Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: THE LILLIS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): P.O BOX 1479 — Room/suite:

City or town, state, and ZIP code: CASTLE ROCK, CO 80104

A Employer identification number: 91-6520620

B Telephone number: (303) 209-1943

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) ▶$ 2,637,168.

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

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

	Line		(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	28,775.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	591.	591.		STATEMENT 1
	4	Dividends and interest from securities	38,975.	38,975.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<697,217.>			
	b	Gross sales price for all assets on line 6a 1,612,781.				
	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)				
	11	Other income	<2,490.>	2,490.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	<631,366.>	42,056.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	3,100.	0.		3,100.
	c	Other professional fees STMT 5	10,978.	0.		10,978.
	17	Interest				
	18	Taxes STMT 6	64.	64.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	365.	0.		365.
	22	Printing and publications	533.	0.		533.
	23	Other expenses STMT 7	32,370.	164.		32,206.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	47,410.	228.		47,182. *
	25	Contributions, gifts, grants paid	157,011.			157,011.
	26	**Total expenses and disbursements.** Add lines 24 and 25	204,421.	228.		204,193.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<835,787.>			
	b	**Net investment income** (if negative, enter -0-)		41,828.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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* SEE PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	116.	116.	116.
2	Savings and temporary cash investments	9,271.	102,187.	102,187.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations			
b	Investments - corporate stock STMT 8	2,781,467.	1,747,231.	2,172,897.
c	Investments - corporate bonds STMT 9	12,000.	12,000.	11,460.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 10	287,817.	393,350.	350,508.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers)	3,090,671.	2,254,884.	2,637,168.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	3,090,671.	2,254,884.	
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**	3,090,671.	2,254,884.	
31	**Total liabilities and net assets/fund balances**	3,090,671.	2,254,884.	

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	3,090,671.
2	Enter amount from Part I, line 27a	2	<835,787.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,254,884.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,254,884.

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	ATTACHMENT A	P	VARIOUS	VARIOUS
b	ATTACHMENT A	P	VARIOUS	VARIOUS
c	4,300 SHARES WASHINGTON MUTUAL INC.	P	VARIOUS	VARIOUS
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	150,980.		302,638.	<151,658.>
b	1,461,801.		1,829,519.	<367,718.>
c			177,841.	<177,841.>
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				<151,658.>
b				<367,718.>
c				<177,841.>
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 — <697,217.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	230,138.	3,912,871.	.058816
2007	196,785.	4,578,122.	.042984
2006	200,790.	4,055,967.	.049505
2005	180,030.	3,810,414.	.047247
2004	173,818.	3,571,416.	.048669

2	Total of line 1, column (d)	2	.247221
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	.049444
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,458,915.
5	Multiply line 4 by line 3	5	121,579.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	418.
7	Add lines 5 and 6	7	121,997.
8	Enter qualifying distributions from Part XII, line 4	8	204,193.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary-see instructions)** b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] 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, col (b)			1	418.
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	418.
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	418.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,035.		
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	3,035.
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	2,617.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	2,617.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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 instructions) ▶ WA,CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE LILLIS FOUNDATION Telephone no ▶303-209-1943

Located at ▶P.O BOX 1479, CASTLE ROCK, CO ZIP+4 ▶80104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT B	0.00	0.	0.	0.

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION PROVIDES FOOD, CLOTHING AND EDUCATIONAL ITEMS FOR NEEDY SENIORS, SINGLE MOTHERS AND FAMILIES FOR THE HOLIDAY SEASON	11,934.
2 STUDENT ASSISTANCE - FOR SCHOLARSHIP RECIPIENTS TO ASSIST WITH TUITION, ROOM AND BOARD, BOOKS, FEES AND EQUIPMENT FOR ENROLLMENT AT AN EDUCATIONAL INSTITUTION	17,705.
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,987,605.
b	Average of monthly cash balances	1b	508,755.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,496,360.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,496,360.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,445.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,458,915.
6	**Minimum investment return.** Enter 5% of line 5	6	122,946.

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	122,946.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 418.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	418.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	122,528.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	122,528.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	122,528.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	204,193.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	204,193.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	418.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	203,775.

