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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation The Hugh & Michelle Harvey Family Foundation		A Employer identification number 26-3640406	
Number and street (or P O box number if mail is not delivered to street address) 1600 Stout Street No 1800		B Telephone number (see instructions) (303) 993-5385	
City or town, state or province, country, and ZIP or foreign postal code Denver, CO 80202		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) ☐ \$ 28,898,180		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	1,301,092	1,337,469		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-20,373			
	b Gross sales price for all assets on line 6a 5,726,095				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	1,280,719	1,337,469		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	29,171	0		0
	c Other professional fees (attach schedule)	73,200	1,440		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	23,200	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	4,200	0		0
	21 Travel, conferences, and meetings	2,409	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	72,454	62,256		0
	24 Total operating and administrative expenses. Add lines 13 through 23	204,634	63,696		0
	25 Contributions, gifts, grants paid	1,170,780			1,170,780
	26 Total expenses and disbursements. Add lines 24 and 25	1,375,414	63,696		1,170,780
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-94,695			
	b Net investment income (if negative, enter -0-)		1,273,773		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	70,390	18,062	18,062
	2	Savings and temporary cash investments	3,952,318	4,693,440	4,693,440
	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			
	10a	Investments—U S and state government obligations (attach schedule)	11,277,380	 9,591,517	9,591,517
	b	Investments—corporate stock (attach schedule)	518,840	 404,100	404,100
	c	Investments—corporate bonds (attach schedule).	12,757,473	 13,199,281	13,199,281
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	595,799	 683,604	683,604
	14	Land, buildings, and equipment basis ▶ _____ 6,000 Less accumulated depreciation (attach schedule) ▶ 6,000			
Liabilities	15	Other assets (describe ▶ _____)	 204,839	 308,176	 308,176
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	29,377,039	28,898,180	28,898,180
	17	Accounts payable and accrued expenses	29,417	125,248	
	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 ▶ _____)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	29,417	125,248	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	29,347,622	28,772,932	
	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			
	30	Total net assets or fund balances (see page 17 of the instructions)	29,347,622	28,772,932	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	29,377,039	28,898,180	

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	29,347,622
2	Enter amount from Part I, line 27a	2	-94,695
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	29,252,927
5	Decreases not included in line 2 (itemize) ▶ 	5	479,995
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,772,932

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	See Additional Data Table		
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	-20,373
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	12,164,727	31,435,652	0 386972
2011	563,734	28,153,897	0 020023
2010	252,722	27,757,081	0 009105
2009	9,777,915	28,189,936	0 346858
2008	0	21,116,752	0 000000

2	Total of line 1, column (d).	2	0 762958
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 152592
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	28,392,898
5	Multiply line 4 by line 3.	5	4,332,529
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,738
7	Add lines 5 and 6.	7	4,345,267
8	Enter qualifying distributions from Part XII, line 4. 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	8	1,170,780

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	25,475
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	25,475
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	25,475
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	37,087
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	37,087
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	11,612
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 11,612 Refunded	11	0

Part VII-A Statements Regarding Activities			
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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Ondrish Associates PC Telephone no ▶(303) 298-7262 Located at ▶1600 Stout Street Suite 1800 Denver CO ZIP +4 ▶80202			
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		
16	At any time during calendar year 2013, 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	Yes	No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2013?.	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	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	No
	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	

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
Michelle M Harvey 1600 Stout Street Suite 1800 Denver,CO 80202	President, Director 1 00	0	0	0
Hugh E Harvey Jr 1600 Stout Street Suite 1800 Denver,CO 80202	Secretary, Treasurer, Dire 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Peter Konrad 2965 Akron Court Denver,CO 80238	Non-Profit Consulting	72,000
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	
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	
2	
All other program-related investments. See page 24 of the 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	25,929,864
b	Average of monthly cash balances.	1b	2,895,413
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	28,825,277
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	28,825,277
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	432,379
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,392,898
6	Minimum investment return. Enter 5% of line 5.	6	1,419,645

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	1,419,645
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	25,475
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	25,475
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,394,170
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,394,170
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	1,394,170

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	1,170,780
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	1,170,780
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	1,170,780
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,394,170
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	6,277,638			
c From 2010.				
d From 2011.				
e From 2012.	10,824,680			
f Total of lines 3a through e.	17,102,318			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,170,780				
a Applied to 2012, 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 2013 distributable amount.				1,170,780
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	223,390			223,390
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,878,928			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	16,878,928			
10 Analysis of line 9				
a Excess from 2009. . . .	6,054,248			
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .	10,824,680			
e Excess from 2013. . . .				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

