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

OMB No 1545-0052

**2008**Form **990-PF**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2008, or tax year beginning **5/01/08**, and ending **4/30/09**
☐ 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  
**HILL FOUNDATION 0101562400**  
**C/O WELLS FARGO BANK-IM&T FID TAX**  
Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**PO BOX 53456; MAC S4101-22G**  
City or town, state, and ZIP code  
**PHOENIX AZ 85072-3456**

A Employer identification number  
**84-6081879**  
B Telephone number (see page 10 of the instructions)  
**720-947-6725**  
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) **\$ 16,190,677** (Part I, column (d) must be on cash basis.)  
J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify)

## 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 pg 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	37,319	37,319		
4 Dividends and interest from securities	488,701	488,701		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-207,890			
b Gross sales price for all assets on line 6a <b>2,502,981</b>				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) <b>STMT 1</b>	1,699,790	1,682,183		
12 Total. Add lines 1 through 11	2,017,920	2,208,203	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	162,645	121,984		40,661
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) <b>STMT 2</b>	15,245	11,434		3,811
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) <b>STMT 3</b>	206,160	180,278		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch) <b>STMT 4</b>	50,442	42,610		926
24 Total operating and administrative expenses. Add lines 13 through 23	434,492	356,306		45,398
25 Contributions, gifts, grants paid	1,182,800			1,182,800
26 Total expenses and disbursements. Add lines 24 and 25	1,617,292	356,306	0	1,228,198
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses & disbursements	400,628			
b Net investment income (if negative, enter -0-)		1,851,897		
c Adjusted net income (if negative, enter -0-)			0	

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

Form 990-PF (2008) NE

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing		817	5,089	5,089
	2	Savings and temporary cash investments		4,890,429	6,235,424	6,235,424
	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 page 15 of the instructions)				
	7	Other notes and loans receivable (att. 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>STMT 5</b>		902,753	693,875	711,985
	b	Investments—corporate stock (attach schedule) <b>SEE STMT 6</b>		7,299,280	6,596,753	6,516,626
	c	Investments—corporate bonds (attach schedule) <b>SEE STMT 7</b>		2,859,296	2,799,547	2,721,553
	11	Investments—land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach sch.) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach sch.) ▶					
15	Other assets (describe ▶ <b>SEE STATEMENT 8</b> )		8,166	8,166		
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)		15,960,741	16,338,854	16,190,677	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		15,960,741	16,338,854	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)		15,960,741	16,338,854		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)		15,960,741	16,338,854		

**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	15,960,741
2	Enter amount from Part I, line 27a	2	400,628
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	3	7,172
4	Add lines 1, 2, and 3	4	16,368,541
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 10</b>	5	29,687
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	16,338,854

**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.)
<b>1a</b>	<b>SEE ATTACHED SCHEDULE</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b</b>	<b>WELLS FARGO ACCT 400</b>			
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	<b>2,415,893</b>	<b>2,710,871</b>	<b>-294,978</b>	
<b>b</b>	<b>87,088</b>		<b>87,088</b>	
<b>c</b>				
<b>d</b>				
<b>e</b>				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			<b>-294,978</b>	
<b>b</b>			<b>87,088</b>	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		<b>2</b>	<b>-207,890</b>
<b>3</b> 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			<b>3</b>	

**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	1,306,429	23,984,612	0.054469
2006	1,168,236	21,190,458	0.055130
2005	1,078,579	20,173,460	0.053465
2004	1,190,653	19,168,218	0.062116
2003	928,978	17,921,274	0.051837
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.277017
<b>3</b> 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			<b>3</b> 0.055403
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			<b>4</b> 19,828,153
<b>5</b> Multiply line 4 by line 3			<b>5</b> 1,098,539
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 18,519
<b>7</b> Add lines 5 and 6			<b>7</b> 1,117,058
<b>8</b> Enter qualifying distributions from Part XII, line 4 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			<b>8</b> 1,228,198

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>18,519</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>18,519</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>18,519</b>
<b>6</b>	Credits/Payments:		
<b>a</b>	2008 estimated tax payments and 2007 overpayment credited to 2008	<b>6a</b>	<b>21,992</b>
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	<b>4,500</b>
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>26,492</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	<b>7,973</b>
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2009 estimated tax</b> <b>7,973</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>b</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)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <b>\$</b> _____ (2) On foundation managers. <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> 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.		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>X</b>	
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	<b>X</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <b>CO</b>		
<b>b</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	<b>X</b>	
<b>9</b> 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		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

**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		<b>X</b>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ► <b>WELLS FARGO BANK, N.A.</b> <b>1740 BROADWAY MC 7300-483</b> Located at ► <b>DENVER, CO</b>	Telephone no. ► <b>720-947-6725</b> ZIP+4 ► <b>80274</b>		
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	► <b>15</b>   <input type="checkbox"/>		

**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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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	<b>X</b>
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	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	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<b>X</b>
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	<b>X</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to:</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p><b>b</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)? Organizations relying on a current notice regarding disaster assistance check here</p> <p><b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>N/A</b></p>	<p><b>5b</b></p> <p><b>6b</b></p> <p><b>7b</b></p>	<p><b>X</b></p>
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**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 & CO - DENVER	DENVER	CO-TRUSTEE			
1740 BROADWAY	CO 80274	28	90,000	0	0
JOHN MORAN	DENVER	CO-TRUSTEE			
C/O WELLS FARGO BANK, 1740 BROADWAY	CO 80274	6	36,645	0	0
FRANCIS W. COLLOPY	DENVER	CO-TRUSTEE			
C/O WELLS FARGO BANK, 1740 BORADWAY	CO 80274	6	36,000	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				

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 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		

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
<b>1</b> N/A	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments See page 24 of the instructions <b>3</b>	