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

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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				122,528.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			180,578.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 204,193.				
a Applied to 2008, but not more than line 2a			180,578.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				23,615.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				98,913.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

CHARLES AND GWENDOLYN LILLIS

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT C				157,011.
Total			▶ 3a	157,011.
b Approved for future payment				
ANCHOR CENTER FOR THE BLIND CHILDREN 2550 ROSLYN STREET DENVER, CO 80238	N/A	PUBLIC CHARITY	INTERNSHIP GRANT 2010-2011	27,500.
Total			▶ 3b	27,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	591.	
4 Dividends and interest from securities			14	38,975.	
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	525990	<2,490.>			
8 Gain or (loss) from sales of assets other than inventory			18	<697,217.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		<2,490.>		<657,651.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <660,141.>

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Gwendolyn Lillis 5/4/10 Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 4/14/10	Check if self-employed ☐	Preparer's identifying number P00234022
Firm's name (or yours if self-employed), address, and ZIP code	O'CONNOR DAVIES MUNNS & DOBBINS, LLP 60 EAST 42ND STREET, 36TH FL. NEW YORK, NY 10165-3698	EIN ▶ 13-3385019	Phone no (212)286-2600

923622
02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization

THE LILLIS FOUNDATION

Employer identification number

91-6520620

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE LILLIS FOUNDATION	91-6520620

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHARLES M. LILLIS P.O. BOX 2140 PARKER, CO 801341412	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	CASTLE PINES CAPITAL 116 INVERNESS DRIVE EAST, SUITE 375 ENGLEWOOD, CO 80112	$ 9,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

SOURCE	AMOUNT
1ST BANK	57.
CHARLES SCHWAB & CO., INC.	506.
MERRILL LYNCH	1.
ONEOK PARTNERS LP	27.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	591.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO., INC.	38,975.	0.	38,975.
TOTAL TO FM 990-PF, PART I, LN 4	38,975.	0.	38,975.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP LOSS	<2,490.>	* 2,490.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,490.>	2,490.	

* ADD BACK UBI LOSS REPORTED ON FORM 990-T

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES MUNNS & DOBBINS, LLP	3,100.	0.		3,100.
TO FORM 990-PF, PG 1, LN 16B	3,100.	0.		3,100.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL SERVICES	10,978.	0.		10,978.
TO FORM 990-PF, PG 1, LN 16C	10,978.	0.		10,978.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	64.	64.		0.
TO FORM 990-PF, PG 1, LN 18	64.	64.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	1,495.	0.		1,495.
OFFICE SUPPLIES	485.	0.		485.
BANK CHARGES	164.	164.		0.
POSTAGE	251.	0.		251.
DIRECT CHARITABLE ACTIVITIES	29,639.	0.		29,639.
MISCELLANEOUS	336.	0.		336.
TO FORM 990-PF, PG 1, LN 23	32,370.	164.		32,206.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT D	1,747,231.	2,172,897.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,747,231.	2,172,897.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT E	12,000.	11,460.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,000.	11,460.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD	COST	117,744.	117,358.
ML LEHMAN CROSSROADS	COST	202,052.	169,650.
CLEARWIRE CORP 10 RTS	COST	21,009.	1,200.
ONEOK PARTNERS LP	COST	52,545.	62,300.
TOTAL TO FORM 990-PF, PART II, LINE 13		393,350.	350,508.

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALLEGHENY TECH INC NEW: ATI	1,000.0000	10/21/08	03/02/09	$17,995.42	$25,008.95	($7,013.53)
Security Subtotal				**$17,995.42**	**$25,008.95**	**($7,013.53)**
BOEING CO: BA	800.0000	05/01/08	02/20/09	$28,795.86	$67,997.75	($39,201.89)
Security Subtotal				**$28,795.86**	**$67,997.75**	**($39,201.89)**
FREEPORT MCMORAN COPPER: FCX	300.0000	03/06/08	01/14/09	$7,435.23	$30,944.35	($23,509.12)
Security Subtotal				**$7,435.23**	**$30,944.35**	**($23,509.12)**
HEWLETT-PACKARD COMPANY: HPQ	800.0000	05/01/08	02/23/09	$23,990.91	$37,960.15	($13,969.24)
Security Subtotal				**$23,990.91**	**$37,960.15**	**($13,969.24)**
HONEYWELL INTERNATIONAL: HON	1,000.0000	10/21/08	03/02/09	$26,270.90	$29,288.95	($3,018.05)
Security Subtotal				**$26,270.90**	**$29,288.95**	**($3,018.05)**
NUCOR CORP: NUE	100.0000	03/06/08	02/27/09	$3,461.17	$6,834.98	($3,373.81)
NUCOR CORP: NUE	200.0000	03/06/08	02/27/09	$6,922.33	$13,668.17	($6,745.84)
Security Subtotal				**$10,383.50**	**$20,503.15**	**($10,119.65)**
STEEL DYNAMICS INC: STLD	600.0000	03/06/08	03/02/09	$4,796.99	$18,925.75	($14,128.76)
Security Subtotal				**$4,796.99**	**$18,925.75**	**($14,128.76)**

