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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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

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

407 ADAMS STREET

A Employer identification number

47-0833594

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

DENVER, CO 80206

B Telephone number

720-974-9800

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeC If exemption application is pending, check here ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationD 1 Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► I Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) *621,284.* (Part I, column (d) must be on cash basis)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 ►

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))

(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			N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3	13,496.			STATEMENT 1
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	33,250.			
b 112,846.				
7 Capital gain net income (from Part IV, line 2)		33,250.		
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)				
11 Other income				
12 Total. Add lines 1 through 11	46,746.	33,250.		
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	3,800.	3,800.	0.	
c Other professional fees				
17 Interest				
18 Taxes	861.	861.	0.	
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	3,119.	3,119.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23	7,780.	7,780.	0.	
25 Contributions, gifts, grants paid	23,750.		23,750.	
26 Total expenses and disbursements Add lines 24 and 25	31,530.	7,780.	23,750.	
27 Subtract line 26 from line 12:	15,216.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		25,470.		
c Adjusted net income (if negative, enter -0-)			N/A	

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
Assets	1 Cash - non-interest-bearing	(a) Book Value	(b) Book Value	(c) Fair Market Value
	2 Savings and temporary cash investments		29,493.	33,611.
	3 Accounts receivable ►			33,611.
	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			
	7 Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		51.	51.
	10a Investments - U.S. and state government obligations	STMT 5	123,669.	133,923.
	b Investments - corporate stock	STMT 6	263,136.	260,850.
	c Investments - corporate bonds	STMT 7	36,998.	40,077.
	11 Investments - land, buildings, and equipment: basis ►			40,274.
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		453,296.	468,512.
				621,284.
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			
	22 Other liabilities (describe ►)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		0.	0.
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted		453,296.	468,512.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances		453,296.	468,512.
	31 Total liabilities and net assets/fund balances		453,296.	468,512.

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	453,296.
2 Enter amount from Part I, line 27a	2	15,216.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	468,512.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	468,512.

323511
10-10-13

Form 990-PF (2013)

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594

Page 3

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 SCHWAB - SEE ATTACHED			P	01/01/10	12/31/13
b SCHWAB - CAPITAL GAIN DISTRIBUTION			P	01/01/10	12/31/13
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 109,468.		79,596.	29,872.		
b 3,378.			3,378.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			29,872.		
b			3,378.		
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	33,250.	
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). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) (col. (b) divided by col. (c))
2012	21,086.	517,388.	.040755
2011	24,108.	528,060.	.045654
2010	36,142.	505,047.	.071562
2009	31,064.	441,495.	.070361
2008	35,949.	559,390.	.064265

2 Total of line 1, column (d)	2	.292597
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	.058519
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	573,083.
5 Multiply line 4 by line 3	5	33,536.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	255.
7 Add lines 5 and 6	7	33,791.
8 Enter qualifying distributions from Part XII, line 4	8	23,750.

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.

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594

Page 4

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)	
1b	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
1c 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-)
3	Add lines 1 and 2
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:
6a	2013 estimated tax payments and 2012 overpayment credited to 2013
6b	Exempt foreign organizations - tax withheld at source
6c	Tax paid with application for extension of time to file (Form 8868)
6d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 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 X
 1c X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
If the answer is "Yes" to 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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation. ► \$ _____ 0. (2) On foundation managers. ► \$ _____ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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*

2		<input checked="" type="checkbox"/> X
3		<input checked="" type="checkbox"/> X
4a		<input checked="" type="checkbox"/> X
4b		
5		<input checked="" type="checkbox"/> X
6		<input checked="" type="checkbox"/> X
7		<input checked="" type="checkbox"/> X
8b		<input checked="" type="checkbox"/> X
9		<input checked="" type="checkbox"/> X
10		<input checked="" type="checkbox"/> X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____
NE, 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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Form 990-PF (2013)

323531
10-10-13

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ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594

Page 5

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13 X

14 The books are in care of ► MARILYN HARRIS Telephone no. ► 720-974-9800
Located at ► 407 ADAMS STREET, DENVER, CO ZIP+4 ► 80206

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 N/A

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16 Yes X No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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 type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
If "Yes," list the years ► <u> </u> , <u> </u> , <u> </u> , <u> </u>	2a N/A ► <input 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.)	2b N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u> </u> , <u> </u> , <u> </u> , <u> </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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 N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a N/A <input type="checkbox"/> 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 N/A <input type="checkbox"/> X	

Form 990-PF (2013)

323541
10-10-13

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594

Page 6

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)?

N/A



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?

N/A

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

Yes No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

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.

(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
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2013)

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594 Page 7

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

3 Five highest-paid independent contractors for professional services. 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 ►

0

Part IX-A | Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1	N/A	
2		
3		
4		

Part IX-B | Summary of Program-Related Investments

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.

3		
Total. Add lines 1 through 3 ►		0.

Form 990-PF (2013)

323561
10-10-13

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594 Page 8

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	557,143.
b	Average of monthly cash balances	1b	24,667.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	581,810.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	581,810.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,727.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	573,083.
6	Minimum investment return. Enter 5% of line 5	6	28,654.

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	28,654.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	509.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	509.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,145.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	28,145.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,145.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	23,750.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
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	23,750.
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	23,750.
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		
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.

Form 990-PF (2013)

323571
10-10-13

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594 Page 9

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				28,145.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,986.			
b From 2009	11,106.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	14,092.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 23,750.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				23,750.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	4,395.			4,395.
6 Enter the net total of each column as indicated below:	9,697.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
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			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	9,697.			
10 Analysis of line 9:				
a Excess from 2009	9,697.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594 Page 11

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				
MONTVIEW BOULEVARD PRESBYTERIAN CHURCH 1980 DAHLIA ST DENVER, CO 80220	NONE	PUBLIC	AID TO COMMUNITY	6,000.
MOURNING HOPE 4919 BALDWIN AVE LINCOLN, NE 68512	NONE	PUBLIC	AID TO COMMUNITY	2,000.
CEDARS CHILDREN'S HOME FOUNDATION 6601 PIONEERS BOULEVARD LINCOLN, NE 68506	NONE	PUBLIC	AID TO COMMUNITY AID TO COMMUNITY	2,000.
COLORADO SYMPHONY 1000 14TH STREET DENVER, CO 80202	NONE	PUBLIC	AID TO COMMUNITY	1,000.
DENVER BOTANIC GARDENS 1007 YORK STREET DENVER, CO 80206	NONE	PUBLIC	AID TO COMMUNITY	1,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 23,750.
b Approved for future payment				
NONE				
Total				► 3b 0.

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Form 990-PF (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

12 Subtotal. Add columns (b), (d), and (e)

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

(See worksheet in line 13 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

Form 990-PF (2013)

47-0833594 Page 13

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

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

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.

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
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this declaration, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of Paula S. Klein

5-18-14

Date _____ Title _____

Title

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

Paid Preparer Use Only	Print/Type preparer's name MARTHA A. DEVINE, CPA	Preparer's signature 	Date 5-614	Check <input type="checkbox"/> if self-employed	PTIN P00647553
	Firm's name ► DCG, P.C.			Firm's EIN ► 84-1222123	
	Firm's address ► 1777 S. HARRISON ST., SUITE 901 DENVER, CO 80210			Phone no. 720-974-9800	

