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 , 20

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.

Name of foundation: THE HUMPHREYS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 555 17TH STREET — Room/suite: 3200

City or town, state, and ZIP code: DENVER, CO 80202

A Employer identification number: 84-6021274

B Telephone number (see page 10 of the instructions): (303) 295-8095

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, col (c), line 16)* ▶ $ 1,610,071.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	36,400.	36,400.		
	4 Dividends and interest from securities	15,679.	15,679.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-141,064.			
	b Gross sales price for all assets on line 6a 556,759.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,055.	1,055.		ATCH 1
	12 **Total.** Add lines 1 through 11	-87,930.	53,134.		
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 schedule) [2]	1,550.	1,317.	0.	233.
	c Other professional fees (attach schedule) [3]	21,310.	18,114.		3,196.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	712.	218.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) [5]	378.	378.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	23,950.	20,027.	0.	3,429.
	25 Contributions, gifts, grants paid	75,500.			75,500.
	26 Total expenses and disbursements Add lines 24 and 25	99,450.	20,027.	0.	78,929.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-187,380.			
	b **Net investment income** (if negative, enter -0-)		33,107.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	72,995.	20,883.	20,884.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) ATCH 6	881,962.	830,457.	891,326.
c Investments - corporate bonds (attach schedule) ATCH 7	758,827.	675,064.	697,860.
11 Investments - land, buildings, and equipment basis ▶ 1.			
Less accumulated depreciation (attach schedule) ▶	1.	1.	1.
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,713,785.	1,526,405.	1,610,071.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted	1,713,785.	1,526,405.	
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			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	1,713,785.	1,526,405.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,713,785.	1,526,405.	

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	1,713,785.
2 Enter amount from Part I, line 27a	2	-187,380.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,526,405.
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	1,526,405.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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				

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	-141,064.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	84,992.	1,760,564.	0.048275
2007	94,449.	1,990,660.	0.047446
2006	87,554.	1,922,836.	0.045534
2005	96,488.	1,696,029.	0.056891
2004	80,456.	1,880,432.	0.042786

2 **Total** of line 1, column (d)	2	0.240932
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	0.048186
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,498,967.
5 Multiply line 4 by line 3	5	72,229.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	331.
7 Add lines 5 and 6	7	72,560.
8 Enter qualifying distributions from Part XII, line 4	8	78,929.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

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 ruling 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	331.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	331.
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	331.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,332.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,332.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,001.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 332. **Refunded** ▶	11	669.

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 page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CO,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KAMI POMERANTZ/HOLLAND & HART Telephone no ▶ 303-295-8095

Located at ▶ 555 17TH ST., #3200 DENVER, CO ZIP + 4 ▶ 80202

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	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 page 20 of the instructions.)	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.)*	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)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 5b
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b — No: 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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ NONE

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 PROVISION OF FUNDING TO 37 CHARITIES FOR CONTINUATION OF THEIR CHARITABLE ACTIVITIES	75,500.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

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	742,686.
b	Average of monthly cash balances	1b	73,407.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	705,701.
d	**Total** (add lines 1a, b, and c)	1d	1,521,794.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,521,794.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	22,827.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,498,967.
6	**Minimum investment return.** Enter 5% of line 5	6	74,948.

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

1	Minimum investment return from Part X, line 6			1	74,948.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	331.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	331.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	74,617.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	74,617.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	74,617.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	78,929.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	78,929.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	331.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	78,598.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				74,617.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005 6,821.				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	6,821.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 78,929.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				74,617.
e Remaining amount distributed out of corpus	4,312.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,133.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	11,133.			
10 Analysis of line 9.				
a Excess from 2005 6,821.				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009 4,312.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ [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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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*				
ATTACHMENT 9				
Total . . . . . . ▶ **3a**				75,500.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of 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					
4 Dividends and interest from securities			14	52,079.	
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	-141,064.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b LITIGATION SETTLE			01	1,055.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-87,930.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -87,930.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		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

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

Samuel P. Guyton | 5/4/10 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Melinda L Brewer	Date 4/28/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00099452
Firm's name (or yours if self-employed), address, and ZIP code	MARRS, SEVIER & COMPANY LLC 230 SOUTH HOLLAND STREET LAKEWOOD, CO 80226		EIN ▶ 84-1315809 Phone no 303-922-6654

