



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year **2013** or tax year beginning , **2013**, and ending , **20**

Name of foundation
BIG BLUE SKY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
109 SHAVANO DRIVE

City or town, state or province, country, and ZIP or foreign postal code
ASPEN, CO 81611

A Employer identification number
91-2157163

B Telephone number (see instructions)
() -

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

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

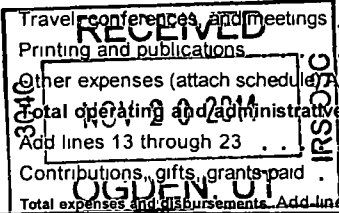
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **4,553,680.**

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

SCANNED NOV 24 2014

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)
		99			
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	63,669.	63,669.		
	4 Dividends and interest from securities	53,265.	53,265.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	297,849.			
	b Gross sales price for all assets on line 6a	1,624,304.			
	7 Capital gain net income (from Part IV, line 2)		297,849.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	414,882.	414,783.			
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) ATCH 1	24,200.			24,200.
	c Other professional fees (attach schedule) *	20,926.	20,926.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	7,300.	2,300.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	85.			85.
	24 Total operating and administrative expenses. Add lines 13 through 23	52,511.	23,226.		24,285.
	25 Contributions, gifts, grants paid	300,280.			300,280.
26 Total expenses and disbursements. Add lines 24 and 25	352,791.	23,226.	0	324,565.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	62,091.				
b Net investment income (if negative, enter -0-)		391,557.			
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	229,028.	229,038.	229,038.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	764,077.	784,759.	773,439.
	b	Investments - corporate stock (attach schedule) ATCH 6	1,439,957.	1,407,409.	1,913,387.
	c	Investments - corporate bonds (attach schedule) ATCH 7	1,487,468.	1,551,760.	1,637,131.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8			685.
	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)	3,920,530.	3,972,966.	4,553,680.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	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	3,920,530.	3,972,966.		
30	Total net assets or fund balances (see instructions)	3,920,530.	3,972,966.		
31	Total liabilities and net assets/fund balances (see instructions)	3,920,530.	3,972,966.		

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	3,920,530.
2	Enter amount from Part I, line 27a	2	62,091.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,982,621.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	9,655.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,972,966.

**ATCH 5

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 PUBLICLY TRADED SECURITIES		P	VAR	VAR
b CAPITAL GAIN DISTRIBUTIONS		P	VAR	VAR
c GS MEZANINE PARTNERS - EXCESS DISTRIBUTION		P	VAR	VAR
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 1,624,304.		1,405,103.	219,201.	
b			7,909.	
c			70,739.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
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 }		2 297,849.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	247,810.	4,292,274.	0.057734
2011	210,235.	4,284,528.	0.049068
2010	181,785.	4,212,712.	0.043152
2009	50,980.	1,661,404.	0.030685
2008	59,875.	375,951.	0.159263
2 Total of line 1, column (d)			2 0.339902
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 0.067980
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,361,678.
5 Multiply line 4 by line 3			5 296,507.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,916.
7 Add lines 5 and 6			7 300,423.
8 Enter qualifying distributions from Part XII, line 4			8 324,565.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,916.
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	3,916.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,916.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,144.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	13,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	18,144.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,228.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 14,228. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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? 13 X
Website address N/A
14 The books are in care of BIG BLUE SKY FOUNDATION Telephone no
Located at 109 SHAVANO DRIVE ASPEN, CO ZIP+4 81611
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A
and enter the amount of tax-exempt interest received or accrued during the year 15
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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years N/A
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

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

(1) Carry on propoganda, 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) *N/A*

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? Yes 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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		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
NONE				

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

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	4,257,210.
b	Average of monthly cash balances	1b	170,890.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,428,100.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,428,100.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,422.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,361,678.
6	Minimum investment return. Enter 5% of line 5.	6	218,084.

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	218,084.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,916.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,916.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	214,168.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	214,168.
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	214,168.

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	324,565.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	324,565.
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	3,916.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	320,649.

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				214,168.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 41,198.				
b From 2009				
c From 2010				
d From 2011				
e From 2012 38,605.				
f Total of lines 3a through e 79,803.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 324,565.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				214,168.
e Remaining amount distributed out of corpus 110,397.				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 190,200.				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) 41,198.				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 149,002.				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012 38,605.				
e Excess from 2013 110,397.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a 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 8 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ADAM Z. & MARY C. CHERRY

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.