Total. Add lines 1 through 3 ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>11,515,607</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>5,946,410</b>
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	<b>2,668,088</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>20,130,105</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>20,130,105</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	<b>301,952</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>19,828,153</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>991,408</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>991,408</b>
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	<b>18,519</b>
<b>b</b>	Income tax for 2008. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>18,519</b>
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	<b>972,889</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>972,889</b>
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>972,889</b>

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	<b>1,228,198</b>
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>1,228,198</b>
<b>5</b>	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)	<b>5</b>	<b>18,519</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>1,209,679</b>

**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
<b>1</b> Distributable amount for 2008 from Part XI, line 7				<b>972,889</b>
<b>2</b> Undistributed income, if any, as of the end of 2007:				
<b>a</b> Enter amount for 2007 only				
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2008:				
<b>a</b> From 2003	<b>34,219</b>			
<b>b</b> From 2004	<b>259,986</b>			
<b>c</b> From 2005	<b>107,168</b>			
<b>d</b> From 2006	<b>149,213</b>			
<b>e</b> From 2007	<b>142,712</b>			
<b>f</b> Total of lines 3a through e	<b>693,298</b>			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ <b>1,228,198</b>				
<b>a</b> Applied to 2007, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2008 distributable amount				<b>972,889</b>
<b>e</b> Remaining amount distributed out of corpus	<b>255,309</b>			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	<b>948,607</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
<b>e</b> Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
<b>f</b> Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				<b>0</b>
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	<b>34,219</b>			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	<b>914,388</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2004	<b>259,986</b>			
<b>b</b> Excess from 2005	<b>107,168</b>			
<b>c</b> Excess from 2006	<b>149,213</b>			
<b>d</b> Excess from 2007	<b>142,712</b>			
<b>e</b> Excess from 2008	<b>255,309</b>			



**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
<b>a</b> Paid during the year <b>SEE ATTACHED</b>				<b>1,182,800</b>
<b>Total</b>			<b>▶ 3a</b>	<b>1,182,800</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>▶ 3b</b>	



<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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
N/A		

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.

Signature of officer or trustee

Date \_\_\_\_\_

**Title**

WELLS FARGO BANK  
JAMES H. MILLER  
VICE PRESIDENT

**Sign Here**

**Paid  
Preparer's  
Use Only**

Preparer's  
signature

Firm's name (or yours if self-employed), address, and ZIP code

STRICKLIN & ASSOCIATES, P.C.  
1540 EMERSON ST  
DENVER, CO 80218-1450

Date \_\_\_\_\_

2/26/10

Check if  
self-employed

Preparer's identifying  
number (see Signature on  
page 30 of the instructions)  
**P00294953**

EIN ►

Phone no **303-832-6112**

Form **990-PF** (2008)

## Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WORKING INTEREST				
WORKING INTEREST				\$
EXPENSES				
MINERAL INTANGIBLE COST - 401	656	656		
LEASE OPERATING EXPENSE	45,960	39,054		
ASSOCIATION DUES	1,750	1,312		438
MISCELLANEOUS EXPENSES	115	115		
CONFERENCES AND SEMINARS	1,950	1,462		488
TAX SERVICE FEE	11	11		
TOTAL	\$ 50,442	\$ 42,610	\$ 0	\$ 926

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**Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
250,000 FED HME LN 6.73% DUE 6/22/09				
\$	249,237	\$ 249,237		\$ 252,345
250,000 FD HOME LN 6.0% DUE 6/11/08				
	255,440			
200,000 FD NAT MTG 7.25% DUE 1/15/10				
	194,638	194,638		209,250
200,000 FED FARM CR 5.9% DUE 8/4/08				
	203,438			
250,000 FED FARM CR 2.47% , 2/17/12				
		250,000		250,390
TOTAL	\$ 902,753	\$ 693,875		\$ 711,985

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2,500 DOMINION RES				
5,000 PUBLIC SVC ENTERPRISE	\$	\$ 92,220		\$ 75,400
2,000 KRAFT FOODS		137,178		149,200
3,250 BRISTOL MYERS SQUIBB		51,940		46,800
3,000 HEWLETT PACKARD		74,842		62,400
99 FAIRPOINT COMMUNICATIONS		107,819		107,940
	695			
7,400 GENERAL ELECTRIC	9,071	9,071		93,610
675 ISHARES MSCI EMERGING MARKETS	25,355	25,355		19,352
3800 CISCO SYSTEMS INC	26,969			
2,950 OMNICOM GROUP INC	29,445	19,962		125,880
5000 BANK OF AMERICA CORP	30,792	30,792		44,650
1,500 COLGATE PALMOLIVE CO	39,881	39,881		88,500
4,000 HOME DEPOT INC	49,293	49,293		105,280
500 S&P EUROPE 350 INDEX	52,460	52,460		28,840
4,400 WESTERN UNION	70,467			
3,500 AMERICAN INTERNATIONAL GROUP	76,600			

