1/12/2010 5:52:04 PM - 0101640300 - 4604 - WFP - BURGESS, R. & F. T-U-W

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 2/1/2008 **, and ending** 1/31/2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: RALPH L & FLORENCE R BURGESS 0101640300

A Employer identification number: 74-2383505

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: WELLS FARGO BANK N A - P O Box 53456, MAC S4035-014

B Telephone number (see page 10 of the instructions): 800-352-3705

City or town, state, and ZIP code: Phoenix AZ 85072

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 ▶ ☐

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) ▶ $ 2,489,346

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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	0	0		
	4	Dividends and interest from securities	135,740	133,389		
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	-3,088			
	b	Gross sales price for all assets on line 6a 240,656				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	132,652	133,389	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	1,133	0	0	1,133
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	3,903	294	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	31,097	23,337	0	7,760
	24	**Total operating and administrative expenses.** Add lines 13 through 23	36,133	23,631	0	8,893
	25	Contributions, gifts, grants paid	144,200			144,200
	26	**Total expenses and disbursements.** Add lines 24 and 25	180,333	23,631	0	153,093
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-47,681			
	b	**Net investment income** (if negative, enter -0-)		109,758		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

(HTA)

16 nE P

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	97,907	31,696	31,696
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	953,805	936,793	978,873
	c	Investments—corporate bonds (attach schedule)	1,554,550	1,528,982	1,441,969
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	70,429	36,808
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,606,262	2,567,900	2,489,346
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	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	2,606,262	2,567,900	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,606,262	2,567,900	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,606,262	2,567,900	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,606,262
2	Enter amount from Part I, line 27a	2	-47,681
3	Other increases not included in line 2 (itemize) ▶ See attached statement	3	10,511
4	Add lines 1, 2, and 3	4	2,569,092
5	Decreases not included in line 2 (itemize) ▶ See attached statement	5	1,192
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,567,900

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 Attached Statement			
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	-3,088
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	171,597	3,335,572	0 051445
2006	161,986	3,261,765	0 049662
2005	148,384	3,271,349	0 045359
2004	178,554	3,271,022	0 054587
2003	142,452	3,207,053	0 044418

2 **Total** of line 1, column (d)	2	0 245471
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 049094
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,941,823
5 Multiply line 4 by line 3	5	144,426
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,098
7 Add lines 5 and 6	7	145,524
8 Enter qualifying distributions from Part XII, line 4	8	153,093

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter ________ (attach copy of ruling letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,098
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	0
3	Add lines 1 and 2	3	1,098
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,098
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 2,214		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d O.R. Overpayment Credited $19	7	2,214
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,116
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 19 **Refunded** ▶	11	1,097

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ WELLS FARGO BANK N A Telephone no ▶ 800-352-3705

Located at ▶ P O Box 53456, MAC S4035-014 Phoenix AZ ZIP+4 ▶ 85072

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 N/A

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ 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 page 20 of the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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 2008 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 2008)*		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 2008?		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 propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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** X (No)

If you answered "Yes" to 6b, also 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** X (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 page 22 of the 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
WELLS FARGO BANK N A P O Box 53456, MAC S4035-014 Phoenix AZ 8	TRUSTEE 4 00	31,042	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,881,766
b	Average of monthly cash balances	1b	104,856
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,986,622
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	2,986,622
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	44,799
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,941,823
6	**Minimum investment return.** Enter 5% of line 5	6	147,091

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	147,091
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,098		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,098
3	Distributable amount before adjustments Subtract line 2c from line 1			3	145,993
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	145,993
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	145,993

Part XII Qualifying Distributions (see page 25 of the 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	153,093
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	153,093
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 page 26 of the instructions)	5	1,098
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	151,995

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				145,993
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only			144,129	
b	Total for prior years 20 ____, 20____, 20___		0		
3	Excess distributions carryover, if any, to 2008				
a	From 2003 — NONE				
b	From 2004 — NONE				
c	From 2005 — NONE				
d	From 2006 — NONE				
e	From 2007 — NONE				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 153,093				
a	Applied to 2007, but not more than line 2a			144,129	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2008 distributable amount				8,964
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				137,029
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2004 — 0				
b	Excess from 2005 — 0				
c	Excess from 2006 — 0				
d	Excess from 2007 — 0				
e	Excess from 2008 — 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

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 2008, 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 (a) 2008	Prior 3 years (b) 2007	(c) 2006	(d) 2005	(e) Total
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

MIKE BOGGS - WELLS FARGO BANK 1740 BROADWAY DENVER CO 80274

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

WRITTEN REQUEST

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

TRUSTEE MUST COMPLY WITH THE TRUST INSTRUMENT

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 Attached Statement				
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3a	144,200
b *Approved for future payment*				
NONE				
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	135,740	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-3,088	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME FROM PARTN	900099	0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		132,652	0