N/A

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

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

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

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 <i>Paid during the year</i> ATCH 11				
Total ▶ 3a				300,280.
b <i>Approved for future payment</i>				
Total ▶ 3b				

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICewaterhouseCOOPERS LLP	24,200.			24,200.
TOTALS	<u>24,200.</u>			<u>24,200.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ACCOUNT MANAGEMENT FEES	20,926.	20,926.
TOTALS	<u>20,926.</u>	<u>20,926.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX PAID	2,300.	2,300.
FEDERAL TAXES PAID	5,000.	
TOTALS	<u>7,300.</u>	<u>2,300.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FRANCHISE TAX BOARD	10.	10.
CA ATTORNEY GENERAL	75.	75.
TOTALS	<u>85.</u>	<u>85.</u>

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

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #124-6	764,077.	784,759.	773,439.
US OBLIGATIONS TOTAL	<u>764,077.</u>	<u>784,759.</u>	<u>773,439.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #040-4	500,561.	547,560.	668,263.
GOLDMAN SACHS #041-2	939,396.	859,849.	1,245,124.
TOTALS	<u>1,439,957.</u>	<u>1,407,409.</u>	<u>1,913,387.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #031-3	218,355.	218,355.	220,519.
GOLDMAN SACHS #124-6	1,269,113.	1,333,405.	1,416,612.
TOTALS	<u>1,487,468.</u>	<u>1,551,760.</u>	<u>1,637,131.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING FMV</u>
PRIVATE EQUITY		685.
TOTALS		<u>685.</u>



Statement Detail
BIG BLUE SKY FND. GOV/CORP FI
Holdings

Period Ended December 31, 2013

FIXED INCOME		Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME									
GS. GOVERNMENT/CORPORATE FIXED INCOME									
U S DOLLAR		703 13	1 0000	703 13		703 13			
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴		18,035 84	1 0000	18,035 84	1 0000	18,035 84		0 0487	8 79
		Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
VIACOM INC. 4 375% 09/15/2014 M-W+35 00BP S&P BBB /Moody's Baa2		100,000 00	102 6080	102,608 00	101 1484	101,148 40	1,459 60	2 7161	4,375 00
CSX CORPORATION 6 25% 04/01/2015 M-W+50 00BP S&P BBB+ /Moody's Baa2		100,000 00	106 8840	106,884 00	103 3681	103,368 12	3,515 88	3 4710	6,250 00
HOME DEPOT INC 5 4% 03/01/2016 M-W+15 00BP S&P A /Moody's A2		100,000 00	109 6890	109,689 00	103 1501	103,150 06	6,538 94	3 8690	5,400 00
TARGET CORPORATION 5 875% 07/15/2016 SR LIEN M- W+12 00BP S&P A+ /Moody's A2		100,000 00	112 5280	112,528 00	100 0887	100,088 68	12,439 32	5 8369	5,875 00
VERIZON COMMUNICATIONS INC 5 5% 04/01/2017 M- W+25 00BP S&P BBB+ /Moody's Baa1		125,000 00	112 7330	140,916 25	98 7516	123,452 02	17,464 23	5 9873	6,875 00
CVS CAREMARK CORPORATION 5.75% 06/01/2017 USD SR LIEN M-W+20 00BP S&P BBB+ /Moody's Baa1		49,000 00	113 4110	55,571 39	104 0810	50,999 67	4,571 72	4 4493	2,817 50
JPMORGAN CHASE & CO 6 125% 06/27/2017 S&P A- /Moody's Baa1		150,000 00	113 5820	170,373 00	100 4904	150,735 56	19,637 44	5 9672	9,187 50
FORD MOTOR CREDIT CO LLC 6 625% 08/15/2017 SR LIEN S&P BBB- /Moody's Baa3		100,000 00	115 8430	115,843 00	116 1225	116,122 50	(279 50)	1 9921	6,625 00
AMERICAN INTERNATIONAL GROUP, MTN 5 85% 01/16/2018 S&P A- /Moody's Baa1		75,000 00	114 7050	86,028 75	113 4367	85,077 51	951 24	2 3471	4,387 50
COMCAST CORPORATION 5 875% 02/15/2018 M-W+20 00BP S&P A- /Moody's A3		100,000 00	114 6990	114,699 00	110 8522	110,852 19	3,846.81	3 0545	5,875 00
WAL-MART STORES, INC 1 95% 12/15/2018 SR LIEN S&P AA /Moody's Aa2		75,000 00	99 6390	74,729 25	99 8100	74,857 50	(128 25)	1 9881	1,462 50
TIME WARNER INC 4 875% 03/15/2020 SR LIEN M- W+20 00BP S&P BBB /Moody's Baa2		100,000 00	109 6080	109,608 00	111 7957	111,795 66	(2,187.66)	2 7910	4,875 00
				1,435 42	114 31	114,309 00	(4,701.00)		

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit). Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.



