,428.94	2,510.55	2,807.55	378.61
EAI: $25.20, EY: 0.90%						
GRAINGER W W INC (GWW)	9.000	261.710	1,803.34	2,226.15	2,355.39	552.05
EAI: $33.48, EY: 1.42%						
HONEYWELL INTL INC (HON)	28.000	83.040	1,668.07	2,227.96	2,325.12	657.05
EAI: $45.92, EY: 1.97%						
HORMEL FOODS CORP COM (HRL)	51.000	42.120	1,431.86	2,112.93	2,148.12	716.26
EAI: $34.68, EY: 1.61%						
JPMORGAN CHASE & CO (JPM)	71.000	51.690	2,896.28	3,587.63	3,669.99	773.71
EAI: $107.92, EY: 2.94%						
JOHNSON & JOHNSON (JNJ)	35.000	86.690	2,390.29	3,024.35	3,034.15	643.86
EAI: $92.40, EY: 3.05%						
ESTEE LAUDER COMPANIES INC CL A (EL)	48.000	69.900	2,541.20	3,137.28	3,355.20	814.00
EAI: $34.56, EY: 1.03%						
LOWES COMPANIES (LOW)	57.000	47.610	1,349.57	2,611.74	2,713.77	1,364.20
EAI: $41.04, EY: 1.51%						
MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970 (MRO)	68.000	34.880	2,195.60	2,341.24	2,371.84	176.24
EAI: $51.68, EY: 2.18%						
MASTERCARD INC CL A (MA)	5.000	672.780	2,202.19	3,030.40	3,363.90	1,161.71
EAI: $12.00, EY: 0.36%						
MATTEL INC (MAT)	53.000	41.880	2,438.04	2,146.50	2,219.64	- 218.40
EAI: $76.32, EY: 3.44%						
NIKE INC CLASS B (NKE)	48.000	72.640	2,231.60	3,015.36	3,486.72	1,255.12
EAI: $40.32, EY: 1.16%						

Brokerage 637-617504 THE STAKY FOUNDATION

Holdings (Symbol) as of September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013	Unrealized Gain (Loss) September 30, 2013
NOVO-NORDISK AS ADR EACH CNV INTO 1 CLASS B DKK1 (NVO)	11.000	169.220	1,387.99	1,836.34	1,861.42	473.43
EAI: $35.02, EY: 1.88%						
O REILLY AUTOMOTIVE INC NEW COM (ORLY)	29.000	127.590	1,904.60	3,558.59	3,700.11	1,795.51
OCEANEERING INTL INC (OII)	21.000	81.240	1,500.14	1,629.18	1,706.04	205.90
EAI: $18.48, EY: 1.08%						
ORACLE CORPORATION (ORCL)	66.000	33.170	2,223.38	2,102.76	2,189.22	-34.16
EAI: $31.68, EY: 1.45%						
PNC FINL SVCS GROUP INC DEP SHS REPSTG 1/4000TH PERP PFD SER Q 5.3750% (PNCPRQ)	1,000.000	21.890	25,248.00	21,840.00	21,890.00	-3,358.00
PEPSICO INC (PEP)	24.000	79.500	1,677.68	1,913.52	1,908.00	230.32
EAI: $54.48, EY: 2.86%						
PERRIGO CO (PRGO)	14.000	123.380	1,415.84	1,701.70	1,727.32	311.48
T ROWE PRICE GROUP INC (TROW)	33.000	71.930	1,998.56	2,314.62	2,373.69	375.13
EAI: $50.16, EY: 2.11%						
PRIVATEBANCORP INC SUB DEB 7.125% 10/30/2042 (PVTD)	1,000.000	24.560	25,640.00	25,010.00	24,560.00	-1,080.00
QUALCOMM INC (QCOM)	49.000	67.320	3,087.15	3,247.72	3,298.68	211.53
EAI: $68.60, EY: 2.08%						
SPDR SER TR S&P DIVID ETF (SDY)	1,107.000	68.940	60,570.94	74,069.37	76,316.58	15,745.64
SCHLUMBERGER LIMITED COM USD0.01 (SLB)	33.000	88.360	2,974.37	2,671.02	2,915.88	-58.49
EAI: $41.25, EY: 1.41%						
SVB CAP II GTD TR PFD SECS 7.00% 10/15/2033 (SIVBO)	500.000	26.074	12,553.00	12,680.00	13,037.00	484.00
TRAVELERS COS INC COM (TRV)	29.000	84.770	1,825.64	2,317.10	2,458.33	632.69
EAI: $58.00, EY: 2.36%						
UNION PACIFIC CORP (UNP)	21.000	155.340	2,184.70	3,224.34	3,262.14	1,077.44
EAI: $66.36, EY: 2.03%						
WATERS CORP (WAT)	29.000	106.210	2,844.88	2,866.65	3,080.09	235.21
WELLS FARGO & CO NEW (WFC)	57.000	41.320	1,617.47	2,341.56	2,355.24	737.77
EAI: $68.40, EY: 2.90%						
WISDOMTREE EQUITY INCOME FUND (DHS)	1,050.000	51.950	50,372.24	53,697.00	54,547.50	4,175.26
WISDOMTREE TR SMALLCAP DIVID FD (DES)	500.000	62.630	24,846.70	29,715.00	31,315.00	6,468.30

