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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

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [ ] Name change

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

Name of foundation
THE TITUS FOUNDATION
C/O STARKSCHENKEIN, LLP

Number and street (or P O box number if mail is not delivered to street address): 3600 S. YOSEMITE STREET
Room/suite: 600

City or town, state, and ZIP code: DENVER, CO 80237

A Employer identification number: 20-3466900

B Telephone number: 303-694-6700

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 3,446,257.

J Accounting method. [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	447.	447.		STATEMENT 1
	4 Dividends and interest from securities	96,505.	96,505.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	875,296.			
	b Gross sales price for all assets on line 6a 2,707,619.				
	7 Capital gain net income (from Part IV, line 2)		875,296.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	972,248.	972,248.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	7,301.	2,301.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	19,480.	19,480.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	26,781.	21,781.		0.
	25 Contributions, gifts, grants paid	198,613.			198,613.
	26 **Total expenses and disbursements.** Add lines 24 and 25	225,394.	21,781.		198,613.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	746,854.			
	b **Net investment income** (if negative, enter -0-)		950,467.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	457,200.	169,919.	169,919.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 5	212,980.	164,812.	164,811.
	b Investments - corporate stock STMT 6	991,075.	1,336,443.	1,919,681.
	c Investments - corporate bonds STMT 7	395,704.	1,135,228.	1,184,054.
	11 Investments land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKER)	10,381.	7,792.	7,792.
	16 **Total assets** (to be completed by all filers)	2,067,340.	2,814,194.	3,446,257.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	2,067,340.	2,814,194.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2,067,340.	2,814,194.	
	31 **Total liabilities and net assets/fund balances**	2,067,340.	2,814,194.	

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	2,067,340.
2 Enter amount from Part I, line 27a	2	746,854.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,814,194.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,814,194.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,707,619.		1,832,323.	875,296.

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				
b				
c				
d				
e				875,296.

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 — 875,296.

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)
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	186,149.	3,407,074.	.054636
2007	146,608.	3,838,954.	.038190
2006	39,589.	3,284,965.	.012052
2005	2,750.	4,099,248.	.000671
2004			

2	Total of line 1, column (d)	2	.105549
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	.026387
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,366,315.
5	Multiply line 4 by line 3	5	88,827.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,505.
7	Add lines 5 and 6	7	98,332.
8	Enter qualifying distributions from Part XII, line 4	8	198,613.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	9,505.
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	9,505.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	9,505.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	9,354.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	9,354.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	33.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	184.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
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
4a 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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
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?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ STARKSCHENKEIN, LLP Telephone no. ▶ (303)694-6700
Located at ▶ 3600 SOUTH YOSEMITE STREET, SUITE 600, DENVER, CO ZIP+4 ▶ 80237

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)? N/A	1b		
	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)* N/A	3b		
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 2009?	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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

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 | No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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.

(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
TAMI J. PAUMIER C/O STARKSCHENKEIN, LLP, 3600 SOUTH Y DENVER, CO 80237	PRESIDENT 10.00	0.	0.	0.
GLEN C. WARREN JR. C/O STARKSCHENKEIN, LLP, 3600 SOUTH Y DENVER, CO 80237	SECRETARY & TREASURER 10.00	0.	0.	0.

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	3,104,019.
b	Average of monthly cash balances	1b	313,560.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,417,579.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,417,579.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,264.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,366,315.
6	**Minimum investment return** Enter 5% of line 5	6	168,316.

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

1	Minimum investment return from Part X, line 6			1	168,316.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	9,505.		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,505.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	158,811.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	158,811.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	158,811.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	198,613.
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	198,613.
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	5	9,505.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	189,108.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				158,811.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			178,298.	
b Total for prior years. ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 198,613.				
a Applied to 2008, but not more than line 2a			178,298.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				20,315.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				138,496.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV | Private Operating Foundations (see 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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total			▶ 3a	198,613.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	447.	
4 Dividends and interest from securities			14	96,505.	
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	875,296.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		972,248.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 972,248.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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
		N/A	

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		

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

Signature of officer or trustee — Date 11/3/10 — Title Director

Paid Preparer's Use Only

Preparer's signature	GARY D. RAND, CPA	Date 11/3/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	STARKSCHENKEIN, LLP 3600 SOUTH YOSEMITE STREET, STE 600 DENVER, CO 80237	EIN	
		Phone no	(303) 694-6700