13 Total. Add line 12, columns (b), (d), and (e) . . 13 132,652

(See worksheet in line 13 instructions on page 28 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 page 28 of the instructions)
	Not Applicable

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule

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

Sign Here

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

John N Salentic
Signature of officer or trustee — Date: 1/12/2010 — Title: VP & TRUST OFFICER

Paid Preparer's Use Only

Preparer's signature	Date 1/12/2010	Check if self-employed ☒	Preparer's identifying number (see Signature on page 30 of the instructions) P00364310
Firm's name (or yours if self-employed), address, and ZIP code	PRICEWATERHOUSECOOPERS, LLP 600 GRANT STREET, PITTSBURGH 15219-2777	EIN 13-4008324 Phone no 412-355-6000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: AUGUSTANA ARTS			Person [ ]	Business [X]
Street: 5000 E ALAMEDA AVENUE				
City: DENVER	State: CO	Zip code: 80246	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE			Amount: 6,100	

Name: COLORADO BALLET			Person [ ]	Business [X]
Street: 1278 LINCOLN STREET				
City: DENVER	State: CO	Zip code: 80203	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE			Amount: 6,100	

Name: COLORADO SYMPHONY ORCHESTRA			Person [ ]	Business [X]
Street: 1000 14TH STREET				
City: DENVER	State: CO	Zip code: 80202	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE			Amount: 22,000	

Name: COLORADO YOUTH SYMPHONY ORCHESTRA			Person [ ]	Business [X]
Street: 571 GALAPAGO STREET				
City: DENVER	State: CO	Zip code: 80204	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE			Amount: 6,100	

Name: CURIOUS THEATRE COMPANY			Person [ ]	Business [X]
Street: 1080 ACOMA STREET				
City: DENVER	State: CO	Zip code: 80204	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE			Amount: 6,100	

Name: DENVER ART MUSEUM			Person [ ]	Business [X]
Street: 100 W 14TH AVE PKWY				
City: DENVER	State: CO	Zip code: 80204	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE			Amount: 22,000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: METROPOLITAN STATE COLLEGE OF DENVER			[ ] Person	[X] Business
Street: SPEER BLVD & COLFAX AVE				
City: DENVER	State: CO	Zip code: 80217	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 2,000

Name: OPERA COLORADO			[ ] Person	[X] Business
Street: 695 S COLORADO BLVD, STE 20				
City: DENVER	State: CO	Zip code: 80246	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 2,000

Name: PHYSICALLY HANDICAPPED ACTORS & MUSICAL ARTISTS LEAGUE			[ ] Person	[X] Business
Street: PO BOX 44216				
City: DENVER	State: CO	Zip code: 80201	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 3,000

Name: ROCKY MOUNTAIN CHILDREN'S CHOIR			[ ] Person	[X] Business
Street: 4340 E KENTUCKY AVENUE				
City: DENVER	State: CO	Zip code: 80246	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 2,000

Name: SWALLOW HILL MUSIC ASSOCIATION			[ ] Person	[X] Business
Street: 71 E YALE AVE				
City: DENVER	State: CO	Zip code: 80210	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 6,100

Name: UNIVERSITY OF DENVER THEATRE PRODUCTIONS			[ ] Person	[X] Business
Street: 2199 S UNIVERSITY BLVD				
City: DENVER	State: CO	Zip code: 80208	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 22,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: BUNTPORT THEATER COMPANY			Person [ ]	Business [X]
Street: 717 LIPAN STREET				
City: DENVER	State: CO	Zip code: 80204	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 4,100

Name: CENTRAL CITY OPERA			Person [ ]	Business [X]
Street: PO BOX 249				
City: CENTRAL CITY	State: CO	Zip code: 80427	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 4,100

Name: COLORADO CHILDREN'S CHORALE			Person [ ]	Business [X]
Street: 2420 EST 26TH AVE, STE 350-D				
City: DENVER	State: CO	Zip code: 82111	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 4,100

Name: DENVER CENTER FOR THE PERFORMING ARTS			Person [ ]	Business [X]
Street: 1050 13TH STREET				
City: DENVER	State: CO	Zip code: 80204	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 4,100

Name: DENVER YOUNG ARTISTS ORCHESTRA			Person [ ]	Business [X]
Street: 1245 E COLFAX AVE, #302				
City: DENVER	State: CO	Zip code: 80218	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 4,100

Name: PARAGON THEATRE			Person [ ]	Business [X]
Street: PO BOX 18896				
City: DENVER	State: CO	Zip code: 80218	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 4,100

