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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
Genesis Foundation

A Employer identification number
84-1481478

Number and street (or P O box number if mail is not delivered to street address) 6990 S Polo Ridge Drive | Room/suite

B Telephone number (see instructions)
(303) 973-7020

City or town, state or province, country, and ZIP or foreign postal code
Littleton, CO 80128

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,672,359

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)	7,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,338	1,338	1,338	
	4	Dividends and interest from securities.	27,923	27,923	27,923	
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	71,360			
	b	Gross sales price for all assets on line 6a 579,928				
	7	Capital gain net income (from Part IV, line 2)		71,360		
	8	Net short-term capital gain			10,956	
	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)				
	12	**Total.** Add lines 1 through 11	107,621	100,621	40,217	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	7,000	3,500		3,500
	c	Other professional fees (attach schedule)	14,885	14,885		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,371	190		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	51	26		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,307	18,601		3,525
	25	Contributions, gifts, grants paid	99,050			99,050
	26	**Total expenses and disbursements.** Add lines 24 and 25	122,357	18,601		102,575
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-14,736			
	b	**Net investment income** (if negative, enter -0-)		82,020		
	c	**Adjusted net income** (if negative, enter -0-)			40,217	

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	25,218	13,527	13,527
	2 Savings and temporary cash investments	79,460	21,466	21,466
	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) ▶ 12,053			
	Less allowance for doubtful accounts ▶	15,341	12,053	12,053
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	780,449	841,866	1,380,056
	c Investments—corporate bonds (attach schedule)	273,307	270,832	273,823
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	808,000	808,000	1,970,843
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	1,296	591	591
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,983,071	1,968,335	3,672,359
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	
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	1,983,071	1,968,335	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,983,071	1,968,335	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,983,071	1,968,335	

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	1,983,071
2	Enter amount from Part I, line 27a	2	-14,736
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,968,335
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	1,968,335

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	71,360
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	10,956

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 page 18 of 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	109,018	2,494,884	0 04370
2011	141,722	2,448,501	0 05788
2010	131,426	2,401,201	0 05473
2009	169,155	2,363,834	0 07156
2008	86,710	2,725,734	0 03181

2	**Total** of line 1, column (d).	2	0 25968
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 05194
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,958,944
5	Multiply line 4 by line 3.	5	153,679
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	820
7	Add lines 5 and 6.	7	154,499
8	Enter qualifying distributions from Part XII, line 4.	8	102,575

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 page 18 of the 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	1,640
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	1,640
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,640
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 3,000		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	28
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,332
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,332 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Michael L Iiams Telephone no ▶(303) 973-7020

Located at ▶6990 S Polo Ridge Drive Littleton CO ZIP+4 ▶80123

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		No
	See 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.			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 page 20 of the instructions)?		1b		No
	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		No
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 ▶ 20____, 20____, 20____, 20____				
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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**		No
	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? *If "Yes" to 6b, file Form 8870.*	**6b**		No
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**		No

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
Michael L Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	President 0 00	0		
Nancy Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	Secretary 0 00	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 ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,966,285
b	Average of monthly cash balances.	1b	23,431
c	Fair market value of all other assets (see instructions).	1c	14,288
d	**Total** (add lines 1a, b, and c).	1d	3,004,004
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	
3	Subtract line 2 from line 1d.	3	3,004,004
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	45,060
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,958,944
6	**Minimum investment return.** Enter 5% of line 5.	6	147,947

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	147,947
2a	Tax on investment income for 2013 from Part VI, line 5. 2a 1,640		
b	Income tax for 2013 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	1,640
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	146,307
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	146,307
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	146,307

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	102,575
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	102,575
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	102,575

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				146,307
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			91,726	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 102,575				
a Applied to 2012, but not more than line 2a			91,726	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				10,849
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				135,458
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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 organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				99,050
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,338	
4 Dividends and interest from securities. . . .			14	27,923	
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	71,360	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				100,621	

