Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **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
LUSKEY FAMILY FOUNDATION
C/O HARPER HOFER & ASSOC LLC

A Employer identification number
31-6652919

Number and street (or P O box number if mail is not delivered to street address)
1580 LINCOLN STREET
ROOM/SUITE 1100

Room/suite

B Telephone number (see instructions)
(303) 486-0004

City or town, state or province, country, and ZIP or foreign postal code
DENVER, CO 80203

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 ☑ 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)* ▶$ 698,303

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	15,050	15,050		
	4	Dividends and interest from securities	2,191	2,191		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	31,722			
	b	Gross sales price for all assets on line 6a 970,007				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	30,303	30,303		
	12	**Total.** Add lines 1 through 11	79,266	47,544		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,000	2,000		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,000	2,000		0
	25	Contributions, gifts, grants paid	65,000			65,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	67,000	2,000		65,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	12,266			
	b	**Net investment income** (if negative, enter -0-)		45,544		
	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	168,911	318,059	318,059
	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 (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)			
	b	Investments—corporate stock (attach schedule)	25,000	25,000	26,940
	c	Investments—corporate bonds (attach schedule)	373,490	349,214	334,669
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	142,857	40,494	18,635
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	710,258	732,767	698,303
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	710,258	732,767	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	710,258	732,767	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	710,258	732,767	

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	710,258
2	Enter amount from Part I, line 27a	2	12,266
3	Other increases not included in line 2 (itemize) ▶	3	10,243
4	Add lines 1, 2, and 3	4	732,767
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	732,767

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				

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

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

	(i) 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				

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) (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	14,900	621,756	0 023964
2011	101,744	365,380	0 278461
2010	80,088	363,754	0 220171
2009	77,745	391,049	0 198811
2008	142,761	638,066	0 223740

2	**Total** of line 1, column (d).	2	0 945147
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 189029
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	684,886
5	Multiply line 4 by line 3.	5	129,463
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	455
7	Add lines 5 and 6.	7	129,918
8	Enter qualifying distributions from Part XII, line 4.	8	65,000

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 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	911
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	911
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	911
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	492		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,020		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,512
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	601
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 601 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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		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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO, WY			
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	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	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 ▶MATTHEW BUCHSBUAM Telephone no ▶(212) 721-5752

Located at ▶11 MADISON AVENUE 7TH FLOOR NEW YORK NY ZIP+4 ▶10010

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 |

			Yes	No
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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	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 2013?	1c		
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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
RANDOLPH K LUSKEY C/O 1580 LINCOLN ST SUITE 1100 DENVER, CO 802031530	TRUSTEE 10 00	0	0	0
NICOLE C LUSKEY C/O 1580 LINCOLN ST SUITE 1100 DENVER, CO 802031530	TRUSTEE 10 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. . . ▶

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

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

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

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

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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	577,650
b	Average of monthly cash balances	1b	117,666
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	695,316
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	695,316
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,430
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	684,886
6	**Minimum investment return.** Enter 5% of line 5	6	34,244

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	34,244
2a	Tax on investment income for 2013 from Part VI, line 5	2a	911		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	911
3	Distributable amount before adjustments Subtract line 2c from line 1			3	33,333
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	33,333
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	33,333

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	65,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	65,000
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	65,000

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				33,333
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 110,953				
b From 2009. 58,445				
c From 2010. 62,340				
d From 2011. 85,337				
e From 2012.				
f **Total** of lines 3a through e.	317,075			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 65,000				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				33,333
e Remaining amount distributed out of corpus	31,667			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	348,742			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	110,953			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	237,789			
10 Analysis of line 9				
a Excess from 2009. . . . 58,445				
b Excess from 2010. . . . 62,340				
c Excess from 2011. . . . 85,337				
d Excess from 2012. . . .				
e Excess from 2013. . . . 31,667				

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)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

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 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* See Additional Data Table				
Total . . . . ▶ **3a**				65,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	15,050	
4 Dividends and interest from securities			14	2,191	
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					31,722
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a CREDIT SUISSE GROUP					30,156
b OTHER INCOME					147
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				17,241	62,025

13 **Total.** Add line 12, columns (b), (d), and (e) 13 79,266

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		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

******	2014-08-11	******
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	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
PRESTON L HOFER CPA		2014-11-17		P00220960
Firm's name ▶ HARPER HOFER & ASSOCIATES LLC			Firm's EIN ▶ 20-1605886	
Firm's address ▶ 1580 LINCOLN ST STE 1100 DENVER, CO 802031530			Phone no (303) 486-0000	

