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
THE HUMPHREYS FOUNDATION

% KAMI POMERANTZ/HOLLAND & HAR

Number and street (or P O box number if mail is not delivered to street address)
555 17TH STREET
Suite 3200

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
DENVER, CO 80202

A Employer identification number
84-6021274

B Telephone number (see instructions)
(303) 295-8095

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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)* ▶$ 1,739,892

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

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)	0			
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	43,611	43,611		
5a	Gross rents				
b	Net rental income or (loss) ________				
6a	Net gain or (loss) from sale of assets not on line 10	152,359			
b	Gross sales price for all assets on line 6a 1,283,385				
7	Capital gain net income (from Part IV, line 2)		152,359		
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)	81	81		
12	**Total.** Add lines 1 through 11	196,051	196,051		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,625	1,381	0	244
c	Other professional fees (attach schedule)	17,621	14,978		2,643
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,867	646		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	3,413	3,413		
24	**Total operating and administrative expenses.** Add lines 13 through 23	24,526	20,418	0	2,887
25	Contributions, gifts, grants paid	74,500			74,500
26	**Total expenses and disbursements.** Add lines 24 and 25	99,026	20,418	0	77,387
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	97,025			
b	**Net investment income** (if negative, enter -0-)		175,633		
c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	49,643	39,072	39,072
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	841,193	1,464,757	1,599,719
	c	Investments—corporate bonds (attach schedule)	616,376	100,409	101,101
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶	1		
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,507,213	1,604,238	1,739,892
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	1,507,213	1,604,238	
	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			
	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)	1,507,213	1,604,238	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,507,213	1,604,238	

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	1,507,213
2	Enter amount from Part I, line 27a	2	97,025
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,604,238
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	1,604,238

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	152,359
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

(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	76,390	1,566,311	0 048771
2011	79,882	1,614,212	0 049487
2010	77,498	1,601,484	0 048391
2009	78,598	1,498,967	0 052435
2008	84,992	1,760,564	0 048275

2	**Total** of line 1, column (d).	2	0 247359
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 049472
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,707,147
5	Multiply line 4 by line 3.	5	84,456
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,756
7	Add lines 5 and 6.	7	86,212
8	Enter qualifying distributions from Part XII, line 4.	8	77,387

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	3,513
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	3,513
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	3,513
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,221		
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	1,221
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	2,292
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		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		
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)*

			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		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 ▶KAMI POMERANTZHOLLAND & HART Telephone no ▶(303) 295-8095

Located at ▶555 17TH ST 3200 DENVER CO ZIP+4 ▶80202

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		
	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		
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		
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**

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** 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
SAMUEL GUYTON 555 17TH STREET DENVER, CO 80202	PRESIDENT, DIRECTOR 0	0	0	0
CLAUDE M MAER JR 555 17TH STREET DENVER, CO 80202	DIRECTOR 0	0	0	0
KAMI POMERANTZ 555 17TH STREET DENVER, CO 80202	VP, TREASURER, DIRECTOR 0	0	0	0
JEAN GUYTON 555 17TH STREET DENVER, CO 80202	SECRETARY 0	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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
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 PROVISION OF FUNDING TO 36 CHARITIES FOR CONTINUATION OF THEIR CHARITABLE ACTIVITIES	
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 NOT APPLICABLE	
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	1,643,943
b	Average of monthly cash balances	1b	89,200
c	Fair market value of all other assets (see instructions)	1c	1
d	**Total** (add lines 1a, b, and c)	1d	1,733,144
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	0
3	Subtract line 2 from line 1d	3	1,733,144
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,997
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,707,147
6	**Minimum investment return.** Enter 5% of line 5	6	85,357

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	85,357
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,513		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,513
3	Distributable amount before adjustments Subtract line 2c from line 1			3	81,844
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	81,844
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	81,844

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	77,387
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	77,387
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	77,387

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					81,844
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 2011 , 2010 , 2009			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.	3,257				
c From 2010.					
d From 2011.	207				
e From 2012.					
f Total of lines 3a through e.		3,464			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 77,387					
a Applied to 2012, but not more than line 2a				0	
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.					77,387
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		3,464			3,464
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			0		
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			0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					993
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))

NONE

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 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**				74,500
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	43,611	
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	152,359	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a LITIGATION SETTLEMENT			01	81	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				196,051	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 196,051

(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

******	2014-05-12	******
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
Firm's name ▶	MARRS SEVIER & COMPANY LLC		Firm's EIN ▶	
Firm's address ▶	230 SOUTH HOLLAND STREET LAKEWOOD, CO 80226		Phone no (303) 922-6654	

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)
205 259 AMERICAN CENTURY REAL	P	2012-09-26	2013-04-10
18 ANHEUSER BUSCH INBEV	P	2012-09-26	2013-06-25
14 BAIDU	P		2013-04-15
8 BORG WARNER	P	2012-07-06	2013-04-15
1 COGNIZANT TECH SOLUTIONS	P	2012-07-10	2013-04-15
20 DOLLAR GENERAL	P	2012-09-26	2013-04-15
45 EMERSON ELECTRIC	P	2013-04-15	2013-05-14
10 EMERSON ELECTRIC	P	2013-04-15	2013-06-25
452 898 FIDELITY ADV DIVERS	P	2012-07-10	2013-04-15
11 FLUOR	P	2012-07-06	2013-04-15
108 63 FORWARD INTL REAL ESTAT	P	2012-07-06	2013-04-15
49 THE GAP	P	2012-07-06	2013-04-15
417 425 HIGHLAND LONG SHORT	P	2012-09-26	2013-05-14
123 601 HIGHLAND LONG SHORT	P	2012-09-26	2013-06-25
10 LULULEMON ATHLETICA	P	2012-07-06	2013-04-15
50 MICROCHIP TECHNOLOGY	P	2013-04-15	2013-05-14
6 MONSANTO	P	2012-09-26	2013-04-15
95 553 LOOMIS SAYLES STRATEGIC	P	2013-05-14	2013-06-25
707 658 NUVEEN HIGH INCOME BD	P	2012-09-26	2013-04-15
74 205 NUVEEN HIGH INCOME BD	P	2012-09-26	2013-06-25
56 015 NUVEEN HIGH INCOME BD	P	2013-05-14	2013-06-25
81 244 NUVEEN REAL ESTATE	P	2013-04-09	2013-05-14
600 261 NUVEEN INFLATION PRO	P	2012-07-06	2013-04-15
172 877 NUVEEN INFLATION PRO	P	2012-07-06	2013-06-25
6 PIONEER NAT RES	P	2012-07-06	2013-04-15
1 PRICELINE	P	2012-07-06	2013-04-15
82 974 PRINCIPAL PREFERRED	P	2012-09-26	2013-04-15
62 264 PRINCIPAL PREFERRED	P	2013-05-14	2013-06-25
8 ROCKWELL AUTOMATION	P	2012-07-06	2013-04-15
25 ROYAL DUTCH SHELL	P	2013-04-15	2013-06-25