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		238 SH AMERICAN TOWER CORP PROPERTY TYPE: SECURITIES				P	11/05/2008	09/29/2009
8,721.		7,447.					1,274.	
		329 SH BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES				P	11/05/2008	03/20/2009
1,997.		7,606.					-5,609.	
		228 SH CATERPILLAR INC PROPERTY TYPE: SECURITIES				P	VAR	03/20/2009
6,230.		10,973.					-4,743.	
		180 SH CHUBB CORPORATION PROPERTY TYPE: SECURITIES				P	06/04/2008	05/28/2009
6,961.		9,640.					-2,679.	
		137 SH CLOROX CO PROPERTY TYPE: SECURITIES				P	03/20/2009	05/28/2009
7,028.		6,795.					233.	
		121 SH CONOCO PHILLIPS PROPERTY TYPE: SECURITIES				P	06/04/2008	03/20/2009
4,624.		11,016.					-6,392.	
		152 SH CONOCO PHILLIPS PROPERTY TYPE: SECURITIES				P	VAR	04/01/2009
6,041.		7,464.					-1,423.	
		453 SH CORNING INC PROPERTY TYPE: SECURITIES				P	06/29/2009	09/29/2009
6,846.		7,365.					-519.	
		94 SH DIAMOND OFFSHORE DRILLING INC					05/28/2009	11/13/2009
9,448.		7,662.					1,786.	
		329 SH DISNEY WALT CO PROPERTY TYPE: SECURITIES				P	12/24/2008	03/20/2009
5,646.		7,320.					-1,674.	
		285 SH DOW CHEM CO PROPERTY TYPE: SECURITIES				P	11/05/2008	03/20/2009
2,175.		7,515.					-5,340.	
		866 SH FIRST AMER INFLATION PRO SEC PROPERTY TYPE: SECURITIES				P	11/05/2008	05/28/2009
8,147.		7,697.					450.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5 SH FIRST SOLAR INC PROPERTY TYPE: SECURITIES				P	07/03/2008	03/20/2009
607.		1,259.					-652.	
		106 SH FRANKLIN RES INC PROPERTY TYPE: SECURITIES				P	11/05/2008	03/20/2009
4,963.		7,390.					-2,427.	
		73 SH GENENTECH INC					03/20/2009	03/25/2009
6,935.		6,844.					91.	
		20 SH GOOGLE INC					06/04/2008	03/20/2009
6,557.		11,451.					-4,894.	
		208 SH HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES				P	12/24/2008	05/28/2009
7,189.		7,203.					-14.	
		474 SH INTEL CORP					11/05/2008	05/28/2009
7,333.		7,313.					20.	
		74 SH IBM PROPERTY TYPE: SECURITIES				P	03/20/2009	09/29/2009
8,802.		6,880.					1,922.	
		18 SH INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES				P	07/03/2008	03/20/2009
1,669.		4,557.					-2,888.	
		103 SH JOHNSON CTLS INC PROPERTY TYPE: SECURITIES				P	06/04/2008	03/20/2009
1,160.		3,421.					-2,261.	
		124 SH KIMBERLY CLARK CORP					11/05/2008	03/20/2009
5,710.		7,416.					-1,706.	
		140 SH KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES				P	12/24/2008	05/28/2009
7,158.		7,318.					-160.	
		25 SH LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES				P	06/04/2008	03/20/2009
1,708.		2,707.					-999.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		64 SH OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES				P	06/04/2008	03/20/2009
3,686.		5,663.					-1,977.	
		4928 SH OPPENHEIMER COM STR					VAR	03/20/2009
13,948.		24,980.					-11,032.	
		178 SH PG&E CORP					03/20/2009	05/28/2009
6,543.		6,938.					-395.	
		167 SH PNC FINANCIAL SERVICES GROUP INC PROPERTY TYPE: SECURITIES				P	12/24/2008	03/20/2009
4,474.		7,167.					-2,693.	
		241 SH PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES				P	03/20/2009	05/28/2009
7,895.		6,491.					1,404.	
		186 SH PHILIP MORRIS INTL					06/04/2008	05/28/2009
7,896.		9,616.					-1,720.	
		296 SH SCHERING PLOUGH CORP PROPERTY TYPE: SECURITIES				P	03/20/2009	05/28/2009
7,134.		6,994.					140.	
		150 SH SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES				P	11/05/2008	03/20/2009
6,222.		7,626.					-1,404.	
		102 SH SIEMENS AG PROPERTY TYPE: SECURITIES				P	12/04/2008	03/20/2009
6,037.		7,222.					-1,185.	
		1 SH SIMON PROPERTY GROUP INC PROPERTY TYPE: SECURITIES				P	03/18/2009	03/20/2009
32.		34.					-2.	
		.42 SH SIMON PROPERTY GROUP INC PROPERTY TYPE: SECURITIES				P	06/04/2008	03/30/2009
13.		42.					-29.	
		.42 SH SIMON PROPERTY GROUP INC PROPERTY TYPE: SECURITIES				P	06/19/2009	07/06/2009
20.		22.					-2.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.53 SH SIMON PROPERTY GROUP INC PROPERTY TYPE: SECURITIES				P	VAR	07/14/2009
26.		20.					6.	
		192 SH ST JUDE MED INC PROPERTY TYPE: SECURITIES				P	03/20/2009	11/13/2009
6,593.		6,919.					-326.	
		.0427 SH TIME WARNER CABLE INC PROPERTY TYPE: SECURITIES				P	07/30/2008	04/03/2009
1.		2.					-1.	
		52 SH TIME WARNER CABLE INC PROPERTY TYPE: SECURITIES				P	07/30/2008	05/28/2009
1,650.		2,225.					-575.	
		.33 SH TIME WARNER INC PROPERTY TYPE: SECURITIES				P	07/30/2008	04/03/2008
7.		11.					-4.	
		35 SH TRANSOCEAN LTD PROPERTY TYPE: SECURITIES				P	06/04/2008	03/20/2009
2,083.		5,044.					-2,961.	
		292 SH US BANCORP PROPERTY TYPE: SECURITIES				P	06/04/2008	03/20/2009
3,936.		9,557.					-5,621.	
		74 SH UNION PACIFIC CORP PROPERTY TYPE: SECURITIES				P	08/26/2008	05/28/2009
3,362.		5,947.					-2,585.	
