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 , 2013, and ending , 20

Name of foundation: SHEILA FORTUNE FOUNDATION, INC.

A Employer identification number: 84-1467131

Number and street (or P O box number if mail is not delivered to street address): 2135 4TH STREET

Room/suite:

B Telephone number (see instructions): (303) 443-5348

City or town, state or province, country, and ZIP or foreign postal code: BOULDER, CO 80302

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 7,212,691.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	68,427.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	140,527.	140,527.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	83,252.			
	b Gross sales price for all assets on line 6a 743,087.				
	7 Capital gain net income (from Part IV, line 2)		83,252.		
	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) ATCH 2	562.	562.		
	12 **Total** Add lines 1 through 11	292,768.	224,341.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	37,163.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	11,000.			
	b Accounting fees (attach schedule) ATCH 4	11,476.	5,738.		
	c Other professional fees (attach schedule) *	20,509.	20,509.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	1,733.	1,733.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,414.			1,414.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	10,078.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	93,373.	27,980.		1,414.
	25 Contributions, gifts, grants paid	301,500.			301,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	394,873.	27,980.	0	302,914.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-102,105.			
	b **Net investment income** (if negative, enter -0-)		196,361.		
	c **Adjusted net income** (if negative, enter -0-)				

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*ATCH 5

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	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	115,767.	126,803.	126,803.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) **	123,805.	114,654.	119,055.
b	Investments - corporate stock (attach schedule) ATCH 9	2.	2.	71,400.
c	Investments - corporate bonds (attach schedule) ATCH 10	1,501,616.	1,668,373.	1,693,567.
11	Investments - land, buildings, and equipment basis ▶ 3,994.			ATCH 11
	Less accumulated depreciation (attach schedule) ▶ 3,994.			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 12	3,903,752.	3,633,005.	5,201,866.
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)	5,644,942.	5,542,837.	7,212,691.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	1,899,757.	1,899,757.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,745,185.	3,643,080.	
30	**Total net assets or fund balances** (see instructions)	5,644,942.	5,542,837.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,644,942.	5,542,837.	

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	5,644,942.
2	Enter amount from Part I, line 27a	2	-102,105.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,542,837.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,542,837.

**ATCH 8

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	83,252.
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	347,695.	6,188,120.	0.056188
2011	281,424.	6,059,002.	0.046447
2010	249,269.	4,554,108.	0.054735
2009	250,900.	4,098,823.	0.061213
2008	279,667.	4,584,307.	0.061005

2	Total of line 1, column (d)	2	0.279588
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055918
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,733,275.
5	Multiply line 4 by line 3	5	376,511.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,964.
7	Add lines 5 and 6	7	378,475.
8	Enter qualifying distributions from Part XII, line 4	8	302,914.

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	3,927.
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	3,927.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	3,927.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,457.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,457.
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	2,470.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ Refunded ▶		11	

Part VII-A Statements Regarding Activities

			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, IN, PA,			
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 ▶ WWW.SHEILAFORTUNEFOUNDATION.COM			
14	The books are in care of ▶ SHEILA FORTUNE Telephone no ▶ 303-443-5348			
	Located at ▶ 2135 4TH STREET BOULDER, CO ZIP+4 ▶ 80302			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
			Yes	**No**
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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		
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)*

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 (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		37,163.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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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		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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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	6,651,755.
b	Average of monthly cash balances	1b	184,057.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,835,812.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,835,812.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	102,537.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,733,275.
6	**Minimum investment return.** Enter 5% of line 5	6	336,664.

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	336,664.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,927.		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,927.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	332,737.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	332,737.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	332,737.

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	302,914.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	302,914.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	302,914.

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					332,737.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008	60,918.				
b From 2009	48,915.				
c From 2010	23,903.				
d From 2011	106,666.				
e From 2012	59,457.				
f Total of lines 3a through e		299,859.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 302,914.					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2013 distributable amount					302,914.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		29,823.			29,823.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		270,036.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		31,095.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		238,941.			
10 Analysis of line 9					
a Excess from 2009	48,915.				
b Excess from 2010	23,903.				
c Excess from 2011	106,666.				
d Excess from 2012	59,457.				
e Excess from 2013					

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))

SHEILA FORTUNE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

ATCH 14

b The form in which applications should be submitted and information and materials they should include

THERE IS NO SPECIFIC FORM REQUIRED. (SEE ATTACHMENT)

