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Form **990-PF**

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

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning **05/01/09**, and ending **04/30/10**

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

**HILL FOUNDATION 0101562400****WELLS FARGO BANK IM&T FIDUCIARY SVC**

Number and street (or P O box number if mail is not delivered to street address)

**PO BOX 53456; MAC S4101-22G**

Room/suite

City or town, state, and ZIP code

**PHOENIX****AZ 85072-3456**

A Employer identification number

**84-6081879**

B Telephone number (see page 10 of the instructions)

**720-947-6725**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) **\$ 22,994,274**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses** (Thetotal 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)

SCANNED MAR 01 2011	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3	Interest on savings and temporary cash investments	<b>11,432</b>	<b>11,432</b>		
	4	Dividends and interest from securities	<b>440,113</b>	<b>438,461</b>		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<b>-75,082</b>			
	b	Gross sales price for all assets on line 6a <b>2,247,508</b>				
	7	Capital gain net income (from Part IV, line 2)		<b>0</b>		
	8	Net short-term capital gain			<b>0</b>	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
Operating and Administrative Expenses	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) <b>STMT 1</b>	<b>1,459,529</b>	<b>1,443,921</b>		
	12	<b>Total. Add lines 1 through 11</b>	<b>1,835,992</b>	<b>1,893,814</b>	<b>0</b>	
	13	Compensation of officers, directors, trustees, etc	<b>162,000</b>	<b>89,100</b>		<b>72,900</b>
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) <b>STMT 2</b>	<b>20,970</b>	<b>11,534</b>		<b>9,437</b>
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) <b>STMT 3</b>	<b>158,636</b>	<b>130,113</b>		
	19	Depreciation (attach schedule) and depletion	<b>4,398</b>			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) <b>STMT 4</b>	<b>41,608</b>	<b>29,307</b>		<b>1,253</b>
	24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>387,612</b>	<b>260,054</b>		<b>83,590</b>
	25	Contributions, gifts, grants paid	<b>1,160,000</b>			<b>1,160,000</b>
	26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>1,547,612</b>	<b>260,054</b>	<b>0</b>	<b>1,243,590</b>
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<b>288,380</b>			
	b	Net investment income (if negative, enter -0-)		<b>1,633,760</b>		
	c	Adjusted net income (if negative, enter -0-)			<b>0</b>	

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

Form **990-PF** (2009)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		5,089	2,910	2,910
	2	Savings and temporary cash investments		6,235,424	5,249,688	5,249,688
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule) <b>STMT 5</b>		693,875		
	b	Investments—corporate stock (attach schedule) <b>SEE STMT 6</b>		6,596,753	6,888,644	9,141,731
	c	Investments—corporate bonds (attach schedule) <b>SEE STMT 7</b>		2,799,547	4,516,879	4,746,264
	11	Investments—land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach sch) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach sch) ▶					
15	Other assets (describe ▶ <b>SEE STATEMENT 8</b> )		8,166	3,767	3,853,681	
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)		16,338,854	16,661,888	22,994,274	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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		16,338,854	16,661,888	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)		16,338,854	16,661,888	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)		16,338,854	16,661,888	

**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	16,338,854
2	Enter amount from Part I, line 27a	2	288,380
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	3	34,654
4	Add lines 1, 2, and 3	4	16,661,888
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,661,888

**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.)
<b>1a</b>	<b>SEE ATTACHED SCHEDULE</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b</b>	<b>WELLS FARGO ACCT 400</b>			
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b> 2,247,493		2,322,590	-75,097
<b>b</b> 15			15
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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

(i) FMV 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))
<b>a</b>			-75,097
<b>b</b>			15
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	-75,082
<b>3</b> 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	<div style="border: 1px solid black; padding: 2px;">           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         </div>	<b>3</b>	

**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	1,209,679	19,828,153	0.061008
2007	1,306,429	23,984,612	0.054469
2006	1,168,236	21,190,458	0.055130
2005	1,078,579	20,173,460	0.053465
2004	1,190,653	19,168,218	0.062116

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.286188
<b>3</b> 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	<b>3</b>	0.057238
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	21,132,813
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,209,600
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	16,338
<b>7</b> Add lines 5 and 6	<b>7</b>	1,225,938
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	1,243,590