13 Total. Add line 12, columns (b), (d), and (e). 13 100,621

(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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-10-29 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Deborah L Dye				P00047248
Firm's name ▶ Trimble Weist Dye & Ezra CPAs			Firm's EIN ▶	
Firm's address ▶ 5990 Greenwood Plaza Blvd Suite 203 Greenwood Village, CO 80111			Phone no (303) 220-8899	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
65000 Wells Fargo SR Global 4 375% 1/31/2013	P	2011-06-09	2013-01-31
700 Barrick Gold Corp	P	2012-12-26	2013-03-08
300 Toronto Dominion Bk Cad Com NPV	P	2010-10-07	2013-04-08
Various Morgan Stanley - See Sch#1 attached	P	2013-01-01	2013-12-31
Various Morgan Stanley - See Sch#1 attached	P	2000-01-01	2013-12-31
80,000 Dominion Resources	P	2013-10-28	2013-12-13
70000 Walt Disney Co	P	2012-11-07	2013-10-01
Capital Gain Distributions-MS	P	2000-01-01	2013-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
65,000		65,000	
20,275		23,777	-3,502
23,814		21,989	1,825
86,958		72,345	14,613
228,004		169,429	58,575
85,300		85,451	-151
70,573		70,577	-4
4			4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-3,502
			1,825
			14,613
			58,575
			-151
			-4
			4

Form 990PF Part XV Line 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*				
Easter Seals 5755 West Alameda Avenue Lakewood, CO 80226	none	501(c)	General	40,000
Lutheran Family Services 363 South Harlan Suite 200 Denver, CO 80226	none	501(c)	Senior outreach and birth parent/adoption	35,000
Littleton Public School Fdn 5776 S Crocker St Littleton, CO 80120	none	501(c)	General	2,500
University of Denver 2201 E Asbury Avenue Denver, CO 80210	none	501(c)	General	500
TLC Meals on Wheels 7300 S Clermont Drive Centennial, CO 80122	none	501(c)	General	5,000
Colorado Public Radio 7409 South Alton Court Centennial, CO 80112	none	501(c)(3)	general	2,500
Heritage High School PTA 1401 West Geddes Avenue Littleton, CO 80120	none	501(c)	General	5,000
Dumb Friends League 2080 South Quebec Street Denver, CO 80231	none	501(c)	General	5,000
Love Inc P O Box 270305 Saint Paul, MN 55127	none	501(c)	General	1,000
Evans Scholars Foundation One Briar Road Golf, IL 60029	none	501(c)	General	2,500
Crisis Center Women's Shelter 421 Church Street Ottumwa, IA 52501	none	501(c)	General	50
Total . . . . ▶ **3a**				99,050

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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
Genesis Foundation	84-1481478

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 for 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 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 990PF, 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
Genesis Foundation

Employer identification number
84-1481478

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	Michael L Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	$ 7,000	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
Genesis Foundation	84-1481478

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
Genesis Foundation

Employer identification number
84-1481478

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	

TY 2013 Accounting Fees Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Preparation	7,000	3,500	0	3,500

TY 2013 Investments - Other Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 13000170

Software Version: 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMS stock	AT COST	808,000	1,970,843

TY 2013 Other Assets Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 13000170

Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Excise Tax Refund Receivable		591	591

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TY 2013 Other Expenses Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	51	26		25

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TY 2013 Other Professional Fees Schedule

Name: Genesis Foundation
EIN: 84-1481478
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Management Fees	14,885	14,885	0	0

TY 2013 Taxes Schedule

Name: Genesis Foundation

EIN: 84-1481478

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Tax	1,181			
Foreign Taxes Paid	190	190		