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	SHADOW THEATRE
Person / Business	[ ] Person [X] Business
Street	1468 DAYTON STREET
City	AURORA
State	CO
Zip code	80010
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CHARITABLE
Amount	4,100

Name	ST JOHN VIANNEY THEOLOGICAL SEMINAR
Person / Business	[ ] Person [X] Business
Street	1300 S STEELE STREET
City	DENVER
State	CO
Zip code	80210
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CHARITABLE
Amount	10,000

Name	
Person / Business	[ ] Person [ ] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	0

Name	
Person / Business	[ ] Person [ ] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	0

Name	
Person / Business	[ ] Person [ ] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	0

Name	
Person / Business	[ ] Person [ ] Business
Street	
City	
State	
Zip code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	0

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
WELLS FARGO ADVANTAGE CASH INVESTMENT FUND INSTITUTIONAL CLASS - #451 *Asset held in Invested Income Portfolio*	14,571.470		$14,571 47	$14,571 47	$0 00	$146 89	1 01%
WELLS FARGO ADVANTAGE CASH INVESTMENT FUND INSTITUTIONAL CLASS - #451	17,124.320		17,124 32	17,124 32	0 00	172 63	1 01
Total Money Market			**$31,695.79**	**$31,695.79**	**$0.00**	**$319.52**	**1.01%**
Total Cash & Equivalents			**$31,695.79**	**$31,695.79**	**$0.00**	**$319.52**	**1.01%**

Asset Description	Quantity	Price	Market Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
COMMON TRUST FUNDS							
TAXABLE INTERMEDIATE TERM BOND FUND DIF CUSIP: 999708902	77,761 094	$9 240	$718,512 51	$742,719 10	- $24,206.59	$42,464 09	5 91%
TAXABLE TOTAL RETURN BOND FUND DIF CUSIP: 991283912	106,547.397	6.790	723,456 83	786,263 38	- 62,806 55	43,986 18	6 08
Total Common Trust Funds			**$1,441,969.34**	**$1,528,982.48**	**- $87,013.14**	**$86,450.27**	**6.00%**
Total Fixed Income			**$1,441,969.34**	**$1,528,982.48**	**- $87,013.14**	**$86,450.27**	

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
CARNIVAL CORP SYMBOL: CCL CUSIP· 143658300	800 000	$18 190	$14,552.00	$27,349.04	- $12,797.04	$1,280 00	8 80%
HOME DEPOT INC SYMBOL: HD CUSIP: 437076102	900 000	21 530	19,377 00	5,380 00	13,997 00	810 00	4 18
LOWES COS INC SYMBOL· LOW CUSIP: 548661107	800.000	18 270	14,616 00	14,412 00	204 00	272 00	1.86
MCDONALDS CORP SYMBOL: MCD CUSIP: 580135101	175 000	58.020	10,153 50	10,612.00	- 458 50	262 50	2.58
OMNICOM GROUP SYMBOL. OMC CUSIP: 681919106	1,100 000	25 890	28,479.00	2,431 40	26,047 60	660 00	2 32
TARGET CORP SYMBOL. TGT CUSIP: 87612E106	800 000	31 200	24,960 00	29,252 00	- 4,292 00	512 00	2 05
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	500 000	20 680	10,340.00	15,450.00	- 5,110 00	175 00	1 69
Total Consumer Discretionary			**$122,477.50**	**$104,886.44**	**$17,591.06**	**$3,971.50**	**3.24%**
CONSUMER STAPLES							
PEPSICO INC SYMBOL· PEP CUSIP: 713448108	800 000	$50 230	$40,184 00	$9,582 59	$30,601 41	$1,360 00	3 38%
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109	1,000 000	54 500	54,500 00	16,445.22	38,054.78	1,600.00	2 94
WAL MART STORES INC SYMBOL: WMT CUSIP. 931142103	350 000	47 120	16,492 00	16,653.00	- 161.00	332 50	2.02
WALGREEN CO SYMBOL. WAG CUSIP: 931422109	600 000	27 410	16,446 00	24,048 00	- 7,602 00	270.00	1 64
Total Consumer Staples			**$127,622.00**	**$66,728.81**	**$60,893.19**	**$3,562.50**	**2.79%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
ENERGY							
BP PLC - ADR SPONSORED ADR SYMBOL: BP CUSIP: 055622104	840 000	$42 470	$35,674.80	$33,446.26	$2,228 54	$2,614.08	7 33%
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	600 000	70.520	42,312.00	25,713.00	16,599 00	1,560.00	3.69
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	1,200 000	76.480	91,776.00	26,017 34	65,758.66	1,920 00	2.09
HALLIBURTON CO SYMBOL: HAL CUSIP: 406216101	650 000	17 250	11,212.50	10,850.50	362 00	234.00	2.09
Total Energy			**$180,975.30**	**$96,027.10**	**$84,948.20**	**$6,328.08**	**3.50%**
FINANCIALS							
AFLAC INC SYMBOL: AFL CUSIP. 001055102	800 000	$23 210	$18,568.00	$25,080.00	- $6,512 00	$768 00	4 14%
BANK NEW YORK MELLON CORP COM COM SYMBOL: BK CUSIP: 064058100	425.000	25.740	10,939 50	15,477 87	- 4,538 37	408 00	3 73
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	375 000	25.510	9,566 25	15,834 75	- 6,268.50	570 00	5 96
US BANCORP DEL NEW SYMBOL USB CUSIP 902973304	600.000	14.840	8,904 00	16,844 90	- 7,940.90	1,020 00	11 46
Total Financials			**$47,977.75**	**$73,237.52**	**- $25,259.77**	**$2,766.00**	**5.77%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE							
BECTON DICKINSON & CO SYMBOL: BDX CUSIP: 075887109	360 000	$72 670	$26,161 20	$33,078 45	- $6,917 25	$410 40	1.57%
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP 478160104	1,000 000	57 690	57,690.00	44,761 56	12,928 44	1,840 00	3 19
PFIZER INC SYMBOL: PFE CUSIP. 717081103	800.000	14 580	11,664 00	34,656 00	- 22,992.00	1,024.00	8.78
QUEST DIAGNOSTICS INC SYMBOL: DGX CUSIP· 74834L100	350 000	49.350	17,272.50	16,843.28	429 22	140 00	0.81
ZIMMER HOLDINGS INC SYMBOL: ZMH CUSIP: 98956P102	600 000	36 400	21,840 00	41,225 52	- 19,385.52	0 00	0.00
Total Health Care			**$134,627.70**	**$170,564.81**	**- $35,937.11**	**$3,414.40**	**2.54%**
INDUSTRIALS							
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	1,600 000	$12 130	$19,408 00	$9,519 17	$9,888 83	$1,984 00	10.22%
HONEYWELL INTERNATIONAL INC SYMBOL: HON CUSIP. 438516106	400 000	32.810	13,124 00	20,683 23	- 7,559 23	440 00	3 35
UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP 913017109	840 000	47 990	40,311 60	31,934.20	8,377 40	1,075.20	2.67
3M CO COM SYMBOL: MMM CUSIP: 88579Y101	500 000	53 790	26,895 00	34,593.15	- 7,698 15	1,000 00	3 72
Total Industrials			**$99,738.60**	**$96,729.75**	**$3,008.85**	**$4,499.20**	**4.51%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY							
ACCENTURE LTD SYMBOL: ACN CUSIP: G1150G111	450 000	$31 560	$14,202.00	$16,863 78	- $2,661 78	$189 00	1.33%
CISCO SYSTEMS INC SYMBOL. CSCO CUSIP: 17275R102	1,200.000	14 970	17,964 00	12,924 99	5,039 01	0.00	0.00
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	2,000.000	12 900	25,800 00	34,443 75	- 8,643 75	1,120.00	4 34
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	125 000	91 650	11,456.25	13,615 85	- 2,159 60	250 00	2 18
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	1,400.000	17 100	23,940.00	40,924.55	- 16,984 55	616 00	2 57
Total Information Technology			**$93,362.25**	**$118,772.92**	**-$25,410.67**	**$2,175.00**	**2.33%**
TELECOMMUNICATION SERVICES							
AT & T INC SYMBOL: T CUSIP: 00206R102	450.000	$24.620	$11,079 00	$15,240.69	- $4,161 69	$720 00	6 50%
VERIZON COMMUNICATIONS SYMBOL. VZ CUSIP: 92343V104	500.000	29 870	14,935.00	15,355.55	- 420 55	920.00	6.16
VODAFONE GROUP PLC NEW SYMBOL· VOD CUSIP: 92857W209	1,312 000	18 590	24,390 08	7,976 96	16,413.12	1,954.88	8 01
Total Telecommunication Services			**$50,404.08**	**$38,573.20**	**$11,830.88**	**$3,594.88**	**7.13%**
UTILITIES							
DOMINION RES INC VA SYMBOL: D CUSIP: 25746U109	425.000	$35 180	$14,951.50	$15,572.00	- $620 50	$671 50	4.49%
Total Utilities			**$14,951.50**	**$15,572.00**	**-$620.50**	**$671.50**	**4.49%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
MUTUAL FUNDS							
DODGE & COX STOCK FUND #145 SYMBOL: DODGX CUSIP: 256219106	808.596	$67 080	$54,240 62	$81,600 00	- $27,359 38	$1,706 14	3 15%
T ROWE PRICE MID-CAP VALUE FUND SYMBOL: TRMCX CUSIP: 77957Y106	1,318 160	13 230	17,439 26	27,800 00	- 10,360 74	751 35	4 31
TWEEDY BROWNE FD INC GLOBAL VALUE FUND #1 SYMBOL. TBGVX CUSIP: 901165100	1,613 497	15 040	24,266.99	26,300.00	- 2,033.01	768 02	3 16
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND SYMBOL: VGTSX CUSIP: 921909602	1,135 718	9.500	10,789 32	20,000 00	- 9,210 68	592 84	5 49
Total Mutual Funds			**$106,736.19**	**$155,700.00**	**- $48,963.81**	**$3,818.35**	**3.58%**
Total Equities			**$978,872.87**	**$936,792.55**	**$42,080.32**	**$34,801.41**	**3.56%**

