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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 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.	Name of foundation The Williams Family Foundation		A Employer identification number 84-6023379
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (970) 867-1199
	City or town	State ZIP code	C If exemption application is pending, check here ☐
	Fort Morgan	CO 80701	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 12,423,150.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses

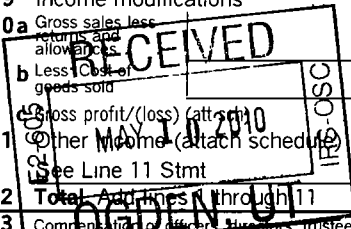
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	4,801.	4,801.		
4 Dividends and interest from securities	423,810.	423,810.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	86,256.			
b Gross sales price for all assets on line 6a	430,480.			
7 Capital gain net income (from Part IV, line 2)		86,256.		
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/(loss) (attach schedule)				
11 Other income (attach schedule) See Line 11 Stmt	6,625.	4,715.		
12 Total. Add lines 1 through 11	521,492.	519,582.		
13 Compensation to officers, directors, trustees, etc	12,000.	6,000.		6,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) L-16a Stmt	3,780.	1,890.		1,890.
b Accounting fees (attach sch) L-16b Stmt	2,455.	1,228.		1,227.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	4,524.	183.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	204.	204.		
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	1,000.	1,000.		
24 Total operating and administrative expenses. Add lines 13 through 23	23,963.	10,505.		9,117.
25 Contributions, gifts, grants paid	878,323.			878,323.
26 Total expenses and disbursements. Add lines 24 and 25	902,286.	10,505.		887,440.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-380,794.			
b Net investment income (if negative, enter -0-)		509,077.		
c Adjusted net income (if negative, enter -0-)				

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REVENUE

ADMINISTRATIVE EXPENSES AND DISBURSEMENTS



P 8

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	425,181.	540,143.	545,067.
	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)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule) L-10a Stmt	23,623.	15,260.	18,821.
	b Investments – corporate stock (attach schedule) L-10b Stmt	1,403,022.	1,350,482.	10,295,878.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	1,569,624.	1,588,488.	1,482,567.
	11 Investments – land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	49,380.	50,670.	80,817.
	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)	3,470,830.	3,545,043.	12,423,150.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	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)			
	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	3,470,830.	3,545,043.	
NET ASSETS OR FUND BALANCES	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)	3,470,830.	3,545,043.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,470,830.	3,545,043.	

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	3,470,830.
2	Enter amount from Part I, line 27a	2	-380,794.
3	Other increases not included in line 2 (itemize) <u>Excess FMV over cost of donated stock</u>	3	455,007.
4	Add lines 1, 2, and 3	4	3,545,043.
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	3,545,043.

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 JP Morgan Chase		P	various	01/15/09
b Ford Motor Co		P	various	02/26/09
c 3007 shares Tim Hortons		P	various	02/26/09
d 1960 shares Allergan		P	various	02/20/09
e See Columns (a) thru (d)				

(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 50,000.		48,313.	1,687.
b 3,995.		24,531.	-20,536.
c 73,366.		9,186.	64,180.
d 77,936.		4,763.	73,173.
e See Columns (e) thru (h)		257,430.	-32,248.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a 0.	0.	0.	1,687.
b			-20,536.
c 0.	0.	0.	64,180.
d 0.	0.	0.	73,173.
e See Columns (i) thru (l)			-32,248.

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	86,256.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8			

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	1,031,568.	14,726,791.	0.070047
2007	964,654.	16,572,111.	0.058209
2006	693,341.	15,256,102.	0.045447
2005	723,349.	14,344,372.	0.050427
2004	694,548.	13,146,912.	0.052830

2 Total of line 1, column (d)	2	0.276960
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	0.055392
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,155,106.
5 Multiply line 4 by line 3	5	617,904.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,091.
7 Add lines 5 and 6	7	622,995.
8 Enter qualifying distributions from Part XII, line 4	8	887,440.