Supplemental Report

Portfolio Valuation By Taxlot
814890180 : GENESIS FOUNDATION
12/31/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
	CASH AND CASH ALTERNATIVES									
BANK DEPOSITS*										
21,465 930	BANK DEPOSITS - MS BANK NA			21,465 93		21,465 93		0.05	1.29	
	CASH AND CASH ALTERNATIVES			21,465 93		21,465.93	0.00		1.29	
	FIXED INCOME									
135,000 000	WACHOVIA CORP CUSIP 929903AE2 *Coupon Rate· 4 875%, Matures: 02/15/14, Int. Semi-Annually, Yield to Maturity. 0.792%, S&P· NOTR; Moodys· A3; Issued· 02/06/04*	02/26/2013	100.53	135,709.03	100 50	135,669 60	(39.43)	0 57	8 12	C
135,000 000	HEWLETT-PACK CO SR CUSIP. 428236BK8 *Coupon Rate: 1.550%, Matures· 05/30/14, Int. Semi-Annually; Yield to Maturity 0.666%; S&P· BBB+; Moodys· Baa1. Issued 05/31/11*	04/26/2012	100 09	135,123.20	100 36	135,492 75	369 55	1 33	8 11	C
	FIXED INCOME			270,832 23		271,162 35	330 12		16.23	
	EQUITIES									
COMMON STOCKS										
Energy										
Oil & Gas Equipment & Services										
400.000	SCHLUMBERGER LTD TICKER: SLB	06/06/2012	63.72	25,488.48	90.11	36,044.00	10,555.52	1.60	2 16	C

Assets not purchased through Morgan Stanley Private Wealth Management may not reflect original acquisition date and book cost This information is not available or supplied by others and may not be accurate
Undefined Classification - At the present time these securities are not classified by GICS
** Bank deposits are held at one or more FDIC member banks Morgan Stanley Bank, N A and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley & Co LLC*
Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Portfolio Valuation By Taxlot
814890180 : GENESIS FOUNDATION
12/31/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
	Integrated Oil & Gas									
200 000	CHEVRON CORPORATION TICKER CVX	02/16/2010	72.70	14,539.98	124 91	24,982 00	10,442 02	4 00	1 50	C
100 000	CHEVRON CORPORATION TICKER: CVX	04/09/2010	79.41	7,940.99	124.91	12,491.00	4,550.01	4 00	0.75	C
300.000	CHEVRON CORPORATION TICKER: CVX	09/06/2011	94.88	28,464 99	124 91	37,473 00	9,008 01	4 00	2 24	C
600,000	**Total Position**			50,945 96		74,946 00	24,000 04		4 49	
	Integrated Oil & Gas			50.945.96		74,946.00	24,000.04		4.49	
	Oil & Gas Storage & Transportation									
625 000	WILLIAMS COMPANIES INC TICKER: WMB	06/17/2010	17.17	10,729.71	38.57	24,106.25	13,376.54	1 61	1.44	C
	Energy			87,164 15		135,096 25	47,932 10		8 09	
	Materials									
	Commodity Chemicals									
200.000	LyondellBasell Industries NV Ord inary ShARES CLASS A (NE TICKER: LYB	08/06/2013	68 89	13,777.00	80 28	16,056.00	2,279.00	2.80	0.96	C
	Diversified Chemicals									
400.000	DOW CHEMICAL CORP TICKER: DOW	08/04/2010	24 87	9,947 96	44 40	17,760 00	7,812 04	1.48	1.06	C

Assets not purchased through Morgan Stanley Private Wealth Management may not reflect original acquisition date and book cost This information is not available or supplied by others and may not be accurate
Undefined Classification - At the present time these securities are not classified by GICS
** Bank deposits are held at one or more FDIC member banks- Morgan Stanley Bank, N.A. and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley & Co LLC*
Bank deposits are eligible for FDIC insurance up to applicable limits. Not SIPC insured
**** Please see the general disclosures set forth at the end of this Supplemental Report.*

