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

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OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

Harmes C. Fishback Foundation
Trust
8 Village Road
Englewood, CO 80110-4908

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

► \$ 12,471,320.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number
84-6094542B Telephone number (see the instructions)
303-789-1753C 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 ☐

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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

53,951.

53,951.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

1,958,986.

b Gross sales price for all assets on line 6a

2,142,204.

7 Capital gain net income (from Part IV, line 2)

1,958,986.

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/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

2,339.

2,339.

12 Total. Add lines 1 through 11

2,015,276.

2,015,276.

0.

13 Compensation of officers, directors, trustees, etc.

55,000.

55,000.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instructions)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

81.

81.

24 Total operating and administrative expenses. Add lines 13 through 23

90,874.

32,801.

55,000.

25 Contributions, gifts, grants paid Part XV

421,300.

421,300.

26 Total expenses and disbursements. Add lines 24 and 25

512,174.

32,801.

0.

476,300.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

1,503,102.

b Net investment income (if negative, enter -0-)

1,982,475.

c Adjusted net income (if negative, enter -0-)

0.

10 19

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	-60,753.	1,033,874.	1,033,874.
	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 sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,073.		
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	2,437,802.	2,330,437.	9,780,093.
	c Investments – corporate bonds (attach schedule)			
LIABILITIES	11 Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	598,728.	1,117,641.	1,657,353.
	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)	2,978,850.	4,481,952.	12,471,320.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
FUND ASSETS	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
FUND ASSETS	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	1,181,346.	1,181,346.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,797,504.	3,300,606.	
	30 Total net assets or fund balances (see instructions)	2,978,850.	4,481,952.	
FUND ASSETS	31 Total liabilities and net assets/fund balances (see instructions)	2,978,850.	4,481,952.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,978,850.
2 Enter amount from Part I, line 27a	2	1,503,102.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,481,952.
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	4,481,952.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 6				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	1,958,986.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	539,962.	7,432,323.	0.072651
2011	537,321.	8,696,850.	0.061783
2010	373,505.	7,129,812.	0.052386
2009	428,303.	6,550,276.	0.065387
2008	540,224.	7,585,351.	0.071219

2 Total of line 1, column (d)	2	0.323426
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	0.064685
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,736,481.
5 Multiply line 4 by line 3	5	629,804.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,825.
7 Add lines 5 and 6	7	649,629.
8 Enter qualifying distributions from Part XII, line 4	8	476,300.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1			
b Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	39,650.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	39,650.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	39,650.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	3,073.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,073.	
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	36,577.	
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
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation: \$ 0. (2) On foundation managers: \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Katharine H. Stapleton</u> Telephone no <u>303-789-1753</u> Located at <u>8 Village Road Englewood CO</u> ZIP + 4 <u>80110</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	N/A
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>	☐ Yes ☒ No	
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b**

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a 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?**6 b**

X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b**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
Katharine H. Stapleton 8 Village Road Englewood, CO 80110	Trustee 10.00	30,000.	0.	0.
Benjamin F. Stapleton III 125 Park Avenue Apt 9B New York, NY 10028	Co-trustee 0	0.	0.	0.
Craig R. Stapleton 135 East Putnam Avenue Greenwich, CT 06830	Co-trustee 0	0.	0.	0.
Jenna Stapleton 4461 Preserve Parkway South Greenwood Village, CO 80121	Co-trustee 10.00	25,000.	0.	0.

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

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

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

0

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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	8,055,179.
b	Average of monthly cash balances	1 b	675,914.
c	Fair market value of all other assets (see instructions)	1 c	1,153,659.
d	Total (add lines 1a, b, and c)	1 d	9,884,752.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,884,752.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	148,271.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,736,481.
6	Minimum investment return. Enter 5% of line 5	6	486,824.

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	486,824.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	39,650.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	39,650.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	447,174.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	447,174.
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	447,174.

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	1 a	476,300.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	476,300.
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	476,300.