923622
02-02-10

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	STATE STREET BANK & TRUST #0399 (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
b	STATE STREET BANK & TRUST #0399 (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
c	STATE STREET BANK & TRUST #0405 (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
d	STATE STREET BANK & TRUST #0402 (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
e	STATE STREET BANK & TRUST #0400 (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
f	STATE STREET BANK & TRUST #0400 (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	716,930.		799,850.	<82,920.>
b	145,232.		166,632.	<21,400.>
c	49,915.		49,956.	<41.>
d	1,015,501.		76.	1,015,425.
e	612,247.		611,925.	322.
f	167,794.		203,884.	<36,090.>
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<82,920.>
b				<21,400.>
c				<41.>
d				1,015,425.
e				322.
f				<36,090.>
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	875,296.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
TOTAL INTEREST ON TEMPORARY INVESTMENTS	447.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	447.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATE STREET BANK & TRUST COMPANY #0399	27,600.	0.	27,600.
STATE STREET BANK & TRUST COMPANY #0400	81.	0.	81.
STATE STREET BANK & TRUST COMPANY #0400	36,579.	0.	36,579.
STATE STREET BANK & TRUST COMPANY #0400 (OID)	1,611.	0.	1,611.
STATE STREET BANK & TRUST COMPANY #0400 (TAX-EXEMPT)	3,393.	0.	3,393.
STATE STREET BANK & TRUST COMPANY #0402	17,395.	0.	17,395.
STATE STREET BANK & TRUST COMPANY #0405	9,846.	0.	9,846.
TOTAL TO FM 990-PF, PART I, LN 4	96,505.	0.	96,505.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - STATE STREET BANK & TRUST COMPANY #0399	2,272.	2,272.		0.
FOREIGN TAXES - STATE STREET BANK & TRUST COMPANY #0405	29.	29.		0.
FEDERAL TAXES	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,301.	2,301.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES - OTHER	6,070.	6,070.		0.
INVESTMENT MANAGEMENT FEES - STATE STREET BANK & TRUST COMPANY #0399	5,463.	5,463.		0.
INVESTMENT MANAGEMENT FEES - STATE STREET BANK & TRUST COMPANY #0405	1,916.	1,916.		0.
INVESTMENT MANAGEMENT FEES - STATE STREET BANK & TRUST COMPANY #0402	599.	599.		0.
INVESTMENT MANAGEMENT FEES - STATE STREET BANK & TRUST COMPANY #0400	5,432.	5,432.		0.
TO FORM 990-PF, PG 1, LN 23	19,480.	19,480.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT	X		164,812.	164,811.
TOTAL U.S. GOVERNMENT OBLIGATIONS			164,812.	164,811.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			164,812.	164,811.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,336,443.	1,919,681.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,336,443.	1,919,681.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,135,228.	1,184,054.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,135,228.	1,184,054.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
DENVER SCHOLARSHIP FUND 303 E. 17TH AVE., STE 200 DENVER, CO 80203	N/A UNRESTRICTED	PUBLIC	50,000.
DENVER MUSEUM OF NATURE AND SCIENCE 2001 COLORADO BLVD DENVER, CO 80205	N/A UNRESTRICTED	PUBLIC	5,000.
LOGAN SCHOOL 1005 YOSEMITE ST DENVER, CO 80230	N/A UNRESTRICTED	PUBLIC	28,635.
CHILDREN'S MUSEUM OF DENVER 2121 CHILDREN'S MUSEUM DRIVE DENVER, CO 80211	N/A UNRESTRICTED	PUBLIC	30,000.
SEWALL CHILD DEVELOPMENT CENTER 1360 VINE STREET DENVER, CO 80206	N/A UNRESTRICTED	PUBLIC	50,000.
MONTCLAIR INTERNATIONAL SCHOOL 206 RED CROSS WAY DENVER, CO 80230	N/A UNRESTRICTED	PUBLIC	3,000.

LOGAN SCHOOL 1005 YOSEMITE ST DENVER, CO 80230	N/A UNRESTRICTED	PUBLIC	22,072.
MONTESSORI ACADEMY OF COLORADO 2500 CURTIS ST DENVER, CO 80205	N/A UNRESTRICTED	PUBLIC	9,906.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			198,613.