Statement Detail
BIG BLUE SKY FND. GOV/CORP FI
Holdings (Continued)

Period Ended December 31, 2013

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
FIXED INCOME (Continued)								
INVESTMENT GRADE FIXED INCOME								
GS GOVERNMENT/CORPORATE FIXED INCOME								
BLACKROCK, INC. 3.375% 06/01/2022 SR LIEN M- W+25 00BP S&P A+ /Moody's A1	100,000.00	98.9090	98,909.00	101.7565	101,756.50	(2,847.50)	3.1359	3,375.00
FHLB 5.5% 08/13/2014 FA - S&P AA+ /Moody's Aaa	100,000.00	103.3290	103,329.00	101.9330	101,932.95	1,396.05	2.3367	5,500.00
FFCB 5.125% 08/25/2016 FA S&P AA+ /Moody's Aaa	100,000.00	111.7160	111,716.00	104.4421	104,442.05	7,273.95	3.3598	5,125.00
ONTARIO (PROVINCE OF) 1.2% 02/14/2018 S&P AA- /Moody's Aaa2	75,000.00	98.0700	73,552.50	99.2990	74,474.25	(921.75)	1.3719	900.00
U S TREASURY NOTE 1.250000% 04/30/2019 AO ON THE RUN Moody's Aaa	150,000.00	96.8630	145,324.50	99.5781	149,367.19	(4,042.69)	1.3133	1,875.00
U S TREASURY NOTE 1.125000% 12/31/2019 JD ON THE RUN Moody's Aaa	125,000.00	94.4450	118,056.25	100.5819	125,727.42	(7,671.17)	1.0247	1,406.25
FHLB 1.875% 03/13/2020 MS S&P AA+ /Moody's Aaa	125,000.00	96.4020	120,502.50	102.8528	128,566.04	(8,063.54)	1.3930	2,343.75
U S TREASURY NOTE 2.000000% 11/15/2021 MN OFF THE RUN Moody's Aaa	100,000.00	95.4450	95,445.00	100.2493	100,249.28	(4,804.28)	1.9657	2,000.00
TOTAL GS GOVERNMENT/CORPORATE FIXED INCOME			2,185,051.36		2,136,902.52	48,148.84	3.1257	86,538.79
			23,739.85		2,183,455.16	1,596.20		
TOTAL PORTFOLIO			Market Value		Adjusted Cost / *	Unrealized		Estimated
			2,208,791.21		2,136,902.52	Gain (Loss)		Annual Income
					2,183,455.16	48,148.84		86,538.79
						1,596.20		

* Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Portfolio No XXX-XX124-6

Page 8 of 23

Portfolio Type	FMV	Cost Basis
Cash	\$18,740	\$18,740
Corp Bonds	\$1,416,612	\$1,333,405
US Govt Oblig	\$773,439	\$784,759
Total	\$2,208,791	\$2,136,904

Agrees to 990PF Attachment 7
 Agrees to 990PF Attachment 5

Period Ended December 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
NON-US EQUITY								
LORD, ABBETT & CO NON-US EQUITY								
U S DOLLAR	144.47	1.0000	144.47		144.47			4.49
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)*	9,299.77	1.0000	9,299.77	1.0000	9,299.77		0.0483	
			Market Value /		Cost Basis	Unrealized	Dividend	Estimated
	Quantity	Market Price	Accrued Income	Unit Cost		Gain (Loss)	Yield	Annual Income
RESMED INC CMN (RMD)	137.00	47.0800	6,449.96	47.9231	6,565.46	(115.50)	2.1240	137.00
AEGON N V AMER REG ADR CMN (AEG)	1,145.00	9.4800	10,854.60	6.8860	7,884.49	2,970.11	2.5775	279.77
AKTIEBOLAGET ELECTROLUX ADR SPONSORED CL B (ELUXY)	112.00	52.4710	5,876.75	53.5891	6,001.98	(125.23)	3.1814	186.96
ASHAI KASEI CORP ADR CMN (AHKSY)	708.00	15.6800	11,101.44	12.3730	8,760.05	2,341.39	1.3558	150.52
ASML HOLDING N V ADR CMN (ASML)	83.00	93.7000	7,777.10	92.5453	7,681.26	95.84		
AXA-UAP AMERICAN DEPOSITORY SHARES (AXAHY)	455.00	27.8480	12,670.84	16.6887	7,593.38	5,077.46	2.7493	348.36
BANCO BILBAO VIZCAYA S A ADR SPONSORED ADR CMN	933.00	12.3900	11,559.87	10.3904	9,694.22	1,865.65	3.5329	408.40
USDO 3296 (BBVA)								
BANK OF YOKOHAMA LTD JAPAN(ADR ADR CMN (BKJAY)	387.00	22.3020	8,630.87	21.0355	8,140.72	490.15	1.6391	141.47
BARCLAYS PLC AMER DEP SHS ADR CMN (BCS)	911.00	18.1300	16,516.43	15.5287	14,146.69	2,369.74	2.1851	360.91
BP PLC SPONSORED ADR CMN (BP)	217.00	48.6100	10,548.37	42.6660	9,258.53	1,289.84	4.6904	494.76
CATHAY PACIFIC AIRWAYS LTD SPON ADR (CPCAY)	1,169.00	10.5760	12,363.34	9.3265	10,902.70	1,460.64	0.7586	93.79
CHINA OVERSEAS LAND&INVT LTD UNSPONSORED ADR CMN (CAOYV)	92.00	84.3460	7,759.83	79.3091	7,296.44	463.39	1.8068	140.21
DAIMLER AG CMN ISIN DE0007100000 (DDAIF)	145.00	86.9200	12,603.40	55.2374	8,009.43	4,593.97		
DAIWA HOUSE IND LTD (ADR) ADR CMN (DWAHY)	47.00	193.6160	9,099.95	187.4494	8,810.12	289.83	2.5838	235.12
DEUTSCHE BANK AG CMN (DB)	262.00	48.2400	12,638.88	48.4369	12,690.48	(51.60)	2.0143	254.59
DNB ASA SPONSORED ADR CMN (DNHBY)	80.00	178.8410	14,307.28	138.9604	11,116.83	3,190.45	1.7013	243.41
DONGFENG MOTOR CORPORATION ADR CLASS H (DNFGY)	111.00	78.2850	8,689.64	82.7811	9,188.70	(499.06)	1.3408	116.51
EAST JAPAN RAILWAY COMPANY UNSPONSORED ADR (JAPAN) (EJPRY)	529.00	13.2880	7,029.35	9.9386	5,257.51	1,771.84	1.2059	84.77