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES. (SEE ATTACHMENT)

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

ATCH 15

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*				
ATCH 16				
Total . . . . . ▶ **3a**				301,500.
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					
4 Dividends and interest from securities			14	140,527.	
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	83,252.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			14	562.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				224,341.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 224,341.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

Sheila Fortune — 5/12/14 — President

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
WILLIAM C METZGER	William C Metzger CPA	5/9/14		P00151128
Firm's name ▶ BKD, LLP			Firm's EIN ▶ 44-0160260	
Firm's address ▶ 201 N. ILLINOIS STREET INDIANAPOLIS, IN 46204			Phone no 317.383.4000	

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**
SHEILA FORTUNE FOUNDATION, INC.	84-1467131

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	☒	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

☒ 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 SHEILA FORTUNE FOUNDATION, INC.

Employer identification number 84-1467131

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	SHEILA M. FORTUNE 1304 8TH STREET BOULDER, CO 80302	$ 67,169.	Person [X] 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)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization SHEILA FORTUNE FOUNDATION, INC.

Employer identification number 84-1467131

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
		$	
		$	
		$	
		$	
		$	
		$	

Name of organization SHEILA FORTUNE FOUNDATION, INC.

Employer identification number 84-1467131

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					23,512.	
		THE PRIVATE BANK #1017 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
719,575.		659,835.					59,740.	
TOTAL GAIN(LOSS)							83,252.	

2013 Tax Information Statement

BOKF, NA
P O BOX 1620
TULSA, OK 74101-1620

Account Number: 61A001017
Recipient's Tax ID Number: XX-XXX7131

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
SHEILA FORTUNE FOUNDATION
SHEILA FORTUNE, PRESIDENT
1304 8TH STREET
BOULDER, CO 80302

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks, Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Long Term Sales								
10146QAP1	BOULDER CNTY CO CLEAN ENERGY REV @ 5 681% DUE 07/01/2020							
10000.0000	07/01/2013	10/29/2010	10,000.00	10,000 00	0 00	0 00	0 00	0 00
10146QAE6	BOULDER CNTY, CO SPEC ASSESS @ 5 500% DUE 07/01/2019							
5000.0000	07/01/2013	05/21/2009	5,000.00	4,908.70	0 00	91 30	0.00	0 00
25264S833	DIAMOND HILL LONG/SHORT-I FD#0011		DHLSX					
551.6990	08/29/2013	03/08/2011	11,525.00	9,395 43	0.00	2,129 57	0.00	0 00
316389873	FIDELITY LEVERAGED CO STOCK FD#0122		FLVCX					
396 5110	06/10/2013	03/08/2011	15,000.00	12,093 59	0 00	2,906 41	0 00	0 00
316389873	FIDELITY LEVERAGED CO STOCK FD#0122		FLVCX					
337 8380	06/24/2013	Various	12,250 00	9,070 23	0 00	3,179.77	0 00	0 00
369604AY9	GENERAL ELECTRIC COMPANY @ 5 000% DUE 02/01/2013							
50000 0000	02/01/2013	01/22/2004	50,000.00	51,699 00	0 00	-1,699 00	0.00	0 00
411511306	HARBOR INTERNATIONAL FUND		HAINX					
181 5410	08/29/2013	03/08/2011	11,900.00	11,391.69	0 00	508.31	0 00	0 00
464287606	ISHARES S&P MIDCAP 400/GWTH		IJK					
135 0000	06/12/2013	06/09/2004	17,478 16	8,319 38	0 00	9,158 78	0 00	0 00
464287606	ISHARES S&P MIDCAP 400/GWTH		IJK					
60 0000	08/29/2013	06/09/2004	8,050 65	3,697 50	0 00	4,353 15	0 00	0 00

2013 Tax Information Statement

BOKF, NA
P O BOX 1620
TULSA, OK 74101-1620

Account Number: 61A001017
Recipient's Tax ID Number: XX-XXX7131

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address.
SHEILA FORTUNE FOUNDATION
SHEILA FORTUNE, PRESIDENT
1304 8TH STREET
BOULDER, CO 80302