2009 Tax Information Statement

Account Number MOR0399
Recipient's Tax ID number 20-3466900
Payer's Federal ID number 20-8007203
Questions? (800)392-9244

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
TITUS FOUNDATION
1050 HUMBOLDT STREET
DENVER, CO 80218

Payer's Name and Address
STATE STREET BANK & TRUST COMPANY
CUSTODIAN FOR MORGAN STANLEY TRUST, NA
919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
290 0000	98982M107	ADR ZURICH FINANCIAL	09/30/2008	04/07/2009	4,619 52	7,984 66	-3,365 14	0 00
528 0000	98982M107	ADR ZURICH FINANCIAL	09/30/2008	06/25/2009	9,231 68	14,537 58	-5,305 90	0 00
450 0000	98982M107	ADR ZURICH FINANCIAL	VARIOUS	06/26/2009	7,830 47	12,062 16	-4,231 69	0 00
175 0000	98982M107	ADR ZURICH FINANCIAL	04/29/2009	08/18/2009	3,578 16	3,150 81	427 35	0 00
113 0000	02209S103	ALTRIA GROUP INC	02/19/2009	06/11/2009	1,930 40	1,772 77	157 63	0 00
137 0000	02209S103	ALTRIA GROUP INC	02/19/2009	06/12/2009	2,280 29	2,149 28	131 01	0 00
235 0000	023436108	AMEDISYS INC	09/29/2009	10/15/2009	9,794 23	10,256 50	-462 27	0 00
6364	00184X105	AOL INC	12/07/2009	12/16/2009	15 67	14 97	0 70	0 00
165 0000	037411105	APACHE CORP	12/26/2008	03/27/2009	10,904 24	11,735 69	-831 45	0 00
375 0000	039483102	ARCHER DANIELS MIDLAND CO	03/27/2009	09/22/2009	10,850 83	10,723 54	127 29	0 00
545 0000	00206R102	AT&T INC	10/20/2008	07/22/2009	13,537 01	14,338 30	-801 29	0 00
305 0000	00206R102	AT&T INC	10/20/2008	08/03/2009	7,980 48	8,024 18	-43 70	0 00
275 0000	052800109	AUTOLIV AB	VARIOUS	12/01/2009	11,294 39	8,606 46	2,687 93	0 00
410 0000	054536107	AXA ADR		12/04/2009	246 18	0 00	246 18	0 00
410 0000	054536107	AXA ADR	11/03/2009	12/09/2009	9,443 12	9,946 31	-503 19	0 00

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This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

2009 Tax Information Statement

Account Number MOR0399
Recipient's Tax ID number 20-3466900
Payer's Federal ID number 20-8007203
Questions? (800)392-9244

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
TITUS FOUNDATION
1050 HUMBOLDT STREET
DENVER, CO 80218

Payer's Name and Address
STATE STREET BANK & TRUST COMPANY
CUSTODIAN FOR MORGAN STANLEY TRUST, NA
919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
485 0000	05946K101	BANCO BILBAO VIZCAYA-SPONSORDED ADR	10/06/2009	11/20/2009	9,160 44	8,550 89	609 55	0 00
340 0000	05946K101	BANCO BILBAO VIZCAYA-SPONSORDED ADR	05/20/2009	11/20/2009	6,421 75	4,020 81	2,400 94	0 00
135 0000	064058100	BANK OF NEW YORK MELLON CORP	10/03/2008	01/29/2009	3,497 28	4,424 60	-927 32	0 00
300 0000	064058100	BANK OF NEW YORK MELLON CORP	10/03/2008	02/11/2009	8,129 44	9,832 44	-1,703 00	0 00
193 0000	064058100	BANK OF NEW YORK MELLON CORP	10/03/2008	06/11/2009	5,612 14	6,325 53	-713 39	0 00
117 0000	064058100	BANK OF NEW YORK MELLON CORP	10/03/2008	06/12/2009	3,359 60	3,834 65	-475 05	0 00
190 0000	071813109	BAXTER INTERNATIONAL INC	07/31/2008	01/29/2009	11,086 51	13,035 90	-1,949 39	0 00
270 0000	071813109	BAXTER INTERNATIONAL INC	07/31/2008	06/11/2009	12,811 33	18,524 70	-5,713 37	0 00
175 0000	055622104	BP AMOCO PLC-SPONS ADR	02/11/2009	11/03/2009	10,006 03	7,672 19	2 333 84	0 00
300 0000	110448107	BRITISH AMERICAN TOBACCO ADR	08/19/2008	05/20/2009	15,766 21	20,723 91	-4,957 70	0 00
440 0000	138006309	CANON INC ADR	01/29/2009	09/15/2009	17,345 19	12,541 58	4,803 61	0 00
5000	204409601	CEMIG SA-SPONSORED ADR	12/01/2008	05/26/2009	6 32	5 94	0 38	0 00
400 0000	204409601	CEMIG SA-SPONSORED ADR	07/22/2009	09/25/2009	5,981 44	5,399 32	582 12	0 00
550 0000	204409601	CEMIG SA-SPONSORED ADR	07/22/2009	10/06/2009	8,498 27	7,424 06	1,074 21	0 00
767 0000	204409601	CEMIG SA-SPONSORED ADR	VARIOUS	10/14/2009	12,613 91	9,203 08	3,410 83	0 00
95 0000	191241108	COCA-COLA FEMSA S A ADR	07/31/2008	02/19/2009	3,076 52	5,393 15	-2 316 63	0 00
300 0000	191241108	COCA-COLA FEMSA S A ADR	07/31/2008	03/30/2009	10,088 28	17,031 00	-6,942 72	0 00
165 0000	20825C104	CONOCOPHILLIPS	11/24/2008	03/13/2009	6,003 11	8,265 03	-2,261 92	0 00

