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 , 2009, and ending ,

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

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

Genesis Foundation
6990 S Polo Ridge Drive
Littleton, CO 80128

A Employer identification number: 84-1481478

B Telephone number (see the instructions): 303-973-7020

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: [X] 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, column (c), line 16) ► $ 2,457,720.

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

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

		(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 (att sch)	2,750.			
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	23,973.	23,973.	23,973.	
	4 Dividends and interest from securities	23,238.	23,238.	23,238.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-111,723.			
	b Gross sales price for all assets on line 6a 568,377.				
	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 and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-61,762.	47,211.	47,211.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	2,750.	1,375.		1,375.
	c Other prof fees (attach sch) See St 2	13,032.	13,032.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 3	5,395.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	58.	28.		28.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,235.	14,435.		1,403.
	25 Contributions, gifts, grants paid Part XV	168,080.			168,080.
	26 **Total expenses and disbursements.** Add lines 24 and 25	189,315.	14,435.	0.	169,483.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-251,077.			
	b **Net investment income** (if negative, enter -0-)		32,776.		
	c **Adjusted net income** (if negative, enter -0-)			47,211.	

RECEIVED
NOV 1 9 2010
OGDEN, UT

SCANNED NOV 24 2010

4

Part II | Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	17,115.	12,764.	12,764.
	2 Savings and temporary cash investments	271,210.	66,774.	66,774.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ► 23,685.			
	Less allowance for doubtful accounts ►	26,236.	23,685.	23,685.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,117.		
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	996,462.	861,876.	1,111,993.
	c Investments – corporate bonds (attach schedule)	422,259.	520,223.	544,504.
	11 Investments – land, buildings, and equipment. basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	698,000.	698,000.	698,000.
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	2,434,399.	2,183,322.	2,457,720.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,434,399.	2,183,322.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	2,434,399.	2,183,322.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	2,434,399.	2,183,322.	

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	2,434,399.
2 Enter amount from Part I, line 27a	2	-251,077.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,183,322.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,183,322.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Various Morgan Stanley - See attached schedule	P	Various	Various
b	Various Morgan Stanley - See attached schedule	P	Various	Various
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			15,821.	-15,821.
b	568,377.		664,279.	-95,902.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-15,821.
b				-95,902.
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** -111,723.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 — **3** -15,821.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	86,710.	2,725,734.	0.031812
2007	154,316.	2,969,956.	0.051959
2006	105,500.	2,778,081.	0.037976
2005	106,780.	2,673,576.	0.039939
2004	66,475.	2,627,701.	0.025298

2	**Total** of line 1, column (d)	2	0.186984
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.037397
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,363,834.
5	Multiply line 4 by line 3	5	88,400.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	328.
7	Add lines 5 and 6	7	88,728.
8	Enter qualifying distributions from Part XII, line 4	8	169,483.

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 the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	328.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	328.
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	328.
6	Credits/Payments				
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a			
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	700.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	700.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	372.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	372.	Refunded ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 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? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► CO			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ► Michael L Iiams Telephone no. ► 303-973-7020

Located at ► 6990 S Polo Ridge Drive Littleton CO ZIP + 4 ► 80123

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 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 the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see instructions) ☐ Yes ☒ No

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b** N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Michael L. Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	President 0	0.	0.	0.
Nancy Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	Secretary 0	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services – (see 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 ► 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** (see instructions)

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.

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	2,360,244.
b Average of monthly cash balances	1b	14,613.
c Fair market value of all other assets (see instructions)	1c	24,974.
d **Total** (add lines 1a, b, and c)	1d	2,399,831.
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	2,399,831.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	35,997.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,363,834.
6 **Minimum investment return.** Enter 5% of line 5	6	118,192.

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	118,192.
2a Tax on investment income for 2009 from Part VI, line 5 2a 328.		
b Income tax for 2009 (This does not include the tax from Part VI) 2b		
c Add lines 2a and 2b	2c	328.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	117,864.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	117,864.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	117,864.