* This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.
Not a Deposit. Not FDIC Insured. May Lose Value. (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit)

Brokerage and securities services provided by Goldman, Sachs & Co Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC

Portfolio No. XXX-XX040-4



Statement Detail

BIG BLUE SKY FND. LORD, ABBETT & CO
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain/(Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
LORD, ABBETT & CO NON-US EQUITY								
ENERGIAS DE PORTUGAL SA SPONSORED ADR CMN (EDPFY)	230 00	36 7910	8,461 93	33 7814	7,769 73	692 20	4 2196	357 06
ENI S.P.A. SPON ADR SPONSORED ADR CMN (E)	132 00	48 4900	6,400 68	49 6689	6,556 30	(155 62)	4 7662	305 07
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (FSNUY)	177 00	19 2220	3,402 29	13 7628	2,436 01	966 28	0 6139	20 89
GEA GROUP AG SPONSORED ADR (GEAGY)	281 00	47 6770	13,397 24	37 2082	10,455 50	2,941 74	1 4672	196 56
H LUNDBECK A/S SPONSORED ADR CMN (HLUYY)	414 00	25 3040	10,475 86	18 1345	7,507 69	2,968 17	0 8931	93 56
HEINEKEN N.V. SPONSORED ADR CMN (HEINY)	230 00	33 8150	7,777 45	29 6318	6,815 32	962 13	1 4130	109 89
HITACHI LTD (ADR 10 COM) ADR CMN (HTHIY)	161 00	75 7340	12,193 17	66 2368	10,664 12	1,529 05	1 1379	138 74
HSBC HOLDINGS PLC SPONSORED ADR CMN (HSBC)	205 00	55 1300	11,301 65	50 0783	10,266 06	1,035 59	4 3533	492 00
IMPERIAL TOBACCO GROUP PLC SPON ADR (ITYBY)	102 00	77 4470	7,899 59	64 3689	6,565 63	1,333 96	4 7514	375 34
ING GROEP N.V. SPONS ADR SPONSORED ADR CMN (ING)	814 00	14 0100	11,404 14	7 8006	6,349 65	5,054 49		
INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S A SPONSORED ADR CMN (ICAGY)	433 00	33 2410	14,393 35	17 6428	7,639 33	6,754 02		
KASIKORN BANK PUB CO LTD ADR CMN (KPCPY)	317 00	18 9900	6,019 83	22 4709	7,123 28	(1,103 45)	1 7027	102 50
KB FINANCIAL GROUP INC SPONSORED ADR (KB)	146 00	40 5100	5,914 46	39 1073	5,709 67	204 79	0 9626	56 93
KERING ADR CMN (PPRUY)	478 00	21 1720	10,120 22	21 8264	10,433 00	(312 78)	1 7504	177 14
KUNLUN ENERGY COMPANY LTD ADR CMN (KLYCY)	117 00	88 0860	10,306 06	84 8421	9,926 53	379 53	1 6250	167 47
MITSUBISHI CORP SPONS ADR SPONSORED ADR CMN (MSBHY)	284 00	38 3810	10,900 20	37 1300	10,544 91	355 29	2 7581	300 64
MURATA MFG CO , LTD UNSPONSORED ADR CMN (MRAAY)	437 00	22 2160	9,708 39	15 4354	6,745 26	2,963 13	0 9389	91 16
NSK LTD ADR SPONSORED ADR CMN (NPSKY)	440 00	24 8890	10,951 16	14 0589	6,185 91	4,765 25	0 6780	74 25
OCEAN RIG UDW INC CMN (ORIG)	352 00	19 2500	6,776 00	16 5849	5,837 87	938 13		
OMRON CORP SPONSORED ADR CMN (OMRNY)	137 00	44 1940	6,054 58	29 0432	3,978 92	2,075 66	0 8995	54 46
ORIX CORPORATION SPONS ADR SPONSORED ADR CMN (IX)	189 00	89 1000	16,839 90	46 0423	8,701 99	8,137 91	0 6703	112 88
PRUDENTIAL CORP (ADR) ADR CMN (PUK)	352 00	45 0000	15,840 00	17 1719	6,044 51	9,795 49	2 0829	329 93
REFSOL SA - ADR SPONSORED ADR CMN (REPY)	281 00	25 2440	7,093 56	20 3084	5,706 65	1,386 91	4 0093	284 40
RIO TINTO PLC SPONSORED ADR (RIO)	359 00	56 4300	20,258 37	51 3456	18,433 06	1,825 31	3 1228	632 63
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184 (RHBY)	205 00	70 0510	14,360 46	55 5378	11,385 24	2,975 21	2 3190	333 02
SAFRAN SA SPONSORED ADR CMN (SAFRY)	816 00	17 4000	14,198 40	8 5499	6,976 72	7,221 69	2 1197	300 97
SANOFI SPONSORED ADR CMN (SNY)	189 00	53 6300	10,136 07	51 2270	9,681 91	454 16	2 3396	237 15