Form 990PF Part XV Line 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*				
COLORADO ACADEMY 3800 S PIERCE ST DENVER,CO 80235	NONE	CHARITY	GENERAL SUPPORT	50,000
THE SEED FOUNDATION 1776 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	NONE	CHARITY	GENERAL SUPPORT	2,000
THE MURRIE CENTER 4 MOOSE RD MOOSE,WY 83012	NONE	CHARITY	GENERAL SUPPORT	1,000
WASHINGTON JESUIT ACADEMY 900 VARNUM STREET NE WASHINGTON,DC 20017	NONE	CHARITY	GENERAL SUPPORT	5,000
THE COUGER FUND PO BOX 122 JACKSON,WY 83001	NONE	CHARITY	GENERAL SUPPORT	1,000
THE CENTER FOR ARTS IN JACKSON PO BOX 860 JACKSON,WY 83001	NONE	CHARITY	GENERAL SUPPORT	1,000
THE JACKSON HOLE WILDLIFE FOUNDATIO PO BOX 8042 JACKSON,WY 83002	NONE	CHARITY	GENERAL SUPPORT	5,000
Total . . . . ▶ **3a**				65,000

TY 2013 Accounting Fees Schedule

Name: LUSKEY FAMILY FOUNDATION
C/O HARPER HOFER & ASSOC LLC

EIN: 31-6652919

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	2,000	2,000		

TY 2013 Compensation Explanation

Name: LUSKEY FAMILY FOUNDATION
C/O HARPER HOFER & ASSOC LLC

EIN: 31-6652919

Person Name	Explanation
RANDOLPH K LUSKEY	
NICOLE C LUSKEY	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: LUSKEY FAMILY FOUNDATION
C/O HARPER HOFER & ASSOC LLC

EIN: 31-6652919

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE ATTACHED		PURCHASE								
CREDIT SUISSE S/T - SEE ATTACHED	2013-01	PURCHASE	2013-12		725,000	725,000				
CREDIT SUISSE L/T - SEE ATTACHED	2012-12	PURCHASE	2012-12		245,007	213,285			31,722	

TY 2013 Investments Corporate Bonds Schedule

Name: LUSKEY FAMILY FOUNDATION
C/O HARPER HOFER & ASSOC LLC

EIN: 31-6652919

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS-SEE ATTACHED	349,214	334,669

TY 2013 Investments Corporate Stock Schedule

Name: LUSKEY FAMILY FOUNDATION
C/O HARPER HOFER & ASSOC LLC

EIN: 31-6652919

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS-SEE ATTACHED	25,000	26,940

TY 2013 Investments - Other Schedule

Name: LUSKEY FAMILY FOUNDATION
C/O HARPER HOFER & ASSOC LLC

EIN: 31-6652919

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EXCHANGE TRADED PRODUCTS-SEE ATT	AT COST	40,494	18,635

TY 2013 Other Income Schedule

Name: LUSKEY FAMILY FOUNDATION
C/O HARPER HOFER & ASSOC LLC

EIN: 31-6652919

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CREDIT SUISSE GROUP	30,156	30,156	
OTHER INCOME	147	147	

TY 2013 Other Increases Schedule

Name: LUSKEY FAMILY FOUNDATION
C/O HARPER HOFER & ASSOC LLC

EIN: 31-6652919

Description	Amount
PRIOR PERIOD ADJUSTMENT	10,243

[redacted]

Summary of Gains and Losses

	Realized		
	This Period	Year-to-Date	Unrealized
Short-Term Gain/Loss	0.00	0.00	-20,051.38
Long-Term Gain/Loss	0.00	31,722.33	-14,413.26
Net Gain/Loss	**0.00**	**31,722.33**	**-34,464.64**

This summary excludes transactions where cost basis information is not available.

Purchasing Power Summary

Cash, Money Market Funds and Bank Deposits Available	318,058.64
Total Purchasing Power	**$318,058.64**

You may be able to borrow against the value of your brokerage account assets to buy additional securities or for other purposes. For more information, please call your Relationship Manager.