Portfolio Valuation By Taxlot
814890180 : GENESIS FOUNDATION
12/31/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
250 000	DOW CHEMICAL CORP TICKER. DOW	06/06/2012	31.49	7,871.50	44.40	11,100.00	3,228.50	1.48	0 66	C
650 000	**Total Position**			17,819 46		28,860 00	11,040 54		1 73	
	Diversified Chemicals			17,819 46		28,860 00	11,040 54		1 73	
	Materials			31,596 46		44,916 00	13,319 54		2 69	
Industrials										
Aerospace & Defense										
250.000	HONEYWELL INTERNATIONAL INC TICKER HON	03/16/2009	27.58	6,894.98	91.37	22,842.50	15,947.52	1.80	1 37	C
150.000	HONEYWELL INTERNATIONAL INC TICKER: HON	09/06/2011	44.74	6,711.50	91.37	13,705.50	6,994.00	1.80	0.82	C
400.000	**Total Position**			13,606 48		36,548 00	22,941 52		2 19	
200.000	UNITED TECHNOLOGIES CORP TICKER: UTX	12/26/2012	82 02	16,403 00	113 80	22,760 00	6,357 00	2 36	1 36	C
	Aerospace & Defense			30,009 48		59,308 00	29,298 52		3.55	
Construction & Farm Machinery										
1,000 000	TEREX CORP NEW TICKER TEX	10/09/2013	33.56	33,557 10	41 99	41,990.00	8,432.90	0.20	2.51	C

Assets not purchased through Morgan Stanley Private Wealth Management may not reflect original acquisition date and book cost This information is not available or supplied by others and may not be accurate
Undefined Classification - At the present time these securities are not classified by GICS
** Bank deposits are held at one or more FDIC member banks' Morgan Stanley Bank, N A, and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley & Co LLC*
Bank deposits are eligible for FDIC insurance up to applicable limits. Not SIPC insured
**** Please see the general disclosures set forth at the end of this Supplemental Report.*

Supplemental Report

Portfolio Valuation By Taxlot
814890180 : GENESIS FOUNDATION
12/31/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
Railroads										
500 000	UNION PACIFIC CORP TICKER UNP	03/16/2009	39 80	19,899.95	168.00	84,000 00	64,100 05	3.64	5.03	C
	Industrials			83,466 53		185,298.00	101,831.47		11 09	
Consumer Discretionary										
Restaurants										
300.000	YUM BRANDS INC TICKER: YUM	02/08/2005	23.21	6,963.00	75 61	22,683 00	15,720 00	1.48	1.36	C
75.000	YUM BRANDS INC TICKER. YUM	11/11/2008	25.77	1,932 70	75.61	5,670.75	3,738.05	1 48	0 34	C
375.000	**Total Position**			8,895.70		28,353.75	19,458.05		1 70	
	Restaurants			8,895.70		28,353 75	19,458.05		1 70	
400.000	DIRECTV TICKER: DTV	08/06/2009	24.92	9,967.96	69.06	27,624.00	17,656.04		1 65	C
Movies & Entertainment										
650.000	WALT DISNEY CO (HOLDING COMPANY) TICKER DIS	06/09/2011	39.45	25,645.62	76.40	49,660.00	24,014 38	0 86	2 97	C
	Consumer Discretionary			44,509.28		105,637 75	61,128 47		6 32	

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Morgan Stanley
Private Wealth Management

Supplemental Report

Portfolio Valuation By Taxlot
814890180 : GENESIS FOUNDATION
12/31/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
Consumer Staples										
Soft Drinks										
200.000	PEPSICO INC TICKER: PEP	09/06/2011	62.21	12,441.34	82 94	16,588 00	4,146 66	2 27	0 99	C
200 000	PEPSICO INC TICKER: PEP	12/26/2012	68.77	13,754.66	82 94	16,588 00	2,833.34	2.27	0.99	C
400 000	**Total Position**			26,196 00		33,176 00	6,980.00		1 99	
	Soft Drinks			26,196.00		33,176.00	6,980.00		1 99	
Packaged Foods										
1,250 000	MONDELEZ INTL INC TICKER MDLZ	08/06/2013	31.58	39,475 50	35 30	44,125.00	4,649.50	0.56	2.64	C
Tobacco										
100.000	PHILIP MORRIS INTL TICKER PM	01/04/2006	40.14	4,013 67	87 13	8,713 00	4,699.33	3.76	0.52	C
150.000	PHILIP MORRIS INTL TICKER: PM	05/08/2007	47.76	7,164 10	87 13	13,069.50	5,905.40	3.76	0.78	C
250.000	PHILIP MORRIS INTL TICKER: PM	08/08/2007	48 35	12,086 49	87 13	21,782 50	9,696 01	3 76	1.30	C
500.000	**Total Position**			23,264 26		43,565.00	20,300.74		2.61	
	Tobacco			23,264 26		43,565 00	20,300 74		2.61	
	Consumer Staples			88,935 76		120,866 00	31,930.24		7.24	