ATTACHMENT A

2009 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ZIMMER HOLDINGS INC: ZMH	1,000.0000	05/05/08	03/06/09	$31,310.87	$72,008.95	($40,698.08)
Security Subtotal				**$31,310.87**	**$72,008.95**	**($40,698.08)**
Total Short-Term				**$150,979.68**	**$302,638.00**	**($151,658.32)**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ACE LIMITED NEW F: ACE	1,400.0000	02/03/03	02/18/09	$55,990.73	$48,742.40 [e]	$7,248.33
Security Subtotal				**$55,990.73**	**$48,742.40**	**$7,248.33**
ALLEGHENY TECH INC NEW: ATI	1,000.0000	07/31/06	03/02/09	$17,995.42	$64,359.95	($46,364.53)
Security Subtotal				**$17,995.42**	**$64,359.95**	**($46,364.53)**
ANADARKO PETROLEUM CORP: APC	600.0000	02/03/03	03/02/09	$19,190.94	$13,670.00 [e]	$5,520.94
Security Subtotal				**$19,190.94**	**$13,670.00**	**$5,520.94**
AUTO DATA PROCESSING: ADP	750.0000	02/03/03	03/02/09	$24,740.91	$36,651.61 [e]	($11,910.70)
Security Subtotal				**$24,740.91**	**$36,651.61**	**($11,910.70)**
AVON PRODUCTS INC: AVP	1,800.0000	01/03/01	03/03/09	$28,416.47	$43,416.00 [e]	($14,999.53)
AVON PRODUCTS INC: AVP	400.0000	02/13/01	03/03/09	$6,314.77	$8,320.00 [e]	($2,005.23)

2009 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AVON PRODUCTS INC: AVP	400.0000	03/21/01	03/03/09	$6,314.77	$7,868.00 e	($1,553.23)
AVON PRODUCTS INC: AVP	400.0000	04/25/01	03/03/09	$6,314.77	$7,572.00 e	($1,257.23)
Security Subtotal				**$47,360.78**	**$67,176.00**	**($19,815.22)**
BLACK & DECKER CORP: BDK	1,300.0000	02/03/03	03/02/09	$28,594.02	$49,510.50 e	($20,916.48)
BLACK & DECKER CORP: BDK	700.0000	08/23/05	03/02/09	$15,396.78	$59,509.95	($44,113.17)
Security Subtotal				**$43,990.80**	**$109,020.45**	**($65,029.65)**
BOEING CO: BA	1,000.0000	12/30/05	02/20/09	$35,994.82	$70,519.95	($34,525.13)
Security Subtotal				**$35,994.82**	**$70,519.95**	**($34,525.13)**
CATERPILLAR INC: CAT	1,000.0000	03/26/07	02/24/09	$24,990.91	$66,319.95	($41,329.04)
Security Subtotal				**$24,990.91**	**$66,319.95**	**($41,329.04)**
CHESAPEAKE ENERGY CORP: CHK	2,000.0000	12/30/05	03/02/09	$27,990.89	$62,509.95	($34,519.06)
Security Subtotal				**$27,990.89**	**$62,509.95**	**($34,519.06)**
CISCO SYSTEMS INC: CSCO	900.0000	02/03/03	02/03/09	$13,824.87	$29,537.41 e	($15,712.54)
Security Subtotal				**$13,824.87**	**$29,537.41**	**($15,712.54)**
CITIGROUP INC: C	500.0000	02/03/03	02/03/09	$1,708.30	$20,953.92 e	($19,245.62)