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262 135 TFS MARKET NEUTRAL FD	P	2012-09-26	2013-04-15
42 509 TFS MARKET NEUTRAL FD	P	2012-09-26	2013-06-25
1362 246 TURNER SPECTRUM FD	P		2013-04-10
14 UNITED TECHNOLOGIES	P		2013-04-15
25 VALE SA	P	2012-07-06	2013-04-15
11 VMWARE	P	2012-07-06	2013-04-15
10 WAL MART STORES	P	2013-04-15	2013-06-25
29 WALGREEN	P	2012-09-26	2013-04-15
10 WESTERN DIGITAL	P	2013-04-15	2013-06-25
55 EATON	P		2013-06-25
875 MALLINCKRODT	P	2013-04-15	2013-07-18
7 ALEXION PHARMACEUTICALS	P	2011-11-23	2013-04-15
18 ALLERGAN	P	2011-11-14	2013-04-15
6 AMAZON	P	2010-09-24	2013-04-15
1228 153 AMERICAN CENTURY	P	2012-01-23	2013-04-10
398 901 AMERICAN CENTURY VISTA	P	2010-08-05	2013-04-15
1044 368 AMERICAN CENTURY VIST	P		2013-04-15
479 143 AMERICAN CENTURY VISTA	P		2013-04-15
24 049 AMERICAN CENTURY VISTA	P	2010-08-05	2013-05-14
146 454 AMERICAN CENTURY VISTA	P	2010-08-05	2013-06-25
53 AMERISOURCEBERGEN	P		2013-04-15
24 ANADARKO	P	2011-03-04	2013-04-15
25000 BERKSHIRE HATHAWAY 5%	P	2009-03-25	2013-08-15
23 BORG WARNER	P	2012-03-26	2013-04-15
57 BRISTOL-MEYERS SQUIBB	P	2010-09-24	2013-04-15
42 BROADCOM	P	2008-06-04	2013-04-15
42 CAMERON INTERNATIONAL	P		2013-04-15
26 CARNIVAL	P	2012-03-26	2013-04-15
20 CELGENE	P		2013-04-15
25 CITIGROUP	P	2011-03-04	2013-06-25

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15 COGNIZANT TECH SOLUTIONS	P	2012-03-26	2013-04-15
12 DEERE & CO	P	2012-03-26	2013-04-15
17 DIRECTV	P	2012-03-26	2013-04-15
4745 575 DRIEHAUS SELECT CREDI	P		2013-04-10
53 EMC CORP	P	2012-03-26	2013-04-15
53 EQUITABLE	P		2013-04-15
10 E BAY	P	2012-03-07	2013-04-15
68 EBAY	P		2013-05-14
13 EQUINIX	P		2013-04-15
23 EXPRESS SCRIPTS	P		2013-04-15
3205 324 FIDELITY ADV DIVERS	P		2013-04-15
103 461 FIDELITY ADV DIVERS	P	2011-10-11	2013-05-14
51 389 FIDELITY ADV DIVERS	P	2011-10-11	2013-06-25
19 FLUOR CORP	P	2012-03-26	2013-04-15
13 FLOWSERVE	P	2012-03-26	2013-04-15
93 HEWLETT PACKARD	P		2013-04-15
50000 HONEYWELL 4 25%	P	2008-05-01	2013-03-01
40 LAUDER ESTEE	P		2013-04-15
60 LILLY ELI	P	2010-09-24	2013-04-15
70 MERCK	P	2009-03-20	2013-04-15
58 MICROCHIP TECHNOLOGY	P	2011-10-11	2013-05-14
156 MORGAN STANLEY	P		2013-04-15
1094 219 LOOMIS SAYLES STRAT	P	2011-05-03	2013-04-15
97 753 LOOMIS SAYLES STRAT	P	2011-05-03	2013-06-25
15 NETEASE	P		2013-04-15
43 631 NEUBERGER BERMAN GENESI	P		2013-04-15
112 98 NEUBERGER BERMAN GENESI	P	2010-09-28	2013-06-25
35 NEW YORK CMNTY BANCORP	P	2012-01-23	2013-04-15
151 NEW YORK CMNTY BANCORP	P		2013-05-14
3544 576 NUVEEN HIGH INCOME BD	P		2013-04-09

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(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)
2074 689 NUVEEN INFLATION PRO	P		2013-04-09
6 PIONEER NAT RES	P	2012-03-26	2013-04-15
1 PRICELINE	P	2012-03-26	2013-04-15
7 RALPH LAUREN	P		2013-04-15
10 ROCKWELL AUTOMATION	P	2012-03-26	2013-04-15
379 541 T ROWE PRICE SM CAP	P		2013-04-15
30 931 T ROWE PRICE MID CAP	P	2012-01-23	2013-06-25
44 989 T ROWE PRICE MID CAP	P		2013-06-25
24 ROYAL DUTCH SHELL	P		2013-06-25
7 ROYAL DUTCH SHELL	P	2011-11-23	2013-06-25
16 ST JUDE MED	P	2012-03-05	2013-04-15
25 SCHEIN HENRY	P	2012-03-26	2013-04-15
25 SCHLUMBERGER	P	2011-11-23	2013-04-15
386 102 LAUDUS INTL MARKETMAST	P	2007-08-21	2013-05-14
25 STARBUCKS	P	2011-11-23	2013-04-15
15 TJX	P	2009-03-20	2013-04-15
75 TEVA PHARMACEUTICALS	P		2013-04-15
27 TEXAS INSTRUMENTS	P	2012-03-05	2013-04-15
25 THERMO FISCHER SCIENTIFIC	P		2013-04-15
2273 506 TURNER SPECTRUM FUND	P		2013-04-10
5 UNION PACIFIC	P	2010-09-24	2013-04-15
15 UNITED TECHNOLOGIES	P	2012-03-26	2013-04-15
62 VALE SA	P	2011-10-11	2013-04-15
13 VARIAN MED SYS	P		2013-04-15
15 WASTE MGMT	P	2008-12-24	2013-04-15
10 WHOLE FOODS	P	2010-09-24	2013-04-15
16 WILLIAMS SONOMA	P	2012-03-26	2013-04-15
80 ABBVIE	P	2013-04-15	2013-10-29
4 APPLE	P	2013-04-15	2013-09-26
40 BED BATH AND BEYOND	P	2013-05-14	2013-09-26

