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Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>ELEANOR AND HENRY HITCHCOCK CHARITABLE FOUNDATION</b>		A Employer identification number <b>31-6672533</b>	
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO BOX 4389</b>		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code <b>ASPEN CO 81612</b>		B Telephone number (see instructions) <b>970-925-2926</b>	
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input checked="" type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>13,105,465</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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 <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B					
	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities		244,933	244,933		
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10 <b>STMT 1</b>		204,824			
	b	Gross sales price for all assets on line 6a <b>780,922</b>					
	7	Capital gain net income (from Part IV, line 2)			193,665		
	8	Net short-term capital gain				0	
	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) <b>STMT 2</b>		66,451	50,725		
	12	Total. Add lines 1 through 11		516,208	489,323	0	
	13	Compensation of officers, directors, trustees, etc		0			
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule) <b>STMT 3</b>		10,369	5,869		4,500
	c	Other professional fees (attach schedule) <b>STMT 4</b>		19,417	11,794		7,623
	17	Interest		33,559	33,559		
	18	Taxes (attach schedule) (see instructions) <b>STMT 5</b>		441	441		
19	Depreciation (attach schedule) and depletion		14,162	11,208			
20	Occupancy						
21	Travel, conferences, and meetings						
22	Printing and publications						
23	Other expenses (att sch) <b>STMT 6</b>		73,634	73,634			
24	Total operating and administrative expenses. Add lines 13 through 23		151,582	136,505	0	12,123	
25	Contributions, gifts, grants paid		567,167			567,167	
26	Total expenses and disbursements. Add lines 24 and 25		718,749	136,505	0	579,290	
27	Subtract line 26 from line 12						
a	Excess of revenue over expenses and disbursements		-202,541				
b	Net investment income (if negative, enter -0-)			352,818			
c	Adjusted net income (if negative, enter -0-)				0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		172,238	80,629	75,776
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0			
	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) <b>SEE STMT 7</b>		1,897,973	1,772,650	2,062,116
	c	Investments – corporate bonds (attach schedule) <b>SEE STMT 8</b>		22,736	43,914	49,030
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch ) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch ) ▶				
	15	Other assets (describe ▶ <b>SEE STATEMENT 9</b> )		8,080,900	8,074,113	10,918,543
	16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)		10,173,847	9,971,306	13,105,465
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31</b> ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		10,173,847	9,971,306	
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>				
	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	<b>Total net assets or fund balances</b> (see instructions)		10,173,847	9,971,306	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		10,173,847	9,971,306	

**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	10,173,847
2	Enter amount from Part I, line 27a	2	-202,541
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,971,306
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	9,971,306

**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.)
<b>1a SEE WORKSHEET</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV 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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	<b>193,665</b>
<b>3</b> 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		<b>3</b>	<b>29,753</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	563,344	11,923,818	0.047245
2011	561,682	12,381,097	0.045366
2010	658,188	12,509,676	0.052614
2009	658,036	12,231,198	0.053800
2008	764,333	14,308,268	0.053419

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>0.252444</b>
<b>3</b> 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	<b>3</b>	<b>0.050489</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	<b>12,295,072</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>620,766</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>3,528</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>624,294</b>
<b>8</b> 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.	<b>8</b>	<b>579,290</b>

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>7,056</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>7,056</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>7,056</b>
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	<b>7,402</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	<b>10,000</b>
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	<b>Total credits and payments.</b> Add lines 6a through 6d. <b>SEE STATEMENT 10 (10,346)</b>	<b>7</b>	<b>7,056</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> 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	<b>2</b>	<b>X</b>
<b>3</b> 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	<b>3</b>	<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>4a</b>	<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	<b>4b</b>	<b>X</b>
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	<b>5</b>	<b>X</b>
<b>6</b> 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?	<b>6</b>	<b>X</b>
<b>7</b> 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	<b>7</b>	<b>X</b>
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>CO</b>		
<b>b</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	<b>8b</b>	<b>X</b>
<b>9</b> 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	<b>9</b>	<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<b>10</b>	<b>X</b>

**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	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>WWW.HITCHCOCKFOUNDATION.ORG/HITCHCOCK</b>	13	X	
14	The books are in care of ► <b>CAROLYN L BROWN</b> <b>1720 S BELLAIRE ST, STE 405</b> Located at ► <b>DENVER</b> co ZIP+4 ► <b>80222</b> Telephone no ► <b>303-753-1053</b>			
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	► <input type="checkbox"/>		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

<b>5a</b> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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)?		<b>N/A</b>	<b>5b</b>	
Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>		
<b>c</b> 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?		<b>N/A</b>		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<b>6b</b>	<b>X</b>
If "Yes" to 6b, file Form 8870				
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>N/A</b>	<b>7b</b>	

**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
HARRISON H AUGUR PO BOX 4389 ASPEN CO 81612	TRUSTEE 5.00	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
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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>3,283,160</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>164,240</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>9,034,907</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>12,482,307</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) <b>SEE STATEMENT 11</b>	<b>1e</b>	<b>494,249</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>12,482,307</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>187,235</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>12,295,072</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>614,754</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>614,754</b>
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	<b>7,056</b>
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>7,056</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>607,698</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>607,698</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>607,698</b>

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	<b>579,290</b>
<b>b</b>	Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>579,290</b>
<b>5</b>	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)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>579,290</b>

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				<b>607,698</b>
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			<b>576,636</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <b>579,290</b>				
<b>a</b> Applied to 2012, but not more than line 2a			<b>576,636</b>	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2013 distributable amount				<b>2,654</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				<b>605,044</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

**1 Information Regarding Foundation Managers:**

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

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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
Check here ☒ 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  
**N/A**

**b** The form in which applications should be submitted and information and materials they should include  
**N/A**

**c** Any submission deadlines  
**N/A**

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

**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)				
<b>a</b> Paid during the year <b>SEE STATEMENT 12</b>				<b>567,167</b>
<b>Total</b>			<b>▶ 3a</b>	<b>567,167</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>▶ 3b</b>	





Form <b>990-PF</b>	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning _____, and ending _____		

Name <b>ELEANOR AND HENRY HITCHCOCK CHARITABLE FOUNDATION</b>	Employer Identification Number <b>31-6672533</b>
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(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.)
(1) PARTNERSHIP S-T CAPITAL GAIN	P	VARIOUS	VARIOUS
(2) PARTNERSHIP L-T CAPITAL GAIN	P	VARIOUS	VARIOUS
(3) PARTNERSHIP SEC 1231 GAIN	P	VARIOUS	VARIOUS
(4) 1400 CONOCOPHILLIPS	P		12/19/13
(5) 500 PIONEER NATURAL RESOURCES	P		12/05/13
(6) 6000 BLACKROCK KELSO CAP	P		06/04/13
(7) 3000 CAPITALSOURCE	P		08/01/13
(8) 45000 HUTCHINSON TECH	P		02/04/13
(9) 2500 LINNCO LLC	P		03/27/13
(10) 1500 CREXUS INVT	P		02/27/13
(11) 132 HEALTH CARE REIT	P		05/17/13
(12) 1122 HEALTH CARE REIT	P		05/17/13
(13) 4700 BLACKROCK ENERGY & RES	P		04/12/13
(14) 3000 BLACKROCK RES & COMMODITIES	P		04/12/13
(15)			

(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)
(1) 25,043			25,043
(2) 28,304			28,304
(3) 7,109			7,109
(4) 96,945		86,732	10,213
(5) 87,449		9,250	78,199
(6) 59,760		50,974	8,786
(7) 35,418		50,837	-15,419
(8) 45,000		36,114	8,886
(9) 94,063		95,260	-1,197
(10) 39,234		34,432	4,802
(11) 9,966		4,059	5,907
(12) 84,948		34,484	50,464
(13) 118,622		113,956	4,666
(14) 37,902		60,000	-22,098
(15)			

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)			25,043
(2)			28,304
(3)			7,109
(4)			10,213
(5)			78,199
(6)			8,786
(7)			-15,419
(8)			8,886
(9)			-1,197
(10)			4,802
(11)			5,907
(12)			50,464
(13)			4,666
(14)			-22,098
(15)			

**Form 990-PF - General Footnote**Description

RETURN IS BEING AMENDED TO ADJUST THE FMV OF OTHER ASSETS ON PART X. ON THE ORIGINAL RETURN, THE VALUE REPORTED WAS NOT REDUCED BY THE DISCOUNT CLAIMED ON LINE 1E.