Asset Description	Quantity	Price	Market Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Alternative Investments							
OTHER							
ING GLOBAL EQUITY & PR OPPT FD COM SYMBOL: IGD CUSIP: 45684E107	2,425 000	$9 700	$23,522 50	$42,895 68	- $19,373 18	$4,539 60	19 30%
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP· 73935S105	387 000	20 250	7,836 75	14,884 52	- 7,047 77	294.12	3 75
Total Other			**$31,359.25**	**$57,780.20**	**- $26,420.95**	**$4,833.72**	**15.41%**
Total Alternative Investments			**$31,359.25**	**$57,780.20**	**- $26,420.95**	**$4,833.72**	**15.41%**

WELLS FARGO

Account Statement For:
BURGESS, R. & F. T/U/W

Period Covered January 1, 2009 - January 31, 2009

Account Number 0101640300

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Estate & Specialty Assets							
REAL ESTATE INVESTMENT TRUSTS (REITs)							
DCT INDUSTRIAL TRUST INC SYMBOL: DCT CUSIP· 233153105	1,493.000	$3 650	$5,449 45	$12,648 70	- $7,199 25	$955 52	17 53%
Total Real Estate Investment Trusts (REITs)			**$5,449.45**	**$12,648.70**	**- $7,199.25**	**$955.52**	**17.53%**
Total Real Estate & Specialty Assets			**$5,449.45**	**$12,648.70**	**- $7,199.25**	**$955.52**	**17.53%**

	Account Value as of 01/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$2,489,346.70**	**$2,567,899.72**	**- $78,553.02**	**$127,360.44**

PRICEWATERHOUSECOOPERS

Reason for Amendment

The taxpayer has amended the 2008 Form 990-PF to correct Parts V & VI. The foundation was not liable for the 4942 tax on the distributable amount therefore the "No" box should have been checked in Part V. Since line 8 is greater than line 7 in Part V the foundation is eligible for the 1% tax rate. Part VI was changed to reflect the 1% tax rate.

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	AUGUSTANA ARTS
Person / Business	[ ] Person [X] Business
Street	5000 E ALAMEDA AVENUE
City	DENVER
State	CO
Zip code	80246
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CHARITABLE
Amount	6,100

Name	COLORADO BALLET
Person / Business	[ ] Person [X] Business
Street	1278 LINCOLN STREET
City	DENVER
State	CO
Zip code	80203
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CHARITABLE
Amount	6,100

Name	COLORADO SYMPHONY ORCHESTRA
Person / Business	[ ] Person [X] Business
Street	1000 14TH STREET
City	DENVER
State	CO
Zip code	80202
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CHARITABLE
Amount	22,000

Name	COLORADO YOUTH SYMPHONY ORCHESTRA
Person / Business	[ ] Person [X] Business
Street	571 GALAPAGO STREET
City	DENVER
State	CO
Zip code	80204
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CHARITABLE
Amount	6,100

Name	CURIOUS THEATRE COMPANY
Person / Business	[ ] Person [X] Business
Street	1080 ACOMA STREET
City	DENVER
State	CO
Zip code	80204
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CHARITABLE
Amount	6,100

Name	DENVER ART MUSEUM
Person / Business	[ ] Person [X] Business
Street	100 W 14TH AVE PKWY
City	DENVER
State	CO
Zip code	80204
Foreign Country	
Relationship	NONE
Foundation Status	EXEMPT
Purpose of grant/contribution	CHARITABLE
Amount	22,000

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	240,656	243,744	-3,088
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Donated value	Expense of sale and cost of improvements	Depreciation
1	X	AMERICAN INTL GROUP INC	026874107			7/26/1996		6/26/2008	4,087	3,130			
2	X	AMERICAN INTL GROUP INC	026874107			7/26/1996		11/10/2008	1,210	10,945			
3	X	AMERICAN EXPRESS CO	025816109			2/1/2001		6/26/2008	7,830	8,303			
4	X	AMERICAN EXPRESS CO	025816109			2/1/2001		12/15/2008	7,733	16,606			
5													
6	X	BP PLC - ADR	055622104			10/11/2002		2/28/2008	17,061	10,352			
7	X	CARNIVAL CORP	143658300			7/17/2008		12/15/2008	1,220	2,017			
8													
9	X	CISCO SYSTEMS INC	17275R102			2/4/1998		6/26/2008	4,774	2,154			
10													
11	X	EXXON MOBIL CORPORATIO	30231G102			7/22/1997		6/26/2008	17,356	5,593			
12	X	FAIRPOINT COMMUNICATION	305560104			7/31/2002		4/14/2008	3	3			
13	X	FAIRPOINT COMMUNICATION	305560104			7/31/2002		6/26/2008	66	64			
14	X	FRANKLIN STREET PROPERT	35471R106			1/17/2008		7/22/2008	12,522	14,622			
15	X	GENERAL ELECTRIC CO	369604103			8/7/1991		3/5/2008	20,053	3,678			
16	X	INTEL CORP	458140100			6/18/1997		12/15/2008	2,900	3,672			
17													
18													
19	X	LOWES COS INC	548661107			10/11/2002		6/26/2008	2,141	1,950			
20	X	LOWES COS INC	548661107			8/7/2002		6/26/2008	2,141	1,802			
21	X	MEDTRONIC INC	585055106			3/22/2000		2/28/2008	29,968	31,848			
22	X	MEDTRONIC INC	585055106			1/29/2001		2/28/2008	19,978	21,844			
23													
24	X	FIRST EAGLE GLOBAL FD-A #	32008F507			2/9/2004		6/26/2008	25,535	19,958			
25													
26	X	OMNICOM GROUP	681919106			1/16/1985		6/26/2008	9,044	442			
27	X	OMNICOM GROUP	681919106			1/16/1985		12/15/2008	8,080	663			
28	X	PROCTER & GAMBLE CO	742718109			3/3/1995		6/26/2008	12,570	3,289			
29	X	QUEST DIAGNOSTICS INC	74834L100			2/28/2008		12/15/2008	235	241			
30	X	SCHLUMBERGER LTD	806857108			2/28/2008		12/12/2008	7,729	16,982			
31	X	SYSCO CORP	871829107			8/30/2001		7/17/2008	29,159	27,930			
32	X	WACHOVIA CORP	929903102			12/28/2001		8/11/2008	13,840	20,540			
33	X	WALGREEN CO	931422109			1/30/2001		6/26/2008	9,906	12,024			
34	X	ZIMMER HOLDINGS INC	98956P102			10/25/2007		12/15/2008	1,738	3,092			
35	X	LT CAPITAL GAIN DIVIDENDS							7,356				
36	X	UNRECAP SEC 1250 GAIN							24				
37	X	ST GAINS - CTF							-90				
38	X	LT GAINS - CTF							-28,404				
39	X	ST GAINS - PARTNERSHIP							-2,703				
40	X	LT GAINS - PARTNERSHIP							-4,406				

Line 16b (990-PF) - Accounting Fees

	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
		1,133	0	0	1,133
1	TAX PREP FEES	1,133			1,133
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		3,903	294	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	294	294		
2	PY EXCISE TAX DUE	657			
3	ESTIMATED EXCISE PAYMENTS	2,952			
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
		31,097	23,337	0	7,760
1	WF FEES AS TRUSTEE	31,042	23,282	0	7,760
2	PARTNERSHIP EXPENSES	55	55		
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			953,805	936,793	0	978,873
	Description	Num shares/ face value	(a) Book value beg. of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
1	PRIOR YEAR		953,805			
2	SEE ATTACHED STATEMENT			936,793		978,873
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
				1,554,550	1,528,982	0	1,441,969
1	PRIOR YEAR			1,554,550			
2	SEE ATTACHED STATEMENT				1,528,982		1,441,969
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	(a) Book value beg of year	(b) Book value end of year	(c) FMV end of year
			0	70,429	36,808
1	ALTERNATIVE INVMTS (SEE ATTACHED S			57,780	31,359
2	RE & SPCLTY ASSETS (SEE ATTACHED S			12,649	5,449
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND TIMING DIFFERENCE	1	527
2	UNDISTRIBUTED CTF CAPITAL GAIN	2	2,926
3	PARTNERSHIP ADJUSTMENT	3	7,058
4	Total	4	10,511

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	311
2	CTF INCOME TIMING DIFFERENCE	2	15
3	CTF BOOK TO TAX DIFFERENCE	3	830
4	PY RETURN OF CAPITAL	4	36
5	Total	5	1,192