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This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

2009 Tax Information Statement

Account Number: MOR0399
Recipient's Tax ID number: 20-3466900
Payer's Federal ID number: 20-8007203
Questions? (800)392-9244

☐ Corrected ☐ 2nd TIN notice

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919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
130 0000	20825C104	CONOCOPHILLIPS	11/24/2008	04/29/2009	5,376 37	6,511 84	-1,135 47	0 00
160 0000	D18190898	DEUTSCHE BANK AG	VARIOUS	12/07/2009	11,665 40	10,830 21	835 19	0 00
300 0000	D18190898	DEUTSCHE BANK AG	VARIOUS	12/08/2009	21,262 73	16,935 78	4,326 95	0 00
295 0000	260003108	DOVER CORP	11/10/2008	04/06/2009	8,604 42	9,122 88	-518 46	0 00
525 0000	532457108	ELI LILLY & CO	VARIOUS	09/29/2009	17,525 20	16,768 60	756 60	0 00
70 0000	30231G102	EXXON MOBIL CORPORATION	07/31/2008	01/26/2009	5,563 35	5,630 10	-66 75	0 00
60 0000	30231G102	EXXON MOBIL CORPORATION	07/31/2008	05/27/2009	4,137 00	4,825 80	-688 80	0 00
365 0000	35177Q105	FRANCE TELECOM SA ADR	07/31/2008	05/28/2009	8,423 83	11,493 85	-3,070 02	0 00
535 0000	35177Q105	FRANCE TELECOM SA ADR	01/21/2009	08/18/2009	13,158 62	13,096 80	61 82	0 00
190 0000	35958N107	FUJIFILM HOLDINGS CORP-ADR	07/24/2009	11/11/2009	5,394 25	5,963 78	-569 53	0 00
25 0000	35958N107	FUJIFILM HOLDINGS CORP-ADR	06/19/2009	11/11/2009	709 77	754 99	-45 22	0 00
235 0000	369550108	GENERAL DYNAMICS CORP	07/31/2008	03/17/2009	9,229 66	20,947 90	-11,718 24	0 00
170 0000	369550108	GENERAL DYNAMICS CORP	07/31/2008	04/29/2009	9,050 92	15,153 80	-6,102 88	0 00
75 0000	369550108	GENERAL DYNAMICS CORP	07/31/2008	05/15/2009	4,125 40	6,685 50	-2,560 10	0 00
145 0000	369550108	GENERAL DYNAMICS CORP	07/31/2008	06/19/2009	8,534 18	12,925 30	-4,391 12	0 00
980 0000	369604103	GENERAL ELECTRIC CO	VARIOUS	12/23/2009	15,076 91	10,383 18	4,693 73	0 00
100 0000	438128308	HONDA MOTOR CO LTD ADR	06/25/2009	10/20/2009	3,049 62	2,765 22	284 40	0 00
520 0000	443683107	HUDSON CITY BANCORP INC	10/08/2008	03/25/2009	6,034 30	8,531 17	-2,496 87	0 00
450 0000	443683107	HUDSON CITY BANCORP INC	05/08/2009	07/24/2009	6,136 49	5,627 21	509 28	0 00