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

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10 BED BATH AND BEYOND	P	2013-06-25	2013-09-26
10 CATERPILLAR	P	2013-04-15	2013-10-29
105 CITIGROUP	P	2013-04-15	2013-09-26
30 COCA COLA	P	2013-04-15	2013-09-26
15 COCA COLA	P	2013-05-14	2013-09-26
55 COVIDIEN	P	2013-04-15	2013-10-29
15 CULLEN FROST BANKERS	P	2013-04-15	2013-09-26
15 CUMMINS	P	2013-04-15	2013-10-29
15CUMMINS	P	2013-05-14	2013-10-29
55 CVS/CAREMARK	P	2013-04-15	2013-10-29
74 EATON	P	2012-11-30	2013-10-29
35 428 EII INTERNATIONAL	P	2013-06-25	2013-10-29
35 FIDELITY NATIONAL INFORMATI	P	2013-04-15	2013-10-29
79 845 FORWARD INTL REAL ESTAT	P	2013-06-25	2013-09-26
15 GENERAL DYNAMICS	P	2013-04-15	2013-10-29
25000 GENERAL ELEC 5 4%	P	2012-09-26	2013-09-20
75 HASBRO	P	2013-04-15	2013-09-26
30 HESS	P	2013-04-15	2013-10-29
120 INTEL	P	2013-04-15	2013-10-29
5 IBM	P	2013-04-15	2013-09-13
20 ITC HOLDINGS	P		2013-09-26
30 KINDER MORGAN	P	2013-04-15	2013-10-29
1154 415 LAUDUS MARKET MASTERS	P	2013-04-15	2013-09-26
1858 191 LAUDUS MARKET MASTERS	P	2013-04-15	2013-10-29
79 458 LAUDUS MARKET MASTERS	P	2013-06-25	2013-10-29
50 LORILLARD	P	2013-04-15	2013-10-29
6 MALLINCKRODT	P	2013-04-15	2013-09-26
10 MCCORMICK	P	2013-04-15	2013-10-29
20 MOTOROLA SOLUTIONS	P	2013-04-15	2013-10-29
20 NEXTERA ENERGY	P		2013-09-26

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35 NORFOLK SOUTHERN	P	2013-06-25	2013-09-26
601 646 NUVEEN INFLATION PRO	P	2013-05-14	2013-09-26
25 ONEOK	P	2013-04-15	2013-09-26
35 PACKAGING CORP AMER	P	2013-06-25	2013-09-26
15 PARKER HANNIFIN	P	2013-04-15	2013-10-29
100 PERRIGO	P		2013-12-19
10 PHILLIP MORRIS	P	2013-04-15	2013-09-26
55 PHILLIPS 66	P	2013-04-15	2013-10-29
45 ROYAL DUTCH SHELL	P	2013-04-15	2013-10-29
60 SOUTHERN COPPER	P	2013-04-15	2013-10-29
89 STAPLES	P	2012-09-26	2013-09-26
60 STATE STREET	P	2013-04-15	2013-09-26
88 STRYKER	P		2013-09-26
3562 945 TCW EMERGING MKTS	P	2013-04-10	2013-09-26
1787 843 TCW EMERGING MKTS	P	2013-04-10	2013-10-04
2103 951 TCW EMERGING MKTS	P	2013-04-10	2013-10-29
15 TIME WARNER CABLE	P	2013-04-15	2013-10-29
25 TUPPERWARE	P	2013-06-25	2013-09-26
145 UNUM GROUP	P	2013-04-15	2013-10-29
43 US BANCORP	P	2012-09-26	2013-09-26
45 WAL MART	P		2013-09-26
30 WHIRLPOOL	P		2013-09-26
10 YUM BRANDS	P	2013-04-15	2013-10-29
43 ABBVIE	P	2008-07-16	2013-10-29
11 AMERIPRISE	P	2012-03-26	2013-09-26
40 AMETEK	P	2011-11-23	2013-09-26
20 APPLE	P		2013-09-26
16 ASML HOLDING	P	2010-03-10	2013-09-26
23 AVALONBAY COMMUNITIES	P	2009-03-20	2013-10-29
30 BHP BILLITON	P	2008-12-24	2013-09-26

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

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23 CATERPILLAR	P	2009-11-13	2013-10-29
18 CERNER	P	2012-01-23	2013-09-26
24 CHUBB	P	2010-09-24	2013-09-26
60 CITIGROUP	P		2013-09-26
92 COCA COLA	P	2011-10-11	2013-09-26
66 COMCAST	P	2011-10-11	2013-10-29
3553 738 CREDIT SUISSE	P		2013-10-29
39 CULLEN FROST BANKERS	P		2013-09-26
9 CUMMINS	P	2010-03-10	2013-10-29
39 CVS CAREMARK	P		2013-10-29
33 DANAHER	P		2013-09-26
25 DIAGEO	P		2013-09-26
12 DOVER	P	2012-03-26	2013-09-26
21 DU PONT	P		2013-09-26
1358 952 EII INTERNATIONAL	P		2013-10-29
14 ENBRIDGE	P	2012-01-23	2013-09-26
271 347 FIDELITY ADV DIVER	P	2011-10-11	2013-09-26
60 FIDELITY NATIONAL INFO SVC	P	2012-03-26	2013-10-29
75 FLEXTRONICS INTERNATIONAL	P	2010-09-24	2013-09-26
22 FORTINET	P	2011-10-18	2013-09-26
1288 001 FORWARD INTL REAL EST	P		2013-09-26
46 FREEPORT MCMORAN	P	2009-05-28	2013-09-26
96 FRONTIER COMMUNICATIONS	P	2006-11-02	2013-09-26
39 GENERAL DYNAMICS	P	2002-12-11	2013-10-29
22 GILEAD SCIENCES	P	2012-01-23	2013-09-26
28 HALLIBURTON	P	2012-03-26	2013-09-26
25 HASBRO	P	2012-07-06	2013-09-26
51 HESS	P		2013-10-29
75 INTEL	P		2013-10-29
41 IBM	P		2013-09-13