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CITIGROUP INC: C	2,150.0000	02/03/03	02/03/09	$7,345.69	$100,870.79 [e]	($93,525.10)
Security Subtotal				**$9,053.99**	**$121,824.71**	**($112,770.72)**
CONOCOPHILLIPS: COP	994.0000	02/03/03	02/20/09	$39,288.13	$31,238.35 [e]	$8,049.78
CONOCOPHILLIPS: COP	1,000.0000	03/26/07	02/20/09	$39,525.29	$69,029.45	($29,504.16)
Security Subtotal				**$78,813.42**	**$100,267.80**	**($21,454.38)**
DEVON ENERGY CP NEW: DVN	248.3334	04/29/03	02/11/09	$13,657.36	$5,358.00 [e]	$8,299.36
DEVON ENERGY CP NEW: DVN	248.3266	04/29/03	02/11/09	$13,656.99	$5,472.18 [e]	$8,184.81
DEVON ENERGY CP NEW: DVN	1,983.3400	04/29/03	02/11/09	$109,075.93	$39,228.10 [e]	$69,847.83
Security Subtotal				**$136,390.28**	**$50,058.28**	**$86,332.00**
EXXON MOBIL CORPORATION: XOM	400.0000	02/03/03	03/02/09	$26,714.90	$13,811.38 [e]	$12,903.52
Security Subtotal				**$26,714.90**	**$13,811.38**	**$12,903.52**
FREEPORT MCMORAN COPPER: FCX	268.0000	03/20/07	01/14/09	$6,642.14	$16,504.78	($9,862.64)
Security Subtotal				**$6,642.14**	**$16,504.78**	**($9,862.64)**
GENENTECH INC NEW XXXCASH MERGER @ $95.00/SH EFF 03/27/09: 368710406	500.0000	01/19/07	04/24/09	$47,500.00	$44,229.97	$3,270.03
Security Subtotal				**$47,500.00**	**$44,229.97**	**$3,270.03**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GENERAL ELECTRIC COMPANY: GE	1,000.0000	12/21/04	03/02/09	$7,681.00	$37,069.95	($29,388.95)
Security Subtotal				**$7,681.00**	**$37,069.95**	**($29,388.95)**
GENERAL MILLS INC: GIS	500.0000	03/08/05	03/05/09	$24,990.91	$25,964.95	($974.04)
Security Subtotal				**$24,990.91**	**$25,964.95**	**($974.04)**
HARLEY DAVIDSON INC: HOG	500.0000	02/03/03	03/02/09	$4,491.02	$17,930.00 [e]	($13,438.98)
Security Subtotal				**$4,491.02**	**$17,930.00**	**($13,438.98)**
HARRIS CORPORATION: HRS	100.0000	02/03/03	03/02/09	$3,501.76	$1,393.73 [e]	$2,108.03
HARRIS CORPORATION: HRS	400.0000	02/03/03	03/02/09	$14,003.02	$5,574.90 [e]	$8,428.12
HARRIS CORPORATION: HRS	400.0000	02/03/03	03/02/09	$14,003.02	$5,574.90 [e]	$8,428.12
HARRIS CORPORATION: HRS	3,100.0000	02/03/03	03/02/09	$108,492.46	$43,205.49 [e]	$65,286.97
Security Subtotal				**$140,000.26**	**$55,749.02**	**$84,251.24**
HEINZ H J CO: HNZ	1,000.0000	03/26/07	02/17/09	$32,990.86	$46,538.95	($13,548.09)
Security Subtotal				**$32,990.86**	**$46,538.95**	**($13,548.09)**
JOHNSON & JOHNSON: JNJ	200.0000	02/03/03	02/27/09	$10,307.27	$12,770.00 [e]	($2,462.73)
JOHNSON & JOHNSON: JNJ	225.0000	02/03/03	02/27/09	$11,595.67	$14,244.69 [e]	($2,649.02)

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
JOHNSON & JOHNSON: JNJ	225.0000	02/03/03	02/27/09	$11,595.67	$14,334.75 [e]	($2,739.08)
JOHNSON & JOHNSON: JNJ	1,000.0000	04/22/04	02/27/09	$51,536.33	$53,824.95	($2,288.62)
JOHNSON & JOHNSON: JNJ	500.0000	03/26/07	02/27/09	$25,768.17	$29,954.73	($4,186.56)
JOHNSON & JOHNSON: JNJ	500.0000	03/26/07	02/27/09	$25,768.17	$29,954.97	($4,186.80)
Security Subtotal				**$136,571.28**	**$155,084.09**	**($18,512.81)**
LOCKHEED MARTIN CORP: LMT	950.0000	02/03/03	02/25/09	$66,490.67	$55,422.17 [e]	$11,068.50
Security Subtotal				**$66,490.67**	**$55,422.17**	**$11,068.50**
LOWES COMPANIES INC: LOW	1,050.0000	02/03/03	02/20/09	$16,790.95	$19,357.43 [e]	($2,566.48)
Security Subtotal				**$16,790.95**	**$19,357.43**	**($2,566.48)**
MICROSOFT CORP: MSFT	1,400.0000	02/02/01	03/06/09	$20,808.93	$21,415.63 [e]	($606.70)
Security Subtotal				**$20,808.93**	**$21,415.63**	**($606.70)**
MUELLER INDUSTRIES INC: MLI	16.0000	02/03/03	03/03/09	$270.45	$421.35 [e]	($150.90)
MUELLER INDUSTRIES INC: MLI	16.0000	02/03/03	03/03/09	$269.65	$421.35 [e]	($151.70)
MUELLER INDUSTRIES INC: MLI	82.0000	02/03/03	03/03/09	$1,377.92	$2,159.43 [e]	($781.51)
MUELLER INDUSTRIES INC: MLI	116.0000	02/03/03	03/03/09	$1,958.53	$3,054.80 [e]	($1,096.27)