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

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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				447,174.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	188,856.			
b From 2009	110,973.			
c From 2010	26,450.			
d From 2011	112,456.			
e From 2012	171,422.			
f Total of lines 3a through e	610,157.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 476,300.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				447,174.
e Remaining amount distributed out of corpus	29,126.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	639,283.			
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		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	188,856.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	450,427.			
10 Analysis of line 9				
a Excess from 2009	110,973.			
b Excess from 2010	26,450.			
c Excess from 2011	112,456.			
d Excess from 2012	171,422.			
e Excess from 2013	29,126.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 8				
Total			3 a	421,300.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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	53,951.	
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	1,958,986.	
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)				2,015,276.	
13 Total. Add line 12, columns (b), (d), and (e)				13	2,015,276.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2013

Federal Statements
Harmes C. Fishback Foundation
Trust

Page 1

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Total	\$ 2,339.	\$ 2,339.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	\$ 5,200.	\$ 5,200.		
Total	\$ 5,200.	\$ 5,200.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	\$ 16,585.	\$ 16,585.		
Professional Services	5,523.	5,523.		
Total	\$ 22,108.	\$ 22,108.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes	\$ 3,073.			
Total	\$ 3,073.	\$ 0.	\$ 0.	\$ 0.

Harmes C. Fishback Foundation
Trust

84-6094542

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Service Charges	\$ 81.	\$ 81.		
Total	\$ 81.	\$ 81.	\$ 0.	\$ 0.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	93.4209 Alleghany Corp	Purchased	6/25/1995	1/16/2013
2	106.5791 Alleghany Corp	Purchased	6/10/1998	1/16/2013
3	1640 BP PLC Sponsored ADR	Purchased	4/16/1992	1/16/2013
4	282,144 MetroPCS TMUS Merger: Recognized Gain	Purchased	Various	5/01/2013
5	10,000 T Mobile US Inc.	Purchased	12/18/1995	6/28/2013
6	Capital gain distributions	Purchased	Various	12/31/2013
7	Brightline Capital Partners LP	Purchased	Various	Various
8	Brightline Capital Partmers LP	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	33,042.		7,392.	25,650.				\$ 25,650.
2	37,696.		19,081.	18,615.				18,615.
3	72,626.		52,711.	19,915.				19,915.
4	1219205.		76,776.	1142429.				1142429.
5	248,043.		27,258.	220,785.				220,785.
6	259.		0.	259.				259.
7	281,621.		0.	281,621.				281,621.
8	249,712.		0.	249,712.				249,712.
Total								\$ 1958986.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Katherine H. Stapleton
Care Of:
Street Address: 8 Village Road
City, State, Zip Code: Englewood, CO 80110
Telephone: 303-789-1753
E-Mail Address:
Form and Content: No formal application required
Submission Deadlines: None
Restrictions on Awards: None