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138 221 INVESCO BALANCED RISK	P	2011-11-23	2013-09-13
398 836 INVESCO BALANCED RISK	P	2012-01-23	2013-09-13
2260 089 INVESCO BALANCED RISK	P	2011-11-23	2013-10-29
16 ITC HOLDINGS	P	2011-10-11	2013-09-26
38 KIMBERLY CLARK	P	2010-09-24	2013-09-26
61 KINDER MORGAN	P	2011-10-11	2013-10-29
1239 148 LAUDUS MARKET MASTERS	P	2007-08-21	2013-09-26
851 785 LAUDUS MARKET MASTERS	P	2008-06-04	2013-09-26
520 618 LAUDUS MARKET MASTERS	P	2006-07-13	2013-10-29
378 58 LAUDUS MARKET MASTERS	P	2011-10-11	2013-10-29
27 518 LAUDUS MARKET MASTERS	P	2012-03-07	2013-10-29
403 786 LAUDUS MARKET MASTERS	P	2012-03-26	2013-10-29
20 LOCKHEED MARTIN	P	2011-10-14	2013-10-29
72 LORILLARD	P		2013-10-29
13 MANPOWER	P	2012-03-07	2013-09-26
45 MCCORMICK	P	2011-10-11	2013-10-29
14 MCDONALDS	P	2010-03-06	2013-09-26
42 MCGRAW HILL	P	2010-09-24	2013-09-26
30 MICHAEL KORS HOLDINGS	P		2013-10-29
46 MOTOROLA SOLUTIONS	P	2012-01-23	2013-10-29
155 023 NEUBERGER BERMAN GENES	P	2010-09-28	2013-09-26
47 NEXTERA ENERGY	P		2013-09-26
2079 319 NUVEEN INFLATION PRO	P		2013-09-26
25NXP SEMICONDUCTORS	P	2012-01-23	2013-09-26
36 OCCIDENTAL PETROLEUM	P	2008-12-24	2013-09-26
44 ONEOK	P	2011-10-11	2013-09-26
29 PACCAR	P	2011-10-11	2013-10-29
9 PALL	P	2012-03-07	2013-09-26
27 PARKER HANNIFIN	P		2013-10-29
55 PG&E	P	2010-06-09	2013-09-26

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)
39 PHILLIP MORRIS	P	2011-10-11	2013-09-26
33 RAYTHEON	P	2011-10-11	2013-09-26
44 ROYAL DUTCH SHELL	P	2010-09-24	2013-10-29
137 SOUTHERN	P	2010-03-16	2013-09-26
89 SOUTHERN COPPER	P		2013-10-29
2271 056 TFS MARKET NEUTRAL FD	P		2013-10-29
36 THOMPSON REUTERS	P	2011-11-23	2013-09-26
29 TIME WARNER CABLE	P		2013-10-29
81 TJX	P	2009-03-20	2013-10-29
27 UNITED HEALTH	P	2009-03-20	2013-09-26
29 V F CORP	P	2010-09-24	2013-09-26
25 VERIZON COMMUNICATIONS	P	2006-11-02	2013-09-26
38 WAL MART STORES	P	2008-06-04	2013-09-26
72 WASTE MANAGEMENT	P	2008-12-24	2013-09-26
53 YUM BRANDS	P		2013-10-29
CAPITAL GAIN DIVIDENDS	P		

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)
5,310		4,748	562
1,564		1,578	-14
1,258		1,593	-335
582		520	62
75		57	18
996		1,055	-59
2,647		2,434	213
546		541	5
7,808		6,562	1,246
611		536	75
1,917		1,714	203
1,822		1,363	459
4,930		4,846	84
1,412		1,435	-23
697		589	108
1,859		1,813	46
625		545	80
951		1,008	-57
6,602		6,326	276
663		663	
500		530	-30
1,993		1,895	98
7,227		7,143	84
1,898		2,057	-159
667		515	152
724		668	56
888		868	20
636		674	-38
671		518	153
1,577		1,614	-37

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)
4,142		4,021	121
657		652	5
15,080		14,808	272
1,315		1,039	276
416		497	-81
845		922	-77
745		788	-43
1,417		1,056	361
598		522	76
3,453		3,016	437
37		41	-4
684		458	226
2,070		1,517	553
1,620		961	659
31,772		25,730	6,042
7,759		5,652	2,107
20,313		15,956	4,357
9,319		7,802	1,517
507		341	166
2,939		2,075	864
2,865		2,044	821
1,941		1,936	5
25,000		25,730	-730
1,672		1,951	-279
2,341		1,582	759
1,405		1,144	261
2,556		2,160	396
874		844	30
2,439		1,559	880
1,174		1,145	29

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)
1,120		1,159	-39
1,005		993	12
940		816	124
47,361		47,131	230
1,224		1,567	-343
3,527		3,014	513
562		355	207
3,817		2,245	1,572
2,735		1,972	763
1,284		1,206	78
55,260		54,066	1,194
1,895		1,462	433
870		726	144
1,056		1,188	-132
2,035		1,498	537
1,930		2,311	-381
50,000		50,301	-301
2,699		2,437	262
3,419		2,170	1,249
3,292		1,859	1,433
2,157		1,867	290
3,368		3,685	-317
11,369		11,172	197
973		998	-25
780		892	-112
2,268		1,961	307
6,140		4,523	1,617
469		466	3
2,040		1,891	149
33,035		30,854	2,181

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)
24,938		22,411	2,527
667		630	37
724		730	-6
1,204		1,116	88
839		812	27
15,652		12,045	3,607
830		693	137
1,207		1,045	162
1,514		1,586	-72
442		459	-17
668		657	11
2,264		1,915	349
1,805		1,670	135
8,529		8,415	114
1,457		1,044	413
720		184	536
2,915		3,618	-703
957		870	87
2,005		1,437	568
25,168		26,232	-1,064
684		410	274
1,409		1,253	156
1,031		1,517	-486
900		896	4
579		466	113
869		371	498
821		623	198
4,009		3,384	625
1,938		1,692	246
3,106		2,756	350