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**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
3000 WAL GREEN CO	\$ 81,716	\$	\$	
3,500 MEDTRONIC INC	81,918	81,918		112,000
3,500 PFIZER INC	91,093	91,093		46,760
4,900 INTEL CORP	94,325	94,325		77,322
3,000 CHEVRONTXACO CORP	97,572	97,572		198,300
3800 SYSCO CORP	99,652	99,652		88,654
1,325 ISHARES RUSSELL 1000 INDEX	101,760	101,760		63,348
4,099 WACHOVIA	113,967			
1,200 GENERAL DYNAMICS CORP	118,373	118,373		124,008
2,700 ISHARES RUSSELL MIDCAP VALUE	119,929	119,761		75,654
4,000 WALT DISNEY	120,596	120,596		87,600
2,400 ANHEUSER BUSCH COS INC	121,535			
3,350 PEPSICO INC	134,962	134,962		166,696
2,500 UNITED TECHNOLOGIES CORP	137,771	137,771		185,592
1,500 ISHARES RUSSELL MIDCAP GROWTH	146,775	146,775		103,380
3,700 BP PCL ADR	148,882	148,882		157,102
2,300 3M CO	150,329	150,329		132,480
5,000 AFLAC INC	158,034	158,034		144,450
5,300 VERIZON COMMUNICATIONS	159,697	159,697		160,802
6,909.871 JP MORGAN MID CAP	161,000	161,000		105,514
4,900 TARGET CORPORATION	164,972	164,972		202,174
4,050 EXXON MOBIL CORP	169,554	145,393		270,013
2,400 ISHARES RUSSELL 2000 FND	175,031	174,878		116,448
4500 THE ST PAUL COMPANIES INC	195,525	195,525		185,130
6,200 ECOLAB, INC	195,602	195,602		239,010
3,200 JOHNSON & JOHNSON	197,480	197,480		167,552

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**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
5,000 SCHLUMBERGER LTD	\$ 197,642	\$ 174,930		\$ 244,950
12,503.099 TWEEDY BROWNE FD INC GLOB	200,000	200,000		195,173
20,096.929 TEMPLETON FDS INC	202,900			
2,080 MIDCAP S&P DEP REC TR	205,314	205,314		211,494
6,800 MICROSOFT CORP	210,701	210,701		137,768
4000 PROCTER & GAMBLE CO INC	241,940	241,940		197,760
6962.146 FIRST EAGLE GLOBAL FUND CLA	255,000	255,000		227,732
4,740 ISHARES RUSSELL 2000 VALUE	264,949	264,949		215,765
2,600 INTERNATIONAL BUSINESS MACHS	293,374	293,374		268,346
125 BERKSHIRE HATHAWAY INC	398,623	398,623		383,125
4,175.765 DODGE & COX STK FD COM	415,000			
6,600 ISHARES MSCI EAFE	464,759	464,759		276,672
TOTAL	\$ 7,299,280	\$ 6,596,753		\$ 6,516,626

**Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
250,000 WAL-MART 6.875% DUE 8/10/09	\$ 251,180	\$ 251,180		\$ 253,745
100,000 GOLDMAN SACHS 7.35, 10/01/09	100,127	100,127		102,197
100,000 IBM CORP 5.4 DUE 10/01/08	102,791			
150,000 DAIMLERCHRYSLER 8.0% 6/15/10	152,166	152,166		153,532
200,000 MORGAN ST DW 8.0%, 6/15/10	201,516	201,516		196,146
225,000 GE CAP 6.125% DUE 2/22/11	227,828	227,828		233,516
250,000 CREDIT SUISSE 4.70%, 6/1/09	255,335	255,335		250,580
200,000 GE CAP CORP 4.625%, 9/15/2009	202,710	202,710		201,338
100000 ALL STATE LIFE 4.25%, 02/06/10	99,472	99,472		98,875

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**Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
125000 GOLDMAN SACHS 4.5%, 06/15/10				
\$ 124,744	\$ 124,744		\$ 126,126	
100,000 AMERICAN EXP 5.5%, 9/12/2016	101,782	101,782		88,778
100,000 AIG 5.6%, 10/18/2016	102,095	102,095		34,774
100,000 BELL SOUTH 6%, 10/15/2011		99,411		106,471
250,000 CATERPILLAR 5.05% 12/1/2010	248,360	248,360		256,707
100,000 CITIGROUP INC 5.5% 2/15/2017	100,393	100,393		68,949
100,000 CONOCOPHILLIPS 4.75%, 2/1/14		102,016		105,455
100,000 COSTCO WH 5.5% 3/15/2017	101,097	101,097		104,410
LOWES CO 5.6%, 9/15/2012		99,315		105,714
37,780.0964 DODGE & COX INC FND	487,700			
20,193.152 TEMPLETON GLOBAL FND		230,000		234,240
TOTAL	\$ 2,859,296	\$ 2,799,547		\$ 2,721,553

**Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
MINERAL PROPERTIES	\$ 1,195,497	\$ 1,195,497	\$
DEPLETION	-1,187,331	-1,187,331	
TOTAL	\$ 8,166	\$ 8,166	\$ 0

**Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
RETURN OF CAPITAL	\$ 693
OTHER TIMING DIFFERENCES	6,479
TOTAL	\$ 7,172

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**Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases**

<u>Description</u>	<u>Amount</u>
CAPITAL GAIN TIMING DIFFERENCES	\$ <u>29,687</u>
TOTAL	\$ <u><u>29,687</u></u>

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**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description
LETTER

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**

Description
NONE

**Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description
QUALIFIED ORGANIZATION MAINLY FOR EDUCATION AND MEDICAL PURPOSES.