		51 SH XTO ENERGY INC PROPERTY TYPE: SECURITIES				P	06/04/2008	03/20/2009
1,668.		3,208.					-1,540.	
		50000 AMERICAN EXPRESS 4.75% PROPERTY TYPE: SECURITIES				P	11/28/2007	06/17/2009
50,000.		50,219.					-219.	
		50000 BANK OF AMERICA NA 6% PROPERTY TYPE: SECURITIES				P	07/14/2006	03/23/2009
31,125.		50,533.					-19,408.	
		158 SH BAXTER INTL INC PROPERTY TYPE: SECURITIES				P	06/04/2008	06/29/2009
8,303.		9,725.					-1,422.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		90 SH BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES				P	06/04/2008	11/13/2009
8,803.		10,053.					-1,250.	
		222 SH CVS/CAREMARK CORP PROPERTY TYPE: SECURITIES				P	06/04/2008	11/13/2009
6,664.		9,632.					-2,968.	
		431 SH COMCAST CORP PROPERTY TYPE: SECURITIES				P	06/04/2008	09/29/2009
7,422.		9,766.					-2,344.	
		42 SH DEERE & CO. PROPERTY TYPE: SECURITIES				P	06/04/2008	11/13/2009
2,017.		3,415.					-1,398.	
		202 SH EDISON INTL PROPERTY TYPE: SECURITIES				P	06/04/2008	06/29/2009
6,373.		10,583.					-4,210.	
		7 SH FAIRPOINT COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	11/02/2006	03/20/2009
3.		59.					-56.	
		511 SH FIRST AMER INFLATION PRO SEC PROPERTY TYPE: SECURITIES				P	06/07/2007	05/28/2009
4,803.		4,779.					24.	
		16 SH FIRST SOLAR INC PROPERTY TYPE: SECURITIES				P	07/03/2008	09/29/2009
2,443.		4,028.					-1,585.	
		22 SH GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	11/02/2006	05/28/2009
3,171.		4,100.					-929.	
		50000 IBM CORP 4.25% PROPERTY TYPE: SECURITIES				P	11/12/2003	09/15/2009
50,000.		50,590.					-590.	
		50000 ILLINOIS TOOL WK 5.75% PROPERTY TYPE: SECURITIES				P	11/02/2006	03/01/2009
50,000.		50,845.					-845.	
		231 SH JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	06/04/2008	09/29/2009
10,384.		9,558.					826.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		186 SH JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	03/23/2005	09/29/2009
11,347.		12,564.					-1,217.	
		351 SH KROGER CO PROPERTY TYPE: SECURITIES				P	06/04/2008	09/29/2009
7,242.		9,666.					-2,424.	
		64 SH LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES				P	06/04/2008	11/13/2009
4,856.		6,930.					-2,074.	
		75000 MARSHALL ILSLEY 5.35% PROPERTY TYPE: SECURITIES				P	09/19/2007	02/25/2009
55,125.		75,146.					-20,021.	
		58 SH OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES				P	06/04/2008	06/29/2009
3,824.		5,132.					-1,308.	
		223 SH PUBLIC SVC ENTERPRISE GROUP INC PROPERTY TYPE: SECURITIES				P	06/04/2008	11/13/2009
7,018.		9,790.					-2,772.	
		59.58 SH SIMON PROPERTY CROUP INC PROPERTY TYPE: SECURITIES				P	06/04/2008	07/06/2009
2,904.		5,970.					-3,066.	
		207 SH TIME WARNER INC PROPERTY TYPE: SECURITIES				P	07/30/2008	09/29/2009
6,051.		6,753.					-702.	
TOTAL GAIN(LOSS)		....					-141,064.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LITIGATION SETTLEMENT	1,055.	1,055.
TOTALS	1,055.	1,055.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,550.	1,317.		233.
TOTALS	1,550.	1,317.	0.	233.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ACCOUNT MANAGEMENT FEE	21,310.	18,114.	3,196.
TOTALS	21,310.	18,114.	3,196.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	218.	218.
FEDERAL EXCISE TAX	494.	
TOTALS	712.	218.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OFFICE EXPENSES	60.	60.
BANK FEES	303.	303.
ACCRUED INTEREST	15.	15.
TOTALS	378.	378.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
156 ABBOTT LABS	8,948.	8,948.	8,422.
264 ADOBE SYS INC	7,355.	7,355.	9,710.
97 AMAZON COM INC.	0.	6,742.	13,048.
206 AMERICAN EXPRESS CO	0.	8,279.	8,347.
238 AMERICAN TOWER CORP	7,447.	0.	0.
142 AMGEN, INC.	9,073.	9,073.	8,033.
163 ANADARKO PETROLEUM CORP	0.	6,680.	10,174.
108 APACHE CORP	5,918.	5,918.	11,142.
75 APPLE INC	13,914.	13,914.	15,805.
506 APPLIED MATLS INC	9,786.	9,786.	7,054.
252 ARCHER DANIELS MIDLAND	0.	8,240.	7,890.
276 AT&T	10,628.	10,628.	7,736.
140 AVALOBAY CMNTS INC	0.	6,372.	11,495.
241 AVON PRODS INC.	0.	8,141.	7,592.
668 BANK OF AMERICA CORP.	7,606.	7,401.	10,060.
158 BAXTER INTL INC	9,725.	0.	0.
272 BEST BUY COMPANY INC.	7,221.	7,221.	10,733.
349 BROADCOM CORP CL A	9,778.	9,778.	10,983.
90 BURLINGTON NORTHN SANTA FE	10,053.	0.	0.
255 CATERPILLAR INC	10,973.	8,198.	7,922.
465 CISCO SYS INC.	0.	10,895.	11,132.
101 CHEVRON CORPORATION	0.	6,693.	7,776.
180 CHUBB CORP	9,640.	0.	0.
101 COLGATE PALMOLIVE CO	0.	8,248.	8,297.
431 COMCAST CORP	9,766.	0.	0.
273 CONOCOPHILLIPS	18,480.	0.	0.
222 CVS/CAREMARK CORP	9,632.	6,798.	8,214.
42 DEERE & CO	3,415.	0.	0.
329 DISNEY WALT CO	7,320.	0.	0.
285 DOW CHEM CO	7,515.	0.	0.
202 EDISON INTL	10,583.	0.	0.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6 (CONT'D)