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
THE CHILDREN'S MUSEUM 2121 CHILDREN'S MUSEUM DR DENVER, CO 80211	NONE	Pub Ch	CULTURAL	\$ 10,000.
THE DENVER ART MUSEUM 100 WEST 14TH AVE PARKWAY DENVER, CO 80204	NONE	Pub Ch	CULTURAL	12,200.
COLORADO HISTORICAL SOCIETY 1300 BROADWAY DENVER, CO 80203	NONE	Pub Ch	CULTURAL	12,500.
DENVER BOTANIC GARDENS 909 YORK STREET DENVER, CO 80206	NONE	Pub Ch	CULTURAL	26,000.
NATIONAL GALLERY 4th and Constitution Avenue NW WASHINGTON, DC 20565	NONE	Pub Ch	Cultural	10,000.
DENVER UNIVERSITY 2255 E. Evans Avenue DENVER, CO 80208	NONE	Pub Ch	EDUCATIONAL	29,000.
HOSPICE OF ST JOHN 1320 EVERETT COURT LAKEWOOD, CO 80215	NONE	Pub Ch	HEATH & HOSPITALS	5,000.
LIMB PRESERVATION FOUNDATION 1600 Broadway #2400 DENVER, CO 80202	NONE	Pub Ch	HEALTH & HOSPITALS	15,000.
NATIONAL JEWISH HOSPITAL 1400 JACKSON STREET DENVER, CO 80206	NONE	Pub Ch	HEALTH & HOSPITALS	5,000.
ST JOSEPH'S HOSPITAL 1835 FRANKLIN STREET DENVER, CO 80218	NONE	Pub Ch	HEALTH & HOSPITALS	5,000.
BOYS & GIRLS CLUBS OF DEN 2017 W. 9TH AVENUE DENVER, CO 80204	NONE	Pub Ch	GENERAL	18,000.
SANTA CLAUS SHOP P.O. BOX 102104 DENVER, CO 80250	NONE	Pub Ch	GENERAL	1,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
YMCA OF METRO DENVER 2625 S. Colorado Boulevard DENVER, CO 80222	NONE	Pub Ch	GENERAL	\$ 1,000.
SENIORS RESOURCE CENTER 3227 CHASE STREET WHEATRIDGE, CO 80212	NONE	Pub Ch	GENERAL	500.
LEGAL AID FOUNDATION 1900 GRANT STREET DENVER, CO 80203	NONE	Pub Ch	GENERAL	1,000.
RECORDINGS FOR THE BLIND 1355 S. COLORADO BLVD DENVER, CO 80222	NONE	Pub Ch	HEALTH & HOSPITALS	3,000.
CHRIST EPISCOPAL CHURCH 2950 SOUTH UNIVERSTIY BLVD DENVER, CO 80210	NONE	Pub Ch	RELIGIOUS	10,000.
MUSEUM OF CONTEMPORARY ART 1485 Delgany DENVER, CO 80202	NONE	Pub Ch	CULTURAL	6,250.
UNIV OF COLORADO-SCHLRSHPS CAMPUS BOX 312 BOULDER, CO 80309	NONE	Pub Ch	Educational	1,000.
ST. ANN'S EPISCOPAL CHURCH P.O. BOX 44 KENNEBUNKPORT, ME 04046	NONE	Pub Ch	RELIGIOUS	7,500.
ALLIANCE FRANCAISE DENVER 1420 OGDEN STREET DENVER, CO 80218	NONE	Pub Ch	CULTURAL	1,000.
GRALAND COUNTRY DAY SCHOOL 30 BIRCH STREET DENVER, CO 80220	NONE	Pub Ch	EDUCATIONAL	1,000.
CHILDREN'S HOSPITAL FDN-COURAGECLASSIC 1245 E. COLFAX AVE #400 DENVER, CO 80218	NONE	Pub Ch	Health & Hospitals	6,000.
DPL FRIENDS FOUNDATION 10 W 14th AVENUE PARKWAY Denver, CO 80204	NONE	Pub Ch	EDUCATIONAL	5,000.
JR LEAGUE OF DENVER 6300 EAST YALE AVE DENVER, CO 80222	NONE	Pub Ch	GENERAL	250.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
AMON CARTER MUSEUM 3501 CAMP BOWIE BOULEVARD FORT WORTH, TX 76107	NONE	Pub Ch	CULTURAL	\$ 10,000.
CRAIG HOSPITAL 3425 S. CLARKSON STREET ENGLEWOOD, CO 80113	NONE	Pub Ch	HEALTH & HOSPITALS	1,000.