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

NON-US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
LORD, ABBETT & CO NON-US EQUITY								
SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (SBGSY)	779.00	17.4720	13,610.69	13.5078	10,522.60	3,088.09	2.1432	291.70
SHIRE LIMITED SPONSORED ADR CMN (SHPG)	38.00	141.2900	5,369.02	133.4311	5,070.38	298.64	0.3737	20.06
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN (SI)	105.00	138.5100	14,543.55	110.4788	11,600.27	2,943.28	2.1627	314.53
SILICONWARE PRECISION IND CO L SPONSORED ADR (SPIL)	1,334.00	5.9800	7,977.32	5.1495	6,869.44	1,107.88	2.6874	214.38
SSE PLC SPONSORED ADR CMN (SSEZY)	337.00	22.6910	7,646.87	21.8662	7,368.90	277.97	5.8843	449.96
SUMITOMO CORPORATION SPONSORED ADR CMN (SSJMY)	685.00	12.5680	8,609.08	13.1409	9,001.53	(392.45)	2.8628	246.46
SYNGENTA AG SPONSORED ADR CMN (SYT)	124.00	79.9400	9,912.56	67.4797	8,367.49	1,545.07	2.1237	210.51
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (TSM)	533.00	17.4400	9,295.52	14.4068	7,678.81	1,616.71	2.2985	213.66
TATE & LYLE PLC SPNSRD ADR NEW SPONSORED ADR CMN (TATYY)	194.00	53.5970	10,397.82	51.1335	9,919.90	477.92	3.0038	312.33
TECK RESOURCES LIMITED CMN CLASS B (TCK)	330.00	26.0100	8,583.30	33.9064	11,189.12	(2,605.82)	3.2434	278.39
			104.79					
TELENOR ASA AMERICAN DEPOSITARY SHARES 1 ADS = 3 ORDS (TELNY)	89.00	71.5030	6,363.77	50.7856	4,519.92	1,843.84	3.6194	230.33
TESCO PLC (SPONSORED) ADR SPONSORED ADR CMN (TSCDY)	494.00	16.6130	8,206.82	17.4618	8,626.13	(419.31)	3.8825	318.63
TOTAL SA SPONSORED ADR CMN (TOT)	123.00	61.2700	7,536.21	59.1899	7,280.36	255.85	4.3068	324.57
			67.60					
TOYOTA MOTOR CORPORATION SPON ADR (TM)	128.00	121.9200	15,605.76	99.4769	12,733.04	2,872.72	1.9246	300.34
VINCI ADR CMN (VICSY)	438.00	16.4390	7,200.28	14.6386	6,411.72	788.56	2.5644	184.65
VIVENDI ADR CMN (VIVHY)	438.00	26.3950	11,561.01	19.0415	8,340.18	3,220.83	3.9105	452.09
VODAFONE GROUP PLC SPONSORED ADR CMN (VOD)	264.00	39.3100	10,377.84	35.4670	9,363.30	1,014.54	4.0435	419.63
			131.25					
VTECH HOLDINGS LIMITED ADR CMN (VTKLY)	384.00	12.9870	4,987.01	13.7122	5,265.47	(278.46)	5.6587	282.20
			55.67					



Statement Detail
BIG BLUE SKY FND. LORD, ABBETT & CO
 Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
LORD, ABBETT & CO NON-US EQUITY								
WPP PLC ADR CMN (WPPGY)	177.00	114.8600	20,330.22	68.9663	12,207.03	8,123.19	2.0053	407.68
VOLKSWAGEN AG, WOLFSBURG SPONSORED ADR PFD USD0.6813 (VLKPY)	189.00	56.2610	10,633.33	51.7671	9,783.99	849.34	1.2109	128.76
TOTAL LORD, ABBETT & CO NON-US EQUITY			677,255.13		557,003.58	120,251.54	2.3434	14,626.56
			452.12					
			Market Value		Adjusted Cost /^a	Unrealized		Estimated
			677,707.25		Original Cost	Gain (Loss)		Annual Income
					557,003.58	120,251.54		14,626.56

Less Cash. (9,444)

Corporate Stock: 668,263

547,560 Agrees to 990PF Attachment 6

^a Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.