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
146 EXPRESS SCRIPTS INC	9,216.	9,216.	12,617.
112 EXXON MOBIL	9,195.	9,195.	7,637.
7 FAIRPOINT COMMUNICATIONS	61.	0.	0.
135 FIRST ENERGY CORP	7,261.	7,261.	6,271.
21 FIRST SOLAR INC.	5,287.	0.	0.
106 FRANKLIN RES INC.	7,390.	0.	0.
147 FREEPORT MCMORAN COPPER	0.	7,733.	11,803.
132 GENERAL DYNAMICS CORP	5,336.	5,336.	8,998.
516 GENERAL ELECTRIC CO.	0.	8,137.	7,807.
224 GILEAD SCIENCES INC	12,625.	12,625.	9,692.
69 GOLDMAN SACHS GROUP INC.	4,100.	6,707.	11,650.
25 GOOGLE INC	23,860.	12,409.	15,500.
145 HESS CORP	0.	8,211.	8,773.
250 HEWLETT PACKARD CO	16,888.	9,685.	12,878.
474 INTEL CORP.	7,313.	0.	0.
118 IBM	1,580.	1,580.	15,446.
18 INTUITIVE SURGICAL INC	4,557.	0.	0.
186 JOHNSON & JOHNSON	12,564.	0.	0.
273 JP MORGAN CHASE & CO	9,558.	6,454.	11,376.
103 JOHNSON CTIS INC	3,421.	0.	0.
355 JUNIPER NETWORKS INC	8,949.	8,949.	9,468.
242 KLA - TENACORE CORP	8,716.	8,716.	8,751.
264 KIMBERLY CLARK CORP	14,733.	0.	0.
351 KROGER CORP	9,666.	0.	0.
89 LOCKHEED MARTIN CORP	9,637.	0.	0.
35 MASTERCARD INC.	0.	8,192.	8,959.
261 MERCK AND CO INC.	0.	6,930.	9,537.
161 METLIFE INC	9,524.	9,524.	5,691.
45 MONSANTO CO	5,976.	5,976.	3,679.
144 NIKE	9,704.	9,704.	9,514.
137 NORTHERN TR CORP	0.	7,525.	7,179.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6 (CONT'D)