THE PARK PEOPLE 715 S FRANKLIN STREET DENVER, CO 80209	NONE	Pub Ch	GENERAL	1,000.
MIZEL MUSEUM 400 S KEARNEY ST DENVER, CO 80224	NONE	Pub Ch	CULTURAL	10,000.
VASSAR COLLEGE FUND 124 RAYMOND AVE POUGHKEEPSIE, NY 12604	NONE	Pub Ch	EDUCATIONAL	5,000.
OPEN WORLD LEARNING (OWL) 360 N. ACOMA STREET DENVER, CO 80223	NONE	Pub Ch	EDUCATIONAL	10,000.
DENVER ZOOLOGICAL FOUNDATION 2300 STEELE STREET DENVER, CO 80205	NONE	Pub Ch	CULTURAL	10,000.
DENVER MUSEUM OF NATURE & SCIENCE 2001 COLORADO BOULEVARD DENVER, CO 80205	NONE	Pub Ch	CULTURAL	2,000.
DENVER CENTOR FOR THE PERFORMIING ARTS 1101 13TH STREET DENVER, CO 80204	NONE	Pub Ch	CULTURAL	5,000.
WINGS OVER THE ROCKIES 7711 EAST ACADEMY BOULEVARD DENVER, CO 80230	NONE	Pub Ch	CULTURAL	1,000.
DENVER RESCUE MISSION P.O. BOX 5206 DENVER, CO 80217	NONE	Pub Ch	GENERAL	500.
THE GATHERING PLACE 1535 HIGH STREET DENVER, CO 80218	NONE	Pub Ch	GENERAL	3,500.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
WASHINGTON NATIONAL CATHEDRAL 3101 WISCONSIN AVENUE NW WASHINGTON, DC 20016	NONE	Pub Ch	RELIGIOUS	\$ 3,500.
GATEWAY BATTERED WOMEN'S SERVICES P.O. BOX 914 AURORA, CO 80040	NONE	Pub Ch	GENERAL	1,000.
REACH OUT AND READ COLORADO 4105 E. FLORIDA AVENUE #204 DENVER, CO 80222	NONE	Pub Ch	GENERAL	1,000.
TAPS (TRAGEDY ASSISTANCE PROGRAM) 910 17TH STREET, NW SUITE 800 WASHINGTON, DC 20006	NONE	Pub Ch	GENERAL	5,000.
YOUTHBIZ 3535 LARIMER STREET DENVER, CO 80205	NONE	Pub Ch	GENERAL	10,000.
FOUR MILE HISTORIC PARK 715 S. FOREST STREET DENVER, CO 80246	NONE	Pub Ch	GENERAL	1,000.
THE DENVER BRASS 2253 DOWNING STREET DENVER, CO 80205	NONE	Pub Ch	CULTURAL	500.
CO CATTLEMEN'S AGRICULTURAL LAND TR 8833 RALSTON ROAD ARVADA, CO 80002	NONE	Pub Ch	GENERAL	5,000.
CHILDREN'S CHORALE 2420 W. 26th Avenue Denver, CO 80211	NONE	Pub Ch	CULTURAL	500.
VOLUNTEERS OF AMERICA 2660 Larimer Street Denver, CO 80202	NONE	Pu Ch	GENERAL	1,000.
MILE HIGH UNITED WAY 2505 18th Street Denver, CO 80211	NONE	Pu Ch	GENERAL	3,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
COLORADO COALITION FOR THE HOMELESS 2111 Champa Street Denver, CO 80205	NONE	Pu Ch	GENERAL	\$ 5,000.
ROUNDUP RIVER RANCH P. O. Box 8589 Avon, CO 81620	NONE	Pu Ch	GENERAL	5,000.
DENVER FIREFIGHTER'S MUSUEM 1326 TREMONT DENVER, CO 80204	NONE	Pub Ch	CULTURAL	100.
PHOENIX MULTISPORT 4735 WALNUT STREET SUITE C BOULDER, CO 80301	NONE	Pub Ch	HEALTH & HOSPITALS	5,000.
CLYFFORD STILL MUSEUM 201 W COLFAX AVENUE DENVER, CO 80202	NONE	Pub Ch	CULTURAL	2,500.
MY SCHOOL PRESCHOOL 5555 SOUTH YOSEMITE STREET GREENWOOD VILLAGE, CO 80111	NONE	Pub Ch	EDUCATIONAL	4,000.
COOKE CENTER-LEARNING&DEVELOP 475 RIVERSIDE DRIVE SUITE 730 NEW YORK, NY 10115	NONE	Pub Ch	EDUCATIONAL	7,500.