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
464287705	ISHARES TR S&P MIDCAP 400/VAL		IJJ					
51 0000	06/12/2013	05/11/2006	5,157.55	4,035 52	0.00	1,122.03	0 00	0 00
464287705	ISHARES TR S&P MIDCAP 400/VAL		IJJ					
144.0000	06/12/2013	03/29/2011	14,562 48	12,204 00	0 00	2,358.48	0 00	0 00
464287705	ISHARES TR S&P MIDCAP 400/VAL		IJJ					
150 0000	06/24/2013	Various	14,731 24	11,836 72	0.00	2,894 52	0 00	0 00
524ESCC99	LEHMAN BRTH HLD ESCROW @ 0 000% DUE 11/01/2019		LEHM12					
50000 0000	02/12/2013	07/31/2000	12,000 00	42,737 42	0.00	-30,737 42	0 00	0 00
60415NH62	MINNESOTA ST HSG FIN AGY REV @ 5 490% DUE 07/01/2015							
5000 0000	07/01/2013	12/01/2006	5,000 00	4,987 50	0.00	12 50	0 00	0 00
713448BK3	PEPSICO INC @ 3 750% DUE 03/01/2014							
50000 0000	08/26/2013	09/29/2009	50,866 00	51,986 50	0 00	-1,120 50	0 00	0 00
73936T615	POWERSHARES GLBL CLEAN ENERGY		PBD					
500 0000	08/29/2013	08/06/2009	5,180 56	8,174 10	0 00	-2,993 54	0 00	0 00
73936T615	POWERSHARES GLBL CLEAN ENERGY		PBD					
1300 0000	08/29/2013	03/29/2011	13,469.45	20,150 00	0 00	-6,680 55	0 00	0 00
73936T615	POWERSHARES GLBL CLEAN ENERGY		PBD					
2200.0000	10/08/2013	Various	25,189 55	33,797 84	0.00	-8,608 29	0 00	0 00

This is important tax information and is being furnished to you.

2013 Tax Information Statement

BOKF, NA
P.O BOX 1620
TULSA, OK 74101-1620

Account Number: 61A001017
Recipient's Tax ID Number: XX-XXX7131

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SHEILA FORTUNE FOUNDATION
SHEILA FORTUNE, PRESIDENT
1304 8TH STREET
BOULDER, CO 80302

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
73936T615	POWERSHARES GLBL CLEAN ENERGY		PBD					
1700.0000	10/08/2013	03/29/2011	19,464 66	26,350.00	0.00	-6,885 34	0 00	0 00
922042502	VANGUARD EUROPEAN STK INX-IFD#0235		VESIX					
406.2160	08/29/2013	03/08/2011	11,175 00	11,199 38	0.00	-24.38	0 00	0 00
922908868	VANGUARD INDEX TR GRTH INDX INSTL		VIGIX					
362.6690	06/10/2013	03/08/2011	15,000 00	11,935 44	0 00	3,064.56	0 00	0 00
922908868	VANGUARD INDEX TR GRTH INDX INSTL		VIGIX					
438.4100	08/29/2013	07/03/2012	18,365.00	15,524 10	0 00	2,840 90	0 00	0 00
922040100	VANGUARD INSTITUTIONAL INDEX		VINIX					
198.5830	06/10/2013	03/08/2011	30,000 00	24,092 08	0 00	5,907 92	0 00	0 00
922040100	VANGUARD INSTITUTIONAL INDEX		VINIX					
505 6630	06/12/2013	Various	75,000 00	61,337 56	0 00	13,662 44	0 00	0 00
922040100	VANGUARD INSTITUTIONAL INDEX		VINIX					
518 1700	06/24/2013	Various	75,000 00	62,255 29	0 00	12,744 71	0 00	0 00
922908835	VANGUARD MID CAP INDX-INST FD#0864		VMCIX					
568 1820	06/10/2013	Various	15,000 00	9,602 48	0 00	5,397 52	0 00	0 00
922908835	VANGUARD MID CAP INDX-INST FD#0864		VMCIX					
698 7330	06/24/2013	07/01/2009	17,650 00	9,006 67	0 00	8,643 33	0 00	0 00

This is important tax information and is being furnished to you

2013 Tax Information Statement

BOKF, NA
P O BOX 1620
TULSA, OK 74101-1620

Account Number: 61A001017
Recipient's Tax ID Number: XX-XXX7131

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SHEILA FORTUNE FOUNDATION
SHEILA FORTUNE, PRESIDENT
1304 8TH STREET
BOULDER, CO 80302

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
922908835	VANGUARD MID CAP INDX-INST FD#0864		VMCIX					
326 2050	10/08/2013	07/01/2009	9,000.00	4,204.78	0 00	4,795.22	0 00	0 00
922908819	VANGUARD S/C GRWTH INDX-INST FD#0866		VSGIX					
340 5990	06/10/2013	10/29/2008	10,000 00	4,080.37	0 00	5,919 63	0 00	0 00
922908819	VANGUARD S/C GRWTH INDX-INST FD#0866		VSGIX					
693 6850	08/29/2013	Various	21,310.00	8,047.76	0 00	13,262 24	0 00	0 00
922908785	VANGUARD SMALL CAP VALUE INDEX INST FD		VSIIX					
1129 9440	06/24/2013	Various	22,000.00	16,427 13	0.00	5,572.87	0.00	0 00
922908850	VANGUARD VALUE INDX-INST FD#0867		VIVIX					
738.5530	06/10/2013	Various	20,000.00	16,945.83	0 00	3,054.17	0 00	0 00
922908850	VANGUARD VALUE INDX-INST FD#0867		VIVIX					
1501 5020	06/12/2013	Various	40,000.00	33,587 54	0 00	6,412 46	0.00	0 00
931142CL5	WAL-MART STORES @ 4 250% DUE 04/15/2013							
25000 0000	04/15/2013	08/26/2008	25,000 00	25,187 00	0 00	-187.00	0 00	0 00
093001774	WM BLAIR INTL GROWTH-I FD#1747		BIGIX					
343 8930	08/29/2013	05/18/2006	8,250 00	9,567 10	0 00	-1,317 10	0 00	0 00
Total Long Term Sales			**719,575.30**	**659,835 63**	**0 00**	**59,739 67**	**0.00**	**0 00**

This is important tax information and is being furnished to you.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
SHEILA FORTUNE FOUNDATION, INC.	84-1467131

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	719,575.	659,835.		59,740.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	23,512.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	83,252.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Part III Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 **Net short-term gain or (loss)**	17			
18 **Net long-term gain or (loss):**				
a Total for year	18a			83,252.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c 28% rate gain	18c			
19 **Total net gain or (loss).** Combine lines 17 and 18a ▶	19			83,252.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of a The loss on line 19, column (3) **or** b $3,000	20	( )

Note: *If the loss on line 19, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21		
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22				
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23				
24	Add lines 22 and 23	24				
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25				
26	Subtract line 25 from line 24 If zero or less, enter -0-			26		
27	Subtract line 26 from line 21 If zero or less, enter -0-			27		
28	Enter the **smaller** of the amount on line 21 or $2,450			28		
29	Enter the **smaller** of the amount on line 27 or line 28			29		
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶				30	
31	Enter the smaller of line 21 or line 26			31		
32	Subtract line 30 from line 26			32		
33	Enter the **smaller** of line 21 or $11,950			33		
34	Add lines 27 and 30			34		
35	Subtract line 34 from line 33 If zero or less, enter -0-			35		
36	Enter the **smaller** of line 32 or line 35			36		
37	Multiply line 36 by 15% ▶				37	
38	Enter the amount from line 31			38		
39	Add lines 30 and 36			39		
40	Subtract line 39 from line 38 If zero or less, enter -0-			40		
41	Multiply line 40 by 20% ▶				41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42		
43	Add lines 37, 41, and 42			43		
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44		
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶				45	

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
SHEILA FORTUNE FOUNDATION, INC.	84-1467131

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
THE PRIVATE BANK #1017 - SEE ATTACHED	VARIOUS	VARIOUS	719,575.	659,835.			59,740.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			719,575.	659,835.			59,740.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment Sequence No **179**

Name(s) shown on return: SHEILA FORTUNE FOUNDATION, INC.

Identifying number: 84-1467131

Business or activity to which this form relates: GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	

8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person If you provided vehicles *to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles*

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

2013

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
COMPUTER	10/13/2003	3,994	100 000			3,994	3,994	3,994	SL	MQ	5 000		5		
Less Retired Assets															
Subtotals		3,994				3,994	3,994	3,994							
Listed Property															
Less Retired Assets															
Subtotals															
TOTALS		3,994				3,994	3,994	3,994							

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

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ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	99,688.	99,688.
COLORADO STATE BANK - MANAGED BOND ACC	40,839.	40,839.
TOTAL	140,527.	140,527.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME		562.	562.
	TOTALS	562.	562.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		11,000.			
	TOTALS	11,000.			

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	11,476.	5,738.		
TOTALS	11,476.	5,738.		

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGENCY FEES		20,509.	20,509.
	TOTALS	20,509.	20,509.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		1,733.	1,733.
	TOTALS	1,733.	1,733.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
OTHER EXPENSES	4,286.
MEMBERSHIP FEE	1,225.
SUPPLIES	3,117.
WEB DESIGN	1,450.
TOTALS	10,078.

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

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US OBLIGATIONS	123,805.	114,654.	119,055.
US OBLIGATIONS TOTAL	123,805.	114,654.	119,055.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LILLY ELI & CO COM		2.	2.	71,400.
	TOTALS	2.	2.	71,400.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS		1,501,616.	1,668,373.	1,693,567.
	TOTALS	1,501,616.	1,668,373.	1,693,567.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 11

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER	M5	3,994			3,994	3,994			3,994
TOTALS		3,994			3,994	3,994			3,994

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
EQUITIES	3,093,195.	2,780,322.	4,244,383.
ALTERNATIVE INVESTMENTS	810,557.	852,683.	957,483.
TOTALS	3,903,752.	3,633,005.	5,201,866.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SHEILA FORTUNE 2135 4TH STREET BOULDER, CO 80302	PRESIDENT 5.00	0	0	0
SOPHIA GOLD 2135 4TH STREET BOULDER, CO 80302	VP & DIR. 1.00	0	0	0
MICHELE WINEBRENNER-NIZAM 2135 4TH STREET BOULDER, CO 80302	SEC & TREAS 2.00	0	0	0
DOUGLAS M CAIN 2135 4TH STREET BOULDER, CO 80302	DIRECTOR .50	0	0	0
MARC A HETZNER 2135 4TH STREET BOULDER, CO 80302	DIRECTOR .50	0	0	0
WILLIAM C METZGER 2135 4TH STREET BOULDER, CO 80302	DIRECTOR .50	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHELLE GUYTON 2135 4TH STREET BOULDER, CO 80302	EXEC DIRECTOR 10.00	37,163.	0	0
	GRAND TOTALS	37,163.	0	0

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SHEILA FORTUNE
2135 4TH STREET
BOULDER, CO 80302
303-443-5348

ATTACHMENT 15

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AWARDS ARE GENERALLY GIVEN TO ORGANIZATIONS IN COLORADO, INDIANA, AND PENNSYLVANIA.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOULDER MUSEUM OF CONTEMPORARY ART 1750 13TH STREET BOULDER, CO 80302	NONE PC	ARTS PROGRAM SUPPORT	4,500
FRIENDS OF ARTS STREET 1391 SPEER BOULEVARD, SUITE 500 DENVER, CO 80204	NONE PC	ARTS PROGRAM SUPPORT	8,500
FREQUENT FLYERS PRODUCTIONS, INC P O BOX 1979 BOULDER, CO 80306-1979	NONE PC	ARTS PROGRAM SUPPORT	8,500
DELTA-MONTROSE YOUTH SERVICES, INC 165 COLORADO AVE , P O BOX 1708 MONTROSE, CO 81402	NONE PC	ARTS PROGRAM SUPPOPT	12,500
YOUNG AUDIENCES OF INDIANA, INC 3050 N MERIDIAN STREEY INDIANAPOLIS, IN 46208	NONE PC	ARTS PROGRAM SUPPORT	7,500
PHOENIX YOUTH CENTER INC 809 NORTHWOOD BLVD FORT WAYNE, IN 46805	NONE PC	ARTS PROGRAM SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ABINGTON ART CENTER INC 515 MEETINGHOUSE ROAD JENKINTOWN, PA 19046	NONE PC	ARTS PROGRAM SUPPORT	5,000
SETTLEMENT MUSIC SCHOOL 416 QUEEN STREET PHILADELPHIA, PA 19147	NONE PC	ARTS PROGRAM SUPPORT	8,500
COMMUNITY ARTS CENTER 414 PLUSH MILL ROAD WALLINGFORD, PA 19086	NONE PC	ARTS PROGRAM SUPPORT	7,500
CALLIOPE' INC #10 BEDFORD SQUARE PITTSBURGH, PA 15203	NONE PC	ARTS PROGRAM SUPPORT	7,500
COLORADO CHILDREN'S CHORALE 2420 W 26TH AVENUE, SUITE 350 D DENVER, CO 80211-5362	NONE PC	ARTS PROGRAM SUPPORT	8,000
DENVER YOUNG ARTISTS ORCHESTRA ASSOC 1245 E COLFAX AVENUE, SUITE #302 DENVER, CO 80218	NONE PC	ARTS PROGRAM SUPPORT	5,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THORNE ECOLOGICAL INSTITUTE 1466 N 63RD ST , PO BOX 19107 BOULDER, CO 80308-2107	NONE PC	ARTS PROGRAM SUPPORT	6,000
NATIONAL INSTITUTE OF FLAMENCO 214 GOLD AVENUE, SW ALBUQUERQUE, NM 87102	NONE PC	ARTS PROGRAM SUPPORT	9,000
NEW MEXICO CULTURENET 941 PLACITA CHACO SANTA FE, NM 87505-6253	NONE PC	ARTS PROGRAM SUPPORT	5,000
SEPTEMBER HIGH SCHOOL 1902 WALNUT STREET BOULDER, CO 80302	NONE PC	ARTS PROGRAM SUPPORT	10,000
ART IN THE SCHOOL INC PO BOX 3416 ALBUQUERQUE, NM 87190-3416	NONE PC	ARTS PROGRAM SUPPORT	7,000
EXCELSIOR YOUTH CENTERS, INC 15001 E OXFORD AVENUE AURORA, CO 80014	NONE PC	ARTS PROGRAM SUPPORT	6,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARTSMART F/K/A FINE ARTS FOR CHILDREN & TEENS, INC PO BOX 22363 SANTA FE, NM 87502	NONE PC	ARTS PROGRAM SUPPORT	6,500
KESHET DANCE COMPANY 214 COAL AVENUE SW ALBUQUERQUE, NM 87102	NONE PC	ARTS PROGRAM SUPPORT	7,500
NATIONAL DANCE INSTITUTE OF NEW MEXICO 1140 ALTO STREET SANTA FE, NM 87501	NONE PC	ARTS PROGRAM SUPPORT	6,500
THE SANTA FE OPERA PO BOX 2408 SANTA FE, NM 87504-2408	NONE PC	ARTS PROGRAM SUPPORT	5,000
DANCE KALEIDOSCOPE 4603 CLARENDON ROAD, RM 32 INDIANAPOLIS, IN 46208	NONE PC	ARTS PROGRAM SUPPORT	5,000
HIGH VALLEY COMMUNITY CENTER, INC P O BOX 302 DEL NORTE, CO 81132	NONE PC	ARTS PROGRAM SUPPORT	4,500