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)
777		689	88
833		828	5
5,140		4,783	357
1,155		1,215	-60
577		639	-62
3,549		3,368	181
1,042		923	119
1,871		1,661	210
1,871		1,728	143
3,425		3,137	288
5,254		3,844	1,410
737		636	101
1,726		1,421	305
1,289		1,250	39
1,310		1,028	282
25,000		25,000	
3,560		3,319	241
2,492		2,070	422
2,939		2,590	349
962		1,053	-91
1,859		1,798	61
1,066		1,147	-81
26,668		23,908	2,760
44,208		38,483	5,725
1,890		1,615	275
2,551		2,061	490
257		282	-25
696		711	-15
1,250		1,255	-5
1,616		1,602	14

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)
2,723		2,524	199
6,726		7,123	-397
1,334		1,234	100
2,066		1,685	381
1,743		1,297	446
15,535		12,690	2,845
873		951	-78
3,492		3,172	320
3,121		2,904	217
1,721		1,948	-227
1,305		1,035	270
4,019		3,518	501
5,991		5,621	370
29,970		33,456	-3,486
14,970		16,777	-1,807
18,022		19,743	-1,721
1,773		1,395	378
2,181		1,877	304
4,605		3,906	699
1,562		1,463	99
3,349		3,546	-197
4,424		3,811	613
669		662	7
2,155		1,283	872
999		637	362
1,838		1,027	811
9,691		4,129	5,562
1,548		474	1,074
2,907		1,047	1,860
2,029		1,188	841

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)
1,916		1,357	559
874		546	328
2,150		1,372	778
2,937		2,482	455
3,541		3,077	464
3,146		1,515	1,631
25,841		30,260	-4,419
2,709		1,929	780
1,122		542	580
2,429		1,375	1,054
2,286		1,778	508
3,183		2,448	735
1,074		760	314
1,243		1,112	131
28,264		22,036	6,228
574		513	61
5,207		3,834	1,373
2,958		2,001	957
681		444	237
446		428	18
20,799		20,321	478
1,549		1,210	339
406		757	-351
3,407		1,577	1,830
1,380		520	860
1,356		943	413
1,187		849	338
4,237		2,915	1,322
1,837		1,731	106
7,886		1,662	6,224

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)
1,287		1,404	-117
3,713		4,260	-547
20,838		22,963	-2,125
1,487		1,174	313
3,615		2,519	1,096
2,168		1,657	511
28,625		27,005	1,620
19,677		17,804	1,873
12,386		9,751	2,635
9,007		6,334	2,673
655		500	155
9,606		7,619	1,987
2,658		1,522	1,136
3,673		2,917	756
939		553	386
3,133		2,133	1,000
1,366		926	440
2,763		1,386	1,377
2,313		1,444	869
2,876		2,204	672
9,471		6,206	3,265
3,798		2,586	1,212
23,244		22,495	749
930		514	416
3,376		1,926	1,450
2,348		1,551	797
1,616		1,099	517
687		549	138
3,137		2,041	1,096
2,251		2,214	37

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)
3,406		2,572	834
2,612		1,385	1,227
3,052		2,658	394
5,682		4,545	1,137
2,553		2,391	162
36,738		34,528	2,210
1,269		937	332
3,427		2,277	1,150
4,841		995	3,846
1,942		552	1,390
5,784		2,283	3,501
1,184		829	355
2,828		2,185	643
2,992		2,237	755
3,545		2,856	689
			14,259

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	
			562
			-14
			-335
			62
			18
			-59
			213
			5
			1,246
			75
			203
			459
			84
			-23
			108
			46
			80
			-57
			276
			-30
			98
			84
			-159
			152
			56
			20
			-38
			153
			-37

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	
			121
			5
			272
			276
			-81
			-77
			-43
			361
			76
			437
			-4
			226
			553
			659
			6,042
			2,107
			4,357
			1,517
			166
			864
			821
			5
			-730
			-279
			759
			261
			396
			30
			880
			29

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	
			-39
			12
			124
			230
			-343
			513
			207
			1,572
			763
			78
			1,194
			433
			144
			-132
			537
			-381
			-301
			262
			1,249
			1,433
			290
			-317
			197
			-25
			-112
			307
			1,617
			3
			149
			2,181

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	
			2,527
			37
			-6
			88
			27
			3,607
			137
			162
			-72
			-17
			11
			349
			135
			114
			413
			536
			-703
			87
			568
			-1,064
			274
			156
			-486
			4
			113
			498
			198
			625
			246
			350

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	
			88
			5
			357
			-60
			-62
			181
			119
			210
			143
			288
			1,410
			101
			305
			39
			282
			241
			422
			349
			-91
			61
			-81
			2,760
			5,725
			275
			490
			-25
			-15
			-5
			14

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	
			199
			-397
			100
			381
			446
			2,845
			-78
			320
			217
			-227
			270
			501
			370
			-3,486
			-1,807
			-1,721
			378
			304
			699
			99
			-197
			613
			7
			872
			362
			811
			5,562
			1,074
			1,860
			841

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	
			559
			328
			778
			455
			464
			1,631
			-4,419
			780
			580
			1,054
			508
			735
			314
			131
			6,228
			61
			1,373
			957
			237
			18
			478
			339
			-351
			1,830
			860
			413
			338
			1,322
			106
			6,224

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	
			-117
			-547
			-2,125
			313
			1,096
			511
			1,620
			1,873
			2,635
			2,673
			155
			1,987
			1,136
			756
			386
			1,000
			440
			1,377
			869
			672
			3,265
			1,212
			749
			416
			1,450
			797
			517
			138
			1,096
			37

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	
			834
			1,227
			394
			1,137
			162
			2,210
			332
			1,150
			3,846
			1,390
			3,501
			355
			643
			755
			689