This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

1EP11523_100_2047 15.0130

2009 Tax Information Statement

Account Number MOR0399
Recipient's Tax ID number 20-3466900
Payer's Federal ID number 20-8007203
Questions? (800)392-9244

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
TITUS FOUNDATION
1050 HUMBOLDT STREET
DENVER, CO 80218

Payer's Name and Address
STATE STREET BANK & TRUST COMPANY
CUSTODIAN FOR MORGAN STANLEY TRUST, NA
919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 5)	(Box 1b)	(Box 7)		(Box 1a)	(Box 2)			(Box 4)
600 0000	443683107	HUDSON CITY BANCORP INC	05/08/2009	11/18/2009	8,213 84	7,502 94	710 90	0 00
290 0000	448415208	HUTCHISON WHAMPOA LTD-UNSPONSORD ADR	04/17/2009	11/10/2009	10,149 70	8,141 32	2,008 38	0 00
270 0000	465562106	ITAU UNIBANCO HOLDING S A	07/17/2009	10/20/2009	5,616 04	3,998 87	1,617 17	0 00
950 0000	465562106	ITAU UNIBANCO HOLDING S A	07/17/2009	10/27/2009	19,483 71	14,070 11	5,413 60	0 00
200 0000	46625H100	J P MORGAN CHASE & CO COM	06/12/2009	12/23/2009	8,312 02	7,010 56	1,301 46	0 00
220 0000	478160104	JOHNSON & JOHNSON	10/03/2008	06/01/2009	12,189 88	14,885 20	-2,695 32	0 00
250 0000	565849106	MARATHON OIL CORP	06/01/2009	08/06/2009	7,755 75	8,325 00	-569 25	0 00
160 0000	607409109	MOBILE TELESYSTEMS ADR	11/20/2009	12/29/2009	7,791 85	8,226 34	-434 49	0 00
480 0000	608554101	MOLEX INC	12/26/2008	12/09/2009	9,511 14	6,493 15	3,017 99	0 00
225 0000	641069406	NESTLE SA SPONSORED ADR	12/16/2008	09/29/2009	9,534 49	8,290 85	1,243 64	0 00
250 0000	641069406	NESTLE SA SPONSORED ADR	12/16/2008	10/08/2009	10 542 10	9,212 05	1,330 05	0 00
75 0000	665859104	NORTHERN TRUST CORP	08/19/2008	02/11/2009	4,528 64	5,696 07	-1,167 43	0 00
140 0000	665859104	NORTHERN TRUST CORP	VARIOUS	06/08/2009	7,778 09	9,778 23	-2,000 14	0 00
75 0000	666807102	NORTHROP GRUMMAN CORP	12/10/2008	06/19/2009	3,535 28	3,126 98	408 30	0 00
10 0000	666807102	NORTHROP GRUMMAN CORP	12/10/2008	06/19/2009	471 36	414 88	56 48	0 00
385 0000	666807102	NORTHROP GRUMMAN CORP	VARIOUS	07/30/2009	17,544 07	15,529 74	2,014 33	0 00
255 0000	674599105	OCCIDENTAL PETROLEUM CORP	07/31/2008	01/26/2009	14,669 91	20,101 65	-5,431 74	0 00
65 0000	674599105	OCCIDENTAL PETROLEUM CORP	07/31/2008	02/04/2009	3,638 15	5,123 95	-1,485 80	0 00
105 0000	674599105	OCCIDENTAL PETROLEUM CORP	07/31/2008	02/27/2009	5,571 90	8,277 15	-2,705 25	0 00

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This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

2009 Tax Information Statement

Account Number MOR0399
Recipient's Tax ID number 20-3466900
Payer's Federal ID number 20-8007203
Questions? (800)392-9244