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.)		1	5,091.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	5,091.
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	5,091.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	4,920.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,920.	
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	171.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 0. Refunded ☒	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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?	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 XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>CO - Colorado</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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? Website address <u>N/A</u>	13		X
14	The books are in care of <u>Edward L. Zorn</u> Telephone no <u>(970) 867-1199</u> Located at <u>626 E. Platte Ave., Ft Morgan, CO</u> ZIP + 4 <u>80701</u>			
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 <u>15</u>			

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
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	
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?	1 c	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 <u>20__ , 20__ , 20__ , 20__</u>		
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.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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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

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

If 'Yes' to 6b, file Form 8870

X

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 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
Edward L Zorn 626 E. Platte Avenue Fort Morgan CO 80701	Trustee 3.00	3,000.	0.	0.
Patrick L Thompson 17437 Hwy 34 Fort Morgan CO 80701	Trustee 3.00	3,000.	0.	0.
Kathy Thompson 17437 Hwy 34 Fort Morgan CO 80701	Trustee 3.00	3,000.	0.	0.
Shaun Thompson 20301 US Hwy 52 Fort Morgan CO 80701	Trustee 3.00	3,000.	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				
0				
0				
0				
0				

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 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 N/a-None	
	0.
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-None	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	10,704,782.
b Average of monthly cash balances	1 b	620,199.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	11,324,981.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	11,324,981.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	169,875.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,155,106.
6 Minimum investment return. Enter 5% of line 5	6	557,755.

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	557,755.
2a Tax on investment income for 2009 from Part VI, line 5	2 a	5,091.	
b Income tax for 2009 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	5,091.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	552,664.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	552,664.	
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	552,664.	

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	1 a	887,440.
b Program-related investments — total from Part IX-B	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	887,440.
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	5,091.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	882,349.

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				552,664.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			109,535.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 887,440.				
a Applied to 2008, but not more than line 2a			109,535.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				552,664.
e Remaining amount distributed out of corpus	225,241.			
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	225,241.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see 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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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	225,241.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	225,241.			

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				
School District RE3 Box 1425, Ft Morgan CO 80701	None	Public School	Scholarships and Summer Prog	145,900.
School District RE2 527 Ind Park, Brush CO 80723	None	Public School	Scholarships And Summer Prog	83,726.
School District RE20 911 North Ave, Weldona CO 80653	None	Public School	Scholarships And Summer Prog	1,100.
School District RE50 320 Chapman, Wiggins CO 80654	None	Public School	Scholarships And Summer Prog	33,000.
Caring Ministries PO Box 157 Fort Morgan CO 80701	None	Charity	Community	7,500.
Childrens Hospital/TCHF Courage Classic 13123 East 16th Avenue Aurora CO 80045	Non	Hospital	Hospital Medical	50,000.
Craig Rehabilitation 3425 S Clarkson, Englewood CO 80113	None	Public Hosp	Research	2,000.
Eben Ezer 122 Hospital Road Brush CO 80723	None	Public Nursing Hom	Medical services Scholarships	20,000.
Education Foundation Scholarship Fund P.O. Box 17550, Denver CO 80217-0550	None	Public School		5,000.
See Line 3a statement				530,097.
Total				878,323.
b Approved for future payment				
		N/A	N/A	
Total				

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

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

1 a (1)	X
---------	---

(2) Other assets

1 a (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

1 b (3)		X
---------	--	---

(4) Reimbursement arrangements

1 b (4)		X
---------	--	---

(5) Loans or loan guarantees

1 b (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.

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

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.