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*				
LEGAL AID FOUNDATION OF COLORADO 1900 GRANT STREET DENVER,CO 80203	NONE	501(C)(3)	MISCELLANEOUS EXPENSE ASSIST INDIGENT	1,000
MI CASA RESOURCE CENTER FOR WOMEN 571 GALAPAGO STREET DENVER,CO 802025032	NONE	501(C)(3)	EMPLOYMENT TRAINING FOR HISPANIC WOMEN	3,000
REBUILDING TOGETHER 1899 L STREET SUITE 1000 WASHINGTON DC,DC 20036	NONE	501(C)(3)	PROVIDE AFFORDABLE HOUSING	1,000
SAFEHOUSE DENVER INC 1649 DOWNING STREET DENVER,CO 80218	NONE	501(C)(3)	SHELTER AND SUPPORT FOR THE NEEDY	3,000
SALVATION ARMY 1370 PENNLYLVANIA STREET DENVER,CO 80201	NONE	501(C)(3)	PROVIDE HUMAN NEED SERVICES	3,000
SAVE OUR YOUTH 3443 WEST 23RD AVENUE DENVER,CO 80211	NONE	501(C)(3)	OUTREACH TO CHILDREN IN THE COMMUNITY	1,000
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT ST BOULDER,CO 803090471	NONE	501(C)(3)	EDUCATION	3,000
VOLUNTEERS FOR OUTDOOR COLORADO 600 S MARION PARKWAY DENVER,CO 80209	NONE	501(C)(3)	OUTDOOR EDUCATION AND CONSERVATION	500
WESTERN MUSEUM OF MINING & INDUSTRY 1025 NORTH GATE ROAD COLORADO SPRINGS,CO 80921	NONE	501(C)(3)	EXHIBITION OF CULTURAL MINING HISTORY	2,000
ALZHEIMER'S ASSOCIATION - ROCKY MOUNTAIN CHAPTER 789 SHERMAN STREET SUITE 500 DENVER,CO 802033532	NONE	501(C)(3)	MEDICAL CARE	1,000
ARCHDIOCESE OF DENVER SAMARITAN SHELTER PO BOX 19020 DENVER,CO 80219	NONE	501(C)(3)	INDIGENT CARE	3,000
SAME CAFE 2023 E COLFAX AVE DENVER,CO 80206	NONE	501(C)(3)	PROVIDE HEALTHY FOOD FOR EVERYONE	2,500
COLORADO CENTER ON LAW AND POLICY 623 FOX SUITE 300 DENVER,CO 80204	NONE	501(C)(3)	EDUCATION AND INDIGENT SUPPORT	1,000
COLORADO HISTORICAL SOCIETY 1300 BROADWAY DENVER,CO 80203	NONE	501(C)(3)	HISTORIC PRESERVATION	2,000
COLORADO SYMPHONY ASSOCIATION 1036 14TH STREET DENVER,CO 80202	NONE	501(C)(3)	CULTURAL EDUCATION	4,000
Total . . . . ▶ **3a**				74,500

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*				
COLORADO UPLIFT 1888 SHERMAN STREET SUITE 570 DENVER,CO 80203	NONE	501(C)(3)	EDUCATION/CHARITY	4,000
THE DENVER ART MUSEUM 100 WEST 14TH AVENUE PARKWAY DENVER,CO 80204	NONE	501(C)(3)	CULTURAL EDUCATION	2,500
DENVER MUSEUM OF NATURE AND SCIENCE 2001 COLORADO BLVD DENVER,CO 802055798	NONE	501(C)(3)	EXHIBITIONS-WILDLIFE, HISTORIC CIVILIZATIONS	2,000
KARIS COMMUNITY HOME 1361 DETROIT DENVER,CO 80206	NONE	501(C)(3)	PROVIDE HOUSING FOR THE MENTALLY DISTURBED	2,500
ENERGY OUTREACH COLORADO 225 E 16TH AVE 200 DENVER,CO 802031612	NONE	501(C)(3)	ENERGY ASSISTANCE	3,000
SUMMER SCHOLARS 3401 QUEBEC ST 5010 DENVER,CO 80207	NONE	501(C)(3)	PROMOTE ACADEMIC SUCCESS FOR STRUGGLING ELEMENTARY STUDENTS	2,000
HABITAT FOR HUMANITY FOR COLORADO PO BOX 40636 DENVER,CO 80204	NONE	501(C)(3)	BUILD AFFORDABLE HOMES FOR PEOPLE IN NEED	2,000
JEWISH FAMILY SERVICES OF DENVER 3201 S TAMARAC DR DENVER,CO 80231	NONE	501(C)(3)	RESTORE WELL-BEING TO THE VULNERABLE	4,000
CONFLICT CENTER 4140 TEJON ST DENVER,CO 80203	NONE	501(C)(3)	VIOLENCE PREVENTION	2,500
VOLUNTEERS OF AMERICA 2660 LARIMER STREET DENVER,CO 80205	NONE	501(C)(3)	WORK WITH INDIGENT AND HOMELESS	2,000
HORIZONS COLORADO ACADEMY 3800 SOUTH PIERCH ST DENVER,CO 80235	NONE	501(C)(3)	EDUCATION AND RECREATIONAL SUMMER PROGRAMS FOR INNER CITY ELEMENTARY AGE STUDENTS	2,000
THE DENVER HOSPICE 401 SOUTH CHERRY STREET 700 DENVER,CO 80246	NONE	501(C)(3)	MEDICAL CARE FOR THE TERMINALLY ILL	1,500
JEFFCO ACTION CENTER 8755 WEST 14TH AVE LAKEWOOD,CO 80215	NONE	501(C)(3)	IMMEDIATE RESPONSE TO BASIC HUMAN NEEDS AND PROVOTES PATHWAYS TO SELF-SUFFICIENCY	3,500
BOYS AND GIRLS CLUBS OF METRO DENVER 2017 WEST 9TH AVENUE DENVER,CO 80204	NONE	501(C)(3)	EDUCATIONAL AND RECREATIONAL PROGRAMS FOR CHILDREN IN THE COMMUNITY	1,000
INVEST IN KIDS 1775 SHERMAN STREET 2705 DENVER,CO 80203	NONE	501(C)(3)	PROGRAMS TO IMPROVE THE HEALTH AND WELL BEING OF CHILDREN AND FAMILIES	1,000
Total . . . . ▶ **3a**				74,500

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*				
SPECIAL OLYMPICS OF COLORADO 384 INVERNESS PARKWAY SUITE 100 ENGLEWOOD, CO 80112	NONE	501(C)(3)	TO PROVIDE SPORTS TRAINING AND COMPETITION FOR PEOPLE WITH DISABILITITES	1,000
DEER HILL FOUNDATION PO BOX 180 MANCOS, CO 81328	NONE	501(C)(3)	PROVIDE SCHOLARSHIP GRANTS FOR PARTICIPATION IN SUMMER CAMPS	1,000
WILDERNESS WORKSHOP PO BOX 1442 CARBONDALE, CO 81623	NONE	501(C)(3)	TO PROTECT ECOLOGICAL HEALTH OF PUBLIC LANDS	1,000
EKAR FARMS 181 S ONEIDA ST DENVER, CO 80230	NONE	PC	COMMUNAL URBAN FARMING	2,000
BROTHERS REDEVELOPMENT 2250 EATON ST GARDEN LEVEL SUITE B DENVER, CO 80214	NONE	PC	HOME MAINTENANCE FOR SENIORS	1,500
DENVER INNER CITY PARISH 1212 MARIPOSA ST DENVER, CO 80204	NONE	PC	TO EMPOWER PEOPLE IN NEED	1,500
Total . . . . ▶ **3a**				74,500