Brokerage 637-617504 THE STAKY FOUNDATION

Holdings (Symbol) as of September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013	Unrealized Gain (Loss) September 30, 2013
Subtotal of Stocks			**374,178.19**		**418,168.47**	**43,990.28**
Bonds *21% of holdings*						
ZIONS BANCORPORATION MTN 3.40000% 06/30/2014 FIXED COUPON S&P BBB- SEMIANNUALLY NEXT CALL DATE 12/30/2013 AI: $214.86 EAI: $850.00 CUSIP: 98970EBX6	25,000.000	99.875	25,103.20*B*	24,964.50	24,968.75	-134.45
MORGAN STANLEY D W DISC SRMTNS 3.00000% 08/30/2015 FLOATING COUPON MOODYS Baa1 S&P A- QUARTERLY CUSIP: 61746EF30	25,000.000	101.890	24,778.51*B*	25,485.75	25,472.50	693.99
LONG BEACH CALIF REDEV AGY REV BDS 05.83600% 08/01/2016 FIXED COUPON S&P BBB+ SEMIANNUALLY AI: $243.17 EAI: $1,459.00 CUSIP: 542430GD9	25,000.000	105.966	26,230.57*B*	26,424.75	26,491.50	260.93
SOUTHERN CO NOTE 01.95000% 09/01/2016 FIXED COUPON MOODYS Baa1; S&P A- SEMIANNUALLY MAKE WHOLE CALL AI: $40.62 EAI: $487.50 CUSIP: 842587CH8	25,000.000	101.926	25,446.00*B*	25,403.75	25,481.50	35.50

Fidelity INVESTMENTS

Investment Report

September 1, 2013 - September 30, 2013

Brokerage 637-617504 THE STAKY FOUNDATION

Holdings (Symbol) as of September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013	Unrealized Gain (Loss) September 30, 2013
WALNUT CALIF ENERGY CTR AUTH REV REV REF 04.65000% 01/01/2018 FIXED COUPON MOODYS A2 S&P A+ SEMIANNUALLY MAKE WHOLE CALL AI: $290.62 EAI: $1,162.50 CUSIP: 93265PBQ1	25,000.000	104.930	26,907.60*B*	26,009.00	26,232.50	- 675.10
OHIO ST HIGHER EDL FAC COMMN REV 03.54900% 01/01/2020 FIXED COUPON MOODYS Aa2 S&P AA- SEMIANNUALLY EXTRAORDINARY CALL MAKE WHOLE CALL AI: $221.81 EAI: $887.24 CUSIP: 67756A2M3	25,000.000	104.394	26,525.32*B*	25,788.50	26,098.50	- 426.82
Subtotal of Bonds			**154,991.20**		**154,745.25**	**-245.95**
Mutual Funds ***12% of holdings***						
OPPENHEIMER SENIOR FLOATING RATE CL Y (OOSYX) EAI: $1,542.34, EY: 5.17%	3,579.952	8.340	30,030.00	29,892.59	29,856.79	- 173.21
T ROWE PRICE HIGH YIELD BOND (PRHYX) EAI: $3,784.18, EY: 6.41%	8,427.903	7.010	55,060.00	58,658.20	59,079.60	4,019.60
Subtotal of Mutual Funds			**85,090.00**		**88,936.39**	**3,846.39**
Core Account ***9% of holdings***						
CASH	67,594.750	1.000	not applicable	66,202.18	67,594.75	not applicable

Brokerage 637-617504 THE STAKY FOUNDATION

Holdings (Symbol) as of September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013	Unrealized Gain (Loss) September 30, 2013
Subtotal of Core Account					**67,594.75**	
Total			**$ 614,259.39**		**$729,444.86**	**$ 47,590.72**

All positions held in cash account unless indicated otherwise.