Statement Detail

BIG BLUE SKY FND. PCP
Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
GS US PRIVATE CLIENT PORTFOLIO								
U.S DOLLAR	599 14	1 0000	599 14		599 14			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)*	36,626.51	1 0000	36,626 51	1 0000	36,626 51		0 0505	18 50
ABBOTT LABORATORIES CMN (ABT)	1,062 00	38 3300	40,706 46	31 6122	33,572 16	7,134 30	2 2959	934 56
ALTERA CORP CMN (ALTR)	613 00	32 5110	19,929 24	32 7023	20,046 53	(117 29)	1 8455	367 80
AMAZON COM INC CMN (AMZN)	123 00	398 7900	49,051 17	194 6443	23,941 25	25,109 92		
APPLE, INC CMN (AAPL)	92 00	561 0200	51,613 84	235 2361	21,641 72	29,972 12	2 1746	1,122 40
BANK OF AMERICA CORP CMN (BAC)	2,905 00	15 5700	45,230.85	14 6338	42,511 24	2,719 61	0 2569	116 20
BOEING COMPANY CMN (BA)	414 00	136 4900	56,506 86	68.1552	28,216 27	28,290 59	2 1394	1,208 88
CHIPOTLE MEXICAN GRILL, INC CMN (CMG)	60 00	532 7800	31,966 80	411 8607	24,711 64	7,255 16		
COSTCO WHOLESALE CORPORATION CMN (COST)	307 00	119 0200	36,539 14	59 8300	18,367 81	18,171 33	1 0418	380 68
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	617 00	61 8700	38,173 79	67 6686	41,751 50	(3,577 71)	1 4223	542 96
EBAY INC CMN (EBAY)	496 00	54.8650	27,213 04	52.3835	25,982 22	1,230.82		
EMC CORPORATION MASS CMN (EMC)	1,297 00	25 1500	32,619 55	23 7612	30,818 25	1,801 30	1 5905	518 80
EXXON MOBIL CORPORATION CMN (XOM)	474 00	101 2000	47,968 80	83 3295	39,498 19	8,470 61	2 4901	1,194 48
FEDEX CORP CMN (FDX)	276 00	143 7700	39,680 52	100 6249	27,772 48	11,908 04	0 4173	165 60
GENERAL ELECTRIC CO CMN (GE)	2,337 00	28.0300	65,506 11	18 1332	42,377 28	23,128 83	3 1395	2,056 56
GOOGLE, INC CMN CLASS A (GOOG)	44 00	1,120 7100	49,311 24	477 8086	21,023 58	28,287 66		
HONEYWELL INTL INC CMN (HON)	415 00	91 3700	37,918 55	35 3215	14,658 41	23,260 14	1 9700	747 00
JPMORGAN CHASE & CO CMN (JPM)	874 00	58 4800	51,111.52	41 5225	36,290.70	14,820 82	2 5992	1,328 48
MERCK & CO, INC CMN (MRK)	913 00	50 0500	45,695 65	36 5123	33,335 76	12,359 89	3 5165	1,606 88
MICROSOFT CORPORATION CMN (MSFT)	1,344 00	37 4100	50,279 04	32 1841	43,255 44	7,023 60	2 9939	1,505 28
NIKE CLASS-B CMN CLASS B (NKE)	579 00	78 6400	45,532 56	35 0049	20,267 82	25,264 74	1 2208	555 84
			138 96					

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit). Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC. Portfolio No XXX-XX041-2. Page 7 of 33

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS US PRIVATE CLIENT PORTFOLIO								
ORACLE CORPORATION CMN (ORCL)	753 00	38 2600	28,809 78	24 8949	18,745 86	10,063 92	1 2546	361 44
PEPSICO INC CMN (PEP)	308 00	82 9400	25,545 52	65 7006	20,235 78	5,309 74	2 7369	699 16
			200 33					
PRUDENTIAL FINANCIAL INC CMN (PRU)	507 00	92 2200	46,755 54	55,2560	28,014 77	18,740 77	2 2989	1,074 84
QUALCOMM INC CMN (QCOM)	616 00	74 2500	45,738 00	39 7806	24,504 88	21,233 12	1 8855	862 40
SCHLUMBERGER LTD CMN (SLB)	470 00	90 1100	42,351 70	65 9435	30,993 46	11,358 24	1 3872	587 50
			169 06					
THE TRAVELERS COMPANIES, INC CMN (TRV)	410 00	90 5400	37,121 40	53 1800	21,803 80	15,317 60	2 2090	820 00
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	352 00	75 3000	26,505 60	69 9840	24,634 37	1,871 23	1 4874	394 24
VIACOM INC CMN CLASS B (VIAB)	436 00	87 3400	38,080 24	54,2552	23,655 27	14,424 97	1 3739	523 20
WAL MART STORES INC CMN (WMT)	390 00	78 6900	30,689 10	77 1889	30,103 66	585 44	2 3891	733 20
			212 91					
WHOLE FOODS MARKET INC CMN (WFM)	418 00	57 8300	24,172 94	58 7393	24,553 03	(380 09)	0 8300	200 64
AMERICAN TOWER CORPORATION CMN (AMT)	440 00	79 8200	35,120 80	51 2824	22,564 26	12,556 54	1 4533	510 40
TOTAL GS US PRIVATE CLIENT PORTFOLIO			1,280,671 00		897,075 04	383,595 96	1 8831	21,137 92
			1,678 52					