Client Service Information

Your Relationship Manager: XX4
ATTKISS/ROSENB/COSTEL/BUCHSBM
SONIA ATTKISS/SCOTT ROSENBERG
GERARD COSTELLO/MATT BUCHSBAUM
PRIVATE BANKING USA
ELEVEN MADISON AVENUE, 7TH FL
NEW YORK NY 10010-3698

Contact Information
Telephone Number: (212) 538-3968
Fax Number: (212) 743-3098

Client Service Information
Service Hours: Monday - Friday 07:00 a.m. - 10:00 p.m. (EST)
Saturday - Sunday 08:00 a.m. - 06:00 p.m. (EST)
Client Service Telephone Number: (866) 355-4746
Web Site: WWW.CREDIT-SUISSE.COM/CLIENTVIEW

Your Account Information

Investment Objective

Investment Objective: GROWTH
Risk Exposure: HIGH RISK
Please review your investment objective. If you wish to make a change or have any questions please contact your Relationship Manager.

Tax Lot Default Disposition Method

Default Method for Mutual Funds: FIRST IN FIRST OUT
Default Method for Stocks in a Dividend Reinvestment Plan: FIRST IN FIRST OUT
Default Method for all Other Securities: FIRST IN FIRST OUT

Copies of Statement Sent

PRESTON L. HOFER & ASSOC., LLC
At your request copies of this statement have been sent to the above.

Electronic Delivery

You are currently enrolled to receive the following account communications via electronic delivery:
Statements and Reports
Trade Confirmations
Please log in to your account to make any changes to your electronic delivery preferences.

E-mail notifications are delivered to the following e-mail address(es):
r####@conservationsolutions.net
The above e-mail address is partially masked for your security. Please log into your account to review the full e-mail address.

[redacted]

CREDIT SUISSE

CREDIT SUISSE SECURITIES (USA) LLC
Eleven Madison Avenue
7th Floor
New York NY 10010 3629
(800) 647 2516

Brokerage
Account Statement

Statement Period: 12/01/2013 - 12/31/2013

Portfolio Holdings

Opening Date	Quantity	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 45.00% of Portfolio									
Money Market									
DREYFUS GOVT CASH MNGT INV SH									
11/30/13	318,058.640	0000060205	12/31/13	111,981.35	318,058.64	0.00	11.09	0.01%	0.01%
Total Money Market				**$111,981.35**	**$318,058.64**	**$0.00**	**$11.09**		
Total Cash, Money Funds, and Bank Deposits				**$111,981.35**	**$318,058.64**	**$0.00**	**$11.09**		

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 48.00% of Portfolio *(In Maturity Date Sequence)*									
Corporate Bonds									
ENCORE ACQUISITION CO SR SUB NT 144A 6.250% 04/15/14 B/E DTD 04/02/04 CLB			**Security Identifier: 29255WAD2** Price Estimated as of: 12/27/13						
09/17/09 *	25,000.000	99.3330	24,833.37 Original Cost Basis: $22,812.50	98.3125	24,578.13	-255.24	329.86	1,562.50	6.35%
BNP PARIBAS BNP PARIBAS US MEDIUM TERM NT ISIN#US05574LR265 8.500% 09/30/15 B/E DTD 09/30/13			**Security Identifier: 05574LR26**						
09/25/13 *	100,000.000	100.0000	100,000.00 Original Cost Basis: $100,000.00	101.6700	101,670.00	1,670.00	0.00	8,500.00	8.36%
JPMORGAN CHASE BK NEW YORK N Y MEDIUM TERM BK NT 9.000% 10/15/15 B/E DTD 10/15/13 CALLABLE 01/15/14			**Security Identifier: 46632FCY9**						
10/08/13 *	125,000.000	100.0000	125,000.00 Original Cost Basis: $125,000.00	101.0400	126,300.00	1,300.00	2,375.00	11,250.00	8.90%
NII CAP CORP GTD SR NT 10.000% 08/15/16 B/E DTD 08/18/09 CALLABLE 01/01/14 @ 105.000 Moody Rating CAA2 S & P Rating CCC			**Security Identifier: 67021BAD1**						
01/08/13 *	50,000.000	99.0430	49,521.38 Original Cost Basis: $49,375.00	53.0000	26,500.00	-23,021.38	1,888.89	5,000.00	18.86%

[redacted]