B - See Additional Information and Endnotes for important information about the adjusted cost basis information provided.

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments. See last page of statement for details. Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.

-- not available

***AI (Accrued Interest)** - Presented for domestic fixed income securities and represents interest accumulated since the last coupon date, but not yet paid by the issuer or received by NFS. AI is calculated for the following securities: fixed rate bonds and Certificates of Deposit (CDs).* **There is no guarantee that AI will be paid by the issuer.** *AI for treasury and GNMA securities, however, is backed by the full faith and credit of the United States Government. AI totals represent accruals for only those securities with listed AI in the Holdings section of this statement. Please refer to the Help/Glossary section of Fidelity.com for additional information.*

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

Brokerage 637-617504 THE STAKY FOUNDATION

Estimated Cash Flow rolling as of September 30, 2013

The table below presents the estimated monthly interest and dividend income and return of principal that your current holdings may generate over the next rolling 12 months. The cash flows displayed are estimates provided for informational purposes only and there is no guarantee that you will actually receive any of the amounts displayed. These estimates should not be relied upon for making investment, trading or tax decisions. The estimates for fixed rate domestic bond and CD income are calculated using the security's coupon rate. The estimates for domestic common stock and mutual fund income are calculated using an indicated annual dividend (IAD). The IAD is an estimate of a security's dividend payments for the next 12 months calculated based on prior and/or declared dividends for that security. IADs are sourced from third party vendors believed to be reliable, but no assurance can be made as to accuracy. There are circumstances in which these estimates will not be presented for a specific security you hold. **Please refer to Help/Glossary on Fidelity.com for additional information on these calculations.**

Month	Bond & CD Income	Bond & CD Principal	Stock Income	Mutual Fund Income	Total Estimated Cash Flow
Oct 2013	--	--	$137	$444	$581
Nov 2013	--	--	$148	$444	$592
Dec 2013	$425	--	$298	$444	$1,167
Jan 2014	$1,025	--	$133	$444	$1,602
Feb 2014	$730	--	$140	$444	$1,314
Mar 2014	$244	--	$263	$444	$951
Apr 2014	--	--	$155	$444	$599
May 2014	--	--	$149	$444	$593
Jun 2014	$425	$25,000	$263	$444	$26,132
Jul 2014	$1,025	--	$120	$444	$1,589
Aug 2014	$730	--	$157	$444	$1,331
Sep 2014	$244	--	$263	$444	$951
Total	**$4,848**	**$25,000**	**$2,226**	**$5,328**	**$37,402**

-- not available

Bond & CD Income *includes interest payments for fixed rate bonds and Certificates of Deposit (CDs).*
Bond & CD Principal *includes maturing principal payments for CDs and the following bonds. fixed rate, floating rate, variable rate, discount, and zero coupon*
Stock Income *includes estimated dividend payments for common stock, ADR's, and REITs.*
Mutual Fund Income *includes estimated dividend payments for Fidelity and non-Fidelity mutual funds.*

The table above does not include cash flow from the following securities: *preferred stocks, international stocks, exchange trade products (ETF's & ETN's), UITs, variable rate bonds, and international bonds, but may be included in future enhancements*

Transaction Details

(for holdings with activity this period)

Brokerage 637-617504 THE STAKY FOUNDATION

Brokerage Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Cost Basis of Close	Transaction Amount
8/30	OPPENHEIMER SENIOR FLOATING RATE CL Y	Dividend received				$134.88
8/30	T ROWE PRICE HIGH YIELD BOND	Dividend received				328.78
9/01	GRAINGER W W INC	Dividend received				8.37
9/01	PNC FINL SVCS GROUP INC DEP SHS REPSTG 1/4000TH PERP PFD SER Q 5.3750%	Dividend received				335.94
9/01	SOUTHERN CO NOTE 01.95000% 09/01/2016 MAKE WHOLE	Interest				243.75
9/01	WELLS FARGO & CO NEW	Dividend received				17.10
9/03	BB&T CORP DEP SHS REPSTG 1/1000TH PERP PFD SER E 5.625% 12/31/2049	Dividend received				351.56
9/03	BEAM INC COM USD3.125 WI	Dividend received				5.85
9/03	CHURCH & DWIGHT INC	Dividend received				11.20
9/10	CHEVRON CORP NEW	Dividend received				26.00
9/10	EMERSON ELECTRIC CO	Dividend received				15.58
9/10	HONEYWELL INTL INC	Dividend received				11.48
9/10	INTL BUSINESS MACH	Dividend received				10.45
9/10	JOHNSON & JOHNSON	Dividend received				23.10
9/10	MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970	Dividend received				12.92
9/10	ZIONS BANCORPORATION DEP SHS REPSTG 1/40TH INT SH SER H PERP PFD STK 5 75% 12/31/2049 TRD EXECUTED BY SNCM	You sold Transaction cost: -$20.00 *Short-term loss: $3,976.17* *refer to confirm for Lot detail*	-1,000.000	$21.06420	$25,020.00s	21,043.83