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Portfolio Valuation By Taxlot
814890180 : GENESIS FOUNDATION
12/31/2013
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
	Health Care									
	Health Care Equipment									
200 000	BAXTER INTERNATIONAL INC TICKER. BAX	02/16/2011	52.53	10,505.02	69.55	13,910 00	3,404 98	1 96	0 83	C
350 000	COVIDIEN PLC TICKER: COV	08/03/2011	44 06	15,419 41	68 10	23,835 00	8,415 59	1 28	1 43	C
	Health Care Equipment			25,924 43		37,745.00	11,820.57		2.26	
	Pharmaceuticals									
150 000	ABBVIE INC TICKER. ABBV	02/08/2005	23.53	3,528.85	52.81	7,921.50	4,392.65	1.68	0.47	C
250.000	ABBVIE INC TICKER: ABBV	01/25/2008	29 36	7,339 41	52 81	13,202 50	5,863.09	1.68	0 79	C
200.000	ABBVIE INC TICKER: ABBV	09/16/2009	24 12	4,823 75	52 81	10,562 00	5,738 25	1.68	0 63	C
100.000	ABBVIE INC TICKER ABBV	04/09/2010	27 47	2,747 22	52 81	5,281 00	2,533.78	1.68	0 32	C
700.000	**Total Position**			18,439 23		36,967 00	18,527.77		2 21	
300.000	ACTAVIS PLC TICKER ACT	09/30/2013	144 00	43,200 00	168 00	50,400 00	7,200.00		3.02	C
190.000	PERRIGO CO LTD TICKER. PRGO	12/19/2013			153 46	29,157 40	29,157 40	0.42	1 75	C

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Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
1,600 000	PFIZER INC TICKER PFE	03/13/2012	21.94	35,104.00	30.63	49,008.00	13,904.00	1 04	2 93	C
	Pharmaceuticals			96,743.23		165,532.40	68,789.17		9 91	
450,000	THERMO FISHER SCIENTIFIC TICKER TMO	12/26/2012	63 43	28,544 49	111 35	50,107 50	21,563 01	0 60	3 00	C
	Health Care			151,212 15		253,384 90	102,172 75		15 17	
Financials										
Banks										
167,000	HSBC HOLDINGS PLC ADR TICKER: HSBC	03/31/2009	18.49	3,087.41	55.13	9,206.71	6,119.30	2 45	0.55	C
166 000	HSBC HOLDINGS PLC ADR TICKER: HSBC	03/31/2009	18 49	3,068 94	55.13	9,151 58	6,082 64	2 45	0 55	C
333 000	**Total Position**			6,156.35		18,358 29	12,201 94		1.10	
250 000	JPMORGAN CHASE & CO TICKER: JPM	02/16/2010	39 58	9,895.00	58.48	14,620.00	4,725.00	1.60	0.88	C
250 000	JPMORGAN CHASE & CO TICKER JPM	06/08/2010	37 21	9,302 48	58.48	14,620.00	5,317.52	1.60	0 88	C
150.000	JPMORGAN CHASE & CO TICKER. JPM	12/26/2012	43 87	6,580.01	58.48	8,772 00	2,191.99	1.60	0.53	C
650.000	**Total Position**			25,777.49		38,012 00	12,234 51		2.28	
	Banks			31,933.84		56,370 29	24,436 45		3.37	