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
TELEFONICA EMISIONES SAU SR NT			**Security Identifier: 87938WAG8**						
ISIN#US87938WAG87 6.221% 07/03/17 B/E									
DTD 07/02/07 CALLABLE Moody Rating Baa2 S & P Rating BBB									
08/09/12 *	25,000.000	100.9460	25,236.49	112.7320	28,183.00	2,946.51	768.98	1,555.25	5.51%
			Original Cost Basis: $25,316.75						
ARCELORMITTAL SA LUXEMBOURG NT			**Security Identifier: 03938LAF1**						
ISIN#US03938LAF13 6.125% 06/01/18 B/E									
DTD 05/27/08 CALLABLE Moody Rating Ba1 S & P Rating BB+									
08/09/12 *	25,000.000	98.4890	24,622.25	109.7500	27,437.50	2,815.25	127.60	1,531.25	5.58%
			Original Cost Basis: $24,525.00						
Total Corporate Bonds	**350,000.000**		**$349,213.49**		**$334,668.63**	**-$14,544.86**	**$5,490.33**	**$29,399.00**	
Total Fixed Income	**350,000.000**		**$349,213.49**		**$334,668.63**	**-$14,544.86**	**$5,490.33**	**$29,399.00**	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 4.00% of Portfolio								
Preferred Stocks *(Listed by expiration date)*								
HSBC HLDGS PLC PERP SUB CAP SECS EXCH			**Security Identifier: HSEB**					
PREF SHS SER 2 8% PERP CAL 12/15/15@25			CUSIP: 404280802					
ISIN#US4042808026								
Dividend Option: Cash								
06/17/10 *	1,000.000	25.0000	25,000.00	26.9400	26,940.00	1,940.00	2,000.00	7.42%
Total Preferred Stocks			**$25,000.00**		**$26,940.00**	**$1,940.00**	**$2,000.00**	
Total Equities			**$25,000.00**		**$26,940.00**	**$1,940.00**	**$2,000.00**	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 3.00% of Portfolio								
MARKET VECTORS ETF TR GLOBAL			**Security Identifier: GEX**					
ALTERNATIVE ENERGY ETF NEW			CUSIP: 57061R593					
Dividend Option: Cash; Capital Gains Option: Cash								
05/14/07 *	333.000	121.6050	40,494.46	55.9600	18,634.68	-21,859.78	184.48	0.98%
Total Exchange-Traded Products			**$40,494.46**		**$18,634.68**	**-$21,859.78**	**$184.48**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$732,766.59**	**$698,301.95**	**-$34,464.64**	**$5,490.33**	**$31,594.57**

Recipient's Name and Address:

LUSKEY FAMILY FOUNDATION
4 RANDOM ROAD

Account Number: 22Y-543477

Recipient's Identification Number: 31-6652919

2013 TAX and YEAR-END STATEMENT
As of 02/11/2014

Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.

Noncovered (Box 6a)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or (Loss)
Description (Box 8): BARCLAYS FINL LLC CO NTINGENT QUARTERLY P AYMENT CALLABLE YIEL					**CUSIP:** 067387FP0			
REDEMPTION	FIRST IN FIRST OUT	100,000	03/22/2013	09/30/2013	100,000.00	100,000.00		0.00
	Original Cost Basis: 100,000.00							
Description (Box 8): BARCLAYS FINL LLC IN DICES 0.000% 09/08/ 15 B/E DTD 09/09/13					**CUSIP:** 067387GC8			
REDEMPTION	FIRST IN FIRST OUT	100,000	08/30/2013	12/09/2013	100,000.00	100,000.00		0.00
	Original Cost Basis: 100,000.00							
Description (Box 8): CREDIT SUISSE GROUP AG N Y BRH MEDIUN TE RM SR BK NTS 9.000%					**CUSIP:** 2254M0RP3			
REDEMPTION	FIRST IN FIRST OUT	100,000	08/29/2012	03/06/2013	100,000.00	100,000.00		0.00
	Original Cost Basis: 100,000.00							
Description (Box 8): JPMORGAN CHASE BK NE W YORK N Y MEDIUM TE RM BK NT S R 10.250%					**CUSIP:** 4662A05X5			
REDEMPTION	FIRST IN FIRST OUT	100,000	09/21/2012	03/28/2013	100,000.00	100,000.00		0.00
	Original Cost Basis: 100,000.00							
Description (Box 8): JPMORGAN CHASE BK NE W YORK N Y MEDIUM TE RM BK NTS 9.000% 02					**CUSIP:** 46632FAE5			
REDEMPTION	FIRST IN FIRST OUT	100,000	02/06/2013	08/13/2013	100,000.00	100,000.00		0.00
	Original Cost Basis: 100,000.00							