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	169,483.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	169,483.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	328.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	169,155.

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				117,864.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			135,657.	
b Total for prior years: 20 07, 20 ___, 20 ___		26,136.		
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: ► $ 169,483.				
a Applied to 2008, but not more than line 2a			135,657.	
b Applied to undistributed income of prior years (Election required – see instructions)		26,136.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				7,690.
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 instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				110,174.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

Check here ► ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see 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 5				
Total			► **3a**	168,080.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	23,973.	
4 Dividends and interest from securities			14	23,238.	
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	-111,723.	
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)				-64,512.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-64,512.

(See worksheet in the instructions for line 13 to verify calculations)

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

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

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] 11/14/10 ► President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only				
Preparer's signature ►	[signature]	Date 11-13-10	Check if self-employed ► ☐	Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code ►	Trimble West Dye & Ezra CPAs 5990 Greenwood Plaza Blvd. Suite 203 Greenwood Village, CO 80111		EIN ► N/A	
			Phone no ► (303) 220-8899	

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	$ 2,750.	$ 1,375.		$ 1,375.
Total	$ 2,750.	$ 1,375.	$ 0.	$ 1,375.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Management Fees	$ 13,032.	$ 13,032.		
Total	$ 13,032.	$ 13,032.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise tax	$ 7,841.			
Federal income tax	-2,446.			
Total	$ 5,395.	$ 0.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	$ 56.	$ 28.		$ 28.
Penalties and interest	2.			
Total	$ 58.	$ 28.	$ 0.	$ 28.

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Easter Seals 5755 West Alameda Avenue Lakewood, CO 80226	none	501(c)	General	$ 65,000.
Lutheran Family Services 363 South Harlan, Suite 200 Denver, CO 80226	none	501(c)	Senior outreach and birth parent/adoption	65,000.
Littleton Public School Fdn 5776 S. Crocker St. Littleton, CO 80120	none	501c3	General	2,500.
Wilder Elementary School Littleton, CO 80120	none	501(c)	PTO	5,000.
Womens Bean Project 3201 Curtis Street Denver, CO 80205	none	501c3	General	1,000.
Goddard Middle School PTO 3800 West Berry Littleton, CO 80123	none	501(c)	PTO	16,480.
DA Community Partnership 100 Jefferson County Parkway Golden, Co 80419	none	501(c)(3)	general	2,000.
TLC Meals on Wheels 7300 S Clermont Drive Centennial, CO 80122	none	501(c)(3)	general	5,000.
Denver CASA 225 E 16th Avenue #B80 Denver, CO 80203	none	501(c)(3)	general	2,500.
Humane Society of Boulder Valley 2323 55th Street Boulder, CO 80301	none	501(c)(3)	general	2,500.
National Public Radio 635 Massachusetts Avenue, NW Washington, DC 20001	none	501(c)(3)	general	100.
Colorado Public Radio 7409 South Alton Court Centennial, CO 80112	none	501(c)(3)	general	1,000.
			Total	$ 168,080.

Genesis Foundation 84-1481478

Section 49(h)(2) Election As To The Treatment Of Qualifying Distributions

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of undistributed income from the tax year ending:

Tax Year	Amount
2007	26,136.

Signed:

555 California Street
San Francisco, CA 94104
(415) 576-2004

Realized Gains & Losses
14-78K05 : GENESIS FOUNDATION
01/01/2009 to 12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
1,200 000	BANK OF AMERICA CORP	03/06/2007	01/15/2009	60,672 00	9,492 30		(51,179 70)
1,000 000	AFLAC INC USD 10 COM	07/13/2006	01/22/2009	45,529 00	23,723 66		(21,805.34)
350 000	NORFOLK SOUTHERN CORP COM	04/25/2006	02/09/2009	18,948 65	14,214 37		(4,734 28)
400 000	UNITED TECHNOLOGIES CORP COM	01/26/2000	02/17/2009	11,587 50	18,296 57		6,709 07
150 000	AMERICAN TOWER	09/15/2008	03/16/2009	5,776 50	4,405 49	(1,371 01)	
400 000	AMERICAN TOWER	01/25/2008	03/16/2009	14,640 00	11,747 97		(2,892 03)
500 000	AMERICAN TOWER	10/21/2005	03/16/2009	11,685.00	14,684 97		2,999 97
100 000	APPLE INC	09/15/2008	03/16/2009	14,614 00	9,577 94	(5,036 06)	
200 000	APPLE INC	07/15/2008	03/16/2009	34,254 00	19,155 89	(15,098 11)	
250 000	BAKER HUGHES INC	01/05/2005	03/16/2009	10,340 00	7,680.65		(2,659 35)
450 000	BAKER HUGHES INC	05/20/2003	03/16/2009	13,576 50	13,825 18		248 68
500 000	NORFOLK SOUTHERN CORP COM	05/15/2006	03/16/2009	26,792 95	15,809 96		(10,982 99)
150 000	NORFOLK SOUTHERN CORP COM	04/25/2006	03/16/2009	8,120 85	4,742 99		(3,377 86)
450 000	PEPSICO INC COM STK	11/02/2004	03/16/2009	22,451.54	22,090 42		(361 12)
100 000	PHILIP MORRIS INTL	08/05/2003	03/16/2009	2,141 62	3,713 98		1,572 36
450 000	CVS CAREMARK CORP	07/15/2008	04/09/2009	17,014 50	13,406 95	(3,607 55)	
100 000	HSBC HOLDINGS PLC ADR	03/20/2000	05/08/2009	5,875 00	4,385 43		(1,489.57)
400 000	HSBC HOLDINGS PLC ADR	01/26/2000	05/08/2009	24,000 00	17,541 70		(6,458 30)
200,000 000	CATERP FIN SERV SER F MTN SR FLOATER DUE 05/18/2009 @ 100 00	11/03/2008	05/18/2009	200,000 00	200,000 00		
50,000 000	INTERNATIONAL LEASE FINANCE CORP 4 750% DUE 07/01/2009 @ 100 00	07/08/2004	07/01/2009	50,000 00	50,000 00		
50 000	ABBOTT LABS USD COM NPV	11/02/2004	07/15/2009	2,124 50	2,249 45		124 95
450 000	ABBOTT LABS USD COM NPV	11/10/2003	07/15/2009	17,382 55	20,245 02		2,862 47
800 000	ALCOA INC COM	11/18/2008	07/15/2009	7,464 88	8,103 79	638 91	
250 000	COVIDIEN PLC	06/11/2008	07/15/2009	11,866 38	9,129 79		(2,736 59)
100 000	AFLAC INC USD 10 COM	03/16/2009	11/16/2009	1,598 99	4,542 08	2,943 09	
100 000	CISCO SYSTEMS INC	06/04/2001	11/16/2009	1,956 00	2,399 94		443 94

555 California Street
San Francisco, CA 94104
(415) 576-2004

Realized Gains & Losses
14-78K05 : GENESIS FOUNDATION
01/01/2009 to 12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
50 000	DEVON ENERGY CORP COM STK	12/12/2006	11/16/2009	3,544 94	3,552 90		7 96
100 000	EMERSON ELEC CO COM	09/15/2008	11/16/2009	4,324 60	4,267 29		(57 31)
100 000	INTEL CORP COM	12/19/2000	11/16/2009	3,543 75	2,019 95		(1,523 80)
400 000	EMERSON ELEC CO COM	03/16/2009	12/16/2009	10,975 96	16,685 25	5,709 29	
400 000	EMERSON ELEC CO COM	09/15/2008	12/16/2009	17,298 40	16,685 25		(613.15)
	TOTAL PORTFOLIO			680,100.56	568,377.13	(15,821.44)	(95,901.99)