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
179 NUCOR CORP	0.	6,707.	8,350.
250 OCCIDENTAL PETE CORP	17,966.	14,805.	20,338.
178 PNC FINANCIAL SERVICES GRP	7,167.	7,636.	9,397.
288 PEPSICO INC.	8,499.	15,490.	17,510.
880 PFIZER INC.	7,303.	15,504.	16,007.
186 PHILLIP MORRIS INTL INC	9,616.	0.	0.
189 PRUDENTIAL FINANCIAL	0.	7,411.	9,405.
223 PUBLIC SVC ENTERPRISE GRP	9,790.	0.	0.
306 QUALCOMM INC.	9,742.	9,742.	14,156.
60 SIMON PROPERTY GROUP INC	6,027.	0.	0.
395 STAPLES INC	7,616.	7,616.	9,713.
271 TJX COS INC	0.	6,661.	9,905.
66 T ROWE PRICE GROUP INC	3,841.	3,841.	3,515.
168 TARGET CORPORATION	0.	7,990.	8,126.
69 THERMO FISHER SCIENTIFIC	4,032.	4,032.	3,291.
622 TIME WARNER INC	8,984.	0.	0.
35 TRANSOCEAN LTD	5,044.	0.	0.
218 TRAVELERS COS INC	10,749.	10,749.	10,869.
320 UNITED HEALTH GROUP INC	0.	6,537.	9,754.
315 UNITED TECHNOLOGIES CORP	6,148.	6,148.	12,910.
361 US BANCORP	9,557.	7,974.	8,126.
74 UNION PAC CORP	5,947.	0.	0.
400 VERIZON COMMUNICATIONS	14,130.	14,130.	13,252.
166 WAL MART STORES INC.	9,543.	9,543.	8,873.
234 WASTE MGMT INC	7,269.	7,269.	7,912.
573 WELLS FARGO & CO	6,534.	13,933.	15,465.
51 XTO ENERGY INC	3,208.	0.	0.
357 XILINX INC.	9,970.	9,970.	8,946.
1671 ISHARE MSCI EMERG MKT INX	15,055.	58,622.	69,347.
7881 LAUDUS INTL MRKTMASTERS	177,556.	177,556.	126,256.
139 ACE LTD	7,565.	7,565.	7,006.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6 (CONT'D)