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MUELLER INDUSTRIES INC: MLI	200.0000	02/03/03	03/03/09	$3,368.79	$5,266.90 e	($1,898.11)
MUELLER INDUSTRIES INC: MLI	300.0000	02/03/03	03/03/09	$5,050.18	$7,900.35 e	($2,850.17)
MUELLER INDUSTRIES INC: MLI	770.0000	02/03/03	03/03/09	$12,939.03	$20,277.57 e	($7,338.54)
Security Subtotal				**$25,234.55**	**$39,501.75**	**($14,267.20)**
NOVA CHEMICALS CORP F: NCX	3,500.0000	02/03/03	02/03/09	$3,911.02	$69,255.00 e	($65,343.98)
Security Subtotal				**$3,911.02**	**$69,255.00**	**($65,343.98)**
NUCOR CORP: NUE	800.0000	10/05/05	02/27/09	$27,689.33	$22,569.95	$5,119.38
Security Subtotal				**$27,689.33**	**$22,569.95**	**$5,119.38**
OCCIDENTAL PETE CORP: OXY	2,200.0000	02/03/03	02/20/09	$109,990.43	$29,418.58 e	$80,571.85
Security Subtotal				**$109,990.43**	**$29,418.58**	**$80,571.85**
OMNICOM GROUP INC: OMC	600.0000	02/03/03	03/09/09	$13,100.97	$18,246.00 e	($5,145.03)
Security Subtotal				**$13,100.97**	**$18,246.00**	**($5,145.03)**
OVERSEAS SHPHLDG GRP INC: OSG	50.0000	10/05/05	02/23/09	$1,375.75	$2,717.49	($1,341.74)
OVERSEAS SHPHLDG GRP INC: OSG	150.0000	10/05/05	02/23/09	$4,127.26	$8,152.46	($4,025.20)
Security Subtotal				**$5,503.01**	**$10,869.95**	**($5,366.94)**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PFIZER INCORPORATED: PFE	2,225.0000	02/03/03	02/26/09	$28,203.89	$95,781.94 [e]	($67,578.05)
Security Subtotal				**$28,203.89**	**$95,781.94**	**($67,578.05)**
PUB SVC ENT GROUP INC: PEG	3,400.0000	02/03/03	03/03/09	$88,390.55	$75,731.50 [e]	$12,659.05
Security Subtotal				**$88,390.55**	**$75,731.50**	**$12,659.05**
SCHNITZER STL INDS CL A: SCHN	45.0000	10/05/05	02/18/09	$1,573.64	$1,413.14	$160.50
SCHNITZER STL INDS CL A: SCHN	55.0000	10/05/05	02/18/09	$1,923.34	$1,727.17	$196.17
SCHNITZER STL INDS CL A: SCHN	100.0000	10/05/05	02/18/09	$3,497.00	$3,140.32	$356.68
SCHNITZER STL INDS CL A: SCHN	100.0000	10/05/05	02/18/09	$3,497.00	$3,140.32	$356.68
Security Subtotal				**$10,490.98**	**$9,420.95**	**$1,070.03**
STEEL DYNAMICS INC: STLD	1,200.0000	10/05/05	03/02/09	$9,593.97	$9,459.95	$134.02
Security Subtotal				**$9,593.97**	**$9,459.95**	**$134.02**
STRYKER CORP: SYK	200.0000	04/22/04	02/27/09	$7,169.06	$9,951.75	($2,782.69)

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STRYKER CORP: SYK	1,800.0000	04/22/04	02/27/09	$64,521.58	$89,574.75	($25,053.17)
Security Subtotal				**$71,690.64**	**$99,526.50**	**($27,835.86)**
Total Long-Term				**$1,461,801.02**	**$1,829,518.85**	**($367,717.83)**
Total Realized Gain or (Loss)				**$1,612,780.70**	**$2,132,156.85**	**($519,376.15)**

ATTACHMENT B

Form 990-PF **LISTING OF OFFICERS AND TRUSTEES**

Name and Address:	Title and Avg. Hrs/wk	Compen-sation	Employee Ben Plan Contribution	Expense Account
Charles M. Lillis P.O. Box 1479 Castle Rock, CO 80104	Trustee 2 hrs/week	0	0	0
Gwendolyn H. Lillis P.O. Box 1479 Castle Rock, CO 80104	Trustee 20 hrs/week	0	0	0
Timothy S. Lillis P.O. Box 1479 Castle Rock, CO 80104	Trustee 2 hrs/week	0	0	0
Michael B. Lillis P.O. Box 1479 Castle Rock, CO 80104	Trustee 2 hrs/week	0	0	0
Jessica L. Isaacs P.O. Box 1479 Castle Rock, CO 80104	Trustee 2 hrs/week	0	0	0