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Taxlot
14-78K05 : GENESIS FOUNDATION
12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
	CASH AND CASH ALTERNATIVES									
BANK DEPOSITS*										
51,428 860	MORGAN STANLEY BANK N A			51,428 86		51,428 86			3 02	
CURRENCIES										
72 000	US DOLLAR			72 00		72.00			0 00	C
	CASH AND CASH ALTERNATIVES			51,500 86		51,500 86	0 00		3 03	
	FIXED INCOME									
275,000 000	AMER EXPR CENTUR MTN SR UNS 5 200% DUE 11/26/2010 @ 100 00	06/09/2009	100 76	277,097 92	103 46	284,509.50	7,411 58	4 32	16 73	C
65,000 000	VERIZON COMMUNICATIO 7 250% DUE 12/01/2010 @ 100 00	08/12/2009	104 73	68,072 34	105 68	68,690.70	618 36	2 00	4 04	C
175,000 000	JPMORGAN CHASE & CO 6 750% DUE 02/01/2011 @ 100 00	11/03/2008	100 03	175,052 57	105 48	184,598 75	9,546 18	6 71	10 86	C
	FIXED INCOME			520,222 83		537,798 95	17,576 12		31 63	
	EQUITIES									
COMMON STOCKS										
Energy										
Oil & Gas Equipment & Services										
1,700 000	WEATHERFORD INTL LTD	03/16/2009	11 53	19,598 11	17 91	30,447 00	10,848 89		1 79	C
Integrated Oil & Gas										
600 000	BP PLC ADRC SPONS ADR	02/09/2009	45 97	27,581 34	57 97	34,782 00	7,200 66	3 36	2 05	C

Securities not purchased through Morgan Stanley PWM may not reflect original acquisition date and book cost This information is not available or supplied by others and may not be accurate
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated. Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Supplemental Report

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Taxlot
14-78K05 : GENESIS FOUNDATION
12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	*Security Description*	*Acquisition Date*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Div or YTM@purch*	*% of *** Portfolio*	*Acct Type*
200 000	BP PLC ADRC SPONS ADR	03/16/2009	38 84	7,767 98	57 97	11,594 00	3,826 02	3 36	0 68	C
800 000	**Total Position**			35,349 32		46,376 00	11,026 68		2 73	
	Integrated Oil & Gas			35,349 32		46,376 00	11,026 68		2 73	
Oil & Gas Exploration & Production										
450 000	DEVON ENERGY CORP COM STK	12/12/2006	70 90	31,904 46	73 50	33,075 00	1,170 54	0 64	1 95	C
Oil & Gas Storage & Transportation										
1,000 000	WILLIAMS COS THE COM	01/04/2006	24 15	24,150 00	21 08	21,080.00	(3,070 00)	0 44	1 24	C
Coal & Consumable Fuels										
400 000	CONSOL ENERGY INC COM	11/02/2004	17 76	7,104 86	49 80	19,920 00	12,815 14	0 40	1 17	C
400 000	CONSOL ENERGY INC COM	03/10/2005	22 06	8,825 18	49 80	19,920 00	11,094 82	0 40	1 17	C
800 000	**Total Position**			15,930 04		39,840 00	23,909 96		2 34	
	Coal & Consumable Fuels			15,930 04		39,840 00	23,909 96		2 34	
	Energy			126,931 93		170,818 00	43,886 07		10 05	
Materials										
Fertilizers & Agricultural Chemicals										
100 000	MONSANTO COMPANY COM STK	06/04/2009	82 05	8,205 00	81 75	8,175 00	(30 00)	1 12	0 48	C
100 000	MONSANTO COMPANY COM STK	07/15/2009	76 45	7,644 99	81 75	8,175 00	530 01	1 12	0 48	C
200 000	**Total Position**			15,849 99		16,350 00	500 01		0 96	
	Fertilizers & Agricultural Chemicals			15,849 99		16,350 00	500 01		0 96	
Diversified Metals & Mining										
100 000	RIO TINTO PLC SPONS ADR	07/15/2009	139 14	13,913 99	215 39	21,539 00	7,625 01	3 20	1 27	C
	Materials			29,763 98		37,889 00	8,125 02		2 23	