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>16,338</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>16,338</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>16,338</b>
<b>6</b>	Credits/Payments		
<b>a</b>	2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>	<b>21,473</b>
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	<b>14,000</b>
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>35,473</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	<b>19,135</b>
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> <b>19,135</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>1b</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)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <b>\$</b> _____ (2) On foundation managers. <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$</b> _____		
<b>2</b> 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.		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>X</b>	
<b>4b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	<b>X</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <b>CO</b>		
<b>8b</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	<b>X</b>	
<b>9</b> 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		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		<b>X</b>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ► <b>WELLS FARGO BANK, N.A.</b> <b>1740 BROADWAY MC 7300-483</b> Located at ► <b>DENVER, CO</b>	Telephone no ► <b>720-947-6725</b> ZIP+4 ► <b>80274</b>		
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	► <b>15</b>   <input type="checkbox"/>		

**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
<b>1a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b> <input type="checkbox"/>	1b	
<b>c</b>	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	<b>X</b>
<b>2</b>	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)):		
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 ) <b>N/A</b>	2b	
<b>c</b>	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		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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.) <b>N/A</b>	3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<b>X</b>
<b>b</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	<b>X</b>

**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)? **N/A** ☐ **5b**

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

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

If "Yes" to 6b, file Form 8870

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (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 & CO - DENVER 1740 BROADWAY DENVER CO 80274	CO-TRUSTEE 28.00	90,000	0	0
JOHN MORAN C/O WELLS FARGO BANK, 1740 BROADWAY DENVER CO 80274	CO-TRUSTEE 6.00	36,000	0	0
FRANCIS W. COLLOPY C/O WELLS FARGO BANK, 1740 BROADWAY DENVER CO 80274	CO-TRUSTEE 6.00	36,000	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		

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
<b>1</b> N/A	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>12,765,753</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>4,835,018</b>
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	<b>3,853,861</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>21,454,632</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>21,454,632</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	<b>321,819</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>21,132,813</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>1,056,641</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>1,056,641</b>
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	<b>16,338</b>
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>16,338</b>
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	<b>1,040,303</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>1,040,303</b>
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>1,040,303</b>

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	<b>1,243,590</b>
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>1,243,590</b>
<b>5</b>	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)	<b>5</b>	<b>16,338</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>1,227,252</b>

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				<b>1,040,303</b>
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only				
<b>b</b> Total for prior years. 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2009.				
<b>a</b> From 2004				<b>259,986</b>
<b>b</b> From 2005				<b>107,168</b>
<b>c</b> From 2006				<b>149,213</b>
<b>d</b> From 2007				<b>142,712</b>
<b>e</b> From 2008				<b>255,309</b>
<b>f</b> Total of lines 3a through e	<b>914,388</b>			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: <b>\$ 1,243,590</b>				
<b>a</b> Applied to 2008, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2009 distributable amount				<b>1,040,303</b>
<b>e</b> Remaining amount distributed out of corpus	<b>203,287</b>			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	<b>1,117,675</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				<b>0</b>
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	<b>259,986</b>			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	<b>857,689</b>			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2005				<b>107,168</b>
<b>b</b> Excess from 2006				<b>149,213</b>
<b>c</b> Excess from 2007				<b>142,712</b>
<b>d</b> Excess from 2008				<b>255,309</b>
<b>e</b> Excess from 2009				<b>203,287</b>

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )  
**NONE**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
**NONE**

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

Check here ☐ 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  
**WELLS FARGO BANK 720-947-6725**  
**1740 BROADWAY DENVER CO 80274**

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

**c** Any submission deadlines:  
**NONE**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**SEE STATEMENT 10**

**Part XV Supplementary Information (continued)**

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div><b>SEE ATTACHED</b></div>				<div>1,160,000</div>
<div>Total</div>			<div>▶ 3a</div>	<div>1,160,000</div>
<div>b Approved for future payment</div> <div><b>N/A</b></div>				
<div>Total</div>			<div>▶ 3b</div>	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue.					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments			<b>14</b>	<b>11,432</b>	
<b>4</b>	Dividends and interest from securities			<b>14</b>	<b>440,113</b>	
<b>5</b>	Net rental income or (loss) from real estate:					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income	<b>211110</b>	<b>15,608</b>	<b>15</b>	<b>1,443,921</b>	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			<b>18</b>	<b>-75,082</b>	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		<b>15,608</b>		<b>1,820,384</b>	<b>0</b>
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>1,835,992</b>