Brokerage 637-617504 THE STAKY FOUNDATION
Transaction Details

Brokerage Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Cost Basis of Close	Transaction Amount
9/15	ZIONS BANCORPORATION DEP SHS REPSTG 1/40TH INT SH SER H PERP PFD STK 5.75% 12/31/2049	Dividend received				359.38
9/16	ESTEE LAUDER COMPANIES INC CL A	Dividend received				8.64
9/17	PERRIGO CO	Dividend received				1.26
9/18	F5 NETWORKS INC CROSS TRADE EXEC ON MULT EXCHG DETAILS ON REQUEST AVERAGE PRICE TRADE DETAILS ON REQUEST	You bought Transaction cost: -$8.00	25.000	90.89870		-2,280.47
9/18	INTL BUSINESS MACH EXEC ON MULT EXCHG DETAILS ON REQUEST AVERAGE PRICE TRADE DETAILS ON REQUEST	You sold Transaction cost: -$8.04 *Long-term gain: $168.43 refer to confirm for Lot detail*	-11.000	192.50570	1,941.09s	2,109.52
9/20	ENSCO PLC COM USD0.10 A	Dividend received				16.50
9/20	MATTEL INC	Dividend received				19.08
9/20	OCEANEERING INTL INC	Dividend received				4.62
9/23	BLACKROCK INC	Dividend received				15.12
9/25	ANADARKO PETE CORP	Dividend received				3.78
9/25	QUALCOMM INC	Dividend received				17.15
9/27	DICKS SPORTING GOODS INC	Dividend received				5.88
9/27	T ROWE PRICE GROUP INC	Dividend received				12.54
9/27	WISDOMTREE EQUITY INCOME FUND	Dividend received				147.00
9/27	WISDOMTREE TR SMALLCAP DIVID FD	Dividend received				67.50
9/30	CASH	Interest earned				0.62

Brokerage 637-617504 THE STAKY FOUNDATION
Transaction Details

Brokerage Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Cost Basis of Close	Transaction Amount
9/30	PEPSICO INC	Dividend received				13.62
9/30	SPDR SER TR S&P DIVID ETF	Dividend received				445.54
9/30	TRAVELERS COS INC COM	Dividend received				14.50

s - Cost basis and gain/loss reporting for this security are based on Specific Share identification.
Cost basis and gain/loss information is provided as a service to our customers and is based on standards for filing US Federal Tax Returns as determined by Fidelity. This information is not intended to address tax law or reporting requirements applicable in your country of tax residence.

Trades Pending Settlement on September 30, 2013

Trade Date	Settlement Date	Security	Description	Quantity	Price per Unit	Settlement Amount
9/26	10/01	YAHOO INC CROSS TRADE EXEC ON MULT-EXCHG DETAILS ON REQUEST AVERAGE PRICE TRADE DETAILS ON REQUEST (YHOO)	Bought	62.000	$32.54450	-$2,025.71

Core Account - *Cash*

Description	Amount	Balance	Description	Amount	Balance
Beginning		$66,202.18	Income	2,689.07	
Securities bought	-$2,280.47		Deposits	4,330.00	
Securities sold	23,153.35		Checking activity	-26,500.00	
Core account income	0.62		Ending		$67,594.75

Deposits (1)

Date	Description	Amount	Date	Description	Amount	Date	Description	Amount
9/10	DEPOSIT RECEIVED	$4,330.00	**Total**		**$4,330.00**			

Checking Activity (12)