Securities not purchased through Morgan Stanley PWM may not reflect original acquisition date and book cost This information is not available or supplied by others and may not be accurate
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Taxlot
14-78K05 : GENESIS FOUNDATION
12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
Industrials										
Aerospace & Defense										
450 000	HONEYWELL INTERNATIONA L INC COM STK	06/10/2004	35 56	16,001 64	39 20	17,640 00	1,638 36	1 21	1 04	C
400 000	HONEYWELL INTERNATIONA L INC COM STK	03/16/2009	27 58	11,031 96	39 20	15,680 00	4,648 04	1 21	0 92	C
850 000	**Total Position**			27,033 60		33,320 00	6,286 40		1 96	
	Aerospace & Defense			27,033 60		33,320 00	6,286 40		1 96	
Industrial Conglomerates										
500.000	GENERAL ELEC CO COM STK USD	10/08/2009	16 29	8,144 95	15 13	7,565 00	(579 95)	0 40	0 44	C
Railroads										
500.000	UNION PACIFIC CORP	03/16/2009	39 80	19,899 95	63 90	31,950 00	12,050 05	1 32	1 88	C
	Industrials			55,078 50		72,835 00	17,756 50		4 28	
Consumer Discretionary										
Automobile Manufacturers										
500 000	BAYERISCHE MOTOREN WERKE AG UNSPONSORED ADR (GERMANY)	09/16/2009	17 44	8,720 00	15 29	7,644 50	(1,075 50)	0 08	0 45	C
Restaurants										
1,000 000	YUM' BRANDS INC	02/08/2005	23 21	23,210 00	34 97	34,970 00	11,760 00	1 00	2 06	C
75 000	YUM' BRANDS INC	11/11/2008	25 77	1,932 70	34 97	2,622 75	690 05	1 00	0 15	C
1,075 000	**Total Position**			25,142 70		37,592 75	12,450 05		2 21	
	Restaurants			25,142 70		37,592 75	12,450 05		2 21	
300 000	DIRECTV GROUP INC CL A	01/25/2008	22 16	6,648 00	33 35	10,005 00	3,357 00		0 59	C

Securities not purchased through Morgan Stanley PWM may not reflect original acquisition date and book cost. This information is not available or supplied by others and may not be accurate
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured.*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Taxlot
14-78K05 : GENESIS FOUNDATION
12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
400 000	DIRECTV GROUP INC CL A	03/10/2008	24 26	9,703 00	33 35	13,340 00	3,637 00		0 78	C
200 000	DIRECTV GROUP INC CL A	06/04/2009	22 36	4,471 00	33 35	6,670 00	2,199 00		0 39	C
400 000	DIRECTV GROUP INC CL A	08/06/2009	24 92	9,967 96	33 35	13,340 00	3,372 04		0 78	C
1,300 000	**Total Position**			30,789 96		43,355 00	12,565 04		2 55	
				30,789 96		43,355 00	12,565 04		2 55	
Department Stores										
200 000	PENNEY(J C) CO INC USD 50 COM STK	08/08/2007	68 68	13,735 00	26 61	5,322 00	(8,413 00)	0 80	0 31	C
200 000	PENNEY(J C) CO INC USD 50 COM STK	01/25/2008	43 29	8,658 00	26 61	5,322 00	(3,336 00)	0 80	0 31	C
400 000	PENNEY(J C) CO INC USD 50 COM STK	07/15/2008	29 20	11,680 00	26 61	10,644 00	(1,036 00)	0 80	0 63	C
100 000	PENNEY(J C) CO INC USD 50 COM STK	11/11/2008	19 23	1,922 93	26 61	2,661 00	738 07	0 80	0 16	C
100 000	PENNEY(J C) CO INC USD 50 COM STK	11/18/2008	16 47	1,647 45	26 61	2,661 00	1,013 55	0 80	0 16	C
1,000 000	**Total Position**			37,643 38		26,610 00	(11,033 38)		1 56	
	Department Stores			37,643 38		26,610 00	(11,033 38)		1 56	
	Consumer Discretionary			102,296 04		115,202 25	12,906 21		6 78	
Consumer Staples										
Drug Retail										
550 000	CVS CAREMARK CORP	07/15/2008	37 81	20,795 50	32 21	17,715 50	(3,080 00)	0 28	1 04	C
500 000	CVS CAREMARK CORP	09/15/2008	36 83	18,412 85	32 21	16,105 00	(2,307 85)	0 28	0 95	C
300 000	CVS CAREMARK CORP	12/03/2008	26 06	7,819 05	32 21	9,663 00	1,843 95	0 28	0 57	C
1,350 000	**Total Position**			47,027 40		43,483 50	(3,543 90)		2 56	
	Drug Retail			47,027 40		43,483.50	(3,543 90)		2 56	