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

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

[illegible]

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

<p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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</p>		Yes	No
1a(1)			X
1a(2)			X
1b(1)			X
1b(2)			X
1b(3)			X
1b(4)			X
1b(5)			X
1b(6)			X
1c			X

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 <b>WELLS FARGO BANK</b> (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
Signature of officer or trustee <b>JAMES H MILLER</b>		Date <b>2/23/11</b>	
Title <b>VICE PRESIDENT</b>		Title <b>VP, Fiduciary Tax Manager</b>	

Paid Preparer's Use Only	Preparer's signature <b>Peayfe. BlfcrA</b>		Date <b>02/14/11</b>	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see <b>Signature</b> on page 30 of the instructions) <b>P00294953</b>
	Firm's name (or yours if self-employed), address, and ZIP code <b>STRICKLIN &amp; ASSOCIATES, P.C.</b> <b>1540 EMERSON ST</b> <b>DENVER, CO 80218-1450</b>			EIN <b>13-0000000</b>	Phone no <b>303-832-6112</b>

## Federal Statements

84-6081879

FYE: 4/30/2010

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ENRON CLASS ACTION FUND PYMT	\$ 3,585	\$ 3,585	\$
LEASE BONUS - 401	253,888	253,888	
ROYALTY INCOME - 401	1,186,448	1,186,448	
OIL AND GAS REVENUES	15,608		
TOTAL	\$ 1,459,529	\$ 1,443,921	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES - 400	\$ 20,970	\$ 11,534	\$	\$ 9,437
TOTAL	\$ 20,970	\$ 11,534	\$ 0	\$ 9,437

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID - 400	\$ 3,596	\$ 3,596	\$	\$
AD VALOREM TAXES - 401	55,120	55,099		
PRODUCTION TAXES - 401	77,892	75,960		
STATE INCOME TAX W/H	2,151	2,151		
FEDERAL EXCISE TAX ESTIMATES	18,000			
NON-RENTAL PROPERTY TAXES	113	113		
FEDERAL 990-T TAX ESTIMATES	7,500			
STATE INCOME TAX REFUNDS	-6,806	-6,806		
SEVERANCE TAX	1,070			
TOTAL	\$ 158,636	\$ 130,113	\$ 0	\$ 0

## Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WORKING INTEREST	\$		\$	\$
WORKING INTEREST				
EXPENSES				
MINERAL INTANGIBLE COST - 401	792	792		
LEASE OPERATING EXPENSE	37,917	26,869		
ASSOCIATION DUES	2,785	1,532		1,253
MISCELLANEOUS EXPENSES	103	103		
TAX SERVICE FEE	11	11		
TOTAL	\$ 41,608	\$ 29,307	\$ 0	\$ 1,253



**Federal Statements****Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
250,000 FED HME LN 6.73% DUE 6/22/09				
\$	249,237	\$		\$
200,000 FD NAT MTG 7.25% DUE 1/15/10				
	194,638			
250,000 FED FARM CR 2.47% , 2/17/12				
	250,000			
TOTAL	\$ 693,875	\$ 0		\$ 0

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1,000 S&P EUROPE 350 INDEX	\$ 52,460	\$		\$
1,200 BECTON DICKINSON 7 CO		74,973		91,644
1,300 3M CO	150,329	84,232		115,271
1,325 ISHARES TR RUSSELL 1000 INDEX	101,760			
1,400 CVS CAREMARK CORPORATION		42,756		51,688
1,500 BP PLC	148,882	57,598		78,225
1,650 CONOCO PHILLIPS		73,211		97,663
1,725 JOHNSON & JOHNSON	197,480	101,753		110,917
1,750 BANK NEW YORK MELLON CORP COM		48,913		54,477
1,800 PHILLIP MORRIS INTERNATIONAL		66,905		88,344
12,000 ISHARES MSCI EAFE	464,759	700,631		652,920
2,000 CHESAPEAKE ENERGY CORP COM		39,340		47,600
2,000 EMERSON ELECTRIC		64,818		104,460
2,000 HONEYWELL INTERNATIONAL INC.		59,418		94,940
2,000 INTERNATIONAL BUSINESS MACHINE	293,373	220,132		258,000
2,000 ISHARES RUSSELL 2000 GROWTH		102,967		152,740
2,000 KRAFT FOODS	51,940	51,940		59,200
2,000 MCDONALDS		110,680		141,180