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Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part I, with Box B checked.								
Noncovered (Box 6a) *(continued)*								
Description (Box 8): JPMORGAN CHASE BK NE W YORK N Y MEDIUM TE RM BK NT S ACCD INV					**CUSIP:** 46632FAG0			
REDEMPTION	FIRST IN FIRST OUT	100,000	02/28/2013	12/09/2013	100,000.00	100,000.00		0.00
	Original Cost Basis: 100,000.00							
Description (Box 8): JPMORGAN CHASE BK NE W YORK N Y MEDIUM TE RM BK NT S NV REG D					**CUSIP:** 46632FAR6			
REDEMPTION	FIRST IN FIRST OUT	125,000	04/04/2013	10/11/2013	125,000.00	125,000.00		0.00
	Original Cost Basis: 125,000.00							
Short-Term Noncovered Total					**725,000.00**	**725,000.00**		**0.00**
Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.								
Noncovered (Box 6a)								
Description (Box 8): CSX CORP NT 5.750% 03/15/13 B/E DTD 09/ 07/07					**CUSIP:** 126408GL1			
REDEMPTION	FIRST IN FIRST OUT	25,000	03/04/2009	03/15/2013	25,000.00	24,999.92		0.08
	Original Cost Basis: 24,204.50							
Description (Box 8): CHESAPEAKE ENERGY CO RP SR NT 6.775% 03/ 15/19 B/E DTD 02/16/					**CUSIP:** 165167CH8			
REDEMPTION	FIRST IN FIRST OUT	25,000	03/12/2012	05/13/2013	25,000.00	25,013.81		(13.81)
	Original Cost Basis: 25,217.50							
Description (Box 8): ENBRIDGE ENERGY PART NERS L P NT- FULLY E XCHANGED FROM CUSIP					**CUSIP:** 29250RAC0			
REDEMPTION	FIRST IN FIRST OUT	25,000	04/13/2009	06/01/2013	25,000.00	22,900.00		2,100.00
	Original Cost Basis: 22,900.00							

Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1b, 2, 8b or 9)

Disposition Transaction	Disposition Method	Quantity (Box 1e)	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Option Premiums (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Not Reported to the IRS - Report on Form 8949, Part II, with Box E checked.								
Noncovered (Box 6a) *(continued)*								
Description (Box 8): GENESIS ENERGY L P U NIT LTD PARTNERSHIP INT					**CUSIP:** 371927104			
SELL	FIRST IN FIRST OUT	1,230	04/29/2005	02/25/2013	55,003.49	11,523.99		43,479.50
Description (Box 8): MARKET VECTORS ETF T R GLOBAL ALTERNATIVE ENERGY ETF NEW					**CUSIP:** 57061R593			
CASH IN LIEU	FIRST IN FIRST OUT	.333	05/14/2007	07/01/2013	15.63	40.54		(24.91)
Description (Box 8): MCMORAN EXPLORATION CO SR NT 11.875% 11/ 15/14 B/E DTD 11/14/					**CUSIP:** 582411AF1			
REDEMPTION	FIRST IN FIRST OUT	25,000	01/26/2011	11/15/2013	25,000.00	26,484.50		(1,484.50)
	Original Cost Basis: 27,662.50							
Description (Box 8): PROSHARES TR PROSHAR ES ULTRA S&P500					**CUSIP:** 74347R107			
SELL	FIRST IN FIRST OUT	400	10/24/2007	02/06/2013	27,011.75	36,716.80		(9,705.05)
SELL	FIRST IN FIRST OUT	500	05/21/2008	02/06/2013	33,764.68	36,825.00		(3,060.32)
SALE DATE TOTAL		**900**	**VARIOUS**	**02/06/2013**	**60,776.43**	**73,541.80**		**(12,765.37)**
Description (Box 8): PROSHARES TR PROSHAR ES ULTRA QQQ					**CUSIP:** 74347R206			
SELL	FIRST IN FIRST OUT	500	10/24/2007	02/06/2013	29,211.34	28,780.00		431.34
Long-Term Noncovered Total					**245,006.89**	**213,284.56**		**31,722.33**
Noncovered Total					**970,006.89**	**938,284.56**		**31,722.33**
Total					**970,006.89**	**938,284.56**		**31,722.33**