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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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*

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/19 , 2013, and ending 12/31, 20 13

Name of foundation: MCINNES, S AND J CHAR TR

A Employer identification number: 46-3186189

Number and street (or P O. box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044 | Room/suite:

B Telephone number (see instructions): 720-947-6728

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28262

C If exemption application is pending, check here ▶ [X]

G Check all that apply: [X] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 10,278,111.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

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

ENVELOPE POSTMARK DATE MAY 1 2 2014

SCANNED MAY 2 1 2014

RECEIVED MAY 1 5 2014 OGDEN, UT

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).)*

	Line	Description	(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)	9,815,443.			
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	3.	3.		STMT 1
	4	Dividends and interest from securities	138,631.	107,345.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	38,441.			
	b	Gross sales price for all assets on line 6a 1,586,767.				
	7	Capital gain net income (from Part IV, line 2)		38,441.		
	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)	2,046.	2,046.		STMT 5
	12	**Total.** Add lines 1 through 11	9,994,564.	147,835.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	41,979.	31,485.		10,495.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	4,032.	2,978.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 7	11.	11.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	46,022.	34,474.	NONE	10,495.
	25	Contributions, gifts, grants paid				
	26	**Total expenses and disbursements** Add lines 24 and 25	46,022.	34,474.	NONE	10,495.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	9,948,542.			
	b	**Net investment income** (if negative, enter -0-)		113,361.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments		205,375.	205,375.
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S. and state government obligations (attach schedule) STMT 8		1,215,263.	1,193,799.
b	Investments - corporate stock (attach schedule) STMT 9		5,830,546.	6,960,318.
c	Investments - corporate bonds (attach schedule) STMT 12		1,966,928.	1,918,619.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
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)		9,218,112.	10,278,111.
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)		NONE	
	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. ▶ X			
27	Capital stock, trust principal, or current funds		9,218,112.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)		9,218,112.	
31	**Total liabilities and net assets/fund balances** (see instructions)		9,218,112.	

(Side labels: Assets — lines 1–16; Liabilities — lines 17–23; Net Assets or Fund Balances — lines 24–31)

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	
2	Enter amount from Part I, line 27a	2	9,948,542.
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND ADJUSTMENT	3	440.
4	Add lines 1, 2, and 3	4	9,948,982.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	730,870.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,218,112.

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	PUBLICLY TRADED SECURITIES			
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	1,586,767.		1,548,326.	38,441.
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				38,441.
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** 38,441.

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 N/A

(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			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,267.
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	2,267.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	2,267.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,054.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	1,054.
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	1,213.
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** ▶ NONE **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ ______ (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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Wells Fargo Bank NA Telephone no. ▶ (720) 947-6728

Located at ▶ 1740 BROADWAY 49TH FLOOR, DENVER, CO ZIP+4 ▶ 80274

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

		Line	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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		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)*

		Yes	No
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**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
WELLS FARGO BANK NA 1525 W WT HARRRIS BLVD D1114-044, CHARLOTTE, NC 28262	CORPORATE TRUSTE 40	41,979.	-0-	-0-
APRIL COORS BROWN-JENKINS 1740 BROADWAY 49TH FLOOR, DENVER, CO 80274	COTRUSTEE 1	-0-	-0-	-0-
SHREMAN T BROWN 1740 BROADWAY 49TH FLOOR, DENVER, CO 80274	CO-TRUSTEE 1	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ **NONE**

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions. 3 NONE	
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	9,873,934.
b	Average of monthly cash balances	1b	101,826.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	9,975,760.
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	NONE
3	Subtract line 2 from line 1d	3	9,975,760.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	149,636.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,826,124.
6	**Minimum investment return.** Enter 5% of line 5	6	223,443.

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	223,443.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,267.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,267.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	221,176.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	221,176.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	221,176.

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	10,495.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,495.
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	10,495.

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					221,176.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				NONE	
b Total for prior years 20____,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2013					
a From 2008	NONE				
b From 2009	NONE				
c From 2010	NONE				
d From 2011	NONE				
e From 2012	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 10,495.					
a Applied to 2012, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2013 distributable amount					10,495.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					210,681.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2009	NONE				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	NONE				
e Excess from 2013	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

a The name, address, and telephone number or e-mail address 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*				
Total ▶ 3a				
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) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3.	
4 Dividends and interest from securities			14	138,631.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	38,441.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b VAR MUTUAL FUND IN			01	2,046.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				179,121.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 179,121.