555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Taxlot
14-78K05 : GENESIS FOUNDATION
12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
Tobacco										
600 000	PHILIP MORRIS INTL	08/05/2003	21 42	12,849 69	48 19	28,914 00	16,064 31	2 56	1 70	C
150 000	PHILIP MORRIS INTL	06/10/2004	25 84	3,875 43	48 19	7,228 50	3,353 07	2 56	0 43	C
150.000	PHILIP MORRIS INTL	01/04/2006	40 14	6,020 51	48 19	7,228 50	1,207 99	2 56	0 43	C
150 000	PHILIP MORRIS INTL	05/08/2007	47 76	7,164 10	48 19	7,228 50	64 40	2 56	0 43	C
250 000	PHILIP MORRIS INTL	08/08/2007	48 35	12,086 49	48 19	12,047 50	(38 99)	2 56	0 71	C
1,300 000	**Total Position**			41,996 22		62,647 00	20,650 78		3 68	
	Tobacco			41,996 22		62,647 00	20,650 78		3 68	
	Consumer Staples			89,023 62		106,130 50	17,106 88		6 24	
Health Care										
Health Care Equipment										
1,500 000	BAXTER INTERNATIONAL INC USD1 COM	01/04/2006	38 71	58,065 00	58 68	88,020 00	29,955 00	1 24	5 18	C
Pharmaceuticals										
100 000	ABBOTT LABS USD COM NPV	11/02/2004	42 49	4,249 00	53 99	5,399 00	1,150 00	1 76	0 32	C
300.000	ABBOTT LABS USD COM NPV	02/08/2005	45 22	13,566 00	53 99	16,197 00	2,631 00	1 76	0 95	C
250 000	ABBOTT LABS USD COM NPV	01/25/2008	56 43	14,107 50	53 99	13,497 50	(610 00)	1 76	0 79	C
200 000	ABBOTT LABS USD COM NPV	09/16/2009	46 36	9,272 00	53 99	10,798 00	1,526 00	1 76	0 64	C
850 000	**Total Position**			41,194 50		45,891 50	4,697 00		2 70	
250 000	JOHNSON & JOHNSON COM	04/09/2009	51 31	12,827 50	64 41	16,102 50	3,275 00	1 96	0 95	C
200.000	JOHNSON & JOHNSON COM	05/08/2009	54 91	10,981 38	64 41	12,882 00	1,900 62	1 96	0 76	C
100 000	JOHNSON & JOHNSON COM	10/08/2009	61 07	6,107 00	64 41	6,441 00	334 00	1 96	0 38	C
550 000	**Total Position**			29,915 88		35,425 50	5,509 62		2 08	
	Pharmaceuticals			71,110 38		81,317 00	10,206 62		4 78	
	Health Care			129,175 38		169,337 00	40,161 62		9 96	

Securities not purchased through Morgan Stanley PWM may not reflect original acquisition date and book cost This information is not available or supplied by others and may not be accurate
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated. Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley
Private Wealth Management