SIGN HERE

Signature of officer or trustee

Date 5/5/10

► Trustee
Title

**Paid
Pre-
parer's
Use
Only**

Preparer's signature 

Date	04/30/10
------	----------

Check if self-employed ☒

Preparer's Identifying number
(See **Signature** in the instrs)

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

Roger M. Schaefer, CPA
PO Box 1125, 319 W. Platte Ave
Fort Morgan

CO 80701

EIN ▶

Phone no ▶ (970) 867-9422

BAA

Form 990-PF (2009)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Miscellaneous	37.	37.	
Tax Refund	1,910.		
Donation returned	4,678.	4,678.	
Total	<u>6,625.</u>	<u>4,715.</u>	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax	183.	183.		
Estimated tax payments	4,341.			
Total	<u>4,524.</u>	<u>183.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Safe deposit box	25.	25.		
Dues & Subs	881.	881.		
Bank service charges	94.	94.		
Total	<u>1,000.</u>	<u>1,000.</u>		

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(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)
New Plan Excel Rlty Tr Inc	P	various	04/08/09
CIT Group Inc Internotes	P	various	07/21/09
Natl Rural Utils Coop Fin Note	P	Various	08/28/09
Principal Life Core Notes	P	various	11/19/09
FNMA Ser 1997-24 CL	P	Various	Various
GNMA Pool 59137	P	Various	Various
FHLMC Ser 2035	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
46,500.		49,188.	-2,688.
20,320.		46,380.	-26,060.
100,000.		103,500.	-3,500.
50,000.		50,000.	0.
2,210.		2,210.	0.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

Continued

(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)
152.		152.	0.
6,000.		6,000.	0.
Total		257,430.	-32,248.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

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))
			-2,688.
			-26,060.
			-3,500.
			0.
			0.
			0.
			0.
Total			-32,248.

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name Edward L Zorn
 Address 626 E. Platte Ave
 City, St, Zip, Phone Fort Morgan CO 80701 (970) 867-1199

The form in which applications should be submitted and information and materials they should include:
Scholarship Applicants must contact their High School for applications.

Any submission deadlines:

There are no submission deadlines. Announcement of grants and scholarships

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

Scholarships-Future study must be medical oriented and applicant must have financial need

Form 990-PF, Page 10, Part XV, Line 2

Continued

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name _____
 Address _____
 City, St, Zip, Phone _____

The form in which applications should be submitted and information and materials they should include:
Other Grants are based on a written request by the Exempt Organizations.

Any submission deadlines.
are generally announced in April. Special requests can be made anytime.

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

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Heritage Foundation			Community Museum	Person or ☐
PO Box 184	None	Public	Building Fund	Business ☐
Fort Morgan CO 80701				5,000.
Morgan County Family Center			Community	Person or ☐
800 W. Platte Avenue	None	Public	family service	Business ☐
Fort Morgan CO 80701		Safely		2,500.
National Jewish Medical			Medical care	Person or ☐
1400 Jackson Street	None	Public		Business ☐
Denver CO 80206				5,000.
NE Colorado Bookmobile Service			Community educ	Person or ☐
325 W. 7th Stree	None	Public		Business ☐
Wray CO 80758		Educ		2,000.
Rocky Mountain PBS			Provide	Person or ☐
1089 Bannock Street	None	Public	educational service	Business ☐
Denver CO 80204				1,000.
Salk Institute			Biological	Person or ☐
P.O. Box 85800	None	Public	Studies	Business ☐
San Diego CA 92186-5800		Research		5,000.
Spaulding Rehabilitation			Rehabilitative	Person or ☐
600 S. Cherry Street, Suite 217	None	Public	Medical Care	Business ☐
Denver CO 80246				1,000.
United Way			Operating	Person or ☐
PO Box 1425	None	Public	Funds	Business ☐
Fort Morgan CO 80701				10,000.
Webb-Waring			Medical	Person or ☐
4200 E. 9th St, Box C321	None	Public	Research	Business ☐
Denver CO 80262				5,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year University of Colorado Foundation 4200 E Ninth St. Denver CO 80262	None	Public	Medical Research	Person or ☐ Business ☐ 493,597.

Total

530,097.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Edward Zorn	Bookkeeping and Legal	3,780.	1,890.		1,890.
Total		<u>3,780.</u>	<u>1,890.</u>		<u>1,890.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Roger M Schaefer, CPA	Preparation of 990	1,255.	628.		627.
Susan Lopez	Monthly bookkeeping	1,200.	600.		600.
Total		<u>2,455.</u>	<u>1,228.</u>		<u>1,227.</u>

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
GNMA			65.	399.
Fed Natl Mtg			5,999.	8,384.
Fed Natl Mtg			9,196.	10,038.
Total			<u>15,260.</u>	<u>18,821.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Abbott Labs	48,551.	863,840.
Agilent Tech	6,820.	47,382.
All State	21,643.	111,388.
Allergan	23,874.	622,728.
Alliant Energy	19,522.	34,496.
American Electric Power	94,726.	121,765.
Bank of America Corp	45,365.	15,060.
Beckman Coulter	9,310.	158,234.
Boeing	1,110.	16,023.
BP Amoco	82,845.	346,255.
Burlington Northern Santa Fe RR	14,728.	591,720.
Chevron Texaco Corp	47,272.	495,662.
Citigroup	57,305.	6,620.
Comcast	12,457.	24,531.
ConocoPhillips	31,558.	256,831.
Corn Products Int	486.	23,384.
CSX Corp	15,643.	327,308.
Delta	0.	876.
Directv Group Inc	567.	5,469.
Dupont	52,821.	202,020.
El Paso Corp	6,100.	13,015.
Exxon Mobil Corp	29,434.	755,545.
FPL Group Inc	38,439.	105,640.
General Electric Co	121,325.	1,102,432.
GlaxoSmithkline PLC	94,873.	851,676.
Halliburton	12,716.	120,360.
Hewlett Packard	25,634.	412,080.
IBM	195,225.	1,182,027.
Illinois Tools Works	1,397.	46,454.
Morgan Stanley Dean Witter	13,005.	92,352.
Pfizer	24,932.	254,151.
Pinnacle West Corp	30,236.	36,580.
Rockwell Automation	7,045.	166,309.
Rockwell Collins, Inc	4,630.	195,974.
Schlumberger	15,990.	130,180.
Southern Co	41,391.	166,600.
Tupperware	1,035.	27,942.
Wendys/Arbys Group Inc	8,393.	44,269.
Westar Energy	30,142.	21,720.
Wisconsin Energy	61,937.	298,980.
Total	<u>1,350,482.</u>	<u>10,295,878.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
American Express Senior Notes	49,410.	52,255.
AT&T Global Notes	103,214.	106,596.

Form 990-PF, Page 2, Part II, Line 10c

Continued

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Bank of America	50,000.	52,107.
Bank of America	50,000.	49,792.
Bank of America Internotes	50,000.	45,998.
Bank of New York	50,000.	50,280.
Bear Stearns Co	49,873.	55,016.
BellSouth Telecom	33,813.	31,942.
Caterpillar Fin Svc	50,000.	48,940.
CocoCola Ent Debs	53,400.	64,181.
Conoco Phillips	50,225.	54,728.
EI Du Pont De Nemours	50,565.	53,608.
Ford Motor co	26,500.	22,000.
Ford Motor Co	24,531.	21,094.
GE Capital Corp	43,362.	44,423.
GE Global Holdings Corp	52,623.	49,904.
General Electric	103,000.	105,796.
Household Financial Corp	100,000.	92,190.
HSBC Finance Corp	50,000.	51,334.
Keybank	48,290.	46,585.
Lehman Brothers Hldg	106,005.	13,000.
Nationsbank Corp	54,000.	54,284.
New Plan Realty Tst	40,539.	25,600.
Progressive Corp Ohio	49,313.	54,364.
Prudential Financial	50,000.	49,441.
Simon Properties Group	50,915.	49,943.
Wal-Mart Co	49,905.	49,166.
US West	99,005.	88,000.
Total	<u>1,588,488.</u>	<u>1,482,567.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Europacific AM	50,670.	80,817.
Total	<u>50,670.</u>	<u>80,817.</u>