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
TITUS FOUNDATION
1050 HUMBOLDT STREET
DENVER, CO 80218

Payer's Name and Address
STATE STREET BANK & TRUST COMPANY
CUSTODIAN FOR MORGAN STANLEY TRUST, NA
919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
80 0000	674599105	OCCIDENTAL PETROLEUM CORP	07/31/2008	03/04/2009	4,100 95	6,306 40	-2,205 45	0 00
1000 0000	717081103	PFIZER INC COM	VARIOUS	07/01/2009	14,902 21	16,909 49	-2,007 28	0 00
20 0000	718172109	PHILIP MORRIS INTL INC	07/31/2008	05/12/2009	832 80	1,033 00	-200 20	0 00
235 0000	718172109	PHILIP MORRIS INTL INC	07/31/2008	05/19/2009	9,914 30	12,137 75	-2,223 45	0 00
10 0000	693475105	PNC FINANCIAL SERVICES GROUP	12/30/2008	04/22/2009	402 43	451 30	-48 87	0 00
320 0000	693475105	PNC FINANCIAL SERVICES GROUP	VARIOUS	07/17/2009	12,045 26	13,425 41	-1,380 15	0 00
115 0000	774341101	ROCKWELL COLLINS	07/31/2008	04/17/2009	4,159 14	5,714 35	-1,555 21	0 00
120 0000	774341101	ROCKWELL COLLINS	07/31/2008	05/19/2009	4,918 24	5,962 80	-1,044 56	0 00
1290 0000	85771P102	STATOIL ASA ADR	07/31/2008	01/26/2009	23,061 72	41,770 20	-18,708 48	0 00
178 0000	85771P102	STATOIL ASA ADR	07/31/2008	05/14/2009	3,677 70	5,763 64	-2,085 94	0 00
297 0000	85771P102	STATOIL ASA ADR	07/31/2008	05/15/2009	5,933 48	9,616 86	-3,683 38	0 00
165 0000	86562M100	SUMITOMO MITSUI FINL-ADR	10/14/2008	08/20/2009	702 88	1,026 17	-323 29	0 00
1625 0000	86562M100	SUMITOMO MITSUI FINL-ADR	10/14/2008	08/25/2009	6,932 40	10,106 20	-3,173 80	0 00
235 0000	881624209	TEVA PHARM INDS ADR	07/31/2008	06/08/2009	11,195 02	10,537 40	657 62	0 00
1456	88732J207	TIME WARNER CABLE INC	10/20/2008	04/13/2009	4 06	4 60	-0 54	0 00
181 0000	88732J207	TIME WARNER CABLE INC	10/20/2008	07/30/2009	6,090 78	5,722 80	367 98	0 00
6659	887317303	TIME WARNER INC	10/20/2008	04/13/2009	14 35	16 04	-1 69	0 00
115 0000	903236107	URS CORP	07/30/2009	09/22/2009	4,752 19	5,828 88	-1,076 69	0 00
215 0000	903236107	URS CORP	07/30/2009	11/10/2009	8,746 55	10,897 47	-2,150 92	0 00

This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

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2009 Tax Information Statement

Account Number MOR0399
Recipient's Tax ID number 20-3466900
Payer's Federal ID number 20-8007203
Questions? (800)392-9244