TY 2013 Accounting Fees Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	1,625	1,381		244

TY 2013 All Other Program Related Investments Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2013 Investments Corporate Bonds Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25,000 CISCO SYSTEMS	25,031	25,064
25,000 GENERAL ELEC. CAP CORP	0	0
50,000 HONEYWELL INTL	0	0
25,000 BERKSHIRE HATHAWAY FIN	0	0
3553.738 CREDIT SUISSE COMMD	0	0
4745.575 DRIEHAUS SELECT CREDI	0	0
2797.146 INV BALANCE RISK	0	0
9947.369 LOOMIS SAYLES ABS	0	0
10842.387 NUVEEN HIGH INCOME	0	0
7546.743 NUVEEN INFLATION PRO	0	0
25000 MORGAN STANLEY	25,003	25,857
25000 BHP BILLITON	25,356	25,180
3320.239 PRINCIPAL PREFERRED	0	0
25,000 JP MORGAN CHASE	25,019	25,000
BONDS		

TY 2013 Investments Corporate Stock Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 SH PERRIGO COMPANY LTD	15,534	15,346
100 SH ACE LIMITED	7,822	10,353
43 SH ABBOTT LABS	1,183	1,648
7 SH ALEXION PHARMACEUTICALS	0	0
18 SH ALLERGAN INC	0	0
6 SH AMAZON COM INC.	0	0
11 SH AMERIPRISE FINL INC	0	0
53 SH AMERISOURCEBERGEN CORP	0	0
40 SH AMETEK INC	0	0
75 SH AMPHENOL CORP	5,865	6,689
150 SH ANADARKO PETROLEUM CORP	14,170	11,898
21 SH APACHE CORP	1,151	1,805
20 SH APPLE INC	0	0
405 SH AT&T	14,290	14,240
23 SH AVALOBAY CMNTS INC	0	0
150 SH BEAM INC	9,667	10,209
10 SH BLACKROCK INC	9,627	12,659
31 SH BORG WARNER INC	0	0
57 SH BRISTOL MYERS SQUIBB	0	0
42 SH BROADCOM CORP CL A	0	0
150 SH CIGNA CORP	11,506	13,122
43 SH CAMERON INTL CORP	0	0
30 SH CAPITAL ONE FINANCIAL	10,420	13,790
23 SH CATERPILLAR INC	0	0
20 SH CELGENE CORP	0	0
9 SH CERNER CORPORATION	0	0
89 SH CHEVRON CORPORATION	6,918	11,117
24 SH CHUBB CORP	0	0
100 SH CHURCH & DWIGHT INC	6,099	6,628
254 SH CISCO SYS INC.	5,485	5,697

Name of Stock	End of Year Book Value	End of Year Fair Market Value
85 SH CITIGROUP INC	0	0
92 SH COCA COLA COMPANY	0	0
16 SH COGNIZANT TECH SOLUTIONS	0	0
66 SH COMCAST CORP	0	0
39 SH CULLEN FROST BANKERS INC	0	0
9 SH CUMMINS INC.	0	0
39 SH CVS/CAREMARK CORP	0	0
100 SH COSTCO WHOLESALE CORP	11,617	11,902
100 SH DICKS SPORTINIG GOODS	5,267	5,810
33 SH DANAHER CORP	0	0
12 SH DEERE & CO	0	0
17 SH DIRECTV	0	0
137 SH DISNEY WALT CO	8,674	10,467
200 SH DISCOVER FINL SEVCS	10,343	11,190
20 SH DOLLAR GENERAL CORP	0	0
12 SH DOVER CORP	0	0
21 SH DU PONT E I DE NEMOURS	0	0
78 SH E BAY INC	0	0
53 SH EMC CORPORATION	0	0
125 SH ECOLAB INC	12,348	13,034
60 SH ELI LILLY CO	0	0
75 SH EMERSON ELEC CO	3,765	5,264
13 SH EQUINIX INC	0	0
53 SH EQUITABLE CORP	0	0
23 SH EXPRESS SCRIPTS INC	0	0
150 SH FMC CORP	10,754	11,319
125 SH F5 NETWORKING INC	11,104	11,358
60 SH FIDELITY NATL INFO SVCS	0	0
150 SH FLOWSERVE CORP	9,367	11,825
30 SH FLUOR CORP	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
22 SH FORTINET INC	0	0
46 SH FREEPORT MCMORAN COPPER	0	0
96 SH FRONTIER COMMUNICATIONS	0	0
39 SH GENERAL DYNAMICS CORP	0	0
100 SH GILEAD SCIENCES INC.	6,708	7,510
8 SH GOOGLE INC	3,778	8,966
50 SH GRAINGER WW INC	13,462	12,770
85 SH HONEYWELL INTL INC	6,922	7,766
150 SH HORMEL FOODS CORP	6,617	6,776
28 SH HALLIBURTON CO	0	0
25 SH HASBRO INC	0	0
51 SH HESS CORP	0	0
93 SH HEWLETT PACKARD CO	0	0
41 SH IBM	0	0
75 SH INTEL CORP	0	0
16 SH ITC HOLDINGS CORP	0	0
600 SH ISHARE CORE S&P SM CAP	61,367	65,477
336 SH JP MORGAN CHASE & CO	15,237	19,648
155 SH JOHNSON JOHNSON	13,871	14,196
38 SH KIMBERLY CLARK CORP	0	0
61 SH KINDER MORGAN INC	0	0
125 SH LAUDER ESTEE COS INC	8,868	9,415
20 SH LOCKHEED MARTIN CORP	0	0
24 SH LORILLARD INC	0	0
10 SH LULULEMON ATHLETICA INC	0	0
115 SH LOWES	4,407	5,698
400 SH MARATHON OIL CORP	14,063	14,120
20 SH MASTERCARD INC.	13,566	16,709
13 SH MANPOWER INC.	0	0
170 SH MATTEL INC	6,503	8,373