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WISE FOOL NEW MEXICO 2778-D AGUA FRIA ST SANTA FE, NM 87505	NONE PC	ARTS PROGRAM SUPPORT	5,500
SAMUEL S FLEISHER ART MEMORIAL INC 719 CATHARINE STREET PHILADELPHIA, PA 19147	NONE PC	ARTS PROGRAM SUPPORT	6,000
COMMONWEALTH YOUTHCHOIRS, INC 35 WEST CHELTEN AVENUE PHILADELPHIA, PA 19144	NONE PC	ARTS PROGRAM SUPPORT	6,000
SANTA FE YOUTH SYMPHONY, INC 551 W CORDOVA 190 SANTA FE, NM 87505	NONE PC	ARTS PROGRAM SUPPORT	4,500
THE PRINT CENTER 1614 LATIMER ST PHILADELPHIA, PA 19103	NONE PC	ARTS PROGRAM SUPPORT	5,000
PLATTEFORUM 1610 LITTLE RAVEN ST STE 135 DENVER, CO 80202	NONE PC	ARTS PROGRAM SUPPORT	5,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUGUSTANA ARTS 5000 EAST ALAMEDA AVENUE DENVER, CO 80246	NONE PC	APTS PROGRAM SUPPORT	5,000
COLORADO MUSIC FESTIVAL 200 E BASELINE ROAD LAFAYETTE, CO 80026	NONE PC	ARTS PROGRAM SUPPORT	4,000
WYLY COMMUNITY ART CENTER P O BOX 4707 BASALT, CO 81621	NONE PC	ARTS PROGRAM SUPPORT	4,000
INDIANAPOLIS CHILDREN'S CHOIR 4600 SUNSET AVENUE INDIANAPOLIS, IN 46208	NONE PC	ARTS PROGRAM SUPPORT	3,500
WORKING CLASSROOM, INC 212 GOLD SW ALBUQUERQUE, NM 87102	NONE PC	ARTS PROGRAM SUPPORT	4,000
MIGHTY WRITERS 1501 CHRISTIAN STREET PHILADELPHIA, PA 19146	NONE PC	ARTS PROGRAM SUPPORT	4,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
B SOMEDAY PRODUCTIONS 2509 FRANKFORD AVENUE PHILADELPHIA, PA 19125	NONE PC	ARTS PROGRAM SUPPORT	5,000
GEGISOM 1628-30 WEST ALLEGHENY AVENUE PHILADELPHIA, PA 19132	NONE PC	ARTS PROGRAM SUPPORT	3,500
GIRLS ROCK PHILLY PO BOX 1512 PHILADELPHIA, PA 19125	NONE PC	ARTS PROGRAM SUPPORT	3,500
SWARTHMORE COLLEGE 500 COLLEGE AVE SWARTHMORE, PA 19081	NONE PC	ARTS PROGRAM SUPPORT	4,000
TEMPLE UNIVERSITY 1801 N BROAD ST PHILADELPHIA, PA 19122	NONE PC	ARTS PROGRAM SUPPORT	6,000
THE MATTRESS FACTORY 500 SAMPSONIA WAY PITTSBURGH, PA 15212-4444	NONE PC	ARTS PROGRAM SUPPORT	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MUSICOPIA INC 2001 MARKET STREET, SUITE 3100 PHILADELPHIA, PA 19103	NONE PC	ARTS PROGRAM SUPPORT	3,500
COLORADO SPRINGS FINE ARTS CENTER 30 W DALE COLORADO SPRINGS, CO 80903-3210	NONE PC	ARTS PROGRAM SUPPORT	2,500
LIGHTHOUSE WRITERS WORKSHOPS INC 2123 DOWNING ST DENVER, CO 80205-5210	NONE PC	ARTS PROGRAM SUPPORT	3,000
CHICANO HUMANITIES AND ARTS COUNCIL 772 SANTE FE DR DENVER, CO 80204	NONE PC	ARTS PROGRAM SUPPORT	3,500
PRODUCTION COMPANY INC PO BOX 305 WIGGINS, CO 80654	NONE PC	ARTS PROGRAM SUPPORT	4,500
ASIAN ARTS INITIATIVE 1219 VINE STREET PHILADELPHIA, PA 19107	NONE PC	ARTS PROGRAM SUPPORT	3,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BUILDABRIDGE INTERNATIONAL 205 W TULPEHOCKEN STREET PHILADELPHIA, PA 19144	NONE PC	ARTS PROGRAM SUPPORT	3,000
DURANGO ARTS CENTER 802 E 2ND AVENUE DURANGO, CO 81301	NONE PC	ARTS PROGRAM SUPPORT	3,000
FIRST PERSON ARTS 100 SOUTH BROAD STREET, SUITE 2212 PHILADELPHIA, PA 19110	NONE PC	ARTS PROGRAM SUPPORT	3,000
HALFMOON ARTS 155 NORTH COLLEGE AVE # 226 FORT COLLINS, CO 80524	NONE PC	ARTS PROGRAM SUPPORT	3,000
IMAGINATION MAKERS THEATRE COMPANY 2590 WALNUT STREET, SUITE 3 BOULDER, CO 80302	NONE PC	ARTS PROGRAM SUPPORT	3,000
MOVING ARTS ESPANOLA INC P O BOX 505 VELARDE, NM 87582	NONE PC	ARTS PROGRAM SUPPORT	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANTA FE TEEN ARTS CENTER 1614 PASEO DE PERALTA SANTA FE, NM 87501	NONE PC	ARTS PROGRAM SUPPORT	3,000
CHILD AND FAMILY ADVOCACY PROGRAM P O BOX 19122 BOULDER, CO 80308	NONE PC	ARTS PROGRAM SUPPORT	3,000
DURANGO ADULLT EDUCATION CENTER 701 CAMINO DEL RIO SUITE 301 DURANGO, CO 81301	NONE PC	ARTS PROGRAM SUPPORT	5,000
		TOTAL CONTRIBUTIONS PAID	301,500