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
TITUS FOUNDATION
1050 HUMBOLDT STREET
DENVER , CO 80218

Payer's Name and Address
STATE STREET BANK & TRUST COMPANY
CUSTODIAN FOR MORGAN STANLEY TRUST, NA
919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
110 0000	983024100	WYETH COM	10/02/2008	03/13/2009	4,740 43	4,114 01	626 42	0 00
156 0000	983024100	WYETH COM	10/02/2008	05/15/2009	6,906 45	5,834 42	1,072 03	0 00
Total Short Term Sales Reported on 1099-B					**716,930 12**	**799,850 13**	**-82,920 01**	**0 00**
Long Term 15% Sales Reported on 1099-B								
345 0000	04621X108	ASSURANT INC	07/31/2008	11/18/2009	10,734 05	20,741 40	-10,007 35	0 00
280 0000	071813109	BAXTER INTERNATIONAL INC	07/31/2008	11/24/2009	15,419 87	19,210 80	3,790 93	0 00
215 0000	30231G102	EXXON MOBIL CORPORATION	01/04/2007	05/27/2009	14,824 25	15,825 08	-1,000 83	0 00
150 0000	30231G102	EXXON MOBIL CORPORATION	01/04/2007	06/03/2009	10,774 24	11,040 75	-266 51	0 00
470 0000	35177Q105	FRANCE TELECOM SA ADR	07/31/2008	08/06/2009	11,610 77	14,800 30	-3,189 53	0 00
75 0000	35177Q105	FRANCE TELECOM SA ADR	07/31/2008	08/18/2009	1,844 67	2,361 75	-517 08	0 00
50 0000	670100205	NOVO-NORDISK AS ADR-B	10/02/2007	06/01/2009	2,626 43	3,052 38	-425 95	0 00
180 0000	670100205	NOVO-NORDISK AS ADR-B	VARIOUS	06/01/2009	9,455 15	9,981 79	-526 64	0 00
210 0000	670100205	NOVO-NORDISK AS ADR B	01/04/2007	07/17/2009	11,711 60	8,591 61	3,119 99	0 00
165 0000	670100205	NOVO-NORDISK AS ADR-B	01/04/2007	08/04/2009	9,798 64	6,750 56	3,048 08	0 00
120 0000	674599105	OCCIDENTAL PETROLEUM CORP	07/31/2008	12/14/2009	9,275 09	9,459 60	-184 51	0 00
215 0000	713448108	PEPSICO INC	07/31/2008	08/20/2009	12,220.28	14,310 40	-2,090 12	0 00
200 0000	713448108	PEPSICO INC	07/31/2008	11/06/2009	12,305 70	13,312 00	-1,006 30	0 00
240 0000	857477103	STATE STREET CORP	07/31/2008	09/09/2009	12,631 40	17,193 60	-4,562 20	0 00
Total Long Term 15% Sales Reported on 1099-B					**145,232 14**	**166,632 02**	**-21,399 88**	**0 00**

This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

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2009 Tax Information Statement

Account Number MOR0405
Recipient's Tax ID number 20-3466900
Payer's Federal ID number 20-8007203
Questions? (800)392-9244

Corrected   2nd TIN notice

Recipient's Name and Address
TITUS FOUNDATION
1050 HUMBOLDT STREET
DENVER, CO 80218

Payer's Name and Address
STATE STREET BANK & TRUST COMPANY
CUSTODIAN FOR MORGAN STANLEY TRUST, NA
919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
1250 0000	464287382	ISHARES S&P/TOPIX 150 INDEX FUND	05/19/2009	11/24/2009	49,914 71	49,955 50	-40 79	0 00
Total Short Term Sales Reported on 1099-B					49,914 71	49,955 50	-40 79	0 00

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This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

2009 Tax Information Statement

Account Number	MOR0402
Recipient's Tax ID number	20-3466900
Payer's Federal ID number	20-8007203
Questions?	(800)392-9244
☐ Corrected	☐ 2nd TIN notice

Recipient's Name and Address
TITUS FOUNDATION
1050 HUMBOLDT STREET
DENVER , CO 80218

Payer's Name and Address
STATE STREET BANK & TRUST COMPANY
CUSTODIAN FOR MORGAN STANLEY TRUST, NA
919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Long Term 15% Sales Reported on 1099-B								
15000 0000	98385X106	XTO ENERGY INC	08/15/2002	05/06/2009	620,765 02	47 12	620,717 90	0 00
9375 0000	98385X106	XTO ENERGY INC	08/15/2002	09/28/2009	394,736 39	29 45	394,706 94	0 00
Total Long Term 15% Sales Reported on 1099-B					1,015,501 41	76 57	1,015,424 84	0 00

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This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

2009 Tax Information Statement

Account Number	MOR0400	
Recipient's Tax ID number	20-3466900	
Payer's Federal ID number	20-8007203	
Questions?	(800)392-9244	