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
1	AMERICAN INTL GROUP INC	026874107		7/26/1996	6/26/2008	4,087	0	3,130
2	AMERICAN INTL GROUP INC	026874107		7/26/1996	11/10/2008	1,210	0	10,945
3	AMERICAN EXPRESS CO	025816109		2/1/2001	6/26/2008	7,830	0	8,303
4	AMERICAN EXPRESS CO	025816109		2/1/2001	12/15/2008	7,733	0	16,606
5	BP PLC - ADR	055622104		10/11/2002	2/28/2008	17,061	0	10,352
6	CARNIVAL CORP	143658300		7/17/2008	12/15/2008	1,220	0	2,017
7	CISCO SYSTEMS INC	17275R102		2/4/1998	6/26/2008	4,774	0	2,154
8	EXXON MOBIL CORPORATION	30231G102		7/22/1997	6/26/2008	17,356	0	5,593
9	FAIRPOINT COMMUNICATIONS INC	305560104		7/31/2002	4/14/2008	3	0	3
10	FAIRPOINT COMMUNICATIONS INC	305560104		7/31/2002	6/26/2008	66	0	64
11	FRANKLIN STREET PROPERTIES COR	35471R106		1/17/2008	7/22/2008	12,522	0	14,622
12	GENERAL ELECTRIC CO	369604103		8/7/1991	3/5/2008	20,053	0	3,678
13	INTEL CORP	458140100		6/18/1997	12/15/2008	2,900	0	3,672
14	LOWES COS INC	548661107		10/11/2002	6/26/2008	2,141	0	1,950
15	LOWES COS INC	548661107		8/7/2002	6/26/2008	2,141	0	1,802
16	MEDTRONIC INC	585055106		3/22/2000	2/28/2008	29,968	0	31,848
17	MEDTRONIC INC	585055106		1/29/2001	2/28/2008	19,978	0	21,844
18	FIRST EAGLE GLOBAL FD-A #801	32008F507		2/9/2004	6/26/2008	25,535	0	19,958
19	OMNICOM GROUP	681919106		1/16/1985	6/26/2008	9,044	0	442
20	OMNICOM GROUP	681919106		1/16/1985	12/15/2008	8,080	0	663
21	PROCTER & GAMBLE CO	742718109		3/3/1995	6/26/2008	12,570	0	3,289
22	QUEST DIAGNOSTICS INC	74834L100		2/28/2008	12/15/2008	235	0	241
23	SCHLUMBERGER LTD	806857108		2/28/2008	12/12/2008	7,729	0	16,982
24	SYSCO CORP	871829107		8/30/2001	7/17/2008	29,159	0	27,930
25	WACHOVIA CORP	929903102		12/28/2001	8/11/2008	13,840	0	20,540
26	WALGREEN CO	931422109		1/30/2001	6/26/2008	9,906	0	12,024
27	ZIMMER HOLDINGS INC	98956P102		10/25/2007	12/15/2008	1,738	0	3,092
28	LT CAPITAL GAIN DIVIDENDS					7,356	0	0
29	UNRECAP SEC 1250 GAIN					24	0	0
30	ST GAINS - CTF					-90	0	0
31	LT GAINS - CTF					-28,404	0	0
32	ST GAINS - PARTNERSHIP					-2,703	0	0
33	LT GAINS - PARTNERSHIP					-4,406	0	0
34						0	0	0
35						0	0	0
36						0	0	0
37						0	0	0
38						0	0	0
39						0	0	0
40						0	0	0

Part IV (990-PF) - Capital Gains and Losses for

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	(a) Kind(s) of property sold	CUSIP #	(h) Gain or Loss	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (col (h) gain minus col (k), but not less than zero) or Losses (from col (h))
1	AMERICAN INTL GROUP INC	026874107	957			0	957
2	AMERICAN INTL GROUP INC	026874107	-9,735			0	-9,735
3	AMERICAN EXPRESS CO	025816109	-473			0	-473
4	AMERICAN EXPRESS CO	025816109	-8,873			0	-8,873
5	BP PLC - ADR	055622104	6,709			0	6,709
6	CARNIVAL CORP	143658300	-797			0	-797
7	CISCO SYSTEMS INC	17275R102	2,620			0	2,620
8	EXXON MOBIL CORPORATION	30231G102	11,763			0	11,763
9	FAIRPOINT COMMUNICATIONS INC	305560104	0			0	0
10	FAIRPOINT COMMUNICATIONS INC	305560104	2			0	2
11	FRANKLIN STREET PROPERTIES COR	35471R106	-2,100			0	-2,100
12	GENERAL ELECTRIC CO	369604103	16,375			0	16,375
13	INTEL CORP	458140100	-772			0	-772
14	LOWES COS INC	548661107	191			0	191
15	LOWES COS INC	548661107	339			0	339
16	MEDTRONIC INC	585055106	-1,880			0	-1,880
17	MEDTRONIC INC	585055106	-1,866			0	-1,866
18	FIRST EAGLE GLOBAL FD-A #801	32008F507	5,577			0	5,577
19	OMNICOM GROUP	681919106	8,602			0	8,602
20	OMNICOM GROUP	681919106	7,417			0	7,417
21	PROCTER & GAMBLE CO	742718109	9,281			0	9,281
22	QUEST DIAGNOSTICS INC	74834L100	-6			0	-6
23	SCHLUMBERGER LTD	806857108	-9,253			0	-9,253
24	SYSCO CORP	871829107	1,229			0	1,229
25	WACHOVIA CORP	929903102	-6,700			0	-6,700
26	WALGREEN CO	931422109	-2,118			0	-2,118
27	ZIMMER HOLDINGS INC	98956P102	-1,354			0	-1,354
28	LT CAPITAL GAIN DIVIDENDS		7,356			0	7,356
29	UNRECAP SEC 1250 GAIN		24			0	24
30	ST GAINS - CTF		-90			0	-90
31	LT GAINS - CTF		-28,404			0	-28,404
32	ST GAINS - PARTNERSHIP		-2,703			0	-2,703
33	LT GAINS - PARTNERSHIP		-4,406			0	-4,406
34			0			0	0
35			0			0	0
36			0			0	0
37			0			0	0
38			0			0	0
39			0			0	0
40			0			0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

31,042 0 0

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours Devoted	Compensation	Benefits	Expense Account
1	WELLS FARGO BANK N A		P O Box 53456, MA	Phoenix	AZ	85072		TRUSTEE	4	31,042		
2												
3												
4												
5												
6												
7												
8												
9												
10												

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

		Unrelated business income		Excluded by section 512, 513, or 514		
	Program Service Revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
a	OTHER INCOME FROM PARTNERS	900099			0	
b						
c						
d						
e						
f						
g						
h						
i						
j						
k						
l						
m						
n						
o						
p						
q						
r						
s						
t						
u						
v						
w						
x						
y						
z						

Part VI, Line 6a (990-PF) - Estimated Tax Payments

1	Credit from prior year return	1	
2	First quarter estimated tax payment	2	738
3	Second quarter estimated tax payment	3	738
4	Third quarter estimated tax payment	4	738
5	Fourth quarter estimated tax payment	5	
6	Other payments	6	0
7	Total	7	2,214

Line 2 (990-W) - Tax Computation for Members of a Controlled Group

Enter your share of the $50,000, $25,000, and $9,925,000 taxable income brackets (in that order)

(1) ____________ (2) ____________ (3) ____________

			Current Member	Total Group
1	Enter taxable income (line 1, Form 990-W)	1	109,758	
2	Enter the smaller of line 1 or $50,000 (members of a controlled group, see instructions)	2	50,000	0
3	Subtract line 2 from line 1	3	59,758	0
4	Enter the smaller of line 3 or $25,000 (members of a controlled group, see instructions)	4	25,000	0
5	Subtract line 4 from line 3	5	34,758	0
6	Enter the smaller of line 5 or $9,925,000 (members of a controlled group, see instructions)	6	34,758	0
7	Subtract line 6 from line 5	7	0	0
8	Enter 15% (.15) of line 2	8	7,500	0
9	Enter 25% (.25) of line 4	9	6,250	0
10	Enter 34% (.34) of line 6	10	11,818	0
11	Enter 35% (.35) of line 7	11	0	0
12	If line 1 is greater than $100,000, enter the smaller of 5% (.05) of the excess over $100,000 or $11,750 members of a controlled group, see instructions)	12	0	0
13	If line 1 is greater than $15 million, enter the smaller of 3% (.03) of the excess over $15 million or $100,000 members of a controlled group, see instructions)	13	0	0
14	Add lines 8 through 13. Enter Current Member amount here and on line 2, page 1, Form 990-W	14	25,568	0

Line 2 (990-W) - Tax Computation for 990-PF Filers

1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "0" on line 1 Date of ruling letter ______		
b	Domestic organizations that meet the section 4940(e) requirements, check here [X] and enter 1% of Net investment income (Part I, line 27b Form 990-PF).		
c	All other domestic organizations enter 2% of Net investment income (Part I, line 27b Form 990-PF) Exempt foreign organizations check here and enter 4% of Part I, line 12, col (b), Form 990PF [ ]	1	1,098
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only). Others enter -0-	2	
3	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only). Others enter -0-	3	
4	Total tax Add lines 1 and 2 minus line 3	4	1,098