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

2

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

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

a

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

Peter Konrad
2965 Akron Court
Denver, CO 80238
(303) 993-5385

b

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

Applications should be submitted in writing to the foundation's mailing address. Applications should include requestor's name, the amount requested, all contact information, and any other information the requestor believes is warranted

c

Any submission deadlines

There are no submission deadlines

d

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

There are no restrictions or limitations on awards

Form 990-PF (2013)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,170,780
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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

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

2014-08-13

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes

☐ No

Paid Preparer Use Only

Print/Type preparer's name Frank J Ondrish	Preparer's Signature	Date 2014-08-13	Check if self-employed ☐	PTIN P00650578
Firm's name	Ondrish & Associates PC		Firm's EIN	
Firm's address	1600 Stout St Ste 1800 Denver, CO 80202		Phone no (303) 298-7262	

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5000 units 130668940-California Loc Gov F		2013-11-05	2013-12-02
5000 units 130668AU0-California St Loc G		2013-02-21	2013-11-05
25000 units 130685G46-California St Pub Wk		2011-02-28	2013-11-01
5000 units 20613EBB1-Concord Calif JT Pwr		2012-04-09	2013-08-01
5000 units 236482AC9-Danville Calif Fing		2011-05-25	2013-08-01
5000 units 54438EJW9-Los Angeles Calif Cm		2012-08-17	2013-09-03
5000 units 54438EJW9-Los Angeles Calif Cm		2012-08-17	2013-09-03
5000 units 69440PAA5-Pacific HSG & Fin Ag		2012-02-27	2013-09-03
5000 units 83789PBH9-South Gate Calif CTF		2012-08-03	2013-09-03
50000 units 90565LDD0-Union City Calif Cmn		2012-10-01	2013-10-01
140000 units 02003MBQ6-Allstate Life Global		2009-02-05	2013-04-30
200000 units 02406PAF7-Amer Axle & MFG Sr U		2010-10-19	2013-03-15
150000 units 0258M0CW7-Amer Express Cr Ser		2009-01-06	2013-05-02
100000 units 032166AQ3-AmSouth Bank NA Sub		2010-10-14	2013-04-01
250000 units 06051GDW6-Bank of America Crp		2012-02-10	2013-05-01
180000 units 05565QBF4-BP Capital PLC 5 25%		2009-01-07	2013-11-07
100000 units 14043CAB9-Capital One Cap Juni		2011-01-31	2013-01-02
200000 units 147446AP3-Case New Holland Ser		2010-07-12	2013-09-03
180000 units 191219BT0-Coca-Cola Enterprise		2009-02-10	2013-04-05
180000 units 26442CAF1-Duke Energy Car 5 75		2009-02-11	2013-11-15
215000 units 285661AD6-Elec Data System 6 0		2009-06-01	2013-08-01
500000 units 313371UC8-Federal Home Loan Ba		2011-12-19	2013-12-27
755000 units 3133XX7F8-Federal Home Loan Ba		2012-04-27	2013-03-20
500000 units 3133XSAE8-FHLB 3 625% due 10/1		2011-12-16	2013-10-18
100000 units 345397TZ6-Ford Motor Credit UN		2010-10-14	2013-10-01
100000 units 345397TZ6-Ford Motor Credit UN		2013-10-01	2010-10-14
180000 units 373334JM4-Georgia Power 6 0% d		2008-12-24	2013-11-01
290000 units 38141GDB7-Goldman Sachs CP 5 2		2009-01-09	2013-04-01
85000 units 38141GDB7-Goldman Sachs CP 5 2		2009-03-10	2013-04-01
250000 units 38141GDB7-Goldman Sachs GP 5 2		2012-02-10	2013-04-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
500000 units 59156RAG3-Metlife Inc Sr Uns G		2012-02-10	2013-11-24
280000 units 74254PYE6-Principal Life MTn 5		2009-01-14	2013-04-24
4000 units 225448208-Credit Suisse 7 9% P		2010-03-05	2013-03-28
Capital Gains Dividends	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,000		4,999	1
5,020		5,020	0
25,000		25,037	-37
5,000		5,513	-513
5,000		4,945	55
5,000		5,113	-113
5,000		5,113	-113
5,000		4,958	42
5,000		4,980	20
50,000		50,001	-1
140,000		139,314	686
205,250		201,600	3,650
150,000		148,785	1,215
100,000		102,000	-2,000
250,000		250,000	0
180,000		192,150	-12,150
100,000		108,198	-8,198
200,000		207,000	-7,000
191,014		203,832	-12,818
180,000		195,570	-15,570
215,000		233,232	-18,232
500,000		500,000	0
755,000		755,000	0
500,000		500,000	0
100,000		109,300	-9,300
100,000		102,000	-2,000
180,000		189,990	-9,990
290,000		280,633	9,367
85,000		78,948	6,052
250,000		250,000	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
500,000		500,000	0
280,000		275,772	4,228
100,000		107,465	-7,465
59,811			59,811