	Market Value	Adjusted Cost / ^a Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	1,282,349.52	897,075.04	383,595.96	21,137.92

Less Cash: (37,226)

Corporate Stock: 1,245,124 859,849 Agrees to Attachment 6

^a Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions



Statement Detail
BIG BLUE SKY FND. ADVISORY
 Holdings

Period Ended December 31, 2013

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U.S. DOLLAR	1,196.71	1.0000	1,196.71		1,196.71			

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized/ Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	30,884.981	7.1400	220,518.76	7.0699	218,355.00	2,163.76 66,350.56		14,577.71

Agrees to 990PF Attachment 7

TOTAL PORTFOLIO

	Market Value	Adjusted Cost / ^a Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	221,715.47	219,551.71	2,163.76	14,577.71

^a Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.



Statement Detail
BIG BLUE SKY FND.BROKERAGE CASH
 Holdings

Period Ended December 31, 2013

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	162,432.37	1.0000	162,432.37	1.0000	162,432.37	0.00	0.0501	81.39

ALTERNATIVE INVESTMENTS

	Commitment	Total Contributions/ Distributions	Remaining Commitment ²⁴	Net Contributions/ (Distributions) Since Inception	Latest Cap Statement Value/ ²⁵	Net Contributions/ (Distributions) Since Last Cap Statement	Computed Market Value ²⁶	Economic Gain (Loss) ²⁷
PRIVATE EQUITY								
GS MEZZANINE PARTNERS III LP	500,000.00	500,000.00	0.00	(115,007.00)	37,584.00	(36,899.00)	685.00	115,692.00
Closing Date Jun. 2003 ^{8,10,12}		615,007.00		+115,007.00	Sep 30, 2013	Agrees to 990PF Attachment 8		
TOTAL PORTFOLIO				NONE	Adjusted Cost / ¹⁴ Original Cost	Unrealized Gain (Loss)	Estimated Annual Income	81.39
					163,117.37	47,425.37	115,692.00	
					662,432.37			

The calculations noted above (other than contributions and distributions since the last capital statement) are taken from the applicable partnership capital value statement as provided by the fund administrator. A partnership capital value statement is available upon request from your Private Wealth Advisor. Tax information regarding these investments, including allocations of income and realized and unrealized gains and losses will be available through a Schedule K-1 which will be mailed to you after year end. Please be advised that the delivery of K-1s is subject to the reporting of the particular underlying partnerships and that the delivery of particular K-1s may be delayed, requiring you to file an extension. Your private equity assets are held away from Goldman Sachs and are not covered by the Securities Investor Protection Corporation ("SIPC") or any supplemental insurance provided by Goldman Sachs for its clients holdings. Please contact your Private Wealth Advisor if you have any questions.

⁵ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

⁸ The figures for this partnership may vary due to a transfer or assignment.

¹⁰ Contributions may include fees. Distributions may be net of fees.

¹² Please refer to the end of the Holdings section for further details pertaining to these investments.

¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

²² Estimated using Net Asset Value (NAV), when available, or estimated as Computed Market Value minus adjusted Cost Basis.

²⁵ Cash may be included.

²⁶ This is based on Net Asset Value (NAV), when available, or estimated as total capital balance, when available, plus any contributions and minus any distributions since the last capital statement.

Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

ATTACHMENT 9

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

CHANGE IN MARKET VALUE

9,655.

TOTAL

9,655.

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

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

ADAM Z. CHERRY
109 SHAVANO DRIVE
ASPEN, CO 81611

PRESIDENT/DIRECTOR
1.00

0 0 0

MARY CATHERINE CHERRY
109 SHAVANO DRIVE
ASPEN, CO 81611

CFO/SECRETARY
1.00

0 0 0

GRAND TOTALS

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

ATTACHMENT JJ

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ASPEN YOUTH CENTER P O BOX 8266 ASPEN, CO 81612	NONE PC	GENERAL SUPPORT	2,000
UNITED STATES SKI TEAM FOUNDATION P.O. BOX 100 PARK CITY, UT 84060	NONE PC	GENERAL SUPPORT	10,000.
TREES WATER AND PEOPLE 633 REMINGTON STREET FORT COLLINS, CO 80524	NONE PC	GENERAL SUPPORT	5,000.
GREENPEACE FUND, INC. 702 H STREET, NW NO 300 WASHINGTON, DC 20001	NONE PC	GENERAL SUPPORT	12,500
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN STREET, 10TH FLOOR OAKLAND, CA 94607	NONE PC	GENERAL SUPPORT	100,000
ASPEN CENTER FOR ENVIRONMENTAL STUDIES ENDOWMENT P.O. BOX 10931 ASPEN, CO 81612	NONE PC	GENERAL SUPPORT	2,000.