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
TITUS FOUNDATION
1050 HUMBOLDT STREET
DENVER, CO 80218

Payer's Name and Address
STATE STREET BANK & TRUST COMPANY
CUSTODIAN FOR MORGAN STANLEY TRUST, NA
919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
30000 0000	05565QBF4	BP CAPITAL MARKET PLC 5 25% 11/07/13	01/12/2009	10/09/2009	32,877 30	32,415 00	462 30	0 00
50000 0000	31331XVF6	FFCB (FED FM CR BK) 4 8% 4/12/10	06/23/2009	06/30/2009	51,344 00	51,732 00	-388 00	0 00
40000 0000	3133XT5S1	FHLB (FED HM LN BK) 0 8% 11/24/09	03/04/2009	05/15/2009	40,120 00	40,001 20	118 80	0 00
40000 0000	3133XT5S1	FHLB (FED HM LN BK) 0 8% 11/24/09	03/04/2009	06/24/2009	39,920 00	40,001 20	-81 20	0 00
30000 0000	3133X8EL2	FHLB (FED HM LN BK) 3 75% 8/18/09	11/20/2008	05/01/2009	30,144 00	30,424 80	-280 80	0 00
30000 0000	3133XLUM3	FHLB 5 125% 8/05/09	11/20/2008	04/24/2009	30,288 00	30,702 30	-414 30	0 00
5000 0000	369604BC6	GENERAL ELECTRIC CO 5 25% 12/06/17	01/15/2009	07/08/2009	4,974 20	4,950 45	23 75	0 00
25000 0000	369604BC6	GENERAL ELECTRIC CO 5.25% 12/06/17	01/15/2009	07/08/2009	24,786 25	24,752 25	34 00	0 00
5000 0000	369604BC6	GENERAL ELECTRIC CO 5 25% 12/06/17	01/15/2009	07/08/2009	4,965 51	4,950 45	15 06	0 00
15000 0000	369604BC6	GENERAL ELECTRIC CO 5 25% 12/06/17	01/15/2009	07/08/2009	14,899 80	14,851 35	48 45	0 00
30000 0000	448055AE3	HUSKY ENERGY INC 5 9% 6/15/14	05/07/2009	10/27/2009	32,258 10	30,473 40	1,784 70	0 00
10000 0000	481247AA2	JP MORGAN CHASE & CO 3 125% 12/01/11	01/06/2009	06/24/2009	10,308 05	10,345 60	-37 55	0 00
30000 0000	580169AM2	MCDONNELL DOUGLAS 9 75% 4/01/12	01/09/2009	05/05/2009	34,871 70	34,768 80	102 90	0 00
30000 0000	71713UAQ5	PHARMACIA CORP 6 5% 12/01/18	01/15/2009	09/14/2009	34,200 00	35,813 70	-1,613 70	0 00
10000 0000	71713UAQ5	PHARMACIA CORP 6 5% 12/01/18	01/15/2009	09/14/2009	11,488 10	11,937 90	-449 80	0 00

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This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2009 Tax Information Statement

Account Number MOR0400
Recipient's Tax ID number 20-3466900
Payer's Federal ID number 20-8007203
Questions? (800)392-9244

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
TITUS FOUNDATION
1050 HUMBOLDT STREET
DENVER, CO 80218

Payer's Name and Address
STATE STREET BANK & TRUST COMPANY
CUSTODIAN FOR MORGAN STANLEY TRUST, NA
919 NORTH MARKET STREET, SUITE 300
WILMINGTON, DE 19081

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
30000 0000	718172AG4	PHILIP MORRIS INTL 6 875% 3/17/14	02/19/2009	06/16/2009	33,555 18	32,488 80	1,066 38	0 00
10000 0000	913017BM0	UNITED TECH CORP 5 375% 12/15/17	01/16/2009	06/17/2009	10,473 20	10,485 70	-12 50	0 00
25000 0000	913017BM0	UNITED TECH CORP 5 375% 12/15/17	01/16/2009	06/25/2009	26,351 50	26,214 25	137 25	0 00
5000 0000	913017BM0	UNITED TECH CORP 5 375% 12/15/17	01/16/2009	06/25/2009	5,239 55	5,242 85	-3 30	0 00
20000 0000	90333WAA6	US BANK NA 6 375% 8/01/11	01/08/2009	01/28/2009	21,360 00	21,381 00	-21 00	0 00
117822 6000	9128274Y5	US TSY NT INFL INDX 3 875% 1/15/09	09/12/2008	01/15/2009	117,822 60	117,992 28	-169 68	0 00
Total Short Term Sales Reported on 1099-B					**612,247 04**	**611,925 28**	**321 76**	**0 00**
Long Term 15% Sales Reported on 1099-B								
100000 0000	364725AC5	GANNETT CO INC 6 375% 4/01/12	10/27/2006	02/13/2009	66,500 00	104,283 00	-37,783 00	0 00
100000 0000	24422EPM5	JOHN DEERE CAP MTN 4 125% 1/15/10	10/27/2006	08/20/2009	101,294 00	99,600 60	1,693 40	0 00
Total Long Term 15% Sales Reported on 1099-B					**167,794 00**	**203,883 60**	**-36,089 60**	**0 00**

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This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported