6/1/2010 11.06:21 AM - 0101640300 - 4604 - WFP - BURGESS, R. & F. T-U-W

Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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 2/1/2009 **, and ending** 1/31/2010

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
RALPH L & FLORENCE R BURGESS 0101640300

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Wells Fargo Bank N A - PO Box 53456, MAC S4101-22G

City or town, state, and ZIP code
Phoenix AZ 85072

A Employer identification number 74-2383505

B Telephone number (see page 10 of the instructions) (800)352-3705

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 ☒ 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)* ▶ $ 2,809,585

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

ENVELOPE POSTMARK DATE JUN 15 2010

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	115,725	112,078		
	5a Gross rents		0		
	b Net rental income or (loss) 0				
	6a Net gain or (loss) from sale of assets not on line 10	-11,557			
	b Gross sales price for all assets on line 6a 391,647				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 **Total.** Add lines 1 through 11	104,168	112,078	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	1,237	0	0	1,237
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,976	348	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	28,505	21,406	0	7,099
	24 **Total operating and administrative expenses.** Add lines 13 through 23	31,718	21,754	0	8,336
	25 Contributions, gifts, grants paid	137,045			137,045
	26 **Total expenses and disbursements.** Add lines 24 and 25	168,763	21,754	0	145,381
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-64,595			
	b **Net investment income** (if negative, enter -0-)		90,324		
	c **Adjusted net income** (if negative, enter -0-)			0	

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SCANNED JUN 23 2010

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

(HTA)

Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	31,696	64,825	64,825
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	936,793	789,176	1,026,553
	c	Investments—corporate bonds (attach schedule)	1,528,982	1,447,275	1,541,900
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	70,429	194,574	176,307
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,567,900	2,495,850	2,809,585
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,567,900	2,495,850	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,567,900	2,495,850	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,567,900	2,495,850	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,567,900
2	Enter amount from Part I, line 27a	2	-64,595
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	807
4	Add lines 1, 2, and 3	4	2,504,112
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	8,262
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,495,850

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	-11,557
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	151,995	2,941,823	0 051667
2007	171,597	3,335,572	0 051445
2006	161,986	3,261,765	0 049662
2005	148,384	3,271,349	0 045359
2004	178,554	3,271,022	0 054587

2 **Total** of line 1, column (d)	2	0 252720
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 050544
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,655,883
5 Multiply line 4 by line 3	5	134,239
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	903
7 Add lines 5 and 6	7	135,142
8 Enter qualifying distributions from Part XII, line 4	8	145,381

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

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

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 instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	903
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	903
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	903
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,647		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,647
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	744
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 744 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	

Website address ▶ N/A

14 The books are in care of ▶ Wells Fargo Bank N A Telephone no ▶ (800)352-3705
Located at ▶ PO Box 53456, MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

			Line	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 ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Wells Fargo Bank N A PO Box 53456 Phoenix AZ 85072	TRUSTEE 4 00	28,396	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0

Total number of others receiving over $50,000 for professional services ▶

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,627,345
b	Average of monthly cash balances	1b	68,983
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,696,328
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,696,328
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	40,445
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,655,883
6	**Minimum investment return.** Enter 5% of line 5	6	132,794

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

1	Minimum investment return from Part X, line 6			1	132,794
2a	Tax on investment income for 2009 from Part VI, line 5	2a	903		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	903
3	Distributable amount before adjustments Subtract line 2c from line 1			3	131,891
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	131,891
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	131,891

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	145,381
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	145,381
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	903
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	144,478

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

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

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				131,891
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			137,029	
b	Total for prior years 20 ____, 20____, 20___		0		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 NONE				
b	From 2005 NONE				
c	From 2006 NONE				
d	From 2007 NONE				
e	From 2008 NONE				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 145,381				
a	Applied to 2008, but not more than line 2a			137,029	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2009 distributable amount				8,352
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				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				123,539
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	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 0				
b	Excess from 2006 0				
c	Excess from 2007 0				
d	Excess from 2008 0				
e	Excess from 2009 0				

Part XIV Private Operating Foundations (see page 27 of the 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 (a) 2009	Prior 3 years (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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	137,045
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	115,725	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-11,557	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		104,168	0

13 Total. Add line 12, columns (b), (d), and (e) 13 104,168

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule

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

Sign Here

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

John N Sulantic — 6/1/2010 — VP & TRUST OFFICER

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date 6/1/2010	Check if self-employed ▶ ☒	Preparer's identifying number (see **Signature** on page 30 of the instructions) P00364310
Firm's name (or yours if self-employed), address, and ZIP code	PRICEWATERHOUSECOOPERS, LLP		EIN ▶ 13-4008324
	600 GRANT STREET, PITTSBURGH 15219-2777		Phone no 412-355-6000

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions			Securities	391,647	403,204	-11,557
Short Term CG Distributions			Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only) Cost	Donated Value	Expense of Sale and Cost of Improvements	Depreciation
1	X	BP PLC - ADR	055622104			10/11/2002		9/30/2009	7,483	5,574			
2	X	CARNIVAL CORP	143658300			7/17/2008		9/30/2009	26,412	27,349			
3	X	CHEVRON CORP	166764100			2/9/2004		9/30/2009	7,039	4,286			
4	X	DCT INDUSTRIAL TRUST INC	233153105			7/22/2008		10/20/2009	7,622	12,594			
5	X	WALT DISNEY CO	254687106			6/26/2008		11/19/2009	13,540	14,319			
6	X	WALT DISNEY CO	254687106			12/15/2008		11/19/2009	1,504	1,131			
7	X	DODGE & COX STOCK FUND	256219106			6/22/2001		9/30/2009	21,042	23,300			
8	X	DODGE & COX STOCK FUND	256219106			8/22/2001		9/30/2009	20,654	23,000			
9	X	DODGE & COX STOCK FUND	256219106			8/31/2001		9/30/2009	4,006	4,400			
10	X	DODGE & COX STOCK FUND	256219106			12/28/2001		9/30/2009	19,293	21,100			
11	X	DODGE & COX STOCK FUND	256219106			5/29/2003		9/30/2009	9,587	9,800			
12	X	EXXON MOBIL CORPORATIO	30231G102			7/22/1997		9/30/2009	9,814	3,997			
13	X	EXXON MOBIL CORPORATIO	30231G102			7/26/1996		9/30/2009	7,351	2,230			
14	X	EXXON MOBIL CORPORATIO	30231G102			7/26/1996		11/19/2009	7,454	2,083			
15	X	HALLIBURTON CO	406216101			12/12/2008		11/19/2009	13,770	7,438			
16	X	HALLIBURTON CO	406216101			12/15/2008		11/19/2009	6,120	3,412			
17	X	JOHNSON & JOHNSON	478160104			1/10/2000		11/19/2009	15,500	11,904			
18	X	LOWES COS INC	548661107			8/7/2002		9/30/2009	16,816	14,412			
19	X	OMNICOM GROUP	681919106			1/16/1985		9/30/2009	3,712	221			
20	X	OMNICOM GROUP	681919106			1/16/1985		11/19/2009	14,412	884			
21	X	PEPSICO INC	713448108			12/27/1990		9/30/2009	11,676	2,396			
22	X	PEPSICO INC	713448108			12/27/1990		11/19/2009	6,167	1,198			
23	X	PROCTER & GAMBLE CO	742718109			3/3/1995		9/30/2009	17,287	4,934			
24	X	PROCTER & GAMBLE CO	742718109			3/3/1995		11/19/2009	9,267	2,467			
25	X	T ROWE PRICE MID-CAP VAL	77957Y106			2/9/2004		1/25/2010	27,115	27,800			
26	X	TARGET CORP	87612E106			1/30/2001		9/30/2009	4,669	3,682			
27	X	3M CO	88579Y101			2/9/2004		11/19/2009	7,675	7,955			
28	X	UNITED TECHNOLOGIES COF	913017109			2/10/2004		11/19/2009	9,479	6,651			
29	X	VERIZON COMMUNICATIONS	92343V104			7/31/2002		9/30/2009	1,506	1,536			
30	X	VERIZON COMMUNICATIONS	92343V104			7/31/2002		11/19/2009	3,039	3,071			
31	X	VODAFONE GROUP PLC NEW	92857W209			10/4/1993		9/30/2009	11,509	3,113			
32	X	VODAFONE GROUP PLC NEW	92857W209			10/4/1993		11/19/2009	3,356	912			
33	X	WALGREEN CO	931422109			1/30/2001		11/19/2009	7,820	8,016			
34	X	ZIMMER HOLDINGS INC	98956P102			10/25/2007		3/18/2009	21,834	41,226			
35	X	AT & T INC	00206R102			6/26/2008		9/30/2009	1,348	1,693			
36	X	AT & T INC	00206R102			6/26/2008		11/19/2009	10,428	13,547			
37	X	LT CAP GAIN DISTRIBUTIONS							1,549				
38	X	UNRECAP 1250 GAIN							6				
39	X	SHORT TERM CTF LOSS								27,827			
40	X	LONG TERM CTF LOSS								51,746			
41	X	PARTNERSHIP GAIN							2,786				

Line 16b (990-PF) - Accounting Fees

		1,237	0	0	1,237
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREPARATION FEES	1,237			1,237
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		1,976	348	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	348	348		
2	ESTIMATED EXCISE PAYMENTS	1,628			
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		28,505	21,406	0	7,099
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEES	28,396	21,297		7,099
3	PARTNERSHIP EXPENSES	109	109		
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			936,793	789,176	978,873	1,026,553
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	CORPORATE STOCK		936,793	789,176	978,873	1,026,553
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				1,528,982	1,447,275	1,441,969	1,541,900
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	CORPORATE BONDS			1,528,982	1,447,275	1,441,969	1,541,900
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

			70,429	194,574	176,307
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		70,429	194,574	176,307
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	69
2	FEDERAL EXCISE TAX REFUND	2	738
3	Total	3	807

Line 5 - Decreases not included in Part III, Line 2

1	CTF INCOME TIMING DIFFERENCE	1	98
2	CTF BOOK TO TAX DIFFERENCE	2	1,109
3	UNDISTRIBUTED CTF CAPITAL LOSS	3	2,134
4	PARTNERSHIP INCOME ADJUSTMENT	4	2,693
5	PY RETURN OF CAPITAL ADJUSTMENT	5	2,228
6	Total	6	8,262

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	391,647	0	403,204	-11,557	0	0	0	-11,557
1	BP PLC - ADR	055622104		10/11/2002	9/30/2009	7,483	0	5,574	1,909			0	1,909
2	CARNIVAL CORP	143658300		7/17/2008	9/30/2009	26,412	0	27,349	-937			0	-937
3	CHEVRON CORP	166764100		2/9/2004	9/30/2009	7,039	0	4,286	2,753			0	2,753
4	DCT INDUSTRIAL TRUST INC	233153105		7/22/2008	10/20/2009	7,622	0	12,594	-4,972			0	-4,972
5	WALT DISNEY CO	254687106		6/26/2008	11/19/2009	13,540	0	14,319	-779			0	-779
6	WALT DISNEY CO	254687106		12/15/2008	11/19/2009	1,504	0	1,131	373			0	373
7	DODGE & COX STOCK FUND #145	256219106		6/22/2001	9/30/2009	21,042	0	23,300	-2,258			0	-2,258
8	DODGE & COX STOCK FUND #145	256219106		8/22/2001	9/30/2009	20,654	0	23,000	-2,346			0	-2,346
9	DODGE & COX STOCK FUND #145	256219106		8/31/2001	9/30/2009	4,006	0	4,400	-394			0	-394
10	DODGE & COX STOCK FUND #145	256219106		12/28/2001	9/30/2009	19,293	0	21,100	-1,807			0	-1,807
11	DODGE & COX STOCK FUND #145	256219106		5/29/2003	9/30/2009	9,587	0	9,800	-213			0	-213
12	EXXON MOBIL CORPORATION	30231G102		7/22/1997	9/30/2009	9,814	0	3,997	5,817			0	5,817
13	EXXON MOBIL CORPORATION	30231G102		7/26/1996	9/30/2009	7,351	0	2,230	5,121			0	5,121
14	EXXON MOBIL CORPORATION	30231G102		7/26/1996	11/19/2009	7,454	0	2,083	5,371			0	5,371
15	HALLIBURTON CO	406216101		12/12/2008	11/19/2009	13,770	0	7,438	6,332			0	6,332
16	HALLIBURTON CO	406216101		12/15/2008	11/19/2009	6,120	0	3,412	2,708			0	2,708
17	JOHNSON & JOHNSON	478160104		1/10/2000	11/19/2009	15,500	0	11,904	3,596			0	3,596
18	LOWES COS INC	548661107		8/7/2002	9/30/2009	16,816	0	14,412	2,404			0	2,404
19	OMNICOM GROUP	681919106		1/16/1985	9/30/2009	3,712	0	221	3,491			0	3,491
20	OMNICOM GROUP	681919106		1/16/1985	11/19/2009	14,412	0	884	13,528			0	13,528
21	PEPSICO INC	713448108		12/27/1990	9/30/2009	11,676	0	2,396	9,280			0	9,280
22	PEPSICO INC	713448108		12/27/1990	11/19/2009	6,167	0	1,198	4,969			0	4,969
23	PROCTER & GAMBLE CO	742718109		3/3/1995	9/30/2009	17,287	0	4,934	12,353			0	12,353
24	PROCTER & GAMBLE CO	742718109		3/3/1995	11/19/2009	9,267	0	2,467	6,800			0	6,800
25	T ROWE PRICE MID-CAP VALUE FD #11	77957Y106		2/9/2004	1/25/2010	27,115	0	27,800	-685			0	-685
26	TARGET CORP	87612E106		1/30/2001	9/30/2009	4,669	0	3,682	987			0	987
27	3M CO	88579Y101		2/9/2004	11/19/2009	7,675	0	7,955	-280			0	-280
28	UNITED TECHNOLOGIES CORP	913017109		2/10/2004	11/19/2009	9,479	0	6,651	2,828			0	2,828
29	VERIZON COMMUNICATIONS	92343V104		7/31/2002	9/30/2009	1,506	0	1,536	-30			0	-30
30	VERIZON COMMUNICATIONS	92343V104		7/31/2002	11/19/2009	3,039	0	3,071	-32			0	-32
31	VODAFONE GROUP PLC NEW ADR	92857W209		10/4/1993	9/30/2009	11,509	0	3,113	8,396			0	8,396
32	VODAFONE GROUP PLC NEW ADR	92857W209		10/4/1993	11/19/2009	3,356	0	912	2,444			0	2,444
33	WALGREEN CO	931422109		1/30/2001	11/19/2009	7,820	0	8,016	-196			0	-196
34	ZIMMER HOLDINGS INC	98956P102		10/25/2007	3/18/2009	21,834	0	41,226	-19,392			0	-19,392
35	AT & T INC	00206R102		6/26/2008	9/30/2009	1,348	0	1,693	-345			0	-345
36	AT & T INC	00206R102		6/26/2008	11/19/2009	10,428	0	13,547	-3,119			0	-3,119
37	LT CAP GAIN DISTRIBUTIONS					1,549	0	0	1,549			0	1,549
38	UNRECAP 1250 GAIN					6	0	0	6			0	6
39	SHORT TERM CTF LOSS					0	0	27,827	-27,827			0	-27,827
40	LONG TERM CTF LOSS					0	0	51,746	-51,746			0	-51,746
41	PARTNERSHIP GAIN					2,786	0	0	2,786			0	2,786

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

28,396

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A	X	PO Box 53456	Phoenix	AZ	85072		TRUSTEE	4	28,396
2										
3										
4										
5										
6										
7										
8										
9										
10										

0	0	
Benefits	Expense Account	Explanation

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	19
2	First quarter estimated tax payment		2	1,628
3	Second quarter estimated tax payment		3	0
4	Third quarter estimated tax payment		4	0
5	Fourth quarter estimated tax payment		5	0
6	Other payments		6	0
7	Total		7	1,647

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2008 that remained undistributed at the beginning of the 2009 tax year	1	137,029
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	137,029

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

	List Managers who contributed more than 2% of the total contributions received by the foundation	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1	NONE	NONE
2		
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
DENVER SYMPHONY ORCHESTRA			[ ] Person	[X] Business
Street: 1000 14TH STREET, #15				
City: DENVER	State: CO	Zip code: 80202	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount: 367	

Name				
DENVER ART MUSEUM			[ ] Person	[X] Business
Street: 100 WEST 14TH AVENUE				
City: DENVER	State: CO	Zip code: 80204	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount: 23,767	

Name				
ST JOHN VIANNEY THEOLOGICAL SEMINARY			[ ] Person	[X] Business
Street: 1300 SOUTH STEELE STREET				
City: DENVER	State: CO	Zip code: 80204	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount: 10,366	

Name				
ART REACH			[ ] Person	[X] Business
Street: 3400 WEST 38TH AVENUE				
City: DENVER	State: CO	Zip code: 80211	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount: 8,765	

Name				
AUGUSTANA ARTS			[ ] Person	[X] Business
Street: 5000 ALAMEDA AVENUE				
City: DENVER	State: CO	Zip code: 80246	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount: 3,300	

Name				
BUNTPORT THEATER COMPANY			[ ] Person	[X] Business
Street: 717 LIPAN STREET				
City: DENVER	State: CO	Zip code: 80204	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount: 8,765	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
CLEO PARKER ROBINSON DANCE			[ ] Person	[X] Business
Street: 119 PARK AVENUE WEST				
City: DENVER	State: CO	Zip code: 80205	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount	3,300

Name				
METROPOLITAN STATE COLLEGE OF DENVER			[ ] Person	[X] Business
Street: 855 LAWRENCE STREET				
City: DENVER	State: CO	Zip code: 80204	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount	3,300

Name				
ARVADA CENTER			[ ] Person	[X] Business
Street: 6901 WADSWORTH BLVD				
City: ARVADA	State: CO	Zip code: 80003	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount	5,465

Name				
CENTRAL CITY OPERA			[ ] Person	[X] Business
Street: 400 SOUTH COLORADO BLVD #500				
City: DENVER	State: CO	Zip code: 80246	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount	5,465

Name				
COLORADO BALLET			[ ] Person	[X] Business
Street: 1278 LINCOLN STREET				
City: DENVER	State: CO	Zip code: 80203	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount	5,465

Name				
COLORADO CHILDREN'S CHORALE			[ ] Person	[X] Business
Street: 2420 WEST 26TH AVENUE				
City: DENVER	State: CO	Zip code: 80211	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount	5,465

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name COLORADO SYMPHONY ORCHESTRA			[ ] Person [X] Business
Street 1000 14TH STREET, #15			
City DENVER	State CO	Zip code 80202	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 15,000

Name COLORADO YOUTH SYMPHONY ORCHESTRA			[ ] Person [X] Business
Street 571 GALAPAGO STREET			
City DENVER	State CO	Zip code 80204	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,465

Name CURIOUS THEATRE COMPANY			[ ] Person [X] Business
Street 1080 ACOMA STREET			
City DENVER	State CO	Zip code 80204	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,465

Name DENVER BRASS			[ ] Person [X] Business
Street 2253 DOWNING STREET			
City DENVER	State CO	Zip code 80205	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,465

Name DENVER CENTER FOR THE PERFORMING ARTS			[ ] Person [X] Business
Street 1101 13TH STREET			
City DENVER	State CO	Zip code 80204	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,465

Name PHYSICALLY HANDICAPPED ACTORS & MUSICAL ARTISTS LEAGUE			[ ] Person [X] Business
Street 1031 13TH STREET			
City DENVER	State CO	Zip code 80204	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,465

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: ROCKY MOUNTAIN ARTS ASSOCIATION			[ ] Person	[X] Business
Street: 3773 CHERRY CREEK DRIVE				
City: DENVER	State: CO	Zip code: 80209	Foreign Country	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount	5,465

Name: ROCKY MOUNTAIN CHILDREN'S CHOIR			[ ] Person	[X] Business
Street: 4340 EAST KENTUCKY AVENUE				
City: DENVER	State: CO	Zip code: 80246	Foreign Country	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL SUPPORT GRANT			Amount	5,465

Name			[ ] Person	[ ] Business
Street				
City	State	Zip code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution			Amount	0

Name			[ ] Person	[ ] Business
Street				
City	State	Zip code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution			Amount	0

Name			[ ] Person	[ ] Business
Street				
City	State	Zip code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution			Amount	0

Name			[ ] Person	[ ] Business
Street				
City	State	Zip code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution			Amount	0

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 01/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
WELLS FARGO ADVANTAGE CASH INVESTMENT FUND INSTITUTIONAL CLASS - #451 *Asset held in Invested Income Portfolio*	8,188 060		$8,188.06	$8,188 06	$0.00	$8 08	0.10%
WELLS FARGO ADVANTAGE CASH INVESTMENT FUND INSTITUTIONAL CLASS - #451	56,636.480		56,636 48	56,636 48	0 00	55.92	0.10
Total Money Market			**$64,824.54**	**$64,824.54**	**$0.00**	**$64.00**	**0.10%**
Total Cash & Equivalents			**$64,824.54**	**$64,824.54**	**$0.00**	**$64.00**	**0.10%**

Asset Description	Quantity	Price	Market Value as of 01/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
COMMON TRUST FUNDS							
TAXABLE INTERMEDIATE TERM BOND FUND DIF CUSIP: 999708902	77,761 094	$9 840	$765,169.16	$714,636 10	$50,533 06	$27,999.98	3 66%
TAXABLE TOTAL RETURN BOND FUND DIF CUSIP. 991283912	106,547 397	7.290	776,730 52	732,639 08	44,091 44	34,105.61	4.39
Total Common Trust Funds			**$1,541,899.68**	**$1,447,275.18**	**$94,624.50**	**$62,105.59**	**4.03%**
Total Fixed Income			**$1,541,899.68**	**$1,447,275.18**	**$94,624.50**	**$62,105.59**	