555 California Street
San Francisco, CA 94104
(415) 576-2004

Supplemental Report

Portfolio Valuation By Taxlot
14-78K05 : GENESIS FOUNDATION
12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
Financials										
Banks										
100 000	HSBC HOLDINGS PLC ADR	03/20/2000	58 75	5,875 00	57 09	5,709 00	(166 00)	1 70	0 34	C
200 000	HSBC HOLDINGS PLC ADR	03/21/2003	54 05	10,810 00	57 09	11,418.00	608 00	1.70	0 67	C
166 000	HSBC HOLDINGS PLC ADR	03/31/2009	18 49	3,068 94	57 09	9,476 94	6,408 00	1 70	0 56	C
167 000	HSBC HOLDINGS PLC ADR	03/31/2009	18 49	3,087 41	57 09	9,534 03	6,446 62	1 70	0.56	C
633 000	**Total Position**			22,841 35		36,137 97	13,296 62		2 13	
	Banks			22,841 35		36,137 97	13,296 62		2 13	
Asset Management & Custody Banks										
1,000 000	BANK NEW YORK MELLON CORP	04/09/2009	28 73	28,727 00	27 97	27,970 00	(757 00)	0 36	1 64	C
Investment Banking & Brokerage										
250 000	GOLDMAN SACHS GROUP INC	01/25/2008	193 63	48,406 50	168 84	42,210 00	(6,196 50)	1 40	2 48	C
75 000	GOLDMAN SACHS GROUP INC	05/21/2008	179 85	13,488 79	168 84	12,663 00	(825 79)	1 40	0 74	C
325 000	**Total Position**			61,895 29		54,873 00	(7,022 29)		3 23	
	Investment Banking & Brokerage			61,895 29		54,873 00	(7,022 29)		3 23	
Life & Health Insurance										
900 000	AFLAC INC USD 10 COM	03/16/2009	15 99	14,390 91	46 25	41,625.00	27,234 09	1 20	2 45	C
	Financials			127,854 55		160,605 97	32,751 42		9 45	
Information Technology										
Internet Software & Services										
50 000	GOOGLE	09/15/2008	435 85	21,792 50	619 98	30,999 00	9,206 50		1 82	C
Systems Software										
500 000	ORACLE CORP	11/18/2008	16 68	8,341 95	24 53	12,265 00	3,923 05	0 20	0 72	C

Securities not purchased through Morgan Stanley PWM may not reflect original acquisition date and book cost This information is not available or supplied by others and may not be accurate
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured.*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

555 California Street
San Francisco CA 94104
(415) 576-2004

Portfolio Valuation By Taxlot
14-78K05 : GENESIS FOUNDATION
12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
300 000	ORACLE CORP	10/08/2009	20 84	6,251 61	24 53	7,359 00	1,107 39	0 20	0 43	C
800 000	**Total Position**			14,593 56		19,624 00	5,030 44		1 15	
	Systems Software			14,593 56		19,624 00	5,030 44		1 15	
Telecommunications Equipment										
400 000	CISCO SYSTEMS INC	06/04/2001	19 56	7,824 00	23 94	9,576 00	1,752 00		0 56	C
1,000 000	CISCO SYSTEMS INC	06/25/2002	13 58	13,579 00	23 94	23,940 00	10,361 00		1 41	C
600 000	CISCO SYSTEMS INC	09/07/2005	18 41	11,046 00	23 94	14,364 00	3,318 00		0 84	C
2,000 000	**Total Position**			32,449 00		47,880 00	15,431 00		2 82	
	Telecommunications Equipment			32,449 00		47,880 00	15,431 00		2 82	
Computer Hardware										
150 000	APPLE INC	11/11/2008	93 95	14,093 21	210 73	31,609 80	17,516 59		1 86	C
Semiconductors										
200 000	INTEL CORP COM	12/19/2000	35 44	7,087 50	20 40	4,080 00	(3,007 50)	0 56	0 24	C
300 000	INTEL CORP COM	06/04/2001	28 80	8,640 00	20 40	6,120 00	(2,520 00)	0 56	0 36	C
600 000	INTEL CORP COM	10/24/2002	16 25	9,750 00	20 40	12,240 00	2,490 00	0 56	0 72	C
400 000	INTEL CORP COM	09/07/2005	25 73	10,292 00	20 40	8,160 00	(2,132 00)	0 56	0 48	C
500 000	INTEL CORP COM	09/15/2008	19 99	9,995 00	20 40	10,200 00	205 00	0 56	0 60	C
2,000 000	**Total Position**			45,764 50		40,800 00	(4,964 50)		2 40	
	Semiconductors			45,764 50		40,800 00	(4,964 50)		2 40	
	Information Technology			128,692 77		170,912 80	42,220 03		10 05	
Telecommunication Services										
Integrated Telecommunication Services										
750 000	AT&T INC ISIN US00206R1023	03/16/2009	24 69	18,517 43	28 03	21,022 50	2,505 07	1 68	1 24	C