Total to Form 990-PF, Part VIII, Line 1

Grant Worksheet 2009

	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount
	Art Students League of Denver, 200 Grant Street, Denver, CO 80203	Public Charity	General	$7,500.00
	Association of Small Foundations, PO Box 247, Winooski, VT 05404	Public Chanty	General	$500.00
	Anchor Center for Blind Children, 2550 Roslyn Street, Denver, CO 80238	Public Charity	Internship Grant	$12,500 00
	Anchor Center for Blind Children, 2550 Roslyn Street, Denver, CO 80238	Public Charity	Intern Program	$2,128 00
	Goddard Middle School, 3800 W. Berry Ave., Littleton CO 80123	Public Charity	Student Assistance Fund	$5,000.00
	Hatun Jr./Sr. High School, 201 W. Powell Street, Haxtun, CO 80731	Public Charity	Student Assistance Fund	$2,514 00
	Littleton High School, 199 East Littleton Blvd, Littleton, CO 80121	Public Chanty	Student Assistance Fund	$5,000 00
	Yuma High School, 1000 S Albany, Yuma, CO 80759	Public Charity	Student Assistance Fund	$2,500.00
	Ranum High School, 2401 W. 80th Ave, Denver, CO 80221	Public Charity	Student Assistance Fund	$1,500 00
	Adams City High School, 4625 E. 68th Ave., Commerce City, CO 80222	Public Charity	Student Assistance Fund	$2,500 00
	Monte Vista High School, 349 E. Prospect Street, Monte Vista, CO 81144	Public Charity	Student Assistance Fund	$1,000 00
	Wheat Ridge Middle School, 7101 W. 38th Ave., Wheat Ridge, CO 80033	Public Charity	Student Assistance Fund	$1,525 00
	West High School, 951 Elati Street, Denver, CO 80204	Public Charity	Student Assistance Fund	$1,500 00
	Jefferson High School, 2305 Pierce Street, Edgewater, CO 80214	Public Charity	Student Assistance Fund	$5,010.50
	South High School, 1700 East Louisana Avenue, Denver, CO 80210	Public Charity	Student Assistance Fund	$5,028 00
	University of Puget Sound, 1500 North Warner Street, #1067, Tacoma, WA 98416	Public Charity	Discretionary (Jessica)	$2,000.00
	Search Dog Foundation, 501 East Ojai Ave, Ojai, CA 93023	Public Charity	Discretionary (Gwen)	$1,000.00
	Parent Pathways, 55 South Zuni Street, Denver, CO 80223	Public Charity	Discretionary (Chuck)	$4,000.00
	Tykes & Teens, PO Box 265, Stuart, FL 34995	Public Charity	Discretionary (Mike)	$4,000 00
	Rocky Mountain Children's Law Center, 1325 S. Colorado Blvd., Ste 308, Denver, CO 80222	Public Chanty	Discretionary (Tim)	$1,500 00
	The Gathering Place,1535 High Street, Denver, CO 80218	Public Charity	Discretionary (Gwen)	$1,500 00
	Volunteers of America,, 2660 Larimer Street, Denver, CO 80205	Public Charity	Discretionary (Gwen)	$1,500.00
	Food Bank of the Rockies, 10975 E. 47th Avenue, Denver, CO 80239	Public Charity	Discretionary (Tim)	$1,500 00
	Jeffco Action Center, P.O. Box 150609, Lakewood, CO 80215	Public Charity	Discretionary (Tim)	$1,000.00
	Northern Arizona University, PO Box 4108, Flagstaff, AZ 86011	Public Charity	Scholarship-Kelsey Beeson	$5,000 00
	Western Washington University, 516 High Street, OM 360, Bellingham, WA 98225-9022	Public Charity	Scholarship-Sarah Polster	$6,000 00
	University of Nebraska, PO Box 880411, Lincoln, NE 68588	Public Charity	Scholarship-Erin Starkebaum	$10,000 00

Grant Worksheet 2009

	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount
	University of Puget Sound, 1500 North Warner Street, CMB 1039, Tacoma, WA 98416	Public Charity	Scholarship-Jamie Hudson	$15,000 00
	Colorado State University, 6015 Campus Delivery, Fort Collins, CO 80523	Public Charity	Scholarship-Katelyn Starkebaum	$2,000.00
	Katelyn Starkebaum, Colorado State University, 1065 Campus Delivery, Fort Collins, CO 80523	Individual, no relationship to any foundation trustee or substantial contributor	Scholarship	$3,856.00
	Danielle Charron, Metro State College of Denver, Auraria Campus Speer Blvd. and Colfax Ave , Denver, CO 80217	Individual; no relationship to any foundation trustee or substantial contributor	Scholarship	$2,200 00
	Rachel Heath, Oregon State University,102 Kerr Admin. Bldg, Corvallis, OR 97331	Individual; no relationship to any foundation trustee or substantial contributor	Scholarship	$6,999 00
	Mia Van Nostrand, University of Denver, 2199 s. Univ. Blvd, Denver, CO 80210	Individual; no relationship to any foundation trustee or substantial contributor	Scholarship	$9,000 00
	Max Willett, University of New Mexico, Mesa Vista Hall North, MSC06 3610, Albuquerque, NM 87131	Individual; no relationship to any foundation trustee or substantial contributor	Scholarship	$10,000 00
	Jamie Hudson, University of Puget Sound, 1500 North Warner Street, CMB 1039, Tacoma, WA 98416	Individual, no relationship to any foundation trustee or substantial contributor	Scholarship	$13,250.00
				$157,010.50