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
1760 SH ALCATEL LUCENT ADR	0.	8,008.	5,843.
184 BHP BILLITON LIMITED	7,285.	7,285.	14,091.
235 NESTLE SA SPONSORED	11,619.	11,619.	11,362.
150 SCHLUMBERGER LTD	7,626.	0.	0.
102 SIEMENS AG	7,222.	0.	0.
4928 COMMODITY STRATEGY TOT RT	24,980.	0.	0.
1377 FIRST AMER INFLATION	12,479.	0.	0.
153 TEVA PHARMACEUTICAL IND	0.	7,507.	8,596.
132 TOTAL SA ADR	0.	6,690.	8,453.
545 WEATHERFORD INTERNATION	0.	6,544.	9,761.
TOTALS	881,962.	830,457.	891,326.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
50,000 IBM CORP	50,590.	0.	0.
50,000 ILLINOIS TOOL WORKS	50,845.	0.	0.
50,000 WACHOVIA CORP	49,660.	49,660.	52,136.
50,000 CREDIT SUISSE FB USA IN	51,140.	51,140.	53,919.
25,000 BEAR STEARNS & CO INC.	24,627.	24,627.	27,508.
50,000 BANK OF AMERICA NA	50,533.	0.	0.
50,000 AMERICAN EXPRESS	50,219.	0.	0.
75,000 HOUSEHOLD FINANCE	76,704.	76,704.	77,095.
75,000 MARSHALL & IISLEY CORP	75,146.	0.	0.
50,000 CHARTER ONE BANK FSB SR	50,725.	50,725.	51,067.
50,000 ABBOTT LABORATORIES	51,933.	51,933.	53,032.
75,000 MCGRAW HILL	76,293.	76,293.	79,387.
50,000 GENERAL ELEC. CAP CORP	50,111.	50,111.	51,965.
50,000 HONEYWELL INTL	50,301.	50,301.	52,492.
25,000 PFIZER INC	0.	25,255.	26,441.
25,000 BERKSHIRE HATHAWAY FIN	0.	25,730.	26,882.
25,000 DISNEY WALT CO	0.	25,682.	26,556.
25,000 AT&T INC.	0.	25,318.	26,582.
25,000 CONOCOPHILIPS CANADA	0.	25,734.	26,796.
6,633 SH FIRST AMERICAN ST	0.	65,851.	66,002.
TOTALS	758,827.	675,064.	697,860.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SAMUEL P. GUYTON 555 17TH STREET 3200 DENVER, CO 80202	PRESIDENT, DIRECTOR 3.00	0.	0.	0.
CLAUDE M. MAER, JR. 555 17TH STREET 3200 DENVER, CO 80202	DIRECTOR 2.00	0.	0.	0.
KAMI POMERANTZ 555 17TH STREET 3200 DENVER, CO 80202	VP, TREASURER, DIRECTOR 3.00	0.	0.	0.
JEAN GUYTON 555 17TH STREET 3200 DENVER, CO 80202	SECRETARY 2.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEGAL AID FOUNDATION OF COLORADO 1900 GRANT STREET DENVER, CO 80203	NONE 501(C)(3)	MISCELLANEOUS EXPENSE ASSIST INDIGENT	1,000
MI CASA RESOURCE CENTER FOR WOMEN 571 GALAPAGO STREET DENVER, CO 80202-5032	NONE 501(C)(3)	EMPLOYMENT TRAINING FOR HISPANIC WOMEN	2,500
REBUILDING TOGETHER 1899 L STREET SUITE 1000 WASHINGTON DC, 20036	NONE 501(C)(3)	PROVIDE AFFORDABLE HOUSING	2,000
SAFEHOUSE DENVER, INC 1649 DOWNING STREET DENVER, CO 80218	NONE 501(C)(3)	SHELTER AND SUPPORT FOR THE NEEDY	2,000.
SALVATION ARMY 1370 PENNLYLVANIA STREET DENVER, CO 80201	NONE 501(C)(3)	PROVIDE HUMAN NEED SERVICES	3,000.
SAVE OUR YOUTH 3443 WEST 23RD AVENUE DENVER, CO 80211	NONE 501(C)(3)	OUTREACH TO CHILDREN IN THE COMMUNITY	1,000.
SENIORS, INC 5840 E EVANS AVE DENVER, CO 80222	NONE 501(C)(3)	SERVICES FOR INDIGENT ELDERLY	1,000
UNIVERSITY OF COLORADO CANCER CENTER 4200 E. 9TH AVENUE, 8188 DENVER, CO 80262	NONE 501(C)(3)	MEDICAL RESEARCH	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT ST BOULDER, CO 80309-0471	NONE 501(C)(3)	EDUCATION	1,000
VOLUNTEERS FOR OUTDOOR COLORADO 600 S MARION PARKWAY DENVER, CO 80209	NONE 501(C)(3)	OUTDOOR EDUCATION AND CONSERVATION	500.
WEBB-WARING INSTITUTE FOR CANCER 4200 EAST 9TH AVENUE DENVER, CO 80220	NONE 501(C)(3)	MEDICAL RESEARCH	1,500
WESTERN MUSEUM OF MINING & INDUSTRY 1025 NORTH GATE ROAD COLORADO SPRINGS, CO 80921	NONE 501(C)(3)	EXIBITION OF CULTURAL MINING HISTORY	2,000.
NATIONAL JEWISH MEDICAL AND RESEARCH CENTER 1400 JACKSON DENVER, CO 80206	NONE 501(C)(3)	MEDICAL RESEARCH	2,000
ALZHEIMER'S ASSOCIATION - ROCKY MOUNTAIN CHAPTER 789 SHERMAN STREET, SUITE 500 DENVER, CO 80203-3532	NONE 501(C)(3)	MEDICAL CARE	4,000
ARCHDIOCESE OF DENVER SAMARITAN SHELTER PO BOX 19020 DENVER, CO 80219	NONE 501(C)(3)	INDIGENT CARE	2,000
SAME CAFE 2023 E COLFAX AVE. DENVER, CO 80206	NONE 501(C)(3)	PROVIDE HEALTHY FOOD FOR EVERYONE	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLORADO CENTER ON LAW AND POLICY 623 FOX, SUITE 300 DENVER, CO 80204	NONE 501(C)(3)	EDUCATION AND INDIGENT SUPPORT	1,000
COLORADO HISTORICAL SOCIETY 1300 BROADWAY DENVER, CO 80203	NONE 501(C)(3)	HISTORIC PRESERVATION	1,000
COLORADO SYMPHONY ASSOCIATION 1036 14TH STREET DENVER, CO 80202	NONE 501(C)(3)	CULTURAL EDUCATION	2,000
COLORADO UPLIFT 1888 SHERMAN STREET, SUITE 570 DENVER, CO 80203	NONE 501(C)(3)	EDUCATION/CHARITY	4,000
COMPA FOOD MINISTRY 4120 BRIGHTON BLVD DENVER, CO 80216	NONE 501(C)(3)	INDIGENT MEALS	3,000.
THE DENVER ART MUSEUM 100 WEST 14TH AVENUE PARKWAY DENVER, CO 80204	NONE 501(C)(3)	CULTURAL EDUCATION	2,500
DENVER MUSUEM OF NATURE AND SCIENCE 2001 COLORADO BLVD. DENVER, CO 80205-5798	NONE 501(C)(3)	EXHIBITIONS-WILDLIFE, HISTORIC CIVILIZATIONS	2,000
HEALTH SET 4200 WEST CONEJOS, #436 DENVER, CO 80204	NONE 501(C)(3)	MEDICAL CARE	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PUBLIC EDUCATION & BUSINESS COALITIN 1410 GRANT ST. SUITE A-101 DENVER, CO 80203	NONE 501(C)(3)	EONTINUAL IMPROVEMENT OF K-12 PUBLIC EDUCATION	1,500
KARIS COMMUNITY HOME 1361 DETROIT DENVER, CO 80206	NONE 501(C)(3)	PROVIDE HOUSING FOR THE MENTALLY DISTURBED	2,000
KEMPE CHILDREN'S FOUNDATION 1056 EAST 19TH AVENUE, B138 DENVER, CO 80218	NONE 501(C)(3)	MEDICAL RESEARCH	2,000
COLORADO COALITION FOR THE HOMELESS 2100 BROADWAY DENVER, CO 80205-5798	NONE 501(C)(3)	ASSISTANCE FOR THE HOMELESS	2,500
ENERGY OUTREACH COLORADO 225 E 16TH AVE. #200 DENVER, CO 80203-1612	NONE 501(C)(3)	ENERGY ASSISTANCE	3,000.
SUMMER SCHOLARS 3401 QUEBEC ST. #5010 DENVER, CO 80207	NONE 501(C)(3)	PROMOTE ACADEMIC SUCCESS FOR STRUGGLING ELEMENTARY STUDENTS	2,000
HABITAT FOR HUMANITY FOR COLORADO PO BOX 40636 DENVER, CO 80204	NONE 501(C)(3)	BUILD AFFORDABLE HOMES FOR PEOPLE IN NEED	1,500
AMERICAN RED CROSS -PALM BEACH CHAPTER 756 HI-MOUNT ROAD PALM BEACH, CA 33480	NONE 501(C)(3)	DISASTER RELIEF	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH FAMILY SERVICES OF DENVER 3201 S TAMARAC DR DENVER, CO 80231	NONE 501(C)(3)	RESTORE WELL-BEING TO THE VULNERABLE	3,000
CONFLICT CENTER 4140 TEJON ST DENVER, CO	NONE 501(C)(3)	VIOLENCE PROVENTION	1,000.
VOLUNTEERS OF AMERICA 2660 LARIMER STREET DENVER, CO 80205	NONE 501(C)(3)	WORK WITH INDIGENT AND HOMELESS	2,000
HORIZONS P O BOX 18478 BOULDER, CO 80308	NONE 501(C)(3)	COMMUNITY DEVELOPMENT	2,000
HOSPICE OF METRO DENVER 425 SOUTH CHERRY STREET, #700 DENVER, CO 80246-1234	NONE 501(C)(3)	MEDICAL CARE FOR THE TERMINALLY ILL	3,000.
		TOTAL CONTRIBUTIONS PAID	75,500.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: THE HUMPHREYS FOUNDATION