Securities not purchased through Morgan Stanley PWM may not reflect original acquisition date and book cost This information is not available or supplied by others and may not be accurate
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

555 California Street
San Francisco CA 94104
(415) 576-2004

Portfolio Valuation By Taxlot
14-78K05 : GENESIS FOUNDATION
12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Asset Type
Security Type

Shares or Face Value	Security Description	Acquisition Date	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Div or YTM@purch	% of *** Portfolio	Acct Type
300 000	AT&T INC ISIN US00206R1023	07/15/2009	23 89	7,166 97	28 03	8,409 00	1,242 03	1 68	0 49	C
250 000	AT&T INC ISIN US00206R1023	08/06/2009	25 60	6,399 25	28 03	7,007 50	608 25	1 68	0 41	C
200 000	AT&T INC ISIN US00206R1023	09/16/2009	26 46	5,291 46	28 03	5,606 00	314 54	1 68	0 33	C
150 000	AT&T INC ISIN US00206R1023	10/08/2009	26 03	3,903 90	28 03	4,204 50	300 60	1 68	0 25	C
1,650 000	**Total Position**			41,279 01		46,249 50	4,970 49		2 72	
	Integrated Telecommunication Services			41,279 01		46,249 50	4,970 49		2 72	
Wireless Telecommunication Services										
100 000	AMERICA MOVIL SAB DE CV	01/05/2005	16 59	1,658 87	46 98	4,698 00	3,039 13	0 51	0 28	C
600 000	AMERICA MOVIL SAB DE CV	04/11/2005	17 16	10,294 00	46 98	28,188 00	17,894 00	0 51	1 66	C
150 000	AMERICA MOVIL SAB DE CV	09/15/2008	46 35	6,952 50	46 98	7,047 00	94 50	0 51	0 41	C
450 000	AMERICA MOVIL SAB DE CV	12/03/2008	28 61	12,874 95	46 98	21,141 00	8,266 05	0 51	1 24	C
1,300 000	**Total Position**			31,780 32		61,074 00	29,293 68		3.59	
	Wireless Telecommunication Services			31,780 32		61,074 00	29,293 68		3 59	
	Telecommunication Services			73,059 33		107,323 50	34,264 17		6 31	
	COMMON STOCKS			861,876 10		1,111,054 02	249 177 92		65 34	
	EQUITIES			861,876 10		1,111,054 02	249,177 92		65 34	
	TOTAL PORTFOLIO			**1,433,599.79**		**1,700,353.83**	**266,754.04**		**100.00**	
	ACCRUED FIXED INCOME					**6,706.18**				
	OTHER ACCRUED INCOME					**939.00**				
	TOTAL MARKET VALUE					**1,707,999.01**				

Securities not purchased through Morgan Stanley PWM may not reflect original acquisition date and book cost This information is not available or supplied by others and may not be accurate
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*