(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.)
	NOT APPLICABLE

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

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

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

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

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

S.V.P

Wells Fargo Bank, N A. | 05/02/2014 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** *www.irs.gov/form990*

OMB No. 1545-0047

2013

Name of the organization	**Employer identification number**
MCINNES, S AND J CHAR TR	46-3186189

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ _______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
MCINNES, S AND J CHAR TR

Employer identification number
46-3186189

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SALLY JANE M MCINNES TRUST WELLS FARGO BANK NA DENVER, CO 80274	$ 9,815,443.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
MCINNES, S AND J CHAR TR	46-3186189

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Various Assets - See Attached	$ 9,758,443.	07/10/2013
		$	
		$	
		$	
		$	
		$	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - SECURED MARKET DEPOSIT ACC	3.	3.
TOTAL	3.	3.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	360.	360.
AQR MANAGED FUTURES STR-I #15213	127.	127.
AT&T INC	225.	225.
ABBVIE INC	200.	200.
ADAMS & ARAPAHOE CNT 4.000% 12/01/16	2,000.	
ADAMS & ARAPAHOE CNT 5.750% 12/01/20	2,875.	
ACADIAN EMG MKTS PORT-INST #1260	3,018.	3,018.
ANHEUSER-BUSCH INBEV SPN ADR	344.	344.
APACHE CORP COM RTS EXP 01/31/2006	65.	65.
APPLE COMPUTER INC COM	1,159.	1,159.
ARROWHEAD MET DIST 4.250% 12/01/22	2,125.	
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	172.	172.
BHP LIMITED SPONS ADR COM	295.	295.
BOEING CO COM	340.	340.
BOULDER COLO WTR & 4.000% 12/01/21	2,000.	
BRISTOL-MYERS SQUIBB CO COM	263.	263.
BROOMFIELD CO WTR AC 4.000% 12/01/15	1,000.	
CME GROUP INC	450.	450.
CVS CORP COM	225.	225.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	450.	450.
CELANESE CORP	198.	198.
CHAMBERS STREET PROPERTIES	3,006.	1,339.
CHEVRONTEXACO CORP COM	1,050.	1,050.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	340.	340.
COLORADO SPRINGS COL 4.000% 11/15/17	2,000.	
COLORADO WTR RES & 4.000% 9/01/23	2,089.	
COMCAST CORP NEW CL A	146.	146.
CONOCOPHILLIPS COM	138.	138.
DIAGEO PLC SPONSORED ADR NEW	947.	947.
DIAMOND HILL LONG-SHORT FD CL I #11	883.	883.
DREYFUS EMG MKT DEBT LOC C-I #6083	1,220.	1,220.
DRIEHAUS ACTIVE INCOME FUND	3,381.	3,381.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
E M C CORP MASS COM	100.	100.
EATON VANCE FLOATING RATE FD-I #924	2,582.	2,582.
EATON VANCE GLOBAL MACRO - I #0088	686.	441.
AMERICAN EUROPACIFIC GRTH CL F2 #616	5,853.	5,853.
EXXON MOBIL CORP COM	252.	252.
FOOTHILLS PK & REC 3.000% 12/01/18	2,250.	
GARFIELD CNTY COLO 3.000% 12/01/19	1,500.	
GATEWAY FUND - Y #1986	585.	585.
GOLDMAN SACHS GRP INC COM	105.	105.
HSBC HLDGS PLC SPONSORED ADR NEW	400.	400.
OAKMARK INTERNATIONAL FD CL I	8,549.	8,549.
INTEL CORP COM	523.	523.
INTL BUSINESS MACHINES CORP COM	128.	128.
ISHARES TIPS BOND ETF	214.	214.
ISHARES MSCI EMERGING MKTS INDEX FUND	1,893.	1,893.
ISHARES MIDCAP INDEX FD	3,913.	3,913.
ISHARES S & P SMALLCAP 600 INDEX FUND	1,642.	1,642.
JP MORGAN CHASE & CO COM	190.	190.
JOHNSON & JOHNSON COM	660.	660.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	67.	67.
KRAFT FOODS GROUP INC	175.	175.
WESTERN ASSET EMRG MK DEBT-I #890	9,247.	9,247.