**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**

6/17/2009 15:37:0

Account Id: 0101562400

**HILL, VIRGINIA W. FDN TUA**  
**Trust Year 5/1/2008 - 4/30/2009**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type
026874107	AMERICAN INTERNATIONAL GROUP INC								
Sold		09/22/08	3500	16,169.90					
Acq		07/26/96	3500	16,169.90	76,599.71	76,599.71	-60,429.81	-60,429.81	L
<b>Total for 9/22/2008</b>					76,599.71	76,599.71	-60,429.81	-60,429.81	
035229103	ANHEUSER-BUSCH COMPANIES INC COM								
Sold		11/18/08	2400	168,000.00					
Acq		11/29/02	200	14,000.00	9,802.00	9,802.00	4,198.00	4,198.00	L
Acq		09/26/02	800	56,000.00	41,576.00	41,576.00	14,424.00	14,424.00	L
Acq		09/30/02	350	24,500.00	17,727.50	17,727.50	6,772.50	6,772.50	L
Acq		10/09/02	350	24,500.00	18,053.00	18,053.00	6,447.00	6,447.00	L
Acq		11/27/02	450	31,500.00	22,308.50	22,308.50	9,191.50	9,191.50	L
Acq		12/02/02	250	17,500.00	12,067.50	12,067.50	5,432.50	5,432.50	L
<b>Total for 11/18/2008</b>					121,534.50	121,534.50	46,465.50	46,465.50	
055622104	BP P L C SPONS ADR								
Sold		04/28/09	700	29,848.21					
Acq		10/28/03	700	29,848.21	29,442.00	29,442.00	406.21	406.21	L
<b>Total for 4/28/2009</b>					29,442.00	29,442.00	406.21	406.21	
17275R102	CISCO SYS INC								
Sold		02/06/09	3800	63,384.02					
Acq		02/19/97	3800	63,384.02	26,969.44	26,969.44	36,414.58	36,414.58	L
<b>Total for 2/6/2009</b>					26,969.44	26,969.44	36,414.58	36,414.58	
256210105	DODGE & COX INCOME FD COM								
Sold		11/05/08	37780.96	429,191.75					
Acq		04/13/04	4097.98	46,553.06	52,700.00	52,700.00	-6,146.94	-6,146.94	L
Acq		01/31/05	19394.88	220,325.86	250,000.00	250,000.00	-29,674.14	-29,674.14	L
Acq		12/22/03	4590.67	52,150.02	60,000.00	60,000.00	-7,849.98	-7,849.98	L
Acq		10/28/03	9697.44	110,162.93	125,000.00	125,000.00	-14,837.07	-14,837.07	L
<b>Total for 11/5/2008</b>					487,700.00	487,700.00	-58,508.14	-58,508.14	
256219106	DODGE & COX STK FD								
Sold		02/09/09	2200	154,374.00					
Acq		06/14/02	278.76	19,560.59	27,516.76	27,516.76	-7,956.17	-7,956.17	L
Acq		03/27/02	524.86	36,829.43	55,000.00	55,000.00	-18,170.57	-18,170.57	L
Acq		07/30/01	1104.38	77,494.34	113,000.00	113,000.00	-35,505.66	-35,505.66	L
Acq		08/20/01	292	20,489.64	30,000.00	30,000.00	-9,510.36	-9,510.36	L
<b>Total for 2/9/2009</b>					225,516.76	225,516.76	-71,142.76	-71,142.76	
256219106	DODGE & COX STK FD								
Sold		02/26/09	1975.77	117,775.35					
Acq		07/01/02	259.04	15,441.34	25,000.00	25,000.00	-9,558.66	-9,558.66	L
Acq		03/19/01	1147.66	68,411.84	112,000.00	112,000.00	-43,588.16	-43,588.16	L
Acq		09/27/01	279.33	16,650.82	25,000.00	25,000.00	-8,349.18	-8,349.18	L
Acq		10/25/01	264.58	15,771.57	25,000.00	25,000.00	-9,228.43	-9,228.43	L

**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**

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Account Id: 0101562400

**HILL, VIRGINIA W. FDN TUA**  
**Trust Year 5/1/2008 - 4/30/2009**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
256219106	DODGE & COX STK FD								
Sold		02/26/09	1975.77	117,775.35					
Acq		06/14/02	25.16	1,499.78	2,483.24 <input type="checkbox"/>	2,483.24	-983.46	-983.46	L
<b>Total for 2/26/2009</b>					189,483.24	189,483.24	-71,707.89	-71,707.89	
30231G102	EXXON MOBIL CORP								
Sold		10/27/08	650	45,415.24					
Acq		06/22/99	650	45,415.24	24,161.13 <input type="checkbox"/>	24,161.13	21,254.11	21,254.11	L
<b>Total for 10/27/2008</b>					24,161.13	24,161.13	21,254.11	21,254.11	
305560104	FAIRPOINT COMMUNICATIONS INC								
Sold		02/06/09	99	250.46					
Acq		09/03/02	3.77	9.54	24.97 <input type="checkbox"/>	24.97	-15.43	-15.43	L
Acq		08/28/02	13.2	33.39	90.96 <input type="checkbox"/>	90.96	-57.57	-57.57	L
Acq		09/04/02	3.77	9.54	25.34 <input type="checkbox"/>	25.34	-15.80	-15.80	L
Acq		09/26/02	13.2	33.39	86.97 <input type="checkbox"/>	86.97	-53.58	-53.58	L
Acq		09/27/02	6.6	16.70	41.91 <input type="checkbox"/>	41.91	-25.21	-25.21	L
Acq		08/30/02	5.66	14.32	37.79 <input type="checkbox"/>	37.79	-23.47	-23.47	L
Acq		10/28/03	13.2	33.39	97.66 <input type="checkbox"/>	97.66	-64.27	-64.27	L
Acq		10/28/03	15.09	38.18	111.81 <input type="checkbox"/>	111.81	-73.63	-73.63	L
Acq		04/14/03	17.91	45.31	137.27 <input type="checkbox"/>	137.27	-91.96	-91.96	L
Acq		09/30/02	6.6	16.70	40.24 <input type="checkbox"/>	40.24	-23.54	-23.54	L
<b>Total for 2/6/2009</b>					694.92	694.92	-444.46	-444.46	
31331RYE9	FEDERAL FARM CR BKS CONS M/T/N								
Sold		08/04/08	200000	200,000.00					
Acq		07/30/01	200000	200,000.00	203,438.00 <input type="checkbox"/>	203,438.00	-3,438.00	-3,438.00	L
<b>Total for 8/4/2008</b>					203,438.00	203,438.00	-3,438.00	-3,438.00	
3133M4NX7	FED HOME LOAN BANK 6% 6/11/08								
Sold		06/11/08	250000	250,000.00					
Acq		01/10/01	250000	250,000.00	255,440.00 <input type="checkbox"/>	255,440.00	-5,440.00	-5,440.00	L
<b>Total for 6/11/2008</b>					255,440.00	255,440.00	-5,440.00	-5,440.00	
369550108	GENERAL DYNAMICS CORPORATION								
Sold		04/28/09	2400	122,110.05					
Acq		09/23/04	2400	122,110.05	118,373.00 <input type="checkbox"/>	118,373.00	3,737.05	3,737.05	L
<b>Total for 4/28/2009</b>					118,373.00	118,373.00	3,737.05	3,737.05	
45920QBM5	INTERNATIONAL BUSINESS MACHS M/T/N								
Sold		10/01/08	100000	100,000.00					
Acq		10/07/98	100000	100,000.00	102,791.00 <input type="checkbox"/>	102,791.00	-2,791.00	-2,791.00	L
<b>Total for 10/1/2008</b>					102,791.00	102,791.00	-2,791.00	-2,791.00	
478160104	JOHNSON & JOHNSON COM								
Sold		04/28/09	1000	50,958.68					
Acq		03/18/02	1000	50,958.68	64,900.00 <input type="checkbox"/>	64,900.00	-13,941.32	-13,941.32	L
<b>Total for 4/28/2009</b>					64,900.00	64,900.00	-13,941.32	-13,941.32	