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Security Type

Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
	Consumer Finance									
450.000	CAPITAL ONE FINL CORP TICKER COF	04/08/2013	55 40	24,930 72	76 61	34,474 50	9,543.78	1.20	2 06	C
	Asset Management & Custody Banks									
85.000	BLACKROCK INC TICKER: BLK	08/06/2013	284 23	24,159 55	316 47	26,899 95	2,740 40	7.72	1.61	C
	Life & Health Insurance									
700 000	AFLAC INC TICKER AFL	03/16/2009	15.99	11,192.93	66.80	46,760.00	35,567 07	1 48	2 80	C
450.000	CROWN CASTLE INTL CORP TICKER: CCI	11/13/2013	74.30	33,435 72	73.43	33,043.50	(392.22)	1 40	1 98	C
	Financials			125,652 76		197,548.24	71,895 48		11 83	
	Information Technology									
	Internet Software & Services									
50.000	GOOGLE TICKER: GOOGL	09/15/2008	435 85	21,792 50	1,120 71	56,035.50	34,243 00		3 35	C
	IT Consulting & Services									
150.000	INTL BUSINESS MACHS CORP TICKER: IBM	09/16/2010	129.47	19,420.50	187 57	28,135 50	8,715.00	3 80	1 68	C

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Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
	Data Processing & Outsourced Services									
40 000	MASTERCARD INC TICKER: MA	08/06/2013	643.85	25,754.00	835.46	33,418 40	7,664 40	0 44	2 00	C
	Systems Software									
500.000	ORACLE CORP TICKER: ORCL	11/18/2008	16 68	8,341.95	38.26	19,130 00	10,788 05	0 48	1 15	C
300.000	ORACLE CORP TICKER: ORCL	10/08/2009	20 84	6,251.61	38.26	11,478.00	5,226 39	0 48	0 69	C
800 000	**Total Position**			14,593 56		30,608.00	16,014 44		1 83	
200.000	VMWARE INC -CL A TICKER: VMW	01/17/2012	84.68	16,936.00	89 71	17,942 00	1,006.00		1 07	C
	Systems Software			31,529.56		48,550 00	17,020 44		2 91	
	Telecommunications Equipment									
550.000	QUALCOMM INC TICKER: QCOM	08/03/2011	53 22	29,269.02	74.25	40,837.50	11,568 48	1.68	2.44	C
100 000	APPLE INC TICKER: AAPL	11/11/2008	93 95	9,395.47	561.02	56,102.00	46,706.53	13.16	3 36	C
	Information Technology			137,161.05		263,078 90	125,917 85		15.75	

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Shares or Face Value	Security Description	Acquisition Date	FMV Price Book Price	FMV Cost Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
Telecommunication Services										
Integrated Telecommunication Services										
50.000	AT&T INC TICKER: T	07/15/2009	23 89	1,194 50	35.16	1,758.00	563 50	1.84	0.11	C
250.000	AT&T INC TICKER T	08/06/2009	25.60	6,399.25	35.16	8,790 00	2,390 75	1 84	0 53	C
200 000	AT&T INC TICKER: T	09/16/2009	26 46	5,291.46	35.16	7,032.00	1,740 54	1 84	0.42	C
150.000	AT&T INC TICKER: T	10/08/2009	26 03	3,903.90	35.16	5,274.00	1,370.10	1.84	0.32	C
400.000	AT&T INC TICKER: T	02/16/2010	25 33	10,131.56	35.16	14,064.00	3,932 44	1 84	0 84	C
1,050 000	**Total Position**			26,920.67		36,918.00	9,997 33		2 21	
	Integrated Telecommunication Services			26,920.67		36,918.00	9,997 33		2 21	
	Telecommunication Services			26,920.67		36,918.00	9,997 33		2 21	
Utilities										
Independent Power Producers & Energy Traders										
800 000	CALPINE CORP TICKER. CPN	08/06/2013	19.59	15,672.00	19.51	15,608.00	(64 00)		0.93	C
	Utilities			15,672 00		15,608 00	(64 00)		0 93	
	COMMON STOCKS			792,290 81		1,358,352 04	566,061 23		81 32	