THE LILLIS FOUNDATION
EIN #:91-6520620
PORTFOLIO HOLDINGS
FOR THE YEAR ENDED DECEMBER 31, 2009

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
A T & T INC NEW (M)	**4,000.0000**	**28.0300**	**112,120.00**	**5%**	**17,597.00**	**5.85%**	**6,560.00**
SYMBOL: T	4,000.0000	23.6307	94,523.00	04/30/03	17,597.00	2437	Long-Term
ALCOA INC (M)	**3,000.0000**	**16.1200**	**48,360.00**	**2%**	**10,022.10**	**0.74%**	**360.00**
SYMBOL: AA	2,000.0000	12.0044	24,008.95	10/21/08	8,231.05	436	Long-Term
	1,000.0000	14.3289	14,328.95	10/13/09	1,791.05	79	Short-Term
Cost Basis			*38,337.90*				
BERKLEY W R CORPORATION (M)	**500.0000**	**24.6400**	**12,320.00**	**<1%**	**(188.95)**	**0.97%**	**120.00**
SYMBOL: WRB	500.0000	25.0179	12,508.95	10/16/09	(188.95)	76	Short-Term
BRISTOL-MYERS SQUIBB CO (M)	**1,800.0000**	**25.2500**	**45,450.00**	**2%**	**(775.42)**	**4.91%**	**2,232.00**
SYMBOL: BMY	1,800.0000	25.6807	46,225.42	04/30/03	(775.42)	2437	Long-Term
CHEVRON CORPORATION (M)	**1,500.0000**	**76.9900**	**115,485.00**	**5%**	**9,742.10**	**3.53%**	**4,080.00**
SYMBOL: CVX	1,000.0000	68.8989	68,898.95	05/12/09	8,091.05	233	Short-Term
	500.0000	73.6879	36,843.95	10/13/09	1,651.05	79	Short-Term
Cost Basis			*105,742.90*				
CLEARWIRE CORP CL A NEW (M)	**3,000.0000**	**6.7600**	**20,280.00**	**<1%**	**(728.95)**	**0.00%**	**0.00**
SYMBOL: CLWR	3,000.0000	7.0029	21,008.95	10/22/09	(728.95)	70	Short-Term
CUMMINS INC (M)	**1,000.0000**	**45.8600**	**45,860.00**	**2%**	**13,221.05**	**1.52%**	**700.00**
SYMBOL: CMI	1,000.0000	32.6389	32,638.95	05/12/09	13,221.05	233	Short-Term
DANAHER CORP DEL (M)	**800.0000**	**75.2000**	**60,160.00**	**2%**	**37,200.00**	**0.21%**	**128.00**
SYMBOL: DHR	800.0000	28.7000	22,960.00 e	10/23/02	37,200.00	2626	Long-Term
DEVON ENERGY CP NEW (M)	**2,000.0000**	**73.5000**	**147,000.00**	**6%**	**46,991.05**	**0.87%**	**1,280.00**
SYMBOL: DVN	2,000.0000	50.0044	100,008.95	02/17/09	46,991.05	317	Short-Term
FLOWSERVE CORPORATION (M)	**2,300.0000**	**94.5300**	**217,419.00**	**9%**	**41,633.10**	**1.14%**	**2,484.00**
SYMBOL: FLS	2,000.0000	72.4744	144,948.95	05/12/09	44,111.05	233	Short-Term
	300.0000	102.7898	30,836.95	10/13/09	(2,477.95)	79	Short-Term
Cost Basis			*175,785.90*				