84-6081879

**Federal Statements**

FYE: 4/30/2010

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2,350 MARATHON OIL CORPORATION	\$	\$ 70,982		\$ 75,553
2,400 GENERAL DYNAMICS CORP	118,373			
2,400 ISHARES RUSSELL 2000	174,879	174,879		171,960
2,500 ABBOTT LABS		108,045		127,900
2,500 DOMINION RES INC VA	92,220	92,220		104,500
2,500 MEDTRONIC INC	81,918	58,513		109,225
2,500 MERCK & CO INC		64,050		87,600
2,600 PEPSICO INC	134,962	101,902		169,572
2,700 ISHARES TR RUSSELL MIDCAP VALU	119,761	119,761		113,697
3,000 CHEVRON CORP	97,572	97,572		244,320
3,000 HEWLETT PACKARD CO.	107,819	107,819		155,910
3,000 ISHARES TR RUSSELL MIDCAP GROW	146,775	146,775		150,450
3,000 PROCTOR & GAMBLE	241,940	181,455		186,480
3,000 UNITED TECHNOLOGIES CORP	137,771	108,503		224,850
3,100 TARGET CORP	164,972	101,578		176,297
3,250 BRISTOL MYERS SQUIBB CO	74,842	74,842		82,257
3,500 OMNICOM GROUP	19,963	17,467		149,310
3,500 PFIZER INC	91,093	91,093		58,520
3,550 SCHLUMBERGER	174,930	120,414		253,541
3,800 SYSCO CORP	99,652	99,652		119,852
4,000 HOME DEPOT	49,293	49,293		140,920
4,000 NOKIA CORPORATION		60,240		48,640
4,000 WALT DISNEY CO	120,596	120,596		147,360
4,050 EXXON MOBIL CORPORATION	145,393	145,393		274,469
4,300 VERIZON COMMUNICATIONS	159,697	126,819		124,270
4,500 TRAVELERS COMPANIES INC	195,525	195,525		228,330

84-6081879

**Federal Statements**

FYE: 4/30/2010

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
4,740 ISHARES RUSSELL 2000 VALUE	\$ 264,949	\$ 264,949		\$ 323,221
4,900 INTEL CORP	94,325	94,325		111,916
5,000 AFLAC INC	158,034	158,034		254,800
5,000 AT&T INC		128,646		130,300
5,000 BANK OF AMERICA CORP	30,792	30,792		89,150
5,000 PUBLIC SVC ENTERPRISE GROUP IN	137,178	137,178		160,650
5,675 ISHARES TR MSCI EMERGING MARKE		175,254		238,634
6,200 ECOLAB INC	195,602	195,602		302,808
6,250 BERKSHIRE HATHAWAY	398,623	398,623		481,250
6,909.871 JP MORGAN MID CAP VALUE	161,000	161,000		150,566
6,962.146 FIRST EAGLE GLOBAL FUND CL	255,000			
675 ISHARES TR MSCI EMERGING MARKETS	25,355			
7,400 GENERAL ELECTRIC CO.	9,071	9,071		139,564
900 COLGATE PALMOLIVE	39,881	23,929		75,690
5,600 MICROSOFT	210,701	170,273		170,996
2,080 SPDR S&P MIDCAP 400 ETF TRUST	205,313	205,313		310,190
12,503.099 TWEEDY BROWNE GLOBAL VALU	200,000	200,000		276,944
TOTAL	\$ 6,596,753	\$ 6,888,644		\$ 9,141,731

**Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
250,000 WAL-MART 6.875% DUE 8/10/09	\$ 251,180	\$		\$
100,000 GOLDMAN SACHS 7.35, 10/01/09	100,127			
100,000 IBM CORP 5.4 DUE 10/01/08				
150,000 DAIMLERCHRYSLER 8.0% 6/15/10	152,166	152,166		151,100