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

6/17/2009 15:37:0

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA  
 Trust Year 5/1/2008 - 4/30/2009

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain (Type
585055106	MEDTRONIC INC							
Sold		04/28/09	1000	30,349.21				
Acq		01/13/98	1000	30,349.21	23,405.00 <input type="checkbox"/>	23,405.00	6,944.21	6,944.21 L
Total for 4/28/2009					23,405.00	23,405.00	6,944.21	6,944.21
681919106	OMNICOM GROUP INC COM							
Sold		02/06/09	1900	52,506.96				
Acq		12/24/92	1900	52,506.96	9,482.19 <input type="checkbox"/>	9,482.19	43,024.77	43,024.77 L
Total for 2/6/2009					9,482.19	9,482.19	43,024.77	43,024.77
681919106	OMNICOM GROUP INC COM							
Sold		04/28/09	500	15,289.60				
Acq		12/24/92	500	15,289.60	2,495.31 <input type="checkbox"/>	2,495.31	12,794.29	12,794.29 L
Total for 4/28/2009					2,495.31	2,495.31	12,794.29	12,794.29
713448108	PEPSICO INC							
Sold		04/28/09	750	37,409.03				
Acq		08/18/00	750	37,409.03	33,060.00 <input type="checkbox"/>	33,060.00	4,349.03	4,349.03 L
Total for 4/28/2009					33,060.00	33,060.00	4,349.03	4,349.03
742718109	PROCTER & GAMBLE CO COM							
Sold		04/28/09	1000	49,878.71				
Acq		02/16/06	1000	49,878.71	60,485.00 <input type="checkbox"/>	60,485.00	-10,606.29	-10,606.29 L
Total for 4/28/2009					60,485.00	60,485.00	-10,606.29	-10,606.29
806857108	SCHLUMBERGER LIMITED COM							
Sold		10/27/08	600	27,839.84				
Acq		12/22/00	600	27,839.84	22,711.50 <input type="checkbox"/>	22,711.50	5,128.34	5,128.34 L
Total for 10/27/2008					22,711.50	22,711.50	5,128.34	5,128.34
806857108	SCHLUMBERGER LIMITED COM							
Sold		04/28/09	1000	48,150.76				
Acq		05/23/00	1000	48,150.76	37,597.50 <input type="checkbox"/>	37,597.50	10,553.26	10,553.26 L
Total for 4/28/2009					37,597.50	37,597.50	10,553.26	10,553.26
87612E106	TARGET CORP							
Sold		04/28/09	1800	71,602.15				
Acq		07/30/01	900	35,801.07	33,545.97 <input type="checkbox"/>	33,545.97	2,255.10	2,255.10 L
Acq		01/26/00	900	35,801.07	29,848.50 <input type="checkbox"/>	29,848.50	5,952.57	5,952.57 L
Total for 4/28/2009					63,394.47	63,394.47	8,207.68	8,207.68
880196209	TEMPLETON FDS INC FOREIGN FD							
Sold		02/26/09	20096.93	75,363.48				
Acq		10/28/03	15500	58,124.99	155,000.00 <input type="checkbox"/>	155,000.00	-96,875.01	-96,875.01 L
Acq		12/23/03	4596.93	17,238.49	47,900.00 <input type="checkbox"/>	47,900.00	-30,661.51	-30,661.51 L
Total for 2/26/2009					202,900.00	202,900.00	-127,536.52	-127,536.52

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA  
 Trust Year 5/1/2008 - 4/30/2009