MCDONALDS CORP COM	830.	830.
MERGER FD SH BEN INT	4,799.	4,799.
METRO WASTEWTR RECLA 3.000% 4/01/15	1,500.	
MICROSOFT CORP COM	485.	485.
MONDELEZ INTERNATIONAL INC	140.	140.
ASG GLOBAL ALTERNATIVES-Y #1993	6,096.	6,096.
ORACLE CORP COM	108.	108.
OPPENHEIMER DEVELOPING MKT-Y #788	1,198.	1,198.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	7,398.	7,398.
PEPSICO INC COM	284.	284.
POWERSHARES LISTED PRIVATE EQUITY	8,936.	8,936.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRICE T ROWE TAX FREE HIGH YLD FD INC	2,424.	47.
PROCTER & GAMBLE CO COM	304.	304.
PUBLIC SVC ENTERPRISE GRP INC COM	540.	540.
ROYCE PENNSYLVANIA MUT FD-INV #260	931.	931.
SPDR DJ WILSHIRE INTERNATIONAL REAL	3,923.	3,923.
SCHLUMBERGER LTD COM	156.	156.
TJX COS INC NEW COM	290.	290.
TARGET CORP COM	430.	430.
TEMPLETON GLOBAL BOND FD-ADV #616	3,134.	3,134.
TEVA PHARMACEUTICAL INDS LTD ADR	161.	161.
THERMO ELECTRON CORP COM W/RTS ATTACHED	83.	83.
3M CO COM	191.	191.
TOTAL FINA ELF S A SPONSORED ADR	557.	557.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	230.	230.
UNION PAC CORP COM	277.	277.
UNITED PARCEL SERVICE CL B COM	434.	434.
UNITED TECHNOLOGIES CORP COM	338.	338.
UNITEDHEALTH GRP INC COM	560.	560.
VANGUARD REIT VIPER	9,447.	6,619.
VERIZON COMMUNICATIONS COM	265.	265.
WELLS FARGO ADV EMG MK E-INS #4146	1,091.	1,091.
WELLS FARGO ADV INTL BOND-IS #4705	1,400.	1,400.
WELLS FARGO ADV S/T MUNI-INS #3161	2,846.	118.
WESTMINSTER COLO SPL 4.000% 12/01/17	2,000.	
EATON CORP PLC	240.	138.
TOTAL	138,631.	107,345.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VAR MUTUAL FUND INCOME		2,046.	2,046.
	TOTALS	2,046.	2,046.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	253.	253.
FEDERAL ESTIMATES - PRINCIPAL	1,054.	
FOREIGN TAXES ON QUALIFIED FOR	2,179.	2,179.
FOREIGN TAXES ON NONQUALIFIED	546.	546.
TOTALS	4,032.	2,978.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FEE	11.	11.
TOTALS	11.	11.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
005482Q23 ADAMS & ARAPAHOE CNT	105,096.	109,759.
005482Q64 ADAMS & ARAPAHOE CNT	121,749.	118,143.
042795EY6 ARROWHEAD MET DIST	113,057.	106,858.
10146HJA5 BOULDER COLO WTR &	116,348.	110,559.
11477KBV7 BROOMFIELD CO WTR AC	52,628.	53,372.
196632BW2 COLORADO SPRINGS COL	110,945.	111,599.
34511DBY7 FOOTHILLS PK & REC	164,182.	161,621.
36565VDK5 GARFIELD CNTY COLO	109,075.	105,742.
59164GBM3 METRO WASTEWTR RECLA	102,864.	103,475.
741486104 T ROWE TX FR HIGH YI	109,608.	101,586.
960680BD7 WESTMINSTER COLO SPL	109,711.	111,085.
TOTALS	1,215,263.	1,193,799.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
001055102 AFLAC INC	22,455.	33,400.
00203H859 AQR MANAGED FUTURES	115,000.	119,765.
00206R102 AT & T INC	18,886.	17,580.
00287Y109 ABBVIE INC	17,322.	26,405.
00758M162 ACADIAN EMG MKTS POR	200,000.	209,003.
008252108 AFFILIATED MANAGERS	28,638.	54,220.
03524A108 ANHEUSER-BUSCH INBEV	34,901.	45,246.
037411105 APACHE CORP	27,898.	27,931.
037833100 APPLE INC	117,812.	106,594.
06738C778 IPATH DOW JONES-UBS	371,777.	330,750.
071813109 BAXTER INTL INC	24,956.	24,343.
084670702 BERKSHIRE HATHAWAY I	42,775.	59,280.
088606108 BHP BILLITON LIMITED	17,013.	17,050.
097023105 BOEING CO	25,557.	47,772.
110122108 BRISTOL MYERS SQUIBB	24,506.	39,863.
12572Q105 CME GROUP INC	25,768.	39,230.
126650100 CVS/CAREMARK CORPORA	44,915.	71,570.
14040H105 CAPITAL ONE FINANCIA	42,911.	57,458.
150870103 CELANESE CORP	21,326.	30,421.
157842105 CHAMBERS STREET PROP	144,666.	110,925.