Employer identification number: 84-6021274

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-71,102.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-71,102.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-69,962.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-69,962.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-71,102.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-69,962.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-141,064.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of		
a	The loss on line 15, column (3) **or** b $3,000	16	(3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: THE HUMPHREYS FOUNDATION

Employer identification number: 84-6021274

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
238 SH AMERICAN TOWER CORP	11/05/2008	09/29/2009	8,721.	7,447.	1,274.
329 SH BANK OF AMERICA CORP	11/05/2008	03/20/2009	1,997.	7,606.	-5,609.
228 SH CATERPILLAR INC		03/20/2009	6,230.	10,973.	-4,743.
180 SH CHUBB CORPORATION	06/04/2008	05/28/2009	6,961.	9,640.	-2,679.
137 SH CLOROX CO	03/20/2009	05/28/2009	7,028.	6,795.	233.
121 SH CONOCO PHILLIPS	06/04/2008	03/20/2009	4,624.	11,016.	-6,392.
152 SH CONOCO PHILLIPS		04/01/2009	6,041.	7,464.	-1,423.
453 SH CORNING INC	06/29/2009	09/29/2009	6,846.	7,365.	-519.
94 SH DIAMOND OFFSHORE DRILLING INC	05/28/2009	11/13/2009	9,448.	7,662.	1,786.
329 SH DISNEY WALT CO	12/24/2008	03/20/2009	5,646.	7,320.	-1,674.
285 SH DOW CHEM CO	11/05/2008	03/20/2009	2,175.	7,515.	-5,340.
866 SH FIRST AMER INFLATION PRO SEC	11/05/2008	05/28/2009	8,147.	7,697.	450.
5 SH FIRST SOLAR INC	07/03/2008	03/20/2009	607.	1,259.	-652.
106 SH FRANKLIN RES INC	11/05/2008	03/20/2009	4,963.	7,390.	-2,427.
73 SH GENENTECH INC	03/20/2009	03/25/2009	6,935.	6,844.	91.
20 SH GOOGLE INC	06/04/2008	03/20/2009	6,557.	11,451.	-4,894.
208 SH HEWLETT PACKARD CO	12/24/2008	05/28/2009	7,189.	7,203.	-14.
474 SH INTEL CORP	11/05/2008	05/28/2009	7,333.	7,313.	20.
74 SH IBM	03/20/2009	09/29/2009	8,802.	6,880.	1,922.
18 SH INTUITIVE SURGICAL INC	07/03/2008	03/20/2009	1,669.	4,557.	-2,888.
103 SH JOHNSON CTLS INC	06/04/2008	03/20/2009	1,160.	3,421.	-2,261.
124 SH KIMBERLY CLARK CORP	11/05/2008	03/20/2009	5,710.	7,416.	-1,706.
140 SH KIMBERLY CLARK CORP	12/24/2008	05/28/2009	7,158.	7,318.	-160.
25 SH LOCKHEED MARTIN CORP	06/04/2008	03/20/2009	1,708.	2,707.	-999.
64 SH OCCIDENTAL PETROLEUM CORP	06/04/2008	03/20/2009	3,686.	5,663.	-1,977.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