## Federal Statements

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

Description				How Received	Whom Sold	Date Acquired
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss	
PARTNERSHIP S-T	CAPITAL GAIN		DONATION			VARIOUS
VARIOUS	\$ 3,265	\$	\$	\$	3,265	
PARTNERSHIP L-T	CAPITAL GAIN		PURCHASE			VARIOUS
VARIOUS	7,894				7,894	
TOTAL	\$ 11,159	\$ 0	\$ 0	\$ 0	11,159	

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
CAM SPEC OPPTY	\$ -12	\$ -12	\$
CAM FUND	2,363		
CAM FUND	-1,637	-1,637	
ELM STREET VENTURES	-531	-531	
LUCAS ENERGY VENTURES	13,251		
LUCAS ENERGY VENTURES	50,270	50,270	
PATIENCE PARTNERS	1,538	1,538	
COMPASS DIVERSIFIED	112		
ROYALTY TRUSTS AND PARTSPS	1,097	1,097	
TOTAL	\$ 66,451	\$ 50,725	\$ 0

**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION FEES	\$ 10,369	\$ 5,869	\$	\$ 4,500
TOTAL	\$ 10,369	\$ 5,869	\$ 0	\$ 4,500

**Federal Statements****Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT FEES-US TR	\$ 19,057	\$ 11,434	\$	\$ 7,623
MERRILL LYNCH FEES	360	360		
TOTAL	\$ 19,417	\$ 11,794	\$ 0	\$ 7,623

**Statement 5 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX WITHHELD ON DIVIDEND	\$ 441	\$ 441	\$	\$
TOTAL	\$ 441	\$ 441	\$ 0	\$ 0

**Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
ROYALTY EXPENSES	72	72		
PARTNERSHIP PORTFOLIO DEDUCTI	46,679	46,679		
OTHER PARTNERSHIP DEDUCTIONS	26,883	26,883		
TOTAL	\$ 73,634	\$ 73,634	\$ 0	\$ 0

**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS	\$ 1,897,973	\$ 1,772,650	COST	\$ 2,062,116
TOTAL	\$ 1,897,973	\$ 1,772,650		\$ 2,062,116

**Federal Statements****Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 22,736	\$ 43,914	COST	\$ 49,030
TOTAL	\$ 22,736	\$ 43,914		\$ 49,030

**Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
REITS	\$ 349,072	\$ 516,117	\$ 980,603
MUTUAL FUNDS/COMMODITIES	251,607	77,652	108,880
INVESTMENT PARTNERSHIPS	7,480,221	7,480,344	9,829,060
TOTAL	\$ 8,080,900	\$ 8,074,113	\$ 10,918,543

**Statement 10 - Form 990-PF, Part VI, Line 7 - Amended Return Payments**

Description	Amount
OVER PAYMENT APPLIED	\$ -10,346
TOTAL	\$ -10,346

**Statement 11 - Form 990-PF, Part X, Line 1e - Reduction Claimed for Blockage Information****Description**

PARTNERSHIP BLOCKAGE DISCOUNT - CLOSELY HELD INVESTMENT PARTNERSHIPS - SEE ATTACHED SCHEDULE

**Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Name		Address		Address	
Relationship	Status	Purpose		Amount	
CLYFFORD STILL MUSEUM	PUBLIC	201 W COLFAX AVE	DENVER CO 80202		
		ENDOWMENT FUND		125,000	
DENVER ART MUSEUM	PUBLIC	100 W 14TH AVE PKWY	DENVER CO 80204		
		DRAWING PROGRAM & ART DONATIONS		82,058	
CREEDE REPERTORY THEATRE	PUBLIC	PO BOX 269	CREEDE CO 81130		
		GENERAL OPERATING FUNDS		93,500	
GROWING GARDENS	PUBLIC	1630 HAWTHORNE AVE	BOULDER CO 80304		
		GENERAL OPERATING FUNDS		30,000	
COLORADO STATE UNIVERSITY	PUBLIC	1062 CAMPUS DELIVERY	FORT COLLINS CO 80523		
		SCHOLARSHIPS		12,836	
FOUNTAIN VALLEY SCHOOL	PUBLIC	6155 FOUNTAIN VALLEY	COLORADO SPRINGS CO 80911		
		SCHOLARSHIPS		19,100	
COLORADO ROCKY MTN SCHOOL	PUBLIC	1493 COUNTY ROAD 106	CARBONDALE CO 81623		
		SCHOLARSHIPS		26,300	

## Federal Statements

**Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)**

Name		Address	Address
Relationship	Status	Purpose	Amount
YALE UNIVERISTY ART GALLERY	PUBLIC	PO BOX 208271 RENOVATION/SOL LEWITT PROJECT	NEW HAVEN CT 06520 80,000
PURCHASE COLLEGE	PUBLIC	735 ANDERSON HILL ROAD SCHOLARSHIP	PURCHASE NY 10577 12,373
USM SCHOOL OF MUSIC	PUBLIC	37 COLLEGE AVENUE AUGUR SCHOLARSHIP PROGRAM	GORHAM ME 04038 35,000
MANHATTAN INST POLICY RESEARCH	PUBLIC	52 VANDERBILT AVE GENERAL OPERATING FUNDS	NEW YORK NY 10164-1005 15,000
CREEDE MINING HERITAGE, INC	PUBLIC	98 STATE HWY 149 RESTORATION OF CHURCH PROJECT	SOUTH FORK CO 81154 36,000
TOTAL			<u>567,167</u>

ELEANOR AND HENRY HITCHCOCK CHARITABLE FOUNDATION  
 12/31/2013  
 FORM 990-PF, PART VII-A, CONTROLLED ENTITIES  
 FORM 990-PF, PART X - REDUCTION CLAIMED FOR BLOCKAGE

CONTROLLED ENTITIES

PATIENCE PARTNERS, LP  
 1128 CAMPUS DRIVE WEST  
 MORGANVILLE, NJ 07751  
 59-3635090  
 INVESTMENT PARTNERSHIP OWNED 61 418% BY THE FOUNDATION

CA PARTNERS OFFSHORE FUND SPC  
 90 FORT STREET, 5TH FLOOR  
 GRAND CAYMAN KY1-1208, CAYMAN ISLANDS  
 NO FEDERAL EIN  
 INVESTMENT PARTNERSHIP OWNED 58 6% BY THE FOUNDATION

CLOSELY HELD SECURITY	AVERAGE FMV	% OF DISCOUNT	DISCOUNT
ALTA COMM IX	97,815	20	19,563
ALTA EMBARCADERO BIOPHARM	138,544	20	27,709
CA OS CAM MULTI STRATEGY	787,238	5	39,362
CA OS CAM INTERNATIONAL	2,024,871	5	101,244
CA OS CAM FUND B SHARES	1,996,112	5	99,806
CA OS CAM FUND B-1 SHARES	691,540	5	34,577
CA OS CSOF SIDEPOCKETS	745,393	5	37,270
CAM SPEC OPPTY LP	748,226	5	37,411
CAM FUND	802,996	5	40,150
ELM STREET VENTURES	78,502	20	15,700
LUCAS ENERGY VENTURES	207,293	20	41,459
PATIENCE PTRS	1,161,554	-	-
COMPASS DIVERSIFIED	49,075	20	9,815
	9,529,156		494,249

A discount under 4942(e)(2) is appropriate The securities are closely held

ELEANOR AND HENRY HITCHCOCK CHARITABLE FOUNDATION			
		12/31/2013	
		COST	FMV
<b>U S TRUST/ B OF A</b>			
<b>CASH</b>			
	BLACKROCK FLOATING RATE	19,463 21	14,610 00
	B OF A CASH RESERVES-Income	803 57	803 57
	B OF A CASH RESERVES-Prin	56,862 96	56,862 96
	MERRILL LYNCH CASH & MMF	3,499 32	3,499 32
<b>LARGE CAP</b>			
	BLACKROCK HEALTH SCIENCES	179,471 20	248,080 00
	BLACKROCK UTIL & INFRASTR	35,700 33	33,953 00
	CONOCOPHILLIPS	61,846 90	70,650 00
	DOW CHEM	92,126 65	133,200 00
	GABELLI NAT RES GOLD	24,034 74	15,030 00
	PHILLIPS 66	44,155 30	92,556 00
	PIONEER NAT RES	12,538 81	131,057 84
	TORTOISE ENERGY INDEPEND	49,022 56	50,200 00
	WILLIAMS COS	74,613 22	77,140 00
<b>MID CAP</b>			
	AES TR III PFD CV	49,984 75	75,270 00
	ALLIANZGI NFJ DIVID INT STRAT	19,348 08	26,565 00
	ARES CAP CORP	226,620 21	75,735 74
	CLEARBRIDGE ENERGY OPPTY	80,000 00	92,720 00
	KAYNE ANDERSON MIDSTREAM	52,816 54	68,820 00
	KAYNE ANDERSON INVT	77,500 00	99,625 00
	PEABODY ENERGY CONV SUB	92,625 00	79,063 00
	TARGA RES	22,414 80	44,085 00
<b>SMALL CAP</b>			
	GOLUB CAP BDC	60,743 19	64,974 00
	HUTCHINSON TECH UNSECD SR	11,550 00	13,443 75
	NGP CAP RES	139,094 47	74,700 00
	NL INDS	34,735 72	27,950 00
	PENNANTPARK INVT	23,885 86	25,520 00
	PURECYCLE	979 00	3,228 30
	SABINE ROYALTY TR	58,371 22	70,784 00
	SCOLR PHARMA	50,000 00	7 00
<b>INTL DEV</b>			
	BAYTEX ENERGY CANADA	41,025 45	78,320 00
	BCE NEW CANADA	27,326 78	38,961 00
	VODAPHONE GROUP UK	30,312 63	51,103 00
<b>EMERGING MKTS</b>			
	REINET INV LUXEMBOURG	64,017 03	6,524 58
<b>FIXED INCOME</b>			
	AMER SELECT PORT	22,736 35	27,780 00
	FIRST INTER DURATION PFD	21,177 43	21,250 00
<b>REITS</b>			
	AMERICAN CAP AGY	71,635 31	47,260 50
	AMERICAN TOWER	3,984 94	199,550 00
	ANNALY CAP MGMT	55,055 17	34,895 00
	CHIMERA INVT	16,178 94	11,780 00
	CYS INVTS INC	15,862 16	8,892 00
	HEALTHCARE REIT	29,534 31	69,641 00
	JER INVS NEW	39,208 75	34 38
	NEW RESIDENTIAL	74,538 22	76,820 00
	NEWCASTLE	55,999 75	28,700 00
	RYMAN HOSPITALITY	44,559 33	41,780 00
	SPIRIT RLTY CAP	37,500 00	46,810 46
	WINTHROP RLTY	64,923 54	55,250 00
<b>COMMODITIES</b>			
	CLEARBRIDGE ENERGY	77,651 64	108,880 00
<b>PARTNERSHIPS</b>			
	ALTA COMM IX	122,380 00	87,939 00
	ALTA EMBARCADERO BIOPHARM	120,860 00	120,860 00
	CA OS CAM MULTI STRATEGY	647,717 00	804,783 00
	CA OS CAM INTERNATIONAL	1,071,607 00	2,062,769 00
	CA OS CAM FUND B SHARES	1,487,265 00	2,047,859 00
	CA OS CAM FUND B-1 SHARES	1,149,604 00	1,383,079 00
	CA OS CSOF SIDEPOCKETS	227,818 00	93,188 00
	CAM SPEC OPPTY LP	108,169 15	18 00
	CAM FUND	1,397,386 85	1,605,992 00
	ELM STREET VENTURES	101,121 00	84,329 00
	LUCAS ENERGY VENTURES	186,893 01	178,061 00
	PATIENCE PTRS	784,049 00	1,262,033 00
	COMPASS DIVERSIFIED	75,474 24	98,150 00
<b>MERRILL LYNCH</b>			
	AMER TOWER REIT	7,136 55	359,190 00
	WILLIAMS COS	35,789 61	192,850 00
	<b>TOTAL</b>	<b>9,971,305 75</b>	<b>13,105,465 40</b>