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE SURFRIDER FOUNDATION P.O. BOX 6010 SAN CLEMENTE, CA 92674	NONE PC	GENERAL SUPPORT	2,500.
THEATER & ARTS FOUNDATION OF SAN DIEGO COUNTY P.O. BOX 12039 LA JOLLA, CA 92039	NONE PC	GENERAL SUPPORT	10,000
THE ASPEN SWIM CLUB P.O. BOX 12341 ASPEN, CO 81612	NONE PC	GENERAL SUPPORT	5,000.
ASPEN JUNIOR HOCKEY, INC P.O. BOX 3390 ASPEN, CO 81612	NONE PC	GENERAL SUPPORT	2,000.
TROUT UNLIMITED, INC. 1300 17TH STREET N NO 500 ARLINGTON, VA 22209	NONE PC	GENERAL SUPPORT	7,500.
CLEAN WATER ACTION 1010 VERMONT AVENUE., NW NO 400 WASHINGTON, DC 20005	NONE PC	GENERAL SUPPORT	5,000

BIG BLUE SKY FOUNDATION

91-2157163

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

ATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SAMFORD-BURNHAM MEDICAL RESEARCH INSTITUTE 10901 NORTH TORREY PINES ROAD LA JOLLA, CA 92037	NONE PC	GENERAL SUPPORT	20,000
ASPEN EDUCATION FOUNDATION 400 E MAIN STREET, SUITE 2 ASPEN, CO 81611	NONE PC	GENERAL SUPPORT	50,250.
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVENUE NO 200 MANHATTAN BEACH, CA 90266	NONE PC	GENERAL SUPPORT	1,000
THE ASPEN COUNTRY DAY SCHOOL INC 300 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE PC	GENERAL SUPPORT	20,600
TEACHERS ACROSS BOARDERS 427 DETROIT STREET DENVER, CO 80206	NONE PC	GENERAL SUPPORT	3,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL INC 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE PC	GENERAL SUPPORT	250

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

ATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COLORADO WESTERN SLOPE COLLEGE FAIR 235 HIGH SCHOOL ROAD ASPEN, CO 81611	NONE PC	GENERAL SUPPORT	10,000
THE WILDWOOD SCHOOL P.O. BOX 9290 ASPEN, CO 81612	NONE PC	GENERAL SUPPORT	1,000
UC SAN DIEGO FOUNDATION 9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE PC	GENERAL SUPPORT	3,000
ROCKY MOUNTAIN PUBLIC BROADCASTING NETWORK INC 1089 BANNOCK STREET DENVER, CO 80204	NONE PC	GENERAL SUPPORT	500.
ASPEN VALLEY SKISNOWBOARD CLUB INC 300 AVSC DRIVE ASPEN, CO 81611	NONE PC	GENERAL SUPPORT	10,000.
ASPEN CENTER FOR ENVIRONMENTAL STUDIES 100 PUPPY SMITH STREET ASPEN, CO 81611	NONE PC	GENERAL SUPPORT	1,200

BIG BLUE SKY FOUNDATION

91-2157163

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

ATTACHMENT 11 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CLEAN WATER FUND 1010 VERMONT AVENUE., NW NO 400 WASHINGTON, DC 20005	NONE PC	GENERAL SUPPORT	10,000.
LUCKY DAY ANIMAL RESCUE P.O. BOX 8856 ASPEN, CO 81612	NONE PC	GENERAL SUPPORT	1,000
ANDERSON RANCH ARTS CENTER PO BOX 5598 SNOWMASS VILLAGE, CO 81615	NONE PC	GENERAL SUPPORT	5,000

TOTAL CONTRIBUTIONS PAID

300,280.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**
 ▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions BIG BLUE SKY FOUNDATION	Employer identification number (EIN) or 91-2157163
	Number, street, and room or suite no. If a P O box, see instructions 109 SHAVANO DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ASPEN, CO 81611	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BIG BLUE SKY FOUNDATION

Telephone No ▶ _____ FAX No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2013 or
 ▶ tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 18,144.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 5,144.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 13,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions

Form **8868** (Rev 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box. X
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	BIG BLUE SKY FOUNDATION		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		91-2157163	
	109 SHAVANO DRIVE		Social security number (SSN)	
City, town or post office, state, and ZIP code For a foreign address, see instructions		ASPEN, CO 81611		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1 2 3 4 5 6 7 8 9

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of BIG BLUE SKY FOUNDATION
 Telephone No. Fax No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/17, 2014.

5 For calendar year 2013, or other tax year beginning , 20 , and ending , 20 .

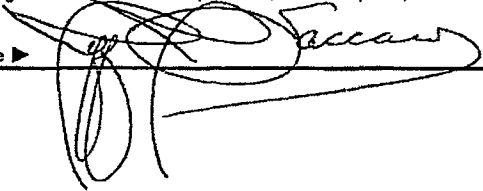
6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension ALL INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	18,144.
8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	18,144.
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title Riccardo Coopers LLP Date 7/16/2014
CPA