ROBERT AND MARILYN HARRIS CHARITABLE
FOUNDATION TRUST

47-0833594

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DENVER MUSEUM OF NATURE & SCIENCE 2001 COLORADO BOULEVARD DENVER, CO 80205	NONE	PUBLIC	AID TO COMMUNITY	750.
DENVER ZOOLOGICAL FOUNDATION 2300 STEELE STREET DENVER, CO 80205	NONE	PUBLIC	AID TO COMMUNITY	1,500.
CHERRY CREEK THEATRE 3000 E 1ST AVE DENVER, CO 80206	NONE	PUBLIC	AID TO COMMUNITY	1,000.
LINCOLN CHILDRENS ZOO 1222, SOUTH 27TH STREET LINCOLN, NE 68502	NONE	PUBLIC	AID TO COMMUNITY	500.
MADONNA FOUNDATION 5401 SOUTH STREET LINCOLN, NE 68506	NONE	PUBLIC	AID TO COMMUNITY	5,000.
DENVER KIDS, INC 1330 FOX ST DENVER, CO 80204	NONE	PUBLIC	AID TO COMMUNITY	1,000.
HOME HEALTH HOSPICE 2707 L STREET ORD, NE 68862	NONE	PUBLIC	AID TO COMMUNITY	1,000.
DENVER DUMB FRIENDS LEAGUE 2080 S QUEBEC ST DENVER, CO 80231	NONE	PUBLIC	AID TO COMMUNITY	250.
FAMILY SERVICE 501 S 7TH ST LINCOLN, NE 68508	NONE	PUBLIC	AID TO COMMUNITY	500.
DENVER ART MUSEUM 100 W 14TH AVE PKWY DENVER, CO 80204	NONE	PUBLIC	AID TO COMMUNITY	250.
Total from continuation sheets				11,750.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB - DIVIDENDS	13,496.	0.	13,496.	0.	
TO PART I, LINE 4	13,496.	0.	13,496.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	3,800.	3,800.		0.
TO FORM 990-PF, PG 1, LN 16B	3,800.	3,800.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	417.	417.		0.
PRIOR YEAR TAX LIABILITY	444.	444.		0.
TO FORM 990-PF, PG 1, LN 18	861.	861.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MILESTONE MANAGEMENT FEES	2,941.	2,941.		0.
BANK CHARGES	178.	178.		0.
TO FORM 990-PF, PG 1, LN 23	3,119.	3,119.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MILESTONE GROUP US GOVT HOLDINGS	X		133,923.	215,434.
TOTAL U.S. GOVERNMENT OBLIGATIONS			133,923.	215,434.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			133,923.	215,434.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MILESTONE GROUP OTHER INVESTMENTS	260,850.	331,914.
TOTAL TO FORM 990-PF, PART II, LINE 10B	260,850.	331,914.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MILESTONE GROUP CORPORATE BONDS	40,077.	40,274.
TOTAL TO FORM 990-PF, PART II, LINE 10C	40,077.	40,274.

FORM 990-PF . PART VIII - LIST OF OFFICERS, DIRECTORS
STATEMENT 8
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT HARRIS 407 ADAMS STREET DENVER, CO 80206	TRUSTEE 1.00	0.	0.	0.
MARILYN HARRIS 407 ADAMS STREET DENVER, CO 80206	TRUSTEE 1.00	0.	0.	0.
MATTHEW C. HARRIS 6311 WOODSTOCK AVE. LINCOLN, NE 68512	ADVISORY 1.00	0.	0.	0.
AMY HARRIS 6311 WOODSTOCK AVE. LINCOLN, NE 68512	ADVISORY 1.00	0.	0.	0.
THEODORE A. HARRIS 2333 S. MILWAUKEE DENVER, CO 80210	ADVISORY 1.00	0.	0.	0.
EMILY E. HARRIS P.O. BOX #1601 GIRDWOOD, AK 99587	ADVISORY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF . PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS STATEMENT 9

NAME OF MANAGER

ROBERT HARRIS
MARILYN HARRIS

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Schwab One® Trust Account of
ROBERT & MARILYN HARRIS
CHARITABLE FOUNDATION TRUST

U/A DTD 06/09/2000

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

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REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D

Please consult with your tax advisor or financial advisor regarding specific questions

Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as "cost basis is reported to the IRS." Report on Form 8949, Part II, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PIMCO COMMODITY REAL	722005667	525.54	01/25/12	12/02/13	\$ 2,909.99	\$ 3,629.00	\$ 0.00	\$ (719.01)
Security Subtotal					\$ 2,909.99	\$ 3,629.00	\$ 0.00	\$ (719.01)
Total Long-Term (Cost basis is reported to the IRS)					\$ 2,909.99	\$ 3,629.00	\$ 0.00	\$ (719.01)