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
HOME DEPOT INC SYMBOL: HD CUSIP 437076102	900 000	$28.010	$25,209.00	$5,380 00	$19,829 00	$810 00	3 21%
MCDONALDS CORP SYMBOL: MCD CUSIP 580135101	175 000	62 430	10,925.25	10,612.00	313 25	385.00	3.52
OMNICOM GROUP SYMBOL OMC CUSIP: 681919106	600 000	35.300	21,180 00	1,326.22	19,853 78	360.00	1 70
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	700 000	51 270	35,889 00	25,570.00	10,319 00	476.00	1.33
Total Consumer Discretionary			**$93,203.25**	**$42,888.22**	**$50,315.03**	**$2,031.00**	**2.18%**
CONSUMER STAPLES							
PEPSICO INC SYMBOL: PEP CUSIP. 713448108	500.000	$59 620	$29,810 00	$5,989 12	$23,820.88	$900 00	3.02%
PROCTER & GAMBLE CO SYMBOL: PG CUSIP. 742718109	550 000	61 550	33,852 50	9,044 87	24,807 63	968 00	2.86
WAL MART STORES INC SYMBOL: WMT CUSIP: 931142103	350 000	53.430	18,700.50	16,653 00	2,047 50	381.50	2.04
WALGREEN CO SYMBOL: WAG CUSIP: 931422109	400.000	36 050	14,420 00	16,032 00	- 1,612 00	220.00	1.53
Total Consumer Staples			**$96,783.00**	**$47,718.99**	**$49,064.01**	**$2,469.50**	**2.55%**
ENERGY							
CHEVRON CORP SYMBOL. CVX CUSIP: 166764100	500.000	$72 120	$36,060.00	$21,427 50	$14,632 50	$1,360 00	3.77%
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	850.000	64.430	54,765.50	17,706 65	37,058 85	1,428 00	2.61
Total Energy			**$90,825.50**	**$39,134.15**	**$51,691.35**	**$2,788.00**	**3.07%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
FINANCIALS							
AFLAC INC SYMBOL. AFL CUSIP: 001055102	800 000	$48 430	$38,744 00	$25,080 00	$13,664 00	$896.00	2 31%
BANK NEW YORK MELLON CORP COM COM SYMBOL. BK CUSIP: 064058100	425 000	29 090	12,363 25	15,477.87	- 3,114 62	153 00	1 24
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	375 000	38 940	14,602.50	15,834 75	- 1,232 25	75 00	0 51
US BANCORP DEL NEW SYMBOL. USB CUSIP: 902973304	600 000	25 080	15,048 00	16,844 90	- 1,796 90	120 00	0 80
Total Financials			**$80,757.75**	**$73,237.52**	**$7,520.23**	**$1,244.00**	**1.54%**
HEALTH CARE							
BECTON DICKINSON & CO SYMBOL· BDX CUSIP. 075887109	360 000	$75.370	$27,133 20	$33,078 45	- $5,945 25	$532 80	1 96%
JOHNSON & JOHNSON SYMBOL. JNJ CUSIP: 478160104	750 000	62 860	47,145.00	32,857.16	14,287.84	1,470 00	3.12
PFIZER INC SYMBOL· PFE CUSIP: 717081103	800 000	18.660	14,928 00	34,656 00	- 19,728 00	576.00	3 86
QUEST DIAGNOSTICS INC SYMBOL: DGX CUSIP: 74834L100	350 000	55 670	19,484 50	16,843 28	2,641.22	140 00	0 72
THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102	600.000	46 150	27,690 00	20,804.52	6,885 48	0 00	0 00
Total Health Care			**$136,380.70**	**$138,239.41**	**- $1,858.71**	**$2,718.80**	**1.99%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INTERNATIONAL MUTUAL FUNDS							
ISHARES MSCI EAFE SYMBOL: EFA CUSIP: 464287465	455 000	$52.480	$23,878 40	$24,997.29	- $1,118.89	$655 66	2 75%
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL: EEM CUSIP: 464287234	345 000	38 280	13,206.60	14,040.91	- 834.31	8.28	0 06
Total International Mutual Funds			**$37,085.00**	**$39,038.20**	**- $1,953.20**	**$663.94**	**1.79%**
Total Equities			**$1,026,552.90**	**$789,175.87**	**$237,377.03**	**$24,445.52**	**2.38%**

Asset Description	Quantity	Price	Market Value as of 01/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Complementary Strategies							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	5,782 575	$12.800	$74,016 96	$75,000.00	- $983.04	$98 30	0 13%
ING GLOBAL EQUITY & PR OPPT FD COM SYMBOL: IGD CUSIP: 45684E107	2,425 000	12 230	29,657.75	40,667.28	- 11,009 53	3,637 50	12.26
IVY ASSET STRATEGY FUND CLASS I #473 SYMBOL: IVAEX CUSIP: 466001864	1,323 919	21.830	28,901 15	30,000 00	- 1,098.85	169 46	0.59
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP. 73935S105	1,297 000	22 690	29,428.93	34,912 89	- 5,483 96	0 00	0 00
Total Other			**$162,004.79**	**$180,580.17**	**- $18,575.38**	**$3,905.26**	**2.41%**
Total Complementary Strategies			**$162,004.79**	**$180,580.17**	**- $18,575.38**	**$3,905.26**	**2.41%**

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ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 01/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Assets							
REAL ASSET FUNDS							
ISHARES TR COHEN & STEERS REALTY MAJORS INDEX FUND SYMBOL: ICF CUSIP. 464287564	290 000	$49.320	$14,302 80	$13,994 56	$308 24	$561 44	3 92%
Total Real Asset Funds			**$14,302.80**	**$13,994.56**	**$308.24**	**$561.44**	**3.93%**
Total Real Assets			**$14,302.80**	**$13,994.56**	**$308.24**	**$561.44**	**3.93%**

	Account Value as of 01/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$2,809,584.71**	**$2,495,850.32**	**$313,734.39**	**$91,081.81**