166764100 CHEVRON CORP	58,485.	65,578.
17275R102 CISCO SYSTEMS INC	33,290.	44,860.
189754104 COACH INC	8,330.	8,420.
20030N101 COMCAST CORP CLASS A	26,051.	38,974.
20825C104 CONOCOPHILLIPS	11,219.	14,130.
231021106 CUMMINS INC.	19,570.	21,146.
25243Q205 DIAGEO PLC - ADR	53,015.	66,210.
25264S833 DIAMOND HILL LONG-SH	182,781.	232,687.
254687106 WALT DISNEY CO	24,913.	38,200.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
268648102 E M C CORP MASS	26,745.	25,150.
277923728 EATON VANCE GLOBAL M	50,000.	49,789.
29875E100 AMERICAN EUROPACIFIC	335,746.	429,705.
30231G102 EXXON MOBIL CORPORAT	17,525.	20,240.
375558103 GILEAD SCIENCES INC	34,341.	90,120.
38141G104 GOLDMAN SACHS GROUP	10,180.	17,726.
38259P508 GOOGLE INC	32,215.	56,036.
404280406 HSBC - ADR	22,172.	22,052.
413838202 OAKMARK INTERNATIONA	337,662.	495,388.
459200101 INTERNATIONAL BUSINE	27,685.	28,136.
464285105 ISHARES GOLD TRUST	31,360.	23,360.
464287234 ISHARES MSCI EMERGIN	188,799.	196,437.
464287499 ISHARES RUSSELL MID-	408,032.	562,425.
464287804 ISHARES CORE S&P SMA	202,331.	300,108.
46625H100 JPMORGAN CHASE & CO	18,228.	29,240.
46625H365 JP MORGAN ALERIAN ML	55,418.	64,890.
478160104 JOHNSON & JOHNSON	34,530.	45,795.
478366107 JOHNSON CONTROLS INC	8,666.	17,955.
50076Q106 KRAFT FOODS GROUP IN	14,381.	17,952.
580135101 MCDONALDS CORP	47,232.	50,941.
589509108 MERGER FD SH BEN INT	195,462.	196,760.
594918104 MICROSOFT CORP	28,462.	35,540.
609207105 MONDELEZ INTERNATION	26,629.	35,300.
611740101 MONSTER BEVERAGE COR	27,718.	33,885.
637071101 NATIONAL OILWELL INC	19,698.	19,883.
63872T885 ASG GLOBAL ALTERNATI	200,000.	200,967.
641069406 NESTLE S.A. REGISTER	27,914.	33,116.
68389X105 ORACLE CORPORATION	27,914.	34,434.
683974505 OPPENHEIMER DEVELOPI	200,000.	220,617.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
713448108 PEPSICO INC	36,353.	41,470.
73935X195 POWERSHARES LISTED P	68,475.	90,750.
742718109 PROCTER & GAMBLE CO	33,189.	41,112.
780905840 ROYCE PENNSYLVANIA M	74,635.	97,722.
78463X863 SPDR DJ WILSHIRE INT	126,604.	133,900.
806857108 SCHLUMBERGER LTD	36,230.	45,055.
872540109 TJX COS INC NEW	45,220.	63,730.
87612E106 TARGET CORP	31,323.	31,635.
883556102 THERMO FISHER SCIENT	31,092.	61,243.
88579Y101 3M CO	13,781.	21,038.
89151E109 TOTAL S.A. - ADR	33,737.	42,889.
902641646 E-TRACS ALERIAN MLP	37,580.	39,430.
902973304 US BANCORP DEL NEW	33,315.	40,400.
907818108 UNION PACIFIC CORP	43,500.	58,800.
911312106 UNITED PARCEL SERVIC	26,598.	36,778.
913017109 UNITED TECHNOLOGIES	21,216.	31,295.
91324P102 UNITEDHEALTH GROUP I	51,525.	75,300.
922908553 VANGUARD REIT VIPER	399,053.	387,360.
92343V104 VERIZON COMMUNICATIO	22,345.	24,570.
94975P751 WELLS FARGO ADV EMG	200,053.	212,435.
G29183103 EATON CORP PLC	20,941.	30,448.
TOTALS	5,830,546.	6,960,318.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
261980494 DREYFUS EMG MKT DEBT	200,369.	196,744.
262028855 DRIEHAUS ACTIVE INCO	401,999.	406,783.
277911491 EATON VANCE FLOATING	129,532.	131,973.
464287176 ISHARES TIPS BOND ET	60,703.	54,950.
52469F481 WESTERN ASSET EMRG M	322,355.	284,989.
693390841 PIMCO HIGH YIELD FD-	280,859.	286,220.
880208400 TEMPLETON GLOBAL BON	153,139.	151,863.
94985D582 WELLS FARGO ADV INTL	173,753.	162,582.
949921654 WELLS FARGO ADV S/T	244,219.	242,515.
TOTALS	1,966,928.	1,918,619.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND EFFECT AFTER TYE	9,981.
ROUNDING	5.
COST/FMV ADJUSTMENT ON CONTRIBUTIONS	711,274.
AMORTIZATION MUNI INT	9,610.
TOTAL	730,870.