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Sort Order: Asset Type
Security Type

Shares or Face Value	*Security Description*	*Acquisition Date*	*FMV Price Book Price*	*FMV Cost Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Div or YTM@purch*	*% of *** Portfolio*	*Acct Type*
EQUITY MUTUAL FUNDS										
2,012.133	VIRTUS EMERGING MARKETS OPP CL I MF TICKER: HIEMX	08/02/2013	9 89	19,900 00	9 55	19,215 87	(684 13)	0 11	1 15	C
16 697	VIRTUS EMERGING MARKETS OPP CL I MF TICKER: HIEMX	12/20/2013	9.40	156.95	9.55	159 46	2 51	0 11	0 01	C
0.428	VIRTUS EMERGING MARKETS OPP CL I MF TICKER: HIEMX	12/20/2013	9.39	4.02	9.55	4.09	0.07	0.11	0.00	C
2,029 258	**Total Position**			20,060 97		19,379.42	(681 55)		1 16	
	EQUITY MUTUAL FUNDS			20,060.97		19,379 42	(681 55)		1 16	
	EQUITIES			812,351.78		1,377,731 46	565,379.68		82 48	
	TOTAL PORTFOLIO			1,104,649.94		1,670,359.74	565,709.80		100.00	
	ACCRUED FIXED INCOME					2,660.69				
	OTHER ACCRUED INCOME					2,324.50				
	TOTAL MARKET VALUE					1,675,344.93				

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

GENESIS FOUNDATION
6990 S POLO RIDGE DR
LITTLETON CO 80128-2503

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 84-1481478
Account Number. 814 890180 048

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ACTAVIS INC COM	CUSIP: 00507K103		Symbol (Box 1d): ACT					
	300.000	12/26/12	09/30/13	$43,200.00	$26,925.00	$0.00	$16,275.00	$0 00
PERRIGO CO	CUSIP: 714290103		Symbol (Box 1d):					
	0 000	07/18/13	12/19/13	$27,184.43	$22,550 52	$0 00	$4,633.91	$0.00
	175.000	07/18/13	12/19/13	$1.75	$1.45	$0.00	$0.30	$0.00
	0.000	08/06/13	12/19/13	$2,330.09	$1,920.33	$0.00	$409 76	$0 00
	15.000	08/06/13	12/19/13	$0.15	$0.12	$0.00	$0.03	$0.00
Security Subtotal	190.000			$29,516.42	$24,472.42	$0.00	$5,044 00	$0.00
THE MOSAIC CO (HLDG CO) NEW	CUSIP: 61945C103		Symbol (Box 1d): MOS					
	350.000	03/08/13	08/06/13	$14,241.25	$20,947.33	$0.00	($6,706 08)	$0 00
Total Short Term Covered Securities				**$86,957.67**	**$72,344.75**	**$0.00**	**$14,612.92**	**$0.00**

SCHEDULE #1

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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LITTLETON CO 80128-2503

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 84-1481478
Account Number: 814 890180 048

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CATERPILLAR INC	CUSIP: 149123101	Symbol (Box 1d): CAT						
	200.000	09/06/11	10/09/13	$16,721.75	$17,044.00	$0.00	($322.25)	$0.00
	250.000	06/06/12	10/09/13	$20,902.18	$21,386.00	$0.00	($483.82)	$0.00
Security Subtotal	450.000			$37,623.93	$38,430.00	$0.00	($806.07)	$0.00
RENAISSANCE RE HOLDINGS LTD	CUSIP: G7496G103	Symbol (Box 1d): RNR						
	200.000	07/26/11	08/06/13	$17,087.70	$14,319.34	$0.00	$2,768.36	$0.00
	100.000	09/06/11	08/06/13	$8,543.85	$6,436.50	$0.00	$2,107.35	$0.00
Security Subtotal	300.000			$25,631.55	$20,755.84	$0.00	$4,875.71	$0.00
Total Long Term Covered Securities				$63,255.48	$59,185.84	$0.00	$4,069.64	$0.00