BOY SCOUTS OF AMERICA-DNVR AREA 10455 W 6TH AVENUE SUITE 100 DENVER, CO 80215	NONE	Pub Ch	EDUCATIONAL	2,500.
ALLIANCE IN CHOICE IN EDUCATION 1201 E COLFAX AVENUE #302 DENVER, CO 80218	NONE	Pub Ch	EDUCATIONAL	10,000.
STARLIGHT CHILDRENS FOUNDATION 5952 EAST PRINCETON AVENUE CHERRY HILLS VILLAGE, CO 80111	NONE	Pub Ch	EDUCATIONAL	1,000.
HABITAT FOR HUMANITY 3345 ELIOT STREET DENVER, CO 80211	NONE	Pub Ch	GENERAL	5,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
DENVER FAMILY INSTITUTE 7200 EAST HAMPDEN AVENUE #301 DENVER, CO 80224	NONE	Pub Ch	GENERAL	\$ 7,500.
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204	NONE	Pub Ch	GENERAL	2,000.
BOULDER JEWISH COMM CENTER 3800 KALMIA AVENUE BOULDER, CO 80301	NONE	Pub Ch	RELIGIOUS	1,000.
JAZZ ASPEN SNOWMASS 110 E HALLAM #104 ASPEN, CO 81611	NONE	Pub Ch	CULTURAL	10,000.
DENVER SCHOLARSHIP FOUNDATION 303 EAST 17TH AVENUE #200 DENVER, CO 80203	NONE	Pub Ch	EDUCATIONAL	5,000.
BRIDGE HOUSE P O BOX 626 BOULDER, CO 80306	NONE	Pub Ch	GENERAL	11,000.
LEADERSHIP OF THE ROCKIES 1777 S HARRISON STREET #807 DENVER, CO 80210	NONE	Pub Ch	GENERAL	5,000.
ROTARY CLUB OF DENVR SE FNDTN 5103 DVORAK CIRCLE FREDERICK, CO 80504	NONE	Pub Ch	GENERAL	1,000.
MILE HIGH SQUASH 1325 GLENARM STREET DENVER, CO 80204	NONE	Pub Ch	GENERAL	2,000.
DIAMONDS IN THE ROUGH FOUNDATION %HP JWLRS 3000 EAST FIRST AVE #243 DENVER, CO 80206	NONE	Pub Ch	GENERAL	2,500.
WORLD DENVER P O BOX 40396 DENVER, CO 80204	NONE	Pub Ch	GENERAL	5,000.
NAVY SEAL FOUNDATION 1619 D STREET BLDG 5326 VIRGINIA BEACH, VA 23459	NONE	Pub Ch	GENERAL	10,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
GIRLS INC 1499 JULIEN STREET DENVER, CO 80204	NONE	Pub Ch	GENERAL	\$ 1,000.
NURSE FAMILY PARTNERSHIP 1900 GRANT STREET #400 DENVER, CO 80203	NONE	Pub Ch	HEALTH & HOSPITALS	2,000.
DENVER AREA YOUTH SERVICES 1530 WEST 13TH AVENUE DENVER, CO 80204	NONE	Pub Ch	GENERAL	1,000.
THE DENVER DEBUTANTE BALL 2424 SOUTH LEYDEN STREET DENVER, CO 80222	NONE	Pub Ch	CULTURAL	10,000.
INVEST IN KIDS 1775 SHERMAN STREET #2075 DENVER, CO 80203	NONE	Pub Ch	EDUCATIONAL	1,000.
CAMP KESEM 4116 LINCOLN AVENUE CULVER CITY, CA 90232	NONE	Pub Ch	GENERAL	1,000.
FOOTHILLS UNITED WAY 1285 CIMARRON DRIVE #101 LAFAYETTE, CO 80026	NONE	Pub Ch	GENERAL	2,500.
ALL HANDS VOLUNTEERS 8 COUNTY ROAD #5 MATTAPOISETT, MA 02739	NONE	Pub Ch	GENERAL	2,500.
PINKCHOSEME FOUNDATION 15 WEST 116TH STREET NEW YORK, NY 10016	NONE	Pub Ch	GENERAL	500.
FAMILY STAR 2246 FEDERAL BOULEVARD DENVER, CO 80211	NONE	Pub Ch	GENERAL	1,000.
GOVERNOR'S RESIDENCE PRESERVATION FUND 400 EAST EIGHTH AVENUE DENVER, CO 80203	NONE	Pub Ch	GENERAL	5,000.
NATIONAL MS SOCIETY-CO-WY CHPTR P. O. BOX 172626 DENVER, CO 80217	NONE	Pub Ch	GENERAL	1,500.

Total \$ 421,300.

**HARMES C. FISHBACK FOUNDATION TRUST
STATEMENT ATTACHED TO FEDERAL RETURN
FOR THE YEAR ENDED DECEMBER 31, 2013**

INVESTMENTS-SECURITIES, PART II, LINES 10 b & c:

CORPORATE STOCKS

	BOOK VALUE <u>12/31/2012</u>	BOOK VALUE <u>12/31/2013</u>	MARKET VALUE <u>12/31/2013</u>
ALLEGHANY 93 4209 6/25/95	7,391.82	-	
ALLEGHANY 398 3509 06/09/98	90,396 00	71,315.49	159,324.48
ALLEGHANY 104 8841 4/25/03	5,247 68	5,247 68	41,949 50
ALLEGHANY 36 80 4/27/2007	12,220 32	12,220 32	14,718.58
ATHENAHEALTH INC 15000 6/18/2008	-	-	2,017,500.00
BP AMOCO PLC ADR 1640 4/16/92	52,711.30		
CHEVRONTEXACO CORP 3200 1/6/92	55,501.80	55,501 80	399,712 00
CHEVRONTEXACO CORP 2464 4/16/92	48,498 80	48,498.80	307,778.24
METROPCS COMMUNICATIONS INC 30000 7/3/08	460,653.03		
METROPCS COMMUNICATIONS INC 252144 6/26/09	343,641 25		
PEPSICO 3000 1/6/92	47,263.30	47,263.30	248,820.00
SCHLUMBERGER 2000 8/10/93	28,520 05	28,520 05	180,220.00
Subtotal	1,152,045 35	268,567 44	3,370,022 80

HARMES C. FISHBACK FOUNDATION TRUST
STATEMENT ATTACHED TO FEDERAL RETURN
FOR THE YEAR ENDED DECEMBER 31, 2013

	BOOK VALUE <u>12/31/12</u>	BOOK VALUE <u>12/31/13</u>	MARKET VALUE <u>12/31/13</u>
SIMON PPTY GRP 2000 7/25/00	46,255.64	46,255.64	304,320.00
SIMON PPTY GRP 119 336 3/19/09	4,029.96	4,029.96	18,158.07
SIMON PPTY GRP 58 091 6/23/09	3,061.78	3,061.78	8,839.03
SIMON PPTY GRP 46 737 9/7/2009	3,098.57	3,098.57	7,111.38
SIMON PPTY TRP 41 520 12/21/2009	3,127.50	3,127.50	6,317.56
T MOBILE 116,072 12/18/95		316,383.25	3,904,662.08
T MOBILE 15,000 7/3/2008		460,653.03	504,600.00
TAUBMAN CENTERS 800 7/25/00	5,402.16	5,191.24	51,136.00
TAUBMAN CENTERS 2700 7/26/00	20,780.78	20,068.98	172,584.00
WINSTON GLOBAL FUND, LTD	1,200,000.00	1,200,000.00	1,432,342.40
Subtotal	1,285,756.39	2,061,869.95	6,410,070.52
TOTAL CORPORATE STOCKS, 10b	2,437,801.74	2,330,437.39	9,780,093.32

INVESTMENTS-OTHER, PART II, LINE 13

PARTNERSHIPS

BRIGHTLINE CAPITAL PARTNERS, LP	598,727.60	1,117,640.60	1,657,353.00
TOTAL INV-OTHER, PART II, LINE 13	598,727.60	1,117,640.60	1,657,353.00