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
913017109	UNITED TECHNOLOGIES CORP								
Sold		04/28/09	800	38,559.00					
Acq		07/30/01	800	38,559.00	29,268.00 <input type="checkbox"/>	29,268.00	9,291.00	9,291.00	L
Total for 4/28/2009					29,268.00	29,268.00	9,291.00	9,291.00	
92343V104	VERIZON COMMUNICATIONS INC								
Sold		04/28/09	1000	30,830.37					
Acq		04/14/03	1000	30,830.37	32,878.71 <input type="checkbox"/>	32,878.71	-2,048.34	-2,048.34	L
Total for 4/28/2009					32,878.71	32,878.71	-2,048.34	-2,048.34	
929903102	WACHOVIA CORP 2ND NEW								
Sold		09/22/08	4099	67,640.09					
Acq		12/21/01	3573.57	58,969.65	97,586.97 <input type="checkbox"/>	97,586.97	-38,617.32	-38,617.32	L
Acq		03/18/02	525.43	8,670.44	16,379.54 <input type="checkbox"/>	16,379.54	-7,709.10	-7,709.10	L
Total for 9/22/2008					113,966.51	113,966.51	-46,326.42	-46,326.42	
931422109	WALGREEN COMPANY COMMON								
Sold		10/27/08	3000	67,888.71					
Acq		05/23/00	900	20,366.61	24,813.00 <input type="checkbox"/>	24,813.00	-4,446.39	-4,446.39	L
Acq		06/22/99	2100	47,522.10	56,903.28 <input type="checkbox"/>	56,903.28	-9,381.18	-9,381.18	L
Total for 10/27/2008					81,716.28	81,716.28	-13,827.57	-13,827.57	
959802109	WESTERN UN CO								
Sold		02/06/09	4400	55,107.49					
Acq		07/30/01	3200	40,078.17	51,103.45 <input type="checkbox"/>	51,103.45	-11,025.28	-11,025.28	L
Acq		12/03/02	600	7,514.66	9,838.80 <input type="checkbox"/>	9,838.80	-2,324.14	-2,324.14	L
Acq		11/29/02	600	7,514.66	9,524.51 <input type="checkbox"/>	9,524.51	-2,009.85	-2,009.85	L
Total for 2/6/2009					70,466.76	70,466.76	-15,359.27	-15,359.27	
Total for Account: 0101562400					2,710,870.93	2,710,870.93	-294,977.76	-294,977.76	
Total Proceeds:						Fed	State		
2,415,893.06					S/T Gain/Loss	0.00	0.00		
					L/T Gain/Loss	-294,977.76	-294,977.76		

HILL FOUNDATION  
Income - May 2008 - April 2009  
Charitable Distributions  
EIN 84-6081879

Description	Date	Amount
COLORADO STATE UNIVERSITY	5/8/2008	\$ 30,000.00
COLORADO SYMPHONY ORCHESTRA	6/10/2008	\$ 25,000.00
AMERICAN DIABETES ASSOCIATION, INC.	6/10/2008	\$ 10,000.00
AMERICAN LUNG ASSOCIATION OF THE SOUTHWEST	6/10/2008	\$ 7,000.00
NEEDLE ROCK FAMILY HEALTH OUTREACH	6/10/2008	\$ 5,000.00
OUTWARD BOUND	6/10/2008	\$ 10,000.00
WOMEN'S CRISIS AND FAMILY OUTREACH CENTER	6/10/2008	\$ 7,500.00
SENIORS INC.	6/10/2008	\$ 7,500.00
SAFEHOUSE DENVER	6/10/2008	\$ 12,000.00
MENTAL HEALTH ASSOCIATION OF COLORADO	6/10/2008	\$ 10,000.00
KIDS' PAGES	6/10/2008	\$ 5,000.00
KARIS COMMUNITY	6/10/2008	\$ 5,000.00
DOCTORS CARE	6/10/2008	\$ 15,000.00
DENVER SCORES	6/10/2008	\$ 7,500.00
COLORADO WEST MENTAL HEALTH	6/10/2008	\$ 5,000.00
COLORADO SPRINGS ECUMENICAL SOCIAL MINISTRIES	6/10/2008	\$ 5,000.00
COLORADO AIDS PROJECT	6/10/2008	\$ 10,000.00
CATHOLIC CHARITIES ARCHDIOCESE OF DENVER	6/10/2008	\$ 5,600.00
BRECKENRIDGE OUTDOOR EDUCATION CENTER	6/10/2008	\$ 5,000.00
BAYAUD INDUSTRIES	6/10/2008	\$ 20,000.00
ASSOCIATION FOR COMMUNITY LIVING	6/10/2008	\$ 5,000.00
COLORADO CHILDREN'S CHORALE	6/10/2008	\$ 7,500.00
BOULDER PHILHARMONIC ORCHESTRA	6/10/2008	\$ 5,000.00
ARTREACH	6/10/2008	\$ 5,000.00
UNIVERSITY OF WYOMING	6/18/2008	\$ 30,000.00
YOUTHBIZ INC.	7/30/2008	\$ 5,000.00
URBAN PEAK COLORADO SPRINGS	7/30/2008	\$ 5,000.00
INVEST IN KIDS	7/30/2008	\$ 15,000.00
COLORADO UPLIFT	7/30/2008	\$ 15,000.00
CHRIST THE KING LUTHERAN CHURCH IN MEMORY OF DELWYN J. LOW	7/30/2008	\$ 200.00
CASA OF THE 7TH JUDICIAL DISTRICT INC.	7/30/2008	\$ 3,000.00
CARRIAGE HOUSE HOMELESS COMMUNITY CENTER	7/30/2008	\$ 6,000.00
BIG BROTHERS & SISTERS OF COLORADO, INC.	8/12/2008	\$ 7,500.00
BONFIELS BLOOK CENTER FOUNDATION	8/12/2008	\$ 5,000.00
GROTHERS REDEVELOPMENT INC.	8/12/2008	\$ 10,000.00
DENVER AREA COUNCIL, BOY SCOUTS OF AMERICA	8/12/2008	\$ 3,000.00
FOOD BANK OF THE ROCKIES	8/12/2008	\$ 10,000.00
GIRLS INC.	8/12/2008	\$ 4,000.00
HABITAT FOR HUMANITY OF COLORADO	8/12/2008	\$ 15,000.00
HEP C CONNECTION	8/12/2008	\$ 7,500.00
HOSPICE & PALLIATIVE CARE OF WESTERN COLORADO	8/12/2008	\$ 5,000.00
MI CASA RESOURCE CENTER FOR WOMEN	8/12/2008	\$ 10,000.00
PROJECT ANGEL HEART	8/12/2008	\$ 10,000.00