SCHEDULE #4

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

GENESIS FOUNDATION
6990 S POLO RIDGE DR
LITTLETON CO 80128-2503

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number. 84-1481478
Account Number: 814 890180 048

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBOTT LABORATORIES	CUSIP: 002824100	Symbol (Box 1d): ABT						
	150.000	02/08/05	07/18/13	$5,355 45	$3,254.15	$0.00	$2,101.30	$0.00
	250.000	01/25/06	07/18/13	$8,925.74	$6,768.09	$0 00	$2,157 65	$0.00
	200.000	09/16/09	07/18/13	$7,140.59	$4,448 25	$0 00	$2,692.34	$0 00
	100.000	04/09/10	07/18/13	$3,570.30	$2,533.38	$0.00	$1,036.92	$0.00
Security Subtotal	700.000			$24,992.08	$17,003.87	$0.00	$7,988.21	$0.00
AMERICA MOVIL SA DE CV ADR L	CUSIP: 02364W105	Symbol (Box 1d): AMX						
	850.000	12/03/08	08/06/13	$17,969 36	$12,159.68	$0.00	$5,809 68	$0.00
AT&T INC	CUSIP: 00206R102	Symbol (Box 1d): T						
	750.000	03/16/09	11/13/13	$26,144.54	$18,517 43	$0 00	$7,627.11	$0 00
	250.000	07/15/09	11/13/13	$8,714.85	$5,972.48	$0.00	$2,742.37	$0.00
Security Subtotal	1,000.000			$34,859.39	$24,489 91	$0.00	$10,369.48	$0.00
INTEL CORP	CUSIP: 458140100	Symbol (Box 1d): INTC						
	200.000	10/24/02	08/06/13	$4,557.92	$3,250 00	$0 00	$1,307.92	$0.00
	400 000	09/07/05	08/06/13	$9,115.84	$10,292.00	$0.00	($1,176 16)	$0 00
	500.000	09/15/08	08/06/13	$11,394.80	$9,995.00	$0.00	$1,399.80	$0.00
Security Subtotal	1,100.000			$25,068.56	$23,537.00	$0.00	$1,531.56	$0.00
MALLINCKRODT PUBLIC LTD CO	CUSIP: G5785G107	Symbol (Box 1d). MNK						
	0.750	08/03/11	06/28/13	$31.56	$25.32	$0.00	$6.23	$0.00
	43.000	08/03/11	08/06/13	$1,933.24	$1,451.77	$0.00	$481.47	$0.00
Security Subtotal	43.750			$1,964.79	$1,477.09	$0.00	$487.70	$0.00

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SCHEDULE # 1

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

GENESIS FOUNDATION
6990 S POLO RIDGE DR
LITTLETON CO 80128-2503

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 84-1481478
Account Number. 814 890180 048

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section Those transactions should be reported on Form 8949 Part II with box E checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PHILIP MORRIS INTL INC	CUSIP: 718172109		Symbol (Box 1d): PM					
	250.000	08/05/03	08/06/13	$22,208.21	$5,354.04	$0 00	$16,854.17	$0 00
	150.000	06/10/04	08/06/13	$13,324.93	$3,875.43	$0 00	$9,449 50	$0 00
	50.000	01/04/06	08/06/13	$4,441.64	$2,006.84	$0.00	$2,434.80	$0.00
Security Subtotal	450.000			$39,974.78	$11,236.31	$0.00	$28,738.47	$0.00
VANGUARD FTSE EMERGING MARKETS	CUSIP: 922042858		Symbol (Box 1d): VWO					
	500.000	07/13/10	08/01/13	$19,919.65	$20,339.95	$0.00	($420 30)	$0 00
Total Long Term Noncovered Securities				**$164,748.61**	**$110,243.81**	**$0.00**	**$54,504.80**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$228,004.09**	**$169,429.65**	**$0.00**	**$58,574.44**	**$0.00**

SCHEDULE #7