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1
			0
			-37
			-513
			55
			-113
			-113
			42
			20
			-1
			686
			3,650
			1,215
			-2,000
			0
			-12,150
			-8,198
			-7,000
			-12,818
			-15,570
			-18,232
			0
			0
			0
			-9,300
			-2,000
			-9,990
			9,367
			6,052
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			0
			4,228
			-7,465
			59,811

Form 990PF Part XV Line 1a - 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).

Michelle M Harvey
Hugh E Harvey Jr

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Bridges to Prosperity 3525 Walnut Street Denver, CO 80205	N/A	Other Public Charity	Charitable Contribution	15,000
Bicycle Colorado 1525 Market Street Suite 100 Denver, CO 80202	N/A	Other Public Charity	Charitable Contribution	10,000
Big Brothers Big Sisters 1391 North Speer Blvd Suite 450 Denver, CO 80204	N/A	Other Public Charity	Charitable Contribution	10,000
Colorado College 14 East Cache la Poudre Colorado Springs, CO 80903	N/A	Other Public Charity	Charitable Contribution	20,000
Colorado Mining Association Education Foundation 216 16th Street Suite 1250 Denver, CO 80202	N/A	Other Public Charity	Charitable ContributionCharitable ContributionCharitable Contribution	5,000
Davis Phinney Foundation 1722 14th Street Suite 150 Boulder, CO 80302	N/A	Other Public Charity	Charitable Contribution	10,000
Dare Association 50 Belvedere Avenue Point Richmand, CA 94801	N/A	Other Public Charity	Charitable Contribution	10,000
Denver Museum of Nature & Science 2001 Colorado Blvd Denver, CO 80205	N/A	Other Public Charity	Charitable Contribution	220,000
Denver Scholarship Fund 303 E 17th Ave Suite 200 Denver, CO 80203	N/A	Other Public Charity	Charitable Contribution	100,000
Denver School of Science & Tech 2000 Valentia St Denver, CO 80238	N/A	Other Public Charity	Charitable Contribution	175,000
Friends First Inc PO Box 270302 Littleton, CO 80127	N/A	Other Public Charity	Charitable Contribution	15,000
Fat City Farmers PO Box 995 Basalt, CO 81621	N/A	Other Public Charity	Charitable Contribution	6,500
Friendship Bridge 405 Urban Street Suite 140 Lakewood, CO 80228	N/A	Other Public Charity	Charitable Contribution	17,000
Good Seed Garden 745 Sebree Place Carbondale, CO 81623	N/A	Other Public Charity	Charitable Contribution	3,500
Harlem Children's Zone 35 East 125th Street New York, NY 10035	N/A	Other Public Charity	Charitable Contribution	15,000
Total			3a	1,170,780

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Open World Learning 360 Acoma Suite 102 Denver, CO 80223	N/A	Other Public Charity	Charitable Contribution	156,000
Peruvian Hearts 24918 Genesee Trail Road Golden, CO 80401	N/A	Other Public Charity	Charitable Contribution	12,800
Kolunga Village Foundation PO Box 2 Yorkville, CA 95494	N/A	Other Public Charity	Charitable Contribution	28,000
Starfish One by One 33424 Deep Forest Road Evergreen, CO 80439	N/A	Other Public Charity	Charitable Contribution	35,000
Teach for America 1391 Speer Boulevard Suite 710 Denver, CO 80204	N/A	Other Public Charity	Charitable Contribution	175,000
University of Colorado 1250 14th Street Denver, CO 80202	N/A	Other Public Charity	Charitable Contribution	7,500
World Bicycle Relief 1333 N Kingsbury Ave 4th Floor Chicago, IL 60622	N/A	Other Public Charity	Charitable Contribution	24,580
Walking Mountain Science Center 318 Walking Mountain Lane Avon, CO 81620	N/A	Other Public Charity	Charitable Contribution	50,000
Peace and Hope 3400 Park Avenue South Minneapolis, MN 55407	N/A	Other Public Charity	Charitable Contribution	20,000
Phamaly Theater Company PO Box 44216 Denver, CO 80201	N/A	Other Public Charity	Charitable Contribution	19,900
Project Angel Heart 4950 Washington Street Denver, CO 80216	N/A	Other Public Charity	Charitable Contribution	10,000
Total  3a				1,170,780

TY 2013 Accounting Fees Schedule

Name: The Hugh & Michelle Harvey Family Foundation

EIN: 26-3640406

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting & Tax	29,171	0		0

TY 2013 Investments Corporate

Bonds Schedule

Name: The Hugh & Michelle Harvey Family Foundation

EIN: 26-3640406

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Countrywide Capital IV	179,208	179,208
GMAC Capital Trust 1	292,937	292,937
Wells Fargo & Company	111,500	111,500
JPMorgan High Yield Bond Fund	2,307,244	2,307,244
Macys Retain Hldgs Inc	102,676	102,676
Echostar DBS Corp	104,000	104,000
Sprint Nextel Corp	218,250	218,250
JPMorgan Chase & Co	110,250	110,250
Bank of America Corp	110,800	110,800
PNC Financial Services	130,063	130,063
Nucor Corp	169,947	169,947
Ace Ina Holdings	176,554	176,554
Baxter International Inc	100,549	100,549
Berkshire Hathaway Fin	207,041	207,041
CME Group Inc	115,674	115,674
Dell Inc	102,125	102,125
E.I. Dupont DE Nemours	174,139	174,139
EOG Resources Inc	171,572	171,572
General Elec Cap Corp	637,056	637,056
Goldman Sachs Group Inc	973,953	973,953
Honeywell International	180,731	180,731
Oracle Corp	208,003	208,003
Paccar Inc	151,089	151,089
Praxair Inc	151,445	151,445
Southern Calif Gas Co	181,742	181,742
State Street Corp	182,891	182,891
Travelers Cos Inc	207,351	207,351
Wachovia Corporation	287,613	287,613
Kimberly Clark Corp	175,818	175,818
BHP Billion Fin USA Ltd	151,778	151,778
Diageo Capital PLC	170,370	170,370
Shell International Fin	181,413	181,413
Bank of Amer Crp Ser L Sr Uns	529,730	529,730
Hewlett-Pack Co Sr Uns Global	252,117	252,117
Veolia Environnement	340,560	340,560
JPMorgan Chase & Co	95,625	95,625
American Intl Group	1,071,040	1,071,040
Hewlett-Packard Co	817,608	817,608
General Elec Cap Corp	432,284	432,284
JPMorgan Chase & Co	514,995	514,995
JPMorgan Chase & Co	419,540	419,540

**TY 2013 Investments Corporate
Stock Schedule****Name:** The Hugh & Michelle Harvey Family Foundation**EIN:** 26-3640406

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Barclays Bank	96,560	96,560
DB Cont Cap Trust III	103,840	103,840
HSBC Holdings PLC	102,500	102,500
Partnerre LDT	101,200	101,200

TY 2013 Investments Government Obligations Schedule

Name: The Hugh & Michelle Harvey Family Foundation

EIN: 26-3640406

**US Government Securities - End of
Year Book Value:**

0

**US Government Securities - End of
Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:**

9,591,517

**State & Local Government
Securities - End of Year Fair
Market Value:**

9,591,517

TY 2013 Investments - Other Schedule

Name: The Hugh & Michelle Harvey Family Foundation

EIN: 26-3640406

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Morgan Stanley Real Estate Fund VII Offshore Investors Global LP	FMV	683,604	683,604

TY 2013 Other Assets Schedule**Name:** The Hugh & Michelle Harvey Family Foundation**EIN:** 26-3640406

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Interest/Dividends Receivable	200,424	304,656	304,656
Prepaid Expense	3,520	3,520	3,520
Other	895		

TY 2013 Other Decreases Schedule

Name: The Hugh & Michelle Harvey Family Foundation

EIN: 26-3640406

Description	Amount
Unrealized Gain/Loss	479,995

TY 2013 Other Expenses Schedule**Name:** The Hugh & Michelle Harvey Family Foundation**EIN:** 26-3640406

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Postage and Supplies	480	0		0
Meals and Entertainment	4,472	0		0
Bank Charges	59	0		0
Commissions and Other Investment Fees	62,256	62,256		0
Business Registration	4,125	0		0
Other	1,062	0		0

TY 2013 Other Professional Fees Schedule

Name: The Hugh & Michelle Harvey Family Foundation

EIN: 26-3640406

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other Professional Fees	73,200	1,440		0

TY 2013 Taxes Schedule

Name: The Hugh & Michelle Harvey Family Foundation

EIN: 26-3640406

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	23,200	0		0