HILL FOUNDATION  
Income - May 2008 - April 2009  
Charitable Distributions  
EIN 84-6081879

Description	Date	Amount
ROCKY MOUNTAIN MS CENTER	8/12/2008	\$ 7,500.00
SAVE OUR YOUTH	8/12/2008	\$ 3,000.00
THERAPEUTIC RIDING AND EDUCATION CENTER	8/12/2008	\$ 3,000.00
BENT COUNTY MEMORIAL NURSING HOME	8/26/2008	\$ 5,000.00
REGIS UNIVERSITY	9/9/2008	\$ 30,000.00
RAINBOW BRIDGE	9/9/2008	\$ 5,000.00
NATIONAL SPORTS CENTER FOR THE DISABLED	9/9/2008	\$ 15,000.00
MOUNT SAINT VINCENT HOME	9/9/2008	\$ 25,000.00
MONTROSE COUNTY SENIOR CITIZENS TRANSPORTATION INC.	9/9/2008	\$ 4,000.00
MARYCREST ASSISTED LIVING CENTER	9/9/2008	\$ 20,000.00
JEWISH FAMILY SERVICE OF COLORADO	9/9/2008	\$ 10,000.00
GOODWILL INDUSTRIES OF DENVER	9/9/2008	\$ 5,000.00
FRIENDS OF THE DENVER SCHOOL OF THE ARTS	9/9/2008	\$ 3,000.00
DENVER RESCUE MISSION	9/9/2008	\$ 20,000.00
COLORADO I HAVE A DREAM FOUNDATION	9/9/2008	\$ 5,000.00
COLORADO BALLET	9/9/2008	\$ 5,000.00
BOULDER VALLEY WOMEN'S HEALTH CENTER	9/9/2008	\$ 7,500.00
ARCHAEOLOGICAL CONSERVANCY	9/9/2008	\$ 5,000.00
VOLUNTEERS OF AMERICA	10/21/2008	\$ 10,000.00
ROCKY MOUNTAIN STROKE ASSOCIATION	10/21/2008	\$ 7,500.00
RECORDING OF THE BLIND & DYSLEXIC	10/21/2008	\$ 15,000.00
LAKEWOOD LEGACY FOUNDATION	10/21/2008	\$ 1,500.00
INTERNATIONAL HEARING DOG, INC.	10/21/2008	\$ 5,000.00
HISTORIC DENVER INC.	10/21/2008	\$ 10,000.00
THE CONFLICT CENTER	10/21/2008	\$ 5,000.00
COLORADO COALITION FOR THE HOMELESS	10/21/2008	\$ 20,000.00
CHRISTIAN HEALING NETWORK	10/21/2008	\$ 5,000.00
CHILD AND MIGRANT SERVICES INC.	10/21/2008	\$ 10,000.00
BOYS AND GIRLS CLUB OF CRAIG	10/21/2008	\$ 5,000.00
GAL SWAN CHILDREN'S CENTER	10/21/2008	\$ 10,000.00
ANCHOR CENTER FOR BLIND CHILDREN	10/21/2008	\$ 10,000.00
COMMUNITY FOOD SHARE	10/23/2008	\$ 10,000.00
SAINT JOHN'S CATHEDRAL	11/14/2008	\$ 5,000.00
SOUTH BROADWAY CHRISTIAN CHURCH	11/18/2008	\$ 5,000.00
SACRED HEART HOUSE OF DENVER	11/18/2008	\$ 12,500.00
PIKES PEAK THERAPEUTIC RIDING CENTER	11/18/2008	\$ 2,500.00
PEAK VISTA COMMUNITY HEALTH CENTERS	11/18/2008	\$ 5,000.00
HILLTOP COMMUNITY RESOURCES, INC.	11/18/2008	\$ 7,500.00
FOSTERING HOPE FOUNDATION	11/18/2008	\$ 2,500.00
BEACON YOUTH AND FAMILY CENTER	11/18/2008	\$ 5,000.00
LARIMER CENTER FOR MENTAL HEALTH	12/22/2008	\$ 2,000.00
KIDS IN NEED OF DENTISTRY	12/22/2008	\$ 10,000.00
FRIENDS OF SPANISH PEAKS LIBRARY DISTRICT	12/22/2008	\$ 2,000.00
FORESIGHT SKI GUIDES	12/22/2008	\$ 5,000.00
DENVERWORKS	12/22/2008	\$ 2,000.00

HILL FOUNDATION  
Income - May 2008 - April 2009  
Charitable Distributions  
EIN 84-6081879