Name of Stock	End of Year Book Value	End of Year Fair Market Value
45 SH MCCORMICK CO INC	0	0
14 SH SH MCDONALDS CORP.	0	0
42 SH MCGRAW HILL COMPANIES		
70 SH MERCK AND CO INC.		
58 SH MICROCHIP TECHNOLOGY INC		
343 SH SH MICROSOFT CORP	9,900	12,831
6 SH MONSANTO CO		
156 SH SH MORGAN STANLEY		
46 SH MOTOROLA INC		
186 NEW YORK COMMUNITY BANCORP		
47 SH NEXTERA ENERGY INC		
114 SH NIKE INC	7,747	8,965
50 SH NOVO-NORDISK	7,665	9,238
75 SH O REILLY AUTOMOTIVE INC	9,442	9,653
100 SH OCENANEERING INTL	8,099	7,888
36 SH OCCIDENTAL PETE CORP		
36 SH ONEOK INC		
183 SH ORACLE CORPORATION	5,392	7,002
55 SH PGE CORP		
29 SH PACCAR INC		
9 SH PALL CORP		
27 SH PARKER HANNIFIN CORP		
47 SH PEPSICO INC.	2,364	3,898
197 SH PFIZER INC.	4,230	6,034
39 SH PHILLIP MORRIS INTL		
12 SH PIONEER NAT RES		
150 SH T ROWE PRICE GROUP	10,891	12,566
2 SH PRICELINE COM INC		
167 SH QUALCOMM INC.	10,074	12,400
350 SH RYDEX	23,962	24,938

Name of Stock	End of Year Book Value	End of Year Fair Market Value
7 SH RALPH LAUREN CORP		
33 SH RAYTHEON COMPANY		
18 SH ROCKWELL AUTOMATION INC		
600 SH SPDR SER TR S&P DIV	42,684	43,572
50 SH 3M COMPANY	5,341	7,013
25 SH SCHEIN HENRY INC		
137 SH SOUTHERN CO		
89 SH SOUTHERN COPPER CORP		
16 SH ST JUDE MED INC.		
89 SH STAPLES INC		
25 SH STARBUCKS CORP		
18 SH STRYKER CORP		
27 SH TEXAS INSTRUMENTS INC		
49 SH THE GAP INC		
96 SH TJX COS INC		
25 THERMO FISHER SCIENTIFIC		
29 SH TIME WARNER CABLE INC		
48 SH TRAVELERS COS INC	2,367	4,346
39.43 SH UBS AG JERSEY BRH	54,624	55,202
83 SH UNION PACIFIC CORP	10,614	13,944
27 SH UNITED HEALTH GROUP INC		
29 SH UNITED TECHNOLOGIES CO		
43 SH US BANCORP		
29 SH V F CORP		
13 SH VARIAN MED SYS INC		
25 SH VERIZON COMMUNICATIONS		
11 SH VMWARE INC.		
38 SH WAL MART STORES INC.		
29 SH WALGREEN CO		
87 SH WASTE MGMT INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
122 SH WELLS FARGO & CO	4,237	5,539
107 SH WESTERN DIGITAL CORP	3,830	8,977
225 SH YAHOO INC	7,353	9,099
10 SH WHOLE FOODS MKT INC.		
16 SH WILLIAMS SONOMA INC		
53 SH YUM BRANDS INC		
7495.474 ABERDEEN FDS EMRGN MK	112,773	108,460
1166.045 SH BROADVIEW OPPTY	50,000	46,560
1196.557 SH DODGE & COX INTERN	50,060	51,500
1433.412 AMERICAN CENTY REAL E		
2092.915 SH AMERICAN CENTY VST		
1358.952 E II INTL PPTY		
4084.419 FIDELITY ADV DIVERS		
1396.631 FORWARD INTL REAL EST		
3095.797 HIGHLAND LONG SHORT	34,793	38,790
8755.397 SH LOOMIS SAYLES STR	85,335	87,992
3807.5 LAUDUS INTL MRKTMASTERS		
311.634 SH NEUBERGER BERMAN GE		
6515.948 SH NUVEEN HIGH INC BD	56,503	58,839
3921.5 NUVEEN REAL ESTATE	78,390	77,254
2619.597 SH NUVEEN INFLATION	27,227	28,239
5980.87 SH OPPENHEIMER SR FL	50,060	50,299
1945.11 OPPENHEIMER DEVELOPING	66,721	73,058
3237.265 SH PRINCIPAL PREFERRE	32,680	31,790
3636.823 PYXIS LONG SHORT EQUI		
1644.315 ROWE T PRICE MID CAP	36,323	49,412
2420.759 SH SCOUT INTERNTL FD		
1462.71 SH T ROWE PRICE SM CAP	53,916	65,178
3140.35 SH SCOUT INTERNATIONAL	97,213	117,009
2575.7 TFS MARKET NEUTRAL FD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3635.752 TURNER SPECTRUM FUND		
58 SH ACCENTURE PLC	3,304	4,769
35 SH ACE LTD		
18 SH ANHEUSER BUSCH INBEV		
16 SH ASML HOLDINGS		
30 SH BHP BILLITON LIMITED		
14 SH BAIDU COM INC. ADR		
26 SH CARNIVAL CORP		
25 SH DIAGEO PLC SPONSORED		
99 SH EATON CORP		
14 SH ENBRIDGE INC		
75 SH FLEXTRONICS INTERNTL		
30 SH MICHAEL KORS HOLDINGS		
15 SH NETEASE INC		
15 SH NOVO NORDISK		
25 SH NPX SEMICONDUCTORS		
75 SH ROYAL DUTCH SHELL		
78 SH SANOFI	2,875	4,183
150 SH SCHLUMBERGER LTD	13,567	13,517
121 SH SEADRILL LIMITED	3,856	4,971
75 SH TEVA PHARMACEUTICAL IND		
36 SH THOMPSON REUTERS CORP		
87 SH VALE SA SP		
STOCKS		
MUTUAL FUNDS		

TY 2013 Investments - Land Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

TY 2013 Land, Etc. Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

TY 2013 Other Expenses Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	113	113		
BANK FEES	3,300	3,300		

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TY 2013 Other Income Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION SETTLEMENT	81	81	

TY 2013 Other Professional Fees Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNT MANAGEMENT FEE	17,621	14,978		2,643

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TY 2013 Taxes Schedule

Name: THE HUMPHREYS FOUNDATION

EIN: 84-6021274

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	646	646		
FEDERAL TAX PAID	1,221			