JSA
9F1221 3 000

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: THE HUMPHREYS FOUNDATION

Employer identification number: 84-6021274

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 4928 SH OPPENHEIMER COM STR		03/20/2009	13,948.	24,980.	-11,032.
178 SH PG&E CORP	03/20/2009	05/28/2009	6,543.	6,938.	-395.
167 SH PNC FINANCIAL SERVICES GROUP INC	12/24/2008	03/20/2009	4,474.	7,167.	-2,693.
241 SH PEABODY ENERGY CORP	03/20/2009	05/28/2009	7,895.	6,491.	1,404.
186 SH PHILIP MORRIS INTL	06/04/2008	05/28/2009	7,896.	9,616.	-1,720.
296 SH SCHERING PLOUGH CORP	03/20/2009	05/28/2009	7,134.	6,994.	140.
150 SH SCHLUMBERGER LTD	11/05/2008	03/20/2009	6,222.	7,626.	-1,404.
102 SH SIEMENS AG	12/04/2008	03/20/2009	6,037.	7,222.	-1,185.
1 SH SIMON PROPERTY GROUP INC	03/18/2009	03/20/2009	32.	34.	-2.
.42 SH SIMON PROPERTY GROUP INC	06/04/2008	03/30/2009	13.	42.	-29.
.42 SH SIMON PROPERTY GROUP INC	06/19/2009	07/06/2009	20.	22.	-2.
.53 SH SIMON PROPERTY GROUP INC		07/14/2009	26.	20.	6.
192 SH ST JUDE MED INC	03/20/2009	11/13/2009	6,593.	6,919.	-326.
.0427 SH TIME WARNER CABLE INC	07/30/2008	04/03/2009	1.	2.	-1.
52 SH TIME WARNER CABLE INC	07/30/2008	05/28/2009	1,650.	2,225.	-575.
35 SH TRANSOCEAN LTD	06/04/2008	03/20/2009	2,083.	5,044.	-2,961.
292 SH US BANCORP	06/04/2008	03/20/2009	3,936.	9,557.	-5,621.
74 SH UNION PACIFIC CORP	08/26/2008	05/28/2009	3,362.	5,947.	-2,585.
51 SH XTO ENERGY INC	06/04/2008	03/20/2009	1,668.	3,208.	-1,540.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -71,102.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a .33 SH TIME WARNER INC	07/30/2008	04/03/2008	7.	11.	-4.
50000 AMERICAN EXPRESS 4.75%	11/28/2007	06/17/2009	50,000.	50,219.	-219.
50000 BANK OF AMERICA NA 6%	07/14/2006	03/23/2009	31,125.	50,533.	-19,408.
158 SH BAXTER INTL INC	06/04/2008	06/29/2009	8,303.	9,725.	-1,422.
90 SH BURLINGTON NORTHERN SANTA FE CORP	06/04/2008	11/13/2009	8,803.	10,053.	-1,250.
222 SH CVS/CAREMARK CORP	06/04/2008	11/13/2009	6,664.	9,632.	-2,968.
431 SH COMCAST CORP	06/04/2008	09/29/2009	7,422.	9,766.	-2,344.
42 SH DEERE & CO.	06/04/2008	11/13/2009	2,017.	3,415.	-1,398.
202 SH EDISON INTL	06/04/2008	06/29/2009	6,373.	10,583.	-4,210.
7 SH FAIRPOINT COMMUNICATI ONS INC	11/02/2006	03/20/2009	3.	59.	-56.
511 SH FIRST AMER INFLATION PRO SEC	06/07/2007	05/28/2009	4,803.	4,779.	24.
16 SH FIRST SOLAR INC	07/03/2008	09/29/2009	2,443.	4,028.	-1,585.
22 SH GOLDMAN SACHS GROUP INC	11/02/2006	05/28/2009	3,171.	4,100.	-929.
50000 IBM CORP 4.25%	11/12/2003	09/15/2009	50,000.	50,590.	-590.
50000 ILLINOIS TOOL WK 5.75%	11/02/2006	03/01/2009	50,000.	50,845.	-845.
231 SH JP MORGAN CHASE & CO	06/04/2008	09/29/2009	10,384.	9,558.	826.
186 SH JOHNSON & JOHNSON	03/23/2005	09/29/2009	11,347.	12,564.	-1,217.
351 SH KROGER CO	06/04/2008	09/29/2009	7,242.	9,666.	-2,424.
64 SH LOCKHEED MARTIN CORP	06/04/2008	11/13/2009	4,856.	6,930.	-2,074.
75000 MARSHALL ILSLEY 5.35%	09/19/2007	02/25/2009	55,125.	75,146.	-20,021.
58 SH OCCIDENTAL PETROLEUM CORP	06/04/2008	06/29/2009	3,824.	5,132.	-1,308.
223 SH PUBLIC SVC ENTERPRISE GROUP INC	06/04/2008	11/13/2009	7,018.	9,790.	-2,772.
59.58 SH SIMON PROPERTY CROUP INC	06/04/2008	07/06/2009	2,904.	5,970.	-3,066.
207 SH TIME WARNER INC	07/30/2008	09/29/2009	6,051.	6,753.	-702.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-69,962.