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

OMB No 1545-0052

2013

Open to Public Inspection

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.

For calendar year 2013 or tax year beginning , and ending

Name of foundation

ELEANOR AND HENRY HITCHCOCK
CHARITABLE FOUNDATION

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

PO BOX 4389

A Employer identification number

31-6672533

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

ASPEN CO 81612

B Telephone number (see instructions)

970-925-2926

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 13,105,465 (Part I, column (d) must be on cash basis)

J Accounting method Cash Accrual
 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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not 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	STMT 1	204,824		
b	Gross sales price for all assets on line 6a	780,922			
7	Capital gain net income (from Part IV, line 2)		193,665		0
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)	STMT 2	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)	STMT 3	10,369	5,869	4,500
c	Other professional fees (attach schedule)	STMT 4	19,417	11,794	7,623
17	Interest		33,559	33,559	
18	Taxes (attach schedule) (see instructions)	STMT 5	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.)	STMT 6	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		-202,541		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		352,818		
c	Adjusted net income (if negative, enter -0-)				0

Assets	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
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 ►				
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)	SEE STMT 7	1,897,973	1,772,650	2,062,116
c	Investments – corporate bonds (attach schedule)	SEE STMT 8	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) ►	SEE STATEMENT 9)	8,080,900	8,074,113	10,918,543
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		10,173,847	9,971,306	13,105,465
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) ►)	0	0
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31	► <input checked="" type="checkbox"/>	10,173,847	9,971,306
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input type="checkbox"/>		
	29	Capital stock, trust principal, or current funds			
	30	Paid-in or capital surplus, or land, bldg, and equipment fund			
	31	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	10,173,847	9,971,306	
	31	Total liabilities and net assets/fund balances (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.)
1a SEE WORKSHEET					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
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	193,665	
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	29,753	

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

 Yes No

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

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

2 Total of line 1, column (d)

2 0.252444

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 0.050489

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 12,295,072

5 Multiply line 4 by line 3

5 620,766

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,528

7 Add lines 5 and 6

7 624,294

8 Enter qualifying distributions from Part XII, line 4

8 579,290

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

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

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

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X	
1b	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 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	Yes	No
1b		X	
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
1c		X	
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	Yes	No
2		X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
4b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	Yes	No
5		X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	No
6		X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	Yes	No
8b		X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10		X	

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	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HITCHCOCKFOUNDATION.ORG/HITCHCOCK	13	<input checked="" type="checkbox"/>	
14	The books are in care of ► CAROLYN L BROWN 1720 S BELLAIRE ST, STE 405	Telephone no	303-753-1053	
	Located at ► DENVER	CO	ZIP+4 ► 80222	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 □		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
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	► □
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	<input checked="" type="checkbox"/>
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"/>	<input checked="" type="checkbox"/>
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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))?	<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	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)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	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	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	6b			X
7a	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	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b	

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

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

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		
3	All other program-related investments See instructions	
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	3,283,160
b	Average of monthly cash balances	1b	164,240
c	Fair market value of all other assets (see instructions)	1c	9,034,907
d	Total (add lines 1a, b, and c)	1d	12,482,307
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	SEE STATEMENT 11	1e 494,249
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	12,482,307
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	187,235
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,295,072
6	Minimum investment return. Enter 5% of line 5	6	614,754

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	614,754
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,056
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,056
3	Distributable amount before adjustments Subtract line 2c from line 1	3	607,698
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	607,698
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	607,698

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	579,290
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	579,290
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	579,290
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		
	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				607,698
2 Undistributed income, if any, as of the end of 2013			576,636	
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				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 579,290			576,636	
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				2,654
e Remaining amount distributed out of corpus				
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				
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				605,044
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) 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					
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		26,885		489,323	0
13 Total. Add line 12, columns (b), (d), and (e)				516,208	

(See worksheet in line 13 instructions to verify calculations)

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

Form 990-PF

Capital Gains and Losses for Tax on Investment Income

2013

For calendar year 2013, or tax year beginning

, and ending

Name

ELEANOR AND HENRY HITCHCOCK
CHARITABLE FOUNDATION

Employer Identification Number

31-6672533

(a)	(b)	(c)	(d)	
(a) List and describe the kind(s) of property sold, e.g. real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(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)	(f)	(g)	(h)	
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(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) FMV 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**

Date Sold	Description	How Received	Whom Sold	Date Acquired				
				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	\$ 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	\$ -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 [AYMENT 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 ENDOWMENT FUND	DENVER CO 80202 125,000
DENVER ART MUSEUM	PUBLIC	100 W 14TH AVE PKWY	DENVER CO 80204
CREEDE REPERTORY THEATRE	PUBLIC	DRAWING PROGRAM & ART DONATIONS PO BOX 269	82,058 CREEDE CO 81130
GROWING GARDENS	PUBLIC	GENERAL OPERATING FUNDS 1630 HAWTHORNE AVE	93,500 BOULDER CO 80304
COLORADO STATE UNIVERSITY	PUBLIC	GENERAL OPERATING FUNDS 1062 CAMPUS DELIVERY	30,000 FORT COLLINS CO 80523
FOUNTAIN VALLEY SCHOOL	PUBLIC	SCHOLARSHIPS 6155 FOUNTAIN VALLEY	12,836 COLORADO SPRINGS CO 80911
COLORADO ROCKY MTN SCHOOL	PUBLIC	SCHOLARSHIPS 1493 COUNTY ROAD 106	19,100 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	PO BOX 208271	NEW HAVEN CT 06520	
PUBLIC	RENOVATION/SOL LEWITT PROJECT	80,000	
PURCHASE COLLEGE	735 ANDERSON HILL ROAD	PURCHASE NY 10577	
PUBLIC	SCHOLARSHIP	12,373	
USM SCHOOL OF MUSIC	37 COLLEGE AVENUE	GORHAM ME 04038	
PUBLIC	AUGUR SCHOLARSHIP PROGRAM	35,000	
MANHATTAN INST POLICY RESEARCH	52 VANDERBILT AVE	NEW YORK NY 10164-1005	
PUBLIC	GENERAL OPERATING FUNDS	15,000	
CREEDE MINING HERITAGE, INC	98 STATE HWY 149	SOUTH FORK CO 81154	
PUBLIC	RESTORATION OF CHURCH PROJECT	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

<u>CLOSELY HELD SECURITY</u>	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	
U S TRUST/ B OF A			
CASH			
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	
LARGE CAP			
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	
MID CAP			
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 INV	77,500 00	99,625 00	
PEABODY ENERGY CONV SUB	92,625 00	79,063 00	
TARGA RES	22,414 80	44,085 00	
SMALL CAP			
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 INV	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	
INTL DEV			
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	
EMERGING MKTS			
REINET INV LUXEMBOURG	64,017 03	6,524 58	
FIXED INCOME			
AMER SELECT PORT	22,736 35	27,780 00	
FIRST INTER DURATION PFD	21,177 43	21,250 00	
REITS			
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 INV	16,178 94	11,780 00	
CYS INVTS INC	15,862 16	8,892 00	
HEALTHCARE REIT	29,534 31	69,641 00	
JER INV 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	
COMMODITIES			
CLEARBRIDGE ENERGY	77,651 64	108,880 00	
PARTNERSHIPS			
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	
MERRILL LYNCH			
AMER TOWER REIT	7,136 55	359,190 00	
WILLIAMS COS	35,789 61	192,850 00	
TOTAL	9,971,305 75	13,105,465 40	