Check #	Date	Code	Description	Amount	Check #	Date	Code	Description	Amount
1047	9/20		The Challenge Foundation	-$10,000.00	1052	9/18		Brents Place	-1,500.00
1048	9/20		His Love Fellowship	-2,000.00	1053	9/16		Denver Rescue Mission	-1,500.00
1050*	9/13		Food Bank Or The Rockies	-1,500.00	1054	9/25		Craig Hospital Foundation	-1,000.00
1051	9/16		Girls Inc Of Metro Denver	-1,500.00	1055	9/18		Cherry Creek Presbyterian Ch	-2,000.00

Brokerage 637-617504 THE STAKY FOUNDATION

Transaction Details

Checking Activity (12)

Check #	Date	Code	Description	Amount	Check #	Date	Code	Description	Amount
1056	9/16		Providence Network	-1,500.00	1059	9/26		The Delores Project	-1,500.00
1057	9/13		Quiet Waters Ministries	-1,000.00	**Total**				**-$26,500.00**
1058	9/20		Step 13	-1,500.00					

* Check number has been skipped.

Daily Additions and Subtractions *Cash @ $1 per share (the following is provided to you in accordance with industry regulations)*

Date	Amount	Balance	Date	Amount	Balance	Date	Amount	Balance
9/03	$1,437.43	$67,639.61	9/17	1.26	86,482.25	9/25	-979.07	68,387.55
9/10	25,473.36	93,112.97	9/18	-3,670.95	82,811.30	9/26	-1,500.00	66,887.55
9/13	-2,500.00	90,612.97	9/20	-13,459.80	69,351.50	9/27	232.92	67,120.47
9/16	-4,131.98	86,480.99	9/23	15.12	69,366.62	9/30	474.28	67,594.75

Additional Information About Your Investment Report

Order Flow Practices: As the introducing broker for your account, FBS routes your orders to our clearing firm affiliate, National Financial Services ("NFS"). In deciding where to send orders received for execution, NFS looks at a number of factors, such as size of the order, trading characteristics of the security, favorable execution prices (including the opportunity for price improvement), access to reliable market data, availability of efficient automated transaction processing and execution cost. Some market centers or broker-dealers may execute orders at prices superior to the publicly quoted market. NFS's order routing policies are designed to result in transaction processing that is favorable to its customers. Where a customer directs the market center to which an order is routed, FBS or NFS will route the order to such market center in accordance with the customer's instructions without regard to its general order-routing practices.

FBS and/or NFS receives remuneration, compensation, or other consideration for directing customer orders to certain market centers. Such consideration may take the form of financial credits, monetary payments, rebates, volume discounts or reciprocal business. The details of any credit, payment, rebate or other form of compensation received in connection with the routing of a particular order will be provided upon your request. NFS may execute certain transactions as principal. In addition, from time to time, Fidelity may provide aggregated trade execution data to customers and prospective customers.

Additional Information About Your Investment Report

Order Routing Disclosure: Quarterly reports: Quarterly information regarding the routing of orders by NFS in listed equity securities and listed options is available online at Fidelity.com. The reports are formatted in accordance with Securities and Exchange Commission requirements. Investor Inquiry: You can request your specific order routing and execution information for the preceding six months. This information will include the identity of the marketplace where your orders were routed for execution, whether the orders were directed or non-directed, and, if executed, the time of the execution. You may contact Fidelity for additional details on the information that is available.

FINRA BrokerCheck: As part of the Financial Industry Regulatory Authority (FINRA) BrokerCheck program, you have access to the FINRA BrokerCheck hotline at 800-289-9999 and FINRA Web site at www.finra.org. You can call or e-mail your inquiries and request a brochure that includes information detailing the BrokerCheck program. 445123.12.46

▶ *Fidelity is required by the Securities Exchange Act of 1934 to provide certain financial information from the Statement of Financial Condition of National Financial Services LLC (NFS). At July 31, 2013, NFS, an affiliate of Fidelity Brokerage Services LLC, had net capital of $2,512 million, which was 12.45% of aggregate debit items and exceeded its minimum requirement by $2,108 million. To acquire the Statement of Financial Condition of National Financial Services LLC (NFS), log on to Fidelity.com. If you wish to obtain a copy of this document at no cost, or have any questions regarding its contents, please call Fidelity at 800-544-6666. 645031.2.0*

▶ *In accordance with the terms of the customer agreement applicable to your account with Fidelity, Fidelity is modifying the section of your Agreement regarding debits to your account/payment of items, to add the following: If a check issued to you from your account remains uncashed and outstanding for at least six months, you authorize and instruct Fidelity to cancel the check and return the underlying proceeds to you by depositing the proceeds into your account's core position. 659063.1.98*