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**Federal Statements**

FYE: 4/30/2010

**Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
200,000 MORGAN ST DW 8.0%, 6/15/10	\$ 201,516	\$ 201,516		\$ 201,568
225,000 GE CAP 6.125% DUE 2/22/11	227,828	227,828		234,416
250,000 CREDIT SUISSE 4.70%, 6/1/09	255,335			
200,000 GE CAP CORP 4.625%,9/15/2009	202,710			
100000 ALL STATE LIFE 4.25%,02/06/10	99,472			
125000 GOLDMAN SACHS 4.5%, 06/15/10	124,744	124,744		125,403
100,000 AMERICAN EXP 5.5%, 9/12/2016	101,782	101,782		106,604
100,000 AIG 5.6%, 10/18/2016	102,095	102,095		94,414
100,000 BELL SOUTH 6%, 10/15/2011	99,411	99,411		106,812
250,000 CATERPILLAR 5.05% 12/1/2010	248,360	248,360		256,498
100,000 CITIGROUP INC 5.5% 2/15/2017	100,393	100,393		99,794
100,000 CONOCOPHILLIPS 4.75%, 2/1/14	102,016	102,016		108,942
100,000 COSTCO WH 5.5% 3/15/2017	101,097	101,097		111,504
LOWES CO 5.6%, 9/15/2012	99,315	99,315		109,574
82,463.602 TEMPLETON GLOBAL FND	230,000	1,000,000		1,118,206
100,000 ASTRAZENECA 5.9% 09/15/2017		107,000		113,246
100,000 BEAR STEARNS 4.50% 10/28/10		102,621		101,792
100,000 BOTTLING GRP 4.125% 06/15/15		104,084		105,285
100,000 BP CAPITAL MKT 3.125 03/10/1		103,000		103,540
100,000 EI DUPONT 4.75 03/15/15		107,353		108,376
100,000 EMERSON EL 4.125 04/15/15		101,798		105,745
100.000 GLAXOSMKL 4.375 04/15/14		103,395		107,256
100,000 HP 2.25 05/27/11		100,619		101,296
100,000 HONEYWELL 5.4 03/15/16		106,990		111,110
100,000 NOVARTIS CAPITAL		103,590		106,687
100,000 OCCIDENTAL PET 4.125 06/01/1		99,383		105,409

**Federal Statements**

FYE: 4/30/2010

**Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
100,000 ORACLE 5.25 01/15/16	\$	\$ 104,450		\$ 111,131
100,000 PEPSICO 5 06/01/18		101,917		107,147
100,000 PITNEY BOWES 5.00 03/15/2015		101,162		107,620
100,000 STATOILHYDRO 5.25% 04/15/19		99,274		107,212
100,000 TARGET 4.00% 06/15/13		102,315		106,194
100,000 UNILEVER 3.65% 02/15/14		101,028		104,519
100,000 3M 4.375% 08/15/13		106,177		107,864
TOTAL	\$ <u>2,799,547</u>	\$ <u>4,516,879</u>		\$ <u>4,746,264</u>

**Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
MINERAL PROPERTIES	\$ 1,195,497	\$ 1,195,497	\$ 3,853,681
DEPLETION	-1,187,331	-1,191,730	
TOTAL	\$ <u>8,166</u>	\$ <u>3,767</u>	\$ <u>3,853,681</u>

**Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
CAPITAL GAIN TIMING DIFFERENCES	\$ 29,687
RETURN OF CAPITAL	
OTHER TIMING DIFFERENCES	4,967
TOTAL	\$ <u>34,654</u>

84-6081879

**Federal Statements**

FYE: 4/30/2010

**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description
LETTER

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**

Description
NONE

**Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description
QUALIFIED ORGANIZATION MAINLY FOR EDUCATION AND MEDICAL PURPOSES.

**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual**  
**funds or CTF's - See Tax Transaction Detail)**  
**HILL, VIRGINIA W. FDN TUA**  
**Trust Year 5/1/2009 - 4/30/2010**

Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
02003MAK0	ALLSTATE LIFE GLOBAL FDG SECD								
Sold	06/04/09	100000	102,000.00						
Acq	05/04/05	100000	102,000.00	99,472.00	99,472.00	2,528.00	2,528.00	L	
Total for 6/4/2009				99,472.00	99,472.00	2,528.00	2,528.00		
055622104	BP P L C SPONS ADR								
Sold	06/08/09	1500	75,122.11						
Acq	10/28/03	100	5,008.14	4,206.00	4,206.00	802.14	802.14	L	
Acq	10/29/03	400	20,032.56	16,796.00	16,796.00	3,236.56	3,236.56	L	
Acq	05/15/03	1000	50,081.41	40,840.00	40,840.00	9,241.41	9,241.41	L	
Total for 6/8/2009				61,842.00	61,842.00	13,280.11	13,280.11		
194162103	COLGATE PALMOLIVE CO COM								
Sold	06/08/09	600	41,989.08						
Acq	02/19/97	600	41,989.08	15,952.50	15,952.50	26,036.58	26,036.58	L	
Total for 6/8/2009				15,952.50	15,952.50	26,036.58	26,036.58		
22541LAN3	CREDIT SUISSE FB USA INC								
Sold	06/01/09	250000	250,000.00						
Acq	02/14/05	250000	250,000.00	255,335.00	255,335.00	-5,335.00	-5,335.00	L	
Total for 6/1/2009				255,335.00	255,335.00	-5,335.00	-5,335.00		
31331GMW6	FED FARM CREDIT BK 2.470% 2/17/12								
Sold	02/17/10	250000	250,000.00						
Acq	02/06/09	250000	250,000.00	250,000.00	250,000.00	0.00	0.00	L	
Total for 2/17/2010				250,000.00	250,000.00	0.00	0.00		
3133M9AE2	FEDERAL HOME LN BKS CONS BD								
Sold	06/22/09	250000	250,000.00						
Acq	11/02/99	250000	250,000.00	249,237.50	249,237.50	762.50	762.50	L	
Total for 6/22/2009				249,237.50	249,237.50	762.50	762.50		
31359MFG3	FEDERAL NATL MTG ASSN								
Sold	01/15/10	200000	200,000.00						
Acq	05/23/00	200000	200,000.00	200,000.00	200,000.00	0.00	0.00	L	
Total for 1/15/2010				200,000.00	200,000.00	0.00	0.00		
32008F507	FIRST EAGLE SOGEN FDS INC								
Sold	05/15/09	6962.15	234,902.81						
Acq	01/31/05	2587.32	87,296.13	100,000.00	100,000.00	-12,703.87	-12,703.87	L	
Acq	09/23/04	4374.82	147,606.34	155,000.00	155,000.00	-7,393.66	-7,393.66	L	
Total for 5/15/2009				255,000.00	255,000.00	-20,097.53	-20,097.53		
36962GZH0	GENERAL ELEC CAP CORP M/T/N								
Sold	09/15/09	200000	200,000.00						
Acq	07/28/04	200000	200,000.00	202,710.00	202,710.00	-2,710.00	-2,710.00	L	
Total for 9/15/2009				202,710.00	202,710.00	-2,710.00	-2,710.00		

**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**

Account Id: 0101562400

**HILL, VIRGINIA W. FDN TUA**  
**Trust Year 5/1/2009 - 4/30/2010**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type
38141GAD6	GOLDMAN SACHS GROUP INC M/T/N								
Sold		10/01/09	100000	100,000.00					
Acq		11/02/99	100000	100,000.00	100,127.00	100,127.00	-127.00	-127.00	L
Total for 10/1/2009					100,127.00	100,127.00	-127.00	-127.00	
459200101	INTERNATIONAL BUSINESS MACHINES CORP								
Sold		06/08/09	600	63,347.75					
Acq		12/21/01	600	63,347.75	73,242.00	73,242.00	-9,894.25	-9,894.25	L
Total for 6/8/2009					73,242.00	73,242.00	-9,894.25	-9,894.25	
464287622	ISHARES TR								
Sold		05/15/09	1325	63,850.10					
Acq		03/19/07	1325	63,850.10	101,760.00	101,760.00	-37,909.90	-37,909.90	L
Total for 5/15/2009					101,760.00	101,760.00	-37,909.90	-37,909.90	
464287861	ISHARES TR								
Sold		05/15/09	1000	29,684.23					
Acq		03/19/07	1000	29,684.23	52,460.00	52,460.00	-22,775.77	-22,775.77	L
Total for 5/15/2009					52,460.00	52,460.00	-22,775.77	-22,775.77	
478160104	JOHNSON & JOHNSON COM								
Sold		06/08/09	475	26,253.43					
Acq		03/18/02	475	26,253.43	30,827.50	30,827.50	-4,574.07	-4,574.07	L
Total for 6/8/2009					30,827.50	30,827.50	-4,574.07	-4,574.07	
594918104	MICROSOFT CORP COM								
Sold		06/08/09	1200	25,969.49					
Acq		12/21/01	1200	25,969.49	40,428.00	40,428.00	-14,458.51	-14,458.51	L
Total for 6/8/2009					40,428.00	40,428.00	-14,458.51	-14,458.51	
806857108	SCHLUMBERGER LIMITED COM								
Sold		06/08/09	450	25,110.97					
Acq		05/23/00	450	25,110.97	16,918.88	16,918.88	8,192.09	8,192.09	L
Total for 6/8/2009					16,918.88	16,918.88	8,192.09	8,192.09	
88579Y101	3M CO								
Sold		06/08/09	1000	59,263.47					
Acq		06/19/03	1000	59,263.47	66,097.91	66,097.91	-6,834.44	-6,834.44	L
Total for 6/8/2009					66,097.91	66,097.91	-6,834.44	-6,834.44	