Description	Date	Amount
COMMUNITY HEALTH SERVICES	12/22/2008	\$ 10,000.00
CITYWILD	12/22/2008	\$ 5,000.00
CATHOLIC LEGAL SERVICES	12/22/2008	\$ 15,000.00
ASSISTANCE LEAGUE OF DENVER	12/22/2008	\$ 2,500.00
ARVADA CENTER FOR THE ARTS AND HUMANITIES	12/22/2008	\$ 3,000.00
BREAKTHROUGH KENT DENVER	1/21/2009	\$ 10,000.00
COMPA FOOD MINISTRIES, INC.	1/21/2009	\$ 7,500.00
DENTAL AID INC.	1/21/2009	\$ 2,000.00
MARIA DROSTE SERVICES OF COLORADO	1/21/2009	\$ 5,000.00
MERCY HOUSING COLORADO	1/21/2009	\$ 10,000.00
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS	1/21/2009	\$ 3,500.00
ROCKY MOUNTAIN PBS	1/21/2009	\$ 10,000.00
WINDSOR HIGH SCHOOL MUSIC	1/21/2009	\$ 1,000.00
COLORADO MUSIC FESTIVAL	1/21/2009	\$ 3,000.00
9 HEALTH FAIR	2/25/2009	\$ 10,000.00
AMERICAN RED CROSS MILE HIGH CHAPTER	2/25/2009	\$ 10,000.00
ASSOCIATION FOR SENIOR CITIZENS	2/25/2009	\$ 10,000.00
CASA OF THE PIKES PEAK REGION, INC.	2/25/2009	\$ 10,000.00
CATHOLIC HEALTH INITIATIVES	2/25/2009	\$ 5,000.00
CARF SUNGATE KIDS	2/25/2009	\$ 10,000.00
CHILDREN'S OUTREACH PROJECT	2/25/2009	\$ 7,500.00
COLORADO COUNCIL ON ECONOMIC EDUCATION	2/25/2009	\$ 5,000.00
COLORADO VOLUNTEERS IN JUVENILE AND CRIMINAL JUSTICE/FRIENDS FOR YOUTH	2/25/2009	\$ 5,000.00
THE GATHERING PLACE	2/25/2009	\$ 10,000.00
MILE HIGH DOWN SYNDROME ASSOCIATION	2/25/2009	\$ 5,000.00
ROCKY MOUNTAIN PARENTS AS TEACHERS	2/25/2009	\$ 8,000.00
ROCKY MOUNTAIN SURVIVORS CENTER	2/25/2009	\$ 5,000.00
SENIOR SUPPORT SERVICES	2/25/2009	\$ 10,000.00
ALZHEIMER'S ASSOCIATION COLORADO	3/24/2009	\$ 5,000.00
AMERICAN CANCER SOCIETY GREAT WEST DIVISION, INC.	3/24/2009	\$ 2,500.00
ASSISTANCE LEAGUE AUXILIARY OF PUEBLO	3/24/2009	\$ 1,000.00
CATHOLIC CHARITIES OF COLORADO SPRINGS	3/24/2009	\$ 2,500.00
CHURCH OF THE HOLD GHOST	3/24/2009	\$ 15,000.00
COLORADO SYMPHONY ORCHESTRA	3/24/2009	\$ 25,000.00
CRAIG HOSPITAL	3/24/2009	\$ 20,000.00
DENVER CHILDREN'S ADVOCACY CENTER	3/24/2009	\$ 5,000.00
ESCUELA DE GUADALUPE	3/24/2009	\$ 10,000.00
NCMC FOUNDATION INC.	3/24/2009	\$ 5,000.00
GRAND COUNTY RURAL HEALTH NETWORKS, INC.	3/24/2009	\$ 5,000.00
LA PUENTE HOME	3/24/2009	\$ 10,000.00
METRO CAREERING	3/24/2009	\$ 7,500.00
NEW GENESIS	3/24/2009	\$ 12,500.00
WARREN VILLAGE	3/24/2009	\$ 5,000.00
BAYAUD INDUSTRIES	3/27/2009	\$ 20,000.00

HILL FOUNDATION  
Income - May 2008 - April 2009  
Charitable Distributions  
EIN 84-6081879

Description	Date	Amount
COLORADO HOMELESS FAMILIES	4/22/2009	\$ 10,000.00
LEGAL CENTER FOR PEOPLE WITH DISABILITIES AND OLDER PEOPLE	4/22/2009	\$ 15,000.00
LITTLE SISTERS OF THE POOR	4/22/2009	\$ 20,000.00
PARTNERS IN HOUSING	4/22/2009	\$ 5,000.00
COLORADO MUSIC FESTIVAL	2/25/2009	\$ 5,000.00
NATIONAL JEWISH HEALTH	2/25/2009	\$ 10,000.00
PIKES PEAK HOSPICE & PALLIATIVE CARE	3/24/2009	\$ 5,000.00
 TOTAL GRANTS PAID		 <u>\$ 1,182,800.00</u>

Form **8868**

(Rev. April 2009)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

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

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

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of Exempt Organization <b>HILL FOUNDATION 0101562400</b> <b>C/O WELLS FARGO BANK TRUST TAX</b>	Employer identification number <b>84-6081879</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>(MAC C7300-483) 1740 BROADWAY</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>DENVER CO 80274</b>	

**Check type of return to be filed (file a separate application for each return)**

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **WELLS FARGO BANK, N.A.**

Telephone No. ▶ **720-947-6725**

FAX No. ▶

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **12/15/09**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ ☐ calendar year or  
▶ ☒ tax year beginning **5/01/08**, and ending **4/30/09**.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>26,492</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>21,992</b>
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>4,500</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

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Page 2

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

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

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization <b>HILL FOUNDATION 0101562400</b>	Employer identification number <b>84-6081879</b>
	C/O WELLS FARGO BANK TRUST TAX	
	Number, street, and room or suite no. If a P.O. box, see instructions <b>(MAC C7300-483) 1740 BROADWAY</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>DENVER CO 80274</b>	

Check type of return to be filed (File a separate application for each return).

- |                                      |   |                                      |                                    |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990    | <input checked="" type="checkbox"/> Form 990-PF                   | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 5227   |                                    |

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

- The books are in the care of **WELLS FARGO BANK, N.A.**

Telephone No. **720-947-6725**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)

for the whole group, check this box ☐

☐

If it is for part of the group, check this box

If this is

☐ and attach a

list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **3/15/10**
- 5 For calendar year , or other tax year beginning **5/01/08**, and ending **4/30/09**
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension

**ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN, INCLUDING COMPLETE OIL AND GAS INCOME AND DEDUCTIONS.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	<b>20,814</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	<b>26,492</b>
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	<b>0</b>

**Signature and Verification**

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

Signature **1.29 jay2. ACF, CPA** Title **CPA**

Date **12/03/09**

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