Long-Term Realized Gain or (Loss)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
DFA INTL VALUE PORT	INS 25434D203	149.93	08/22/11	12/02/13	\$ 2,897.15	\$ 2,329.00	\$ 0.00	\$ 568.15
DFA INTL VALUE PORT	INS 25434D203	108.82	11/22/11	12/02/13	\$ 2,102.85	\$ 1,572.96	\$ 0.00	\$ 529.89
Security Subtotal					\$ 5,000.00	\$ 3,901.96	\$ 0.00	\$ 1,098.04
DFA US LARGE CAP VALUE	233203827	469.55	09/25/03	07/25/13	\$ 13,400.00	\$ 7,005.71 ^a	\$ 0.00	\$ 6,394.29

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Account Number
██████████ 7874

**TAX YEAR 2013
YEAR-END SUMMARY**

Date Prepared: February 21, 2014

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Schwab One® Trust Account of
ROBERT & MARILYN HARRIS
CHARITABLE FOUNDATION TRUST
U/A DTD 06/09/2000

Account Number
██████████ 7874

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Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Disallowed	Realized Gain or (Loss)
DFA US LARGE CAP VALUE	233203827	388.49	09/25/03	12/02/13	\$ 12,000.00	\$ 5,796.24 ^a	\$ 0.00	\$ 6,203.76
Security Subtotal					\$ 25,400.00	\$ 12,801.95	\$ 0.00	\$ 12,598.05
DFA US MICRO CAP PORT I	233203504	246.19	09/25/03	12/02/13	\$ 5,000.00	\$ 2,940.56 ^a	\$ 0.00	\$ 2,059.44
Security Subtotal					\$ 5,000.00	\$ 2,940.56	\$ 0.00	\$ 2,059.44
DFA US SMALL CAP VALUE	233203819	111.21	09/25/03	07/25/13	\$ 3,700.00	\$ 2,294.41 ^a	\$ 0.00	\$ 1,405.59
Security Subtotal					\$ 3,700.00	\$ 2,294.41	\$ 0.00	\$ 1,405.59
ISHARES CORE S&P ETF	S 464287200	36.00	09/22/03	07/25/13	\$ 6,092.94	\$ 3,685.90 ^a	\$ 0.00	\$ 2,407.04
ISHARES CORE S&P ETF	S 464287200	170.00	09/22/03	12/02/13	\$ 30,922.35	\$ 17,405.63 ^a	\$ 0.00	\$ 13,516.72
Security Subtotal					\$ 37,015.29	\$ 21,091.53	\$ 0.00	\$ 15,923.76
ISHARES TR RUSSELL 2000	464287655	30.00	09/22/03	07/25/13	\$ 3,118.80	\$ 1,539.39 ^a	\$ 0.00	\$ 1,579.41
Security Subtotal					\$ 3,118.80	\$ 1,539.39	\$ 0.00	\$ 1,579.41
PIMCO COMMODITY REAL	722005667	23.04	05/17/04	12/02/13	\$ 127.58	\$ 344.00 ^a	\$ 0.00	\$ (216.42)
PIMCO COMMODITY REAL	722005667	4.62	06/17/04	12/02/13	\$ 25.59	\$ 67.88 ^a	\$ 0.00	\$ (42.29)
PIMCO COMMODITY REAL	722005667	6.27	09/16/04	12/02/13	\$ 34.72	\$ 92.06 ^a	\$ 0.00	\$ (57.34)
PIMCO COMMODITY REAL	722005667	0.29	12/13/04	12/02/13	\$ 1.66	\$ 4.46 ^a	\$ 0.00	\$ (2.80)
PIMCO COMMODITY REAL	722005667	14.72	12/29/04	12/02/13	\$ 81.53	\$ 218.82 ^a	\$ 0.00	\$ (137.29)
PIMCO COMMODITY REAL	722005667	338.36	07/24/07	12/02/13	\$ 1,873.57	\$ 4,800.00 ^a	\$ 0.00	\$ (2,926.43)
PIMCO COMMODITY REAL	722005667	311.15	09/22/09	12/02/13	\$ 1,722.89	\$ 2,400.00 ^a	\$ 0.00	\$ (677.11)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.



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CHARITABLE FOUNDATION TRUST
U/A DTD 06/09/2000

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Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as "cost basis is available but not reported to the IRS." Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PIMCO COMMODITY REAL	722005667	323 00	03/25/10	12/02/13	\$ 5,656.05	\$ 10,427.22	\$ 0.00	\$ (4,771.17)
Security Subtotal								
PIMCO HIGH YIELD FUND IN 693390841	142 05	09/30/03	05/24/13	\$ 1,383.87	\$ 1,340.86 ^a	\$ 0.00	\$ 43.01	
PIMCO HIGH YIELD FUND IN 693390841	11 75	05/28/04	05/24/13	\$ 114.55	\$ 109.95 ^a	\$ 0.00	\$ 4.60	
PIMCO HIGH YIELD FUND IN 693390841	6 54	06/30/04	05/24/13	\$ 63.75	\$ 61.58 ^a	\$ 0.00	\$ 2.17	
PIMCO HIGH YIELD FUND IN 693390841	7 11	07/30/04	05/24/13	\$ 69.32	\$ 67.60 ^a	\$ 0.00	\$ 1.72	
PIMCO HIGH YIELD FUND IN 693390841	6 83	08/31/04	05/24/13	\$ 66.54	\$ 65.85 ^a	\$ 0.00	\$ 0.69	
PIMCO HIGH YIELD FUND IN 693390841	6 56	09/30/04	05/24/13	\$ 63.98	\$ 63.91 ^a	\$ 0.00	\$ 0.07	
PIMCO HIGH YIELD FUND IN 693390841	7 26	03/31/05	05/24/13	\$ 70.72	\$ 70.42 ^a	\$ 0.00	\$ 0.30	
PIMCO HIGH YIELD FUND IN 693390841	7 29	04/29/05	05/24/13	\$ 71.03	\$ 69.85 ^a	\$ 0.00	\$ 1.18	
PIMCO HIGH YIELD FUND IN 693390841	218 03	03/25/10	05/24/13	\$ 2,123.99	\$ 2,000.00 ^a	\$ 0.00	\$ 123.99	
Security Subtotal								
PIMCO LOW DURATION FUN 693390304	1,686.45	03/18/05	05/24/13	\$ 17,620.34	\$ 17,101.06 ^a	\$ 0.00	\$ 519.28	
PIMCO LOW DURATION FUN 693390304	1 84	03/31/05	05/24/13	\$ 19.28	\$ 18.65 ^a	\$ 0.00	\$ 0.63	
Security Subtotal								
Total Long-Term (Cost basis is available but not reported to the IRS)								
Total Long-Term								

charles SCHWAB

Schwab One® Trust Account of
ROBERT & MARILYN HARRIS
CHARITABLE FOUNDATION TRUST
U/A DTD 06/09/2000

Account Number
████████-7874

TAX YEAR 2013
YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

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Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis	Loss Disallowed	Wash Sale Realized Gain or (Loss)
Total Long-Term Realized Gain or (Loss) (Cost basis is reported to the IRS Report on Form 8949, Part II, with Box A checked)	\$ 2,909.99	\$ 3,629.00	\$ 0.00	\$ (719.01)
Total Long-Term Realized Gain or (Loss) (Cost basis is available but not reported to the IRS Report on Form 8949, Part II, with Box B checked)	\$ 106,557.51	\$ 75,966.75	\$ 0.00	\$ 30,590.76
Total Long-Term Realized Gain or (Loss)	\$ 109,467.50	\$ 79,595.75	\$ 0.00	\$ 29,877.75
TOTAL REALIZED GAIN OR (LOSS)	\$ 109,467.50	\$ 79,595.75	\$ 0.00	\$ 29,877.75

Date Prepared: February 21, 2014