**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA  
 Trust Year 5/1/2009 - 4/30/2010

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
931142BE2	WAL-MART STORES	10AUG2009							
Sold		08/10/09	250000	250,000.00					
Acq		11/02/99	250000	250,000.00	251,180.00	251,180.00	-1,180.00	-1,180.00	L
			<b>Total for 8/10/2009</b>		251,180.00	251,180.00	-1,180.00	-1,180.00	
			<b>Total for Account: 0101562400</b>		2,322,590.29	2,322,590.29	-75,097.19	-75,097.19	
			<b>Total Proceeds:</b>			<b>Fed</b>		<b>State</b>	
			2,247,493.44		<b>S/T Gain/Loss</b>	0.00		0.00	
					<b>L/T Gain/Loss</b>	-75,097.19		-75,097.19	

HILL FOUNDATION  
Income - May 2009 - April 2010  
Charitable Distributions  
EIN 84-6081879

Description	Date	Amount	Project
ADOPTION ALLIANCE	9/9/09	\$ 5,000 00	Dedicated to providing safe, loving, permanent homes for all children
ALLIANCE FOR CHOICE IN EDUCATION	5/4/09	\$ 3,000 00	To provide quality and diversity of educational choices to Denver inner city children by promoting greater accessibility to private schools through scholarships
ALZHEIMER'S ASSOCIATION COLORADO	3/22/10	\$ 2,500 00	To eliminate Alzheimer's disease through the advancement of research; provide and enhance care and support for all affected, reduce the risk of dementia through the promotion of brain health.
AMERICA SCORES DENVER	8/13/09	\$ 5,000 00	An after school program that uses the sport of soccer as a motivator for a unique team based approach for enhancing early literacy, community service and leadership among at risk elementary school students
AMERICAN COUNCIL OF THE BLIND OF CO	6/17/09	\$ 5,000 00	"...dedicated to promoting the independence, equality, and opportunities for all blind and visually impaired individuals in the state of Colorado."
AMERICAN DIABETES ASSOCIATION COLORADO AREA	5/19/09	\$ 7,500 00	To prevent and cure diabetes and to improve the lives of all people affected by diabetes
AMERICAN INDIAN COLLEGE FUND	7/14/09	\$ 5,000 00	Goal to raise scholarship funds for American Indian students at qualified tribal colleges and universities
AMERICAN LUNG ASSOCIATION IN COLORADO	5/19/09	\$ 5,000 00	Goal to raise scholarship funds for American Indian students at qualified tribal colleges and universities
AMERICAN RED CROSS MILE HIGH CHAPTER	2/25/10	\$ 7,500 00	To provide relief to victims of disaster and help people prevent, prepare for, and respond to emergencies
ANCHOR CENTER FOR BLIND CHILDREN	10/21/09	\$ 8,000 00	To teach life skills to young children with visual impairments and provide services to their families
ARTREACH	6/17/09	\$ 5,000 00	Committed to changing lives through the arts, by providing year around arts programs to at risk and underserved populations
ARVADA CENTER FOR THE ARTS AND HUMANITIES	2/25/10	\$ 2,000 00	To support the nationally recognized Accessibility Program
ASSISTANCE LEAGUE OF DENVER	3/22/10	\$ 2,500 00	To fund the Hospital Equipment Lending Program
AUDIO INFO NETWORK OF COLORADO	6/17/09	\$ 3,500 00	Dedicated to normalizing the lives of Colorado's blind, visually impaired and print disabled residents of all ages by providing access to newspapers, magazines, and other ink print materials.
BENT COUNTY HEALTHCARE CENTER	8/13/09	\$ 3,500 00	To provide the highest quality of care to our elders and facilitate opportunities to enhance education, health, and wellness for our community and those we serve
BESSIES HOPE	7/14/09	\$ 5,000 00	Enhance the quality of life for nursing home elders and bring generations together in mutually rewarding relationships by honoring the human spirit and creating life enriching volunteer opportunities for youth, families, individuals, & organizations