THE LILLIS FOUNDATION
EIN #:91-6520620
PORTFOLIO HOLDINGS
FOR THE YEAR ENDED DECEMBER 31, 2009

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
FREEPORT MCMORAN COPPER (M)	**1,000.0000**	**80.2900**	**80,290.00**	**3%**	**28,831.05**	**0.00%**	**0.00**
SYMBOL: FCX	1,000.0000	51.4589	51,458.95	05/12/09	28,831.05	233	Short-Term
GULFMARK OFFSHORE INC (M)	**1,000.0000**	**28.3100**	**28,310.00**	**1%**	**(5,368.95)**	**0.00%**	**0.00**
SYMBOL: GLF	1,000.0000	33.6789	33,678.95	10/13/09	(5,368.95)	79	Short-Term
INTL BUSINESS MACHINES (M)	**1,000.0000**	**130.9000**	**130,900.00**	**5%**	**35,619.80**	**1.68%**	**2,200.00**
SYMBOL: IBM	800.0000	87.5365	70,029.25 e	02/03/03	34,690.75	2523	Long-Term
	200.0000	126.2547	25,250.95	10/13/09	929.05	79	Short-Term
Cost Basis			*95,280.20*				
JOHNSON & JOHNSON (M)	**3,000.0000**	**64.4100**	**193,230.00**	**8%**	**46,701.05**	**3.04%**	**5,880.00**
SYMBOL: JNJ	3,000.0000	48.8429	146,528.95	03/02/09	46,701.05	304	Short-Term
JOHNSON CONTROLS INC (M)	**1,000.0000**	**27.2400**	**27,240.00**	**1%**	**231.05**	**1.90%**	**520.00**
SYMBOL: JCI	1,000.0000	27.0089	27,008.95	10/13/09	231.05	79	Short-Term
LOCKHEED MARTIN CORP (M)	**1,000.0000**	**75.3500**	**75,350.00**	**3%**	**(5,158.95)**	**3.34%**	**2,520.00**
SYMBOL: LMT	1,000.0000	80.5089	80,508.95	05/12/09	(5,158.95)	233	Short-Term
MONSANTO CO NEW DEL (M)	**1,000.0000**	**81.7500**	**81,750.00**	**3%**	**(5,388.95)**	**1.29%**	**1,060.00**
SYMBOL: MON	1,000.0000	87.1389	87,138.95	05/12/09	(5,388.95)	233	Short-Term
MORGAN STANLEY (M)	**1,000.0000**	**29.6000**	**29,600.00**	**1%**	**(27,740.42)**	**0.67%**	**200.00**
SYMBOL: MS	1,000.0000	57.3404	57,340.42 e	02/03/03	(27,740.42)	2523	Long-Term
NUCOR CORP (M)	**1,500.0000**	**46.6500**	**69,975.00**	**3%**	**24,966.05**	**3.08%**	**2,160.00**
SYMBOL: NUE	1,500.0000	30.0059	45,008.95	03/02/09	24,966.05	304	Short-Term
PEPSICO INCORPORATED (M)	**1,400.0000**	**60.8000**	**85,120.00**	**3%**	**7,397.05**	**2.96%**	**2,520.00**
SYMBOL: PEP	400.0000	44.2850	17,714.00 e	02/03/03	6,606.00	2523	Long-Term
	1,000.0000	60.0089	60,008.95	11/03/09	791.05	58	Short-Term
Cost Basis			*77,722.95*				

THE LILLIS FOUNDATION
EIN #:91-6520620
PORTFOLIO HOLDINGS
FOR THE YEAR ENDED DECEMBER 31, 2009

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
POTASH CORP SASK INC F (M)	**1,500.0000**	**108.5000**	**162,750.00**	**7%**	**21,402.10**	**0.36%**	**600.00**
SYMBOL: POT	1,000.0000	96.3389	96,338.95	05/12/09	12,161.05	233	Short-Term
	500.0000	90.0179	45,008.95	10/13/09	9,241.05	79	Short-Term
Cost Basis			*141,347.90*				
RAYTHEON COMPANY NEW (M)	**2,000.0000**	**51.5200**	**103,040.00**	**4%**	**7,551.05**	**2.40%**	**2,480.00**
SYMBOL: RTN	2,000.0000	47.7444	95,488.95	05/12/09	7,551.05	233	Short-Term
SOUTHERN COPPER CORP (M)	**4,800.0000**	**32.9100**	**157,968.00**	**6%**	**80,880.05**	**2.18%**	**3,456.00**
SYMBOL: PCU	4,800.0000	16.0599	77,087.95	07/31/06	80,880.05	1249	Long-Term
STATOIL ASA ADR F (M)	**2,000.0000**	**24.9100**	**49,820.00**	**2%**	**1,871.05**	**0.00%**	**0.00**
SPONSORED ADR	2,000.0000	23.9744	47,948.95	10/13/09	1,871.05	79	Short-Term
1 ADR REPS 1 ORD							
SYMBOL: STO							
T J X COS INC (M)	**2,000.0000**	**36.5500**	**73,100.00**	**3%**	**39,160.00**	**1.31%**	**960.00**
SYMBOL: TJX	2,000.0000	16.9700	33,940.00 e	02/03/03	39,160.00	2523	Long-Term
Total Equities			**2,172,897.00**	**88%**	**425,666.11**		**42,500.00**
		Total Cost Basis:	1,747,230.89				

THE LILLIS FOUNDATION
EIN #:91-6520620
PORTFOLIO HOLDINGS
FOR THE YEAR ENDED DECEMBER 31, 2009

Corporate Bonds	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
MUELLER INDS INC 6%14	**12,000.0000**	**95.5000**	**11,460.00**	**N/A**	**<1%**	**N/A**	**720.00**
SUB DEB DUE 11/01/14	12,000.0000	N/A	12,000.00	N/A	10/26/04	N/A	N/A
CALLABLE 02/03/10 AT 100.00000							
CUSIP: 624756AA0							
MOODY'S: N/A S&P: N/A							