TRANSACTION DETAIL *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis

Assets Received

OTHER ASSETS RECEIVED

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/19/13	500 000	RECEIVED 500 SHARES OF ABBOTT LABS SYMBOL. ABT CUSIP: 002824100 VALUE: $17,850 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			$15,973 31
07/19/13	500.000	RECEIVED 500 SHARES OF ABBVIE INC SYMBOL: ABBV CUSIP: 00287Y109 VALUE: $22,160.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			17,321.69
07/19/13	100,000 000	RECEIVED 100,000 PAR VALUE OF ADAMS & ARAPAHOE CNT 4 000% 12/01/16 CUSIP: 005482Q23 VALUE· $110,150.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			105,853.57
07/19/13	100,000.000	RECEIVED 100,000 PAR VALUE OF ADAMS & ARAPAHOE CNT 5.750% 12/01/20 CUSIP. 005482Q64 VALUE. $118,550.00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			123,044.95
07/19/13	250 000	RECEIVED 250 SHARES OF AFFILIATED MANAGERS GROUP, INC COM SYMBOL: AMG CUSIP. 008252108 VALUE: $44,120.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			28,638 00
07/19/13	500.000	RECEIVED 500 SHARES OF AFLAC INC SYMBOL: AFL CUSIP: 001055102 VALUE: $29,665.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			22,455.00
07/29/13	8,773 080	RECEIVED 8,773.08 SHARES OF AMERICAN EUROPACIFIC GRTH CL F2 #616 SYMBOL: AEPFX CUSIP: 29875E100 VALUE. $386,805.10 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			335,745.77

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/19/13	425.000	RECEIVED 425 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR SYMBOL: BUD CUSIP: 03524A108 VALUE: $38,101.25 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			34,901 00
07/19/13	325.000	RECEIVED 325 SHARES OF APACHE CORP SYMBOL· APA CUSIP. 037411105 VALUE: $27,170.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			27,898.00
07/19/13	190.000	RECEIVED 190 SHARES OF APPLE INC SYMBOL· AAPL CUSIP. 037833100 VALUE· $82,034.02 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			117,812.16
07/19/13	100,000.000	RECEIVED 100,000 PAR VALUE OF ARROWHEAD MET DIST 4.250% 12/01/22 CUSIP: 042795EY6 VALUE· $108,290.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			113,638.78
07/19/13	500.000	RECEIVED 500 SHARES OF AT & T INC SYMBOL: T CUSIP: 00206R102 VALUE· $17,870 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			18,886.25
07/19/13	500 000	RECEIVED 500 SHARES OF BERKSHIRE HATHAWAY INC. SYMBOL· BRK.B CUSIP: 084670702 VALUE. $59,280 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			42,775 00
07/19/13	150 000	RECEIVED 150 SHARES OF BHP BILLITON LIMITED - ADR SYMBOL: BHP CUSIP· 088606108 VALUE: $9,474 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			10,242 75

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
07/19/13	350.000	RECEIVED 350 SHARES OF BOEING CO SYMBOL: BA CUSIP: 097023105 VALUE· $37,670 50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			25,557.00
07/19/13	100,000.000	RECEIVED 100,000 PAR VALUE OF BOULDER COLO WTR & 4 000% 12/01/21 CUSIP. 10146HJA5 VALUE: $111,535.00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			117,208 29
07/19/13	750.000	RECEIVED 750 SHARES OF BRISTOL MYERS SQUIBB CO SYMBOL: BMY CUSIP: 110122108 VALUE: $32,962 50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			24,506.25
07/19/13	50,000.000	RECEIVED 50,000 PAR VALUE OF BROOMFIELD CO WTR AC 4.000% 12/01/15 CUSIP. 11477KBV7 VALUE: $53,847.50 TRANSFER FROM SARAJANE`M. MCINNES ADMIN TRUST			53,236 56
07/19/13	750.000	RECEIVED 750 SHARES OF CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP· 14040H105 VALUE· $50,287.50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			42,911.25
07/19/13	550 000	RECEIVED 550 SHARES OF CELANESE CORP SYMBOL: CE CUSIP. 150870103 VALUE: $26,405.50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			21,326.25
07/19/13	13,891.760	RECEIVED 13,891 76 SHARES OF CHAMBERS STREET PROPERTIES CUSIP: 157842105 VALUE: $116,829.70 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			138,917.60

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/19/13	225.935	RECEIVED 225.935 SHARES OF CHAMBERS STREET PROPERTIES CUSIP. 157842105 VALUE: $1,900.11 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			2,146.38
07/19/13	218.903	RECEIVED 218.903 SHARES OF CHAMBERS STREET PROPERTIES CUSIP: 157842105 VALUE: $1,840.97 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			2,079.58
07/19/13	222.402	RECEIVED 222.402 SHARES OF CHAMBERS STREET PROPERTIES CUSIP 157842105 VALUE: $1,870.40 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			2,112.82
07/19/13	525.000	RECEIVED 525 SHARES OF CHEVRON CORP SYMBOL: CVX CUSIP. 166764100 VALUE. $65,871.75 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			58,485 00
07/19/13	2,000.000	RECEIVED 2,000 SHARES OF CISCO SYSTEMS INC SYMBOL: CSCO CUSIP 17275R102 VALUE. $51,720.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			33,290.00
07/19/13	500.000	RECEIVED 500 SHARES OF CME GROUP INC SYMBOL· CME CUSIP. 12572Q105 VALUE: $38,200.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			25,767.50
07/19/13	100,000.000	RECEIVED 100,000 PAR VALUE OF COLORADO SPRINGS COL 4 000% 11/15/17 CUSIP: 196632BW2 VALUE: $110,970 00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			112,185.98

TRANSACTION DETAIL *(continued)*

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
Assets Received *(continued)*					
OTHER ASSETS RECEIVED *(continued)*					
07/19/13	100,000.000	RECEIVED 100,000 PAR VALUE OF COLORADO WTR RES & 4.000% 9/01/23 CUSIP: 19679EKR9 VALUE: $106,028.00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			109,273.34
07/19/13	750.000	RECEIVED 750 SHARES OF COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101 VALUE: $33,255.00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			26,051.25
07/19/13	200.000	RECEIVED 200 SHARES OF CONOCOPHILLIPS SYMBOL: COP CUSIP: 20825C104 VALUE: $13,060.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			11,218.80
07/19/13	1,000.000	RECEIVED 1,000 SHARES OF CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100 VALUE. $61,200.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			44,915.00
07/19/13	500.000	RECEIVED 500 SHARES OF DIAGEO PLC - ADR SYMBOL: DEO CUSIP: 25243Q205 VALUE: $61,625.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			53,015.00
07/25/13	15,083.036	RECEIVED 15,083.036 SHARES OF DIAMOND HILL LONG-SHORT FD CL I #11 SYMBOL. DHLSX CUSIP: 25264S833 VALUE: $321,570.33 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			266,818.91

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/29/13	7,158 196	RECEIVED 7,158.196 SHARES OF DREYFUS EMG MKT DEBT LOC C-I #6083 CUSIP: 261980494 VALUE. $101,145 31 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			105,368.65
07/29/13	11,282.495	RECEIVED 11,282.495 SHARES OF DRIEHAUS ACTIVE INCOME FUND CUSIP. 262028855 VALUE: $121,286.82 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			116,999.47
07/19/13	1,000.000	RECEIVED 1,000 SHARES OF E M C CORP MASS SYMBOL: EMC CUSIP 268648102 VALUE: $25,610 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			26,745.00
07/19/13	387.000	RECEIVED 387 SHARES OF EATON CORP PLC SYMBOL: ETN CUSIP: G29183103 VALUE. $26,176 68 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			20,087.47
07/29/13	14,360.553	RECEIVED 14,360.553 SHARES OF EATON VANCE FLOATING RATE FD-I #924 CUSIP: 277911491 VALUE: $131,829.88 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			129,532.19
07/19/13	200.000	RECEIVED 200 SHARES OF EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102 VALUE: $18,876.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			17,525.00

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/19/13	150,000.000	RECEIVED 150,000 PAR VALUE OF FOOTHILLS PK & REC 3.000% 12/01/18 CUSIP: 34511DBY7 VALUE. $161,101.50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			165,444.69
07/19/13	100,000.000	RECEIVED 100,000 PAR VALUE OF GARFIELD CNTY COLO 3.000% 12/01/19 CUSIP: 36565VDK5 VALUE: $105,709.00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			109,734.78
07/29/13	8,365.460	RECEIVED 8,365.46 SHARES OF GATEWAY FUND - Y #1986 SYMBOL: GTEYX CUSIP. 367829884 VALUE: $236,156 94 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			228,628.02
07/19/13	1,200.000	RECEIVED 1,200 SHARES OF GILEAD SCIENCES INC SYMBOL: GILD CUSIP: 375558103 VALUE. $69,864.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			34,341.00
07/19/13	100.000	RECEIVED 100 SHARES OF GOLDMAN SACHS GROUP INC SYMBOL GS CUSIP: 38141G104 VALUE: $16,406 00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			10,180 00
07/19/13	50.000	RECEIVED 50 SHARES OF GOOGLE INC SYMBOL: GOOG CUSIP 38259P508 VALUE. $45,534.00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			32,215.00
07/19/13	1,325.000	RECEIVED 1,325 SHARES OF INTEL CORP SYMBOL: INTC CUSIP: 458140100 VALUE $30,798.30 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			35,251.63

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/19/13	6,650 000	RECEIVED 6,650 SHARES OF IPATH DOW JONES-UBS COMMODITY INDEX CUSIP: 06738C778 VALUE· $253,099.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			282,192.75
07/19/13	500.000	RECEIVED 500 SHARES OF ISHARES BARCLAYS TIPS BOND FUND CUSIP: 464287176 VALUE: $56,305.00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			60,702.53
07/19/13	2,750.000	RECEIVED 2,750 SHARES OF ISHARES CORE S&P SMALL-CAP E SYMBOL: IJR CUSIP: 464287804 VALUE: $266,695 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			202,331.25
07/19/13	3,200.000	RECEIVED 3,200 SHARES OF ISHARES GOLD TRUST CUSIP: 464285105 VALUE: $39,872.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			50,176.00
07/19/13	4,700.000	RECEIVED 4,700 SHARES OF ISHARES TR MSCI EMERGING MARKETS SYMBOL· EEM CUSIP. 464287234 VALUE: $185,133.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			188,799.00
07/19/13	3,500.000	RECEIVED 3,500 SHARES OF ISHARES TR RUSSELL MIDCAP INDEX FD SYMBOL: IWR CUSIP: 464287499 VALUE: $479,570.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			374,342.50

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/19/13	500 000	RECEIVED 500 SHARES OF JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104 VALUE: $45,085.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			34,530.00
07/19/13	350 000	RECEIVED 350 SHARES OF JOHNSON CONTROLS INC SYMBOL: JCI CUSIP. 478366107 VALUE: $14,150.50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			8,666.00
07/19/13	1,400.000	RECEIVED 1,400 SHARES OF JP MORGAN ALERIAN MLP INDEX CUSIP· 46625H365 VALUE: $67,564.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			55,417.60
07/19/13	500.000	RECEIVED 500 SHARES OF JPMORGAN CHASE & CO SYMBOL: JPM CUSIP. 46625H100 VALUE· $28,185 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			18,227.50
07/19/13	333.000	RECEIVED 333 SHARES OF KRAFT FOODS GROUP INC SYMBOL: KRFT CUSIP. 50076Q106 VALUE· $19,040.94 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			14,381.28
07/19/13	525.000	RECEIVED 525 SHARES OF MCDONALDS CORP SYMBOL· MCD CUSIP. 580135101 VALUE· $52,594.50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			47,231.63

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/25/13	11,371.236	RECEIVED 11,371.236 SHARES OF MERGER FD SH BEN INT #260 CUSIP: 589509108 VALUE: $182,280.91 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			180,461.52
07/19/13	100,000.000	RECEIVED 100,000 PAR VALUE OF METRO WASTEWTR RECLA 3.000% 4/01/15 CUSIP: 59164GBM3 VALUE· $104,460 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			103,888.80
07/19/13	950.000	RECEIVED 950 SHARES OF MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104 VALUE· $33,668.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			28,462.00
07/19/13	1,000.000	RECEIVED 1,000 SHARES OF MONDELEZ INTERNATIONAL INC SYMBOL MDLZ CUSIP: 609207105 VALUE: $30,580.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			26,629.33
07/19/13	450.000	RECEIVED 450 SHARES OF NESTLE S.A. REGISTERED SHARES - ADR SYMBOL: NSRGY CUSIP 641069406 VALUE $30,163.50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			27,913.50
07/19/13	500.000	RECEIVED 500 SHARES OF NOVARTIS AG - ADR SYMBOL NVS CUSIP: 66987V109 VALUE· $36,325 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			29,665.00

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/29/13	18,821.721	RECEIVED 18,821.721 SHARES OF OAKMARK INTERNATIONAL FD #109 SYMBOL: OAKIX CUSIP: 413838202 VALUE: $464,520.07 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			337,661.67
07/19/13	900.000	RECEIVED 900 SHARES OF ORACLE CORPORATION SYMBOL ORCL CUSIP. 68389X105 VALUE: $28,809 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			27,913 50
07/19/13	500 000	RECEIVED 500 SHARES OF PEPSICO INC SYMBOL: PEP CUSIP: 713448108 VALUE $43,400.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			36,352 50
07/25/13	29,783 581	RECEIVED 29,783.581 SHARES OF PIMCO HIGH YIELD FD-INST #108 CUSIP: 693390841 VALUE $285,624.54 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			280,859.17
07/19/13	7,500 000	RECEIVED 7,500 SHARES OF POWERSHARES LISTED PRIVATE EQUITY SYMBOL: PSP CUSIP: 73935X195 VALUE: $87,450 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			68,475.00
07/19/13	505 000	RECEIVED 505 SHARES OF PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109 VALUE· $40,551.50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			33,188 60
07/19/13	750.000	RECEIVED 750 SHARES OF PUBLIC SVC ENTERPRISE GROUP INC SYMBOL. PEG CUSIP. 744573106 VALUE: $25,620.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			24,528.75

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/29/13	6,634.245	RECEIVED 6,634.245 SHARES OF ROYCE PENNSYLVANIA MUT FD-INV #260 SYMBOL: PENNX CUSIP: 780905840 VALUE: $90,491.10 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			74,635.26
07/19/13	500 000	RECEIVED 500 SHARES OF SCHLUMBERGER LTD SYMBOL: SLB CUSIP: 806857108 VALUE. $39,240 00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			36,230.00
07/19/13	3,250.000	RECEIVED 3,250 SHARES OF SPDR DJ WILSHIRE INTERNATIONAL REAL CUSIP: 78463X863 VALUE: $134,095.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			126,603.75
07/29/13	9,328.358	RECEIVED 9,328.358 SHARES OF T ROWE TX FR HIGH YIELD #59 CUSIP: 741486104 VALUE· $103,264 92 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			109,608.21
07/19/13	500.000	RECEIVED 500 SHARES OF TARGET CORP SYMBOL: TGT CUSIP: 87612E106 VALUE· $36,210.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			31,322.50
07/29/13	11,601 451	RECEIVED 11,601 451 SHARES OF TEMPLETON GLOBAL BOND FD-ADV #616 CUSIP· 880208400 VALUE. $151,050.89 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			153,139.15
07/19/13	500 000	RECEIVED 500 SHARES OF TEVA PHARMACEUTICAL INDUSTRIES - ADR SYMBOL: TEVA CUSIP: 881624209 VALUE $20,000.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			19,990.00

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/19/13	550.000	RECEIVED 550 SHARES OF THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102 VALUE· $48,928.00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			31,091.50
07/19/13	1,000.000	RECEIVED 1,000 SHARES OF TJX COS INC NEW SYMBOL. TJX CUSIP. 872540109 VALUE. $52,410.00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			45,220.00
07/19/13	700.000	RECEIVED 700 SHARES OF TOTAL S A. - ADR SYMBOL: TOT CUSIP. 89151E109 VALUE: $36,386 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			33,736.50
07/19/13	350.000	RECEIVED 350 SHARES OF UNION PACIFIC CORP SYMBOL: UNP CUSIP: 907818108 VALUE· $56,476.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			43,499.75
07/19/13	350.000	RECEIVED 350 SHARES OF UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP· 911312106 VALUE: $30,747.50 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			26,598.25
07/19/13	300.000	RECEIVED 300 SHARES OF UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109 VALUE: $30,402.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			23,144.99

TRANSACTION DETAIL *(continued)*

Assets Received *(continued)*

OTHER ASSETS RECEIVED *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
07/19/13	1,000 000	RECEIVED 1,000 SHARES OF UNITEDHEALTH GROUP INC SYMBOL: UNH CUSIP: 91324P102 VALUE: $70,550 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			51,525.00
07/19/13	1,000.000	RECEIVED 1,000 SHARES OF US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304 VALUE: $37,070.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			33,315.00
07/19/13	5,500.000	RECEIVED 5,500 SHARES OF VANGUARD REIT VIPER CUSIP: 922908553 VALUE: $398,090 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			366,159.12
07/19/13	500.000	RECEIVED 500 SHARES OF VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104 VALUE: $24,985.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			22,345.00
07/19/13	750 000	RECEIVED 750 SHARES OF VODAFONE GROUP PLC NEW ADR SYMBOL VOD CUSIP: 92857W209 VALUE: $21,840.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			22,241.25
07/19/13	500.000	RECEIVED 500 SHARES OF WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106 VALUE: $32,910 00 TRANSFER FROM SARAJANE M MCINNES ADMIN TRUST			24,912.50

TRANSACTION DETAIL *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
Assets Received *(continued)*					
OTHER ASSETS RECEIVED *(continued)*					
07/25/13	9,067.184	RECEIVED 9,067.184 SHARES OF WELLS FARGO ADV EMG MK E-INS #4146 SYMBOL: EMGNX CUSIP: 94975P751 VALUE: $194,037 74 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			188,053.40
07/25/13	15,095 849	RECEIVED 15,095 849 SHARES OF WELLS FARGO ADV INTL BOND-IS #4705 CUSIP: 94985D582 VALUE: $166,205.30 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			173,753.22
07/25/13	45,050.603	RECEIVED 45,050.603 SHARES OF WELLS FARGO ADV S/T MUNI-INS #3161 CUSIP: 949921654 VALUE· $449,605.02 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			451,857.55
07/25/13	74,775.673	RECEIVED 74,775.673 SHARES OF WELLS FARGO ADV S/T MUNI-INS #3161 CUSIP: 949921654 VALUE: $746,261.22 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			750,000.00
07/29/13	55,770.837	RECEIVED 55,770.837 SHARES OF WESTERN ASSET EMRG MK DEBT-I #890 CUSIP· 52469F481 VALUE: $297,816.27 TRANSFER FROM MCINNES,SARAJANE M ADMIN TRUST			322,355.44
07/19/13	100,000.000	RECEIVED 100,000 PAR VALUE OF WESTMINSTER COLO SPL 4.000% 12/01/17 CUSIP: 960680BD7 VALUE: $110,639 00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			110,790.97

TRANSACTION DETAIL *(continued)*

Date	Quantity	Description	Principal Cash	Income Cash	Cost Basis
Assets Received *(continued)*					
OTHER ASSETS RECEIVED *(continued)*					
07/19/13	150.000	RECEIVED 150 SHARES OF 3M CO SYMBOL: MMM CUSIP: 88579Y101 VALUE: $17,322.00 TRANSFER FROM SARAJANE M. MCINNES ADMIN TRUST			13,781.25
Total Other Assets Received		**Value: $9,758,442.98**	**$0.00**	**$0.00**	**$9,047,168.83**
Total Assets Received		**Value: $9,758,442.98**	**$0.00**	**$0.00**	**$9,047,168.83**

Cash Sweep Activity

Total Cash Sweep Activity