BIG BROTHERS BIG SISTERS OF COLORADO	8/13/09	\$ 5,000 00	To help children reach their full potential through professionally supported one-to-one volunteer mentoring relationships with measurable impact
BONFILS BLOOD CENTER FOUNDATION	9/9/09	\$ 5,000 00	To develop and strengthen partnership with the community, to save and enhance lives
BOYS & GIRLS CLUB OF NORTHWEST COLORADO	9/9/08	\$ 5,000 00	To inspire and enable the young people of Moffat County to realize their full potential as productive, responsible and caring citizens
BOYS AND GIRLS CLUB OF SOUTH PARK	5/4/09	\$ 5,000 00	"To enable all young people, especially those that need us most, to reach their full potential as productive, caring, responsible citizens."
BREAKTHROUGH KENT DENVER	9/9/08	\$ 7,500 00	"to increase educational opportunity for motivated, low-income middle school students, and to train and encourage talented high school and college students to pursue careers in education"
BRECKENRIDGE OUTDOOR EDUCATION	6/17/09	\$ 5,000 00	To expand the potential of people with disabilities and special needs through meaningful, educational and inspiring outdoor experiences
BROTHERS REDEVELOPMENT INC	8/13/09	\$ 5,000 00	Provides affordable, safe, accessible housing and housing services to the poor, elderly and disabled of Colorado
CASA OF THE PIKES PEAK REGION, INC.	2/25/10	\$ 7,500 00	To provide a voice in court for children who are victims of abuse, neglect or domestic conflict and to promote community awareness of these issues to ensure safe and permanent homes
CATHOLIC CHARITIES LEGAL SERVICES ARCHDIOCESE OF MIAMI INC	3/22/10	\$ 15,000 00	To help people, strengthen families, and build communities
CENTER FOR WOMEN'S HEALTH RESEARCH UNIVERSITY OF COLORADO FOUNDATION	9/9/09	\$ 7,500 00	Transforming Women's Health
CENTRAL CITY OPERA	5/4/09	\$ 40,000 00	Presenting professional opera in Colorado, training talented young singers, providing education and outreach programs, and preserving the Opera House and other Central City properties
CENTRAL CITY OPERA	4/21/10	\$ 50,000 00	Presenting professional opera in Colorado, training talented young singers, providing education and outreach programs, and preserving the Opera House and other Central City properties
CEREBRAL PALSY OF COLORADO INC	6/17/09	\$ 2,000 00	Exists to support the education of disadvantaged children by improving their school experience during their stay in Denver's homeless shelters and increasing their probability of success.
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF DENVER	6/17/09	\$ 6,000 00	Exists to support the education of disadvantaged children by improving their school experience during their stay in Denver's homeless shelters and increasing their probability of success.
CHILD AND MIGRANT SERVICES INC	10/21/09	\$ 8,000 00	To coordinate and provide direct community services for migrant and settled farm workers and their families of Mesa County
CHILDREN'S KIVA	7/14/09	\$ 5,000 00	"to create self-directed, lifelong learners by providing a loving, quality preschool and kindergarten education experience to the community using the Montessori approach."

HILL FOUNDATION  
Income - May 2009 - April 2010  
Charitable Distributions  
EIN 84-6081879

Description	Date	Amount	Project
CHURCH OF THE HOLY GHOST	4/21/10	\$ 15,000 00	To assist the poor and the homeless
CITYWILD	12/16/09	\$ 5,000 00	To provide low income, culturally diverse youth with outdoor & environmental learning opportunities.
CