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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
Harmes C Fishback Foundation
Trust

A Employer identification number
84-6094542

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
8 Village Road

B Telephone number (see instructions)
(203) 622-1382

City or town, state or province, country, and ZIP or foreign postal code
Englewood, CO 80110

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 13,386,771

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

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

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

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,616	1,616		
	4	Dividends and interest from securities	44,348	44,348		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,348,876			
	b	Gross sales price for all assets on line 6a 1,495,900				
	7	Capital gain net income (from Part IV, line 2)		1,348,876		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-11,037	-11,037		
	12	**Total.** Add lines 1 through 11	1,383,803	1,383,803		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	37,500			37,500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	675	338		337
	b	Accounting fees (attach schedule)	6,550	6,550		
	c	Other professional fees (attach schedule)	33,230	33,230		
	17	Interest	7,586	7,586		
	18	Taxes (attach schedule) (see instructions)	89	89		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,785	573		572
	24	**Total operating and administrative expenses.** Add lines 13 through 23	87,415	48,366		38,409
	25	Contributions, gifts, grants paid	885,433			885,433
	26	**Total expenses and disbursements.** Add lines 24 and 25	972,848	48,366		923,842
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	410,955			
	b	**Net investment income** (if negative, enter -0-)		1,335,437		
	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 (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	1,214,549	560,765	560,765
	3	Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	4	Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,199,835	3,141,406	10,595,019
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,715,444	1,838,612	2,230,987
	14	Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	15	Other assets (describe ▶ ________)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,129,828	5,540,783	13,386,771
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ________)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,181,346	1,181,346	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,948,482	4,359,437	
	30	**Total net assets or fund balances** (see instructions)	5,129,828	5,540,783	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,129,828	5,540,783	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,129,828
2	Enter amount from Part I, line 27a	2	410,955
3	Other increases not included in line 2 (itemize) ▶ ________	3	
4	Add lines 1, 2, and 3	4	5,540,783
5	Decreases not included in line 2 (itemize) ▶ ________	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,540,783

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,348,876

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2015	646,877	11,967,451	0 05405
2014	522,850	11,898,411	0 04394
2013	476,300	9,736,481	0 04892
2012	539,962	7,432,323	0 07265
2011	537,321	8,696,850	0 06178

2 Total of line 1, column (d)	2	0 281349
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 056270
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,647,099
5 Multiply line 4 by line 3	5	655,382
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,354
7 Add lines 5 and 6	7	668,736
8 Enter qualifying distributions from Part XII, line 4	8	923,842

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	13,354
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	13,354
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	13,354
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a			
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	27,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	27,500
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	390
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	13,756
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 13,756 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Jenna Stapleton Telephone no ▶(203) 622-1382

Located at ▶8 Village Road Englewood CO ZIP+4 ▶80110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?. ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?.	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Benjamin F Stapleton III 125 Park Avenue Apt 9B New York, NY 10028	Trustee 0 00	0		
Craig R Stapleton 135 East Putnam Avenue Greenwich, CT 06830	Trustee 0 00	0		
Jenna Stapleton 4461 Preserve Parkway South Greenwood Village, CO 80121	Exec Director 15 00	30,000		

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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	9,663,280
b	Average of monthly cash balances		1b	186,377
c	Fair market value of all other assets (see instructions)		1c	1,974,809
d	**Total** (add lines 1a, b, and c)		1d	11,824,466
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	11,824,466
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	177,367
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	11,647,099
6	**Minimum investment return.** Enter 5% of line 5		6	582,355

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	582,355
2a	Tax on investment income for 2016 from Part VI, line 5	2a 13,354		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	13,354
3	Distributable amount before adjustments Subtract line 2c from line 1		3	569,001
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	569,001
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	569,001

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	923,842
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	923,842
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	13,354
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	910,488

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					569,001
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2016					
a From 2011.	112,456				
b From 2012.	171,422				
c From 2013.	29,126				
d From 2014.					
e From 2015.	75,677				
f **Total** of lines 3a through e.		388,681			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 923,842					
a Applied to 2015, 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).		0			
d Applied to 2016 distributable amount.					569,001
e Remaining amount distributed out of corpus		354,841			
5 Excess distributions carryover applied to 2016 *(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		743,522			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .		112,456			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		631,066			
10 Analysis of line 9					
a Excess from 2012. . . .	171,422				
b Excess from 2013. . . .	29,126				
c Excess from 2014. . . .					
d Excess from 2015. . . .	75,677				
e Excess from 2016. . . .	354,841				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

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

Jenna Stapleton
8 Village Road
Englewood, CO 80110
(203) 622-1382

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

No formal application required

c Any submission deadlines

None

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

None

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				885,433
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,616	
4 Dividends and interest from securities. . . .			14	44,348	
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.			14	11,037	
8 Gain or (loss) from sales of assets other than inventory	523000	13,115	18	1,335,761	
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). .		13,115		1,370,688	

13 Total. Add line 12, columns (b), (d), and (e). 13 1,383,803

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2017-05-17	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
David H Ezra				P00047262
Firm's name ▶ Trimble Weist Dye & Ezra CPAs				Firm's EIN ▶
Firm's address ▶ 5990 Greenwood Plaza Blvd Suite 203 Greenwood Village, CO 80111				Phone no (303) 220-8899

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Brightline Capital Partners LP	P	2016-01-01	2016-12-31
Brightline Capital Partners LP	P	2016-01-01	2016-12-31
Brightline Capital Partners LP	P	2000-01-01	2016-12-31
0 035 Alleghany Corp	P	1998-06-04	2016-04-26
0 681 Simon Property Group Inc	P	2009-09-02	2016-04-29
2500 T-Mobile US Inc	P	2008-07-03	2016-06-21
7500 T-Mobile US Inc	P	1995-12-01	2016-06-21
3072 T-Mobile US Inc	P	1995-12-01	2016-08-08
4000 T-Mobile US Inc	P	1995-12-01	2016-09-20
10000 T-Mobile US Inc	P	1995-12-01	2016-12-22

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
154,464			154,464
13,115			13,115
79			79
18		6	12
139		43	96
106,181		76,776	29,405
318,544		20,443	298,101
146,611		8,373	138,238
179,249		10,903	168,346
577,456		27,258	550,198

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			154,464
			13,115
			79
			12
			96
			29,405
			298,101
			138,238
			168,346
			550,198

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Brightline Capital Partners LP	P	2000-01-01	2016-12-31
Capital Gain Distributions	P	2000-01-01	2016-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		3,222	-3,222
44			44

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,222
			44

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN FRIENDS OF VERSAILLES 919 NORTH MICHIGAN AVENUE CHICAGO, IL 60611	NONE	Pub Ch	CULTURAL	5,000
CHILDREN'S MUSEUM OF DENVER 2121 CHILDRENS MUSEUM DR DENVER, CO 80211	NONE	Pub Ch	CULTURAL	28,333
THE DENVER ART MUSEUM 100 WEST 14TH AVE PARKWAY DENVER, CO 80204	NONE	Pub Ch	CULTURAL	26,000
COLORADO HISTORICAL SOCIETY 1300 BROADWAY DENVER, CO 80203	NONE	Pub Ch	CULTURAL	5,000
COLORADO SYMPHONY 2490 SOUTH JERSEY STREET DENVER, CO 80224	NONE	Pub Ch	CULTURAL	5,000
NATIONAL GALLERY 4th and Constitution Avenue NW WASHINGTON, DC 20565	NONE	Pub Ch	Cultural	15,000
UNIVERSITY OF DENVER 2190 EAST ASBURY AVENUE DENVER, CO 80208	NONE	Pub Ch	EDUCATIONAL	50,100
LIMB PRESERVATION FOUNDATION 1600 Broadway 2400 DENVER, CO 80202	NONE	Pub Ch	HEALTH & HOSPITALS	10,000
BOYS GIRLS CLUBS METRO DENVER 2017 W 9TH AVENUE DENVER, CO 80204	NONE	Pub Ch	GENERAL	30,000
SANTA CLAUS SHOP PO BOX 102104 DENVER, CO 80250	NONE	Pub Ch	GENERAL	2,000
YMCA OF METRO DENVER 2625 S COLORADO BOULEVARD DENVER, CO 80222	NONE	Pub Ch	GENERAL	200,000
LEGAL AID FOUNDATION 1900 GRANT STREET DENVER, CO 80203	NONE	Pub Ch	GENERAL	1,000
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	5,000
ST ANN'S EPISCOPAL CHURCH PO BOX 44 KENNEBUNKPORT, ME 04046	NONE	Pub Ch	RELIGIOUS	10,000
Total . . . . ▶ **3a**				885,433

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GRALAND COUNTRY DAY SCHOOL 30 BIRCH STREET DENVER, CO 80220	NONE	Pub Ch	EDUCATIONAL	10,000
CHILDREN'S HOSPITAL FDN-COURAGE CLA 1245 E COLFAX AVE 400 DENVER, CO 80218	NONE	Pub Ch	Health & Hospitals	1,000
DPL FRIENDS FOUNDATION 10 W 14th AVENUE PARKWAY Denver, CO 80204	NONE	Pub Ch	EDUCATIONAL	5,000
AMON CARTER MUSEUM 3501 CAMP BOWIE BOULEVARD FORT WORTH, TX 76107	NONE	Pub Ch	CULTURAL	15,000
MIZEL MUSEUM 400 S KEARNEY ST DENVER, CO 80224	NONE	Pub Ch	CULTURAL	10,000
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	15,000
DENVER MUSEUM OF NATURE SCIENCE 2001 COLORADO BOULEVARD DENVER, CO 80205	NONE	Pub Ch	CULTURAL	5,000
DENVER CENTER FOR THE PERFORMING AR 1101 13TH STREET DENVER, CO 80204	NONE	Pub Ch	CULTURAL	5,000
DENVER RESCUE MISSION PO BOX 5206 DENVER, CO 80217	NONE	Pub Ch	GENERAL	2,000
THE GATHERING PLACE 1535 HIGH STREET DENVER, CO 80218	NONE	Pub Ch	GENERAL	3,500
DENVER FAMILY INSTITUTE 3600 S YOSEMITE ST STE 1050 DENVER, CO 80237	NONE	Pub Ch	GENERAL	5,000
TAPS TRAGEDY ASSISTANCE PROGRAM 910 17TH STREET NW SUITE 800 WASHINGTON, DC 20006	NONE	Pub Ch	GENERAL	5,000
THE WOMEN'S BEAN PROJECT 3201 CURTIS STREET DENVER, CO 80205	NONE	Pub Ch	GENERAL	5,000
THE DENVER BRASS 2253 DOWNING STREET DENVER, CO 80205	NONE	Pub Ch	CULTURAL	500
Total . . . . ▶ **3a**				885,433

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MENTAL HEALTH AMERICA OF COLORADO 1385 S COLORADO BOULEVARD SUITE 610 DENVER, CO 80222	NONE	Pub Ch	HEALTH & HOSPITALS	1,000
CO CATTLEMEN'S AGRICULTURAL LAND TR 8833 RALSTON ROAD ARVADA, CO 80002	NONE	Pub Ch	GENERAL	5,000
MILE HIGH UNITED WAY 2505 18th Street Denver, CO 80211	NONE	Pu Ch	GENERAL	3,000
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	7,000
ALZHEIMER'S ASSOCIATION 455 Sherman Street Suite 500 Denver, CO 80203	NONE	Pu Ch	HEALTH & HOSPITALS	1,000
ACE ALLIANCE FOR CHOICE IN EDUCATIO 1201 EAST COLFAX AVENUE 302 DENVER, CO 80218	NONE	Pub Ch	EDUCATIONAL	22,000
PHOENIX MULTISPORT 4735 WALNUT STREET SUITE C BOULDER, CO 80301	NONE	Pub Ch	HEALTH & HOSPITALS	10,000
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	6,500
US AIR FORCE ACADEMY ENDOWMENT FUND 3116 ACADEMY DRIVE SUITE 200 USAF ACADEMY, CO 80840	NONE	Pub Ch	EDUCATIONAL	50,000
BOY SCOUTS OF AMERICA-DENVER AREA 10455 W 6TH AVENUE SUITE 100 DENVER, CO 80215	NONE	Pub Ch	EDUCATIONAL	2,500
OUTWARD BOUND DENVER 1665 GRANT STREET DENVER, CO 80203	NONE	Pub Ch	GENERAL	5,000
HABITAT FOR HUMANITY 3345 ELIOT STREET DENVER, CO 80211	NONE	Pub Ch	GENERAL	2,500
JAZZ ASPEN SNOWMASS 110 E HALLAM 104 ASPEN, CO 81611	NONE	Pub Ch	CULTURAL	12,500
Total . . . . ▶ **3a**				885,433

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DENVER SCHOLARSHIP FOUNDATION 303 EAST 17TH AVENUE 200 DENVER, CO 80203	NONE	Pub Ch	EDUCATIONAL	6,500
BRIDGE HOUSE P O BOX 626 BOULDER, CO 80306	NONE	Pub Ch	GENERAL	20,000
LEADERSHIP OF THE ROCKIES 1777 S HARRISON STREET 807 DENVER, CO 80210	NONE	Pub Ch	GENERAL	5,000
ROTARY CLUB OF DENVER SE FOUNDATION 5103 DVORAK CIRCLE FREDERICK, CO 80504	NONE	Pub Ch	GENERAL	1,000
WORLDDENVER 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
NURSE FAMILY PARTNERSHIP 1900 GRANT STREET 400 DENVER, CO 80203	NONE	Pub Ch	HEALTH & HOSPITALS	10,000
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	3,000
ALL HANDS VOLUNTEERS 8 COUNTY ROAD 5 MATTAPOISETT, MA 02739	NONE	Pub Ch	GENERAL	5,000
GOVERNOR'S RESIDENCE PRESERVATION F 400 EAST EIGHTH AVENUE DENVER, CO 80203	NONE	Pub Ch	GENERAL	1,500
NATIONAL MS SOCIETY-CO-WY CHPTR P O BOX 172626 DENVER, CO 80217	NONE	Pub Ch	GENERAL	1,500
GILDER LEHRMAN INSTITUTE 49 WEST 45TH STREET 6TH FLOOR NEW YORK, NY 10036	NONE	Pub Ch	GENERAL	10,000
SAFE HOUSE DENVER 1649 DOWNING STREET DENVER, CO 80218	NONE	Pub Ch	GENERAL	1,000
JUDI'S HOUSE 1741 GAYLORD STREET DENVER, CO 80206	NONE	Pub Ch	GENERAL	11,000
Total . . . . ▶ **3a**				885,433

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WEECYCLE CNDC 789 SHERMAN STREET 250 DENVER, CO 80203	NONE	Pub Ch	GENERAL	5,000
PROJECT ANGEL HEART 4950 WASHINGTON STREET DENVER, CO 80216	NONE	Pub Ch	GENERAL	1,000
THE PARK PEOPLESAVE OUR SUNDIAL 1510 S GRANT STREET DENVER, CO 80210	NONE	Pub Ch	GENERAL	100,000
VFW POST 1 FOUNDATION 315 FOX STREET DENVER, CO 80233	NONE	Pub Ch	CULTURAL	10,000
GOLDEN VIEW CLASSICAL ACADEMY 601 CORPORATE CIRCLE GOLDEN, CO 80401	NONE	Pub Ch	EDUCATIONAL	5,000
COLORADO YOUTH SYMPHONY ORCHESTRA 571 GALAPAGO STREET DENVER, CO 80204	NONE	Pub Ch	CULTURAL	500
BOULDER MUSEUM OF CONTEMPORARY 1750 13TH STREET BOULDER, CO 80302	NONE	Pub Ch	CULTURAL	1,000
COLORADO BALLET 1075 SANTA FE DRIVE DENVER, CO 80204	NONE	Pub Ch	CULTURAL	1,000
DENVER PUBLIC SCHOOL FOUNDATION 1860 LINCOLN STREET 9TH FLOOR DENVER, CO 80203	NONE	Pub Ch	EDUCATIONAL	1,000
NEW LEGACY CHARTER SCHOOL 2091 NORTH DAYTON STREET AURORA, CO 80010	NONE	Pub Ch	EDUCATIONAL	5,000
SCHLESSMAN FAMILY YMCA 3901 EAST YALE AVENUE DENVER, CO 80210	NONE	Pub Ch	GENERAL	1,000
STEP 13 2029 LARIMER STREET DENVER, CO 80205	NONE	Pub Ch	GENERAL	5,000
CENTER FOR COMPREHENSIVE FILM 1147 JESSE COURT LITTLETON, CO 80126	NONE	Pub Ch	GENERAL	2,500
ROSE ANDOM CENTER 1330 FOX STREET DENVER, CO 80204	NONE	Pub Ch	GENERAL	5,000
CLOTHES TO KIDS OF DENVER 2890 S COLORADO BOUEVARD M3 DENVER, CO 80222	NONE	Pub Ch	GENERAL	1,000
Total . . . . ▶ **3a**				885,433

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMP THE CAUSE 1616 17TH STREET SUITE 462 DENVER, CO 80202	NONE	Pub Ch	GENERAL	5,000
SACRED HEART HOUSE 2844 LAWRENCE STREET DENVER, CO 80205	NONE	Pub Ch	GENERAL	1,000
Total . . . . ▶ 3a				885,433

TY 2016 Accounting Fees Schedule

Name: Harmes C Fishback Foundation Trust

EIN: 84-6094542

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	6,550	6,550	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491137005197

TY 2016 Legal Fees Schedule

Name: Harmes C Fishback Foundation Trust

EIN: 84-6094542

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	675	338	0	337

TY 2016 Other Expenses Schedule

Name: Harmes C Fishback Foundation Trust

EIN: 84-6094542

Software ID: 16000303

Software Version: 2016v3.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank service charges	1,145	573		572
Miscellaneous	640			

TY 2016 Other Income Schedule

Name: Harmes C Fishback Foundation Trust

EIN: 84-6094542

Software ID: 16000303

Software Version: 2016v3.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-11,037	-11,037	

TY 2016 Other Professional Fees Schedule

Name: Harmes C Fishback Foundation Trust

EIN: 84-6094542

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment management fees	26,808	26,808	0	0
Professional services	6,422	6,422	0	0

TY 2016 Taxes Schedule

Name: Harmes C Fishback Foundation Trust

EIN: 84-6094542

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign taxes	89	89		

FISHBACK FOUNDATION
AVERAGE MONTHLY VALUE CALCULATION
YEAR ENDING 12/31/2016

	FMV SECURITIES	CASH BALANCE	OTHER ASSETS (1)
12/31/2015	9,417,319.59	1,214,548.89	1,718,632 00
1/31/2016	8,194,394.17	180,238.37	
2/28/2016	7,691,033.22	90,021.59	
3/31/2016	8,022,697.72	(59,252.28)	
4/30/2016	8,089,215.32	(115,156.37)	
5/31/2016	10,403,832.73	(8,362.03)	
6/30/2016	10,229,212.15	166,714.72	
7/31/2016	10,839,828 33	(61,321.09)	
8/31/2016	10,679,363 00	26,450.29	
9/30/2016	10,502,052.82	162,688.36	
10/31/2016	10,281,911.00	146,664.56	
11/30/2016	10,676,766 60	118,903 98	
12/31/2016	10,595,018.69	560,764 91	2,230,987 00
TOTAL	125,622,645 34	2,422,903 90	3,949,619 00
/13	/13	/13	/2
AVERAGE	9,663 280 41	186,377 22	1,974,809 50

Note (1): Per instructions, this calculation is not needed. FMV of assets other than securities may be determined annually.

Brightline Capital Partners LP

	GAAP Capital
1/1/2016	1,718,632.00
12/31/2016	2,230,987.00
	3,949,619.00
Average	1,974,809.50

ID# 84-6094542 SCHEDULE ATTACHED, PAGE 1

HARMES C. FISHBACK FOUNDATION TRUST
STATEMENT ATTACHED TO FEDERAL RETURN
FOR THE YEAR ENDED DECEMBER 31, 2016

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

CORPORATE STOCKS

	BOOK VALUE 12/31/2015	BOOK VALUE 12/31/2016	MARKET VALUE 12/31/2016
ALLEGHANY 398 3159 06/09/98	71,315 49	71,309 22	242,223 87
ALLEGHANY 104 8841 4/25/03	5,247 68	5,247 68	63,782 12
ALLEGHANY 36 80 4/27/2007	12,220.32	12,220 32	22,378 82
ATHENAHEALTH INC 13250 6/18/2008	-	-	1,393,502 50
CHEVRONTEXACO CORP 3200 1/6/92	55,501 80	55,501 80	376,640 00
CHEVRONTEXACO CORP 2464 4/16/92	48,498 80	48,498 80	290,012 80
FLAMEL TECH SA 90000 5/12/2016		885,251 00	935,100 00
LIBERTY MEDICA 3093 7/12/2016		47,067 11	63,375 57
LIBERTY MEDICA 5000 7/8/2016		76,599 00	102,450 00
LIBERTY MEDIA 5000 7/8/2016		76,456 00	102,450 00
SCHLUMBERGER 2000 8/10/93	28,520 05	28,520 05	167,900 00
SIMON PPTY GRP 2000 7/25/00	43,487 71	43,487 71	355,340 00
SIMON PPTY GRP 119 336 3/19/09	3,788 81	3,788 81	21,202 43
SIMON PPTY GRP 58 091 6/23/09	2,878 56	2,878 56	10,321 03
SIMON PPTY GRP 46 053 9/7/2009	2,913 15	2,870 52	8,182 24
SIMON PPTY TRP 41 520 12/21/2009	2,940 35	2,940 35	7,376.86
T MOBILE 71,500 12/18/95	261,869 25	194,891 85	4,111,965 00
T MOBILE 12,500 7/3/2008	460,653 03	383,877 52	718,875 00
WINSTON GLOBAL FUND, LTD	1,200,000 00	1,200,000 00	1,601,940 47
TOTAL CORPORATE STOCKS, 10b	**2,199,835.00**	**3,141,406.30**	**10,595,018.69**

INVESTMENTS-OTHER, PART II, LINE 13

PARTNERSHIPS			
BRIGHTLINE CAPITAL PARTNERS, LP	1,715,444 60	1,838,612 60	2,230,987 00
TOTAL INV-OTHER, PART II, LINE 13	**1,715,444.60**	**1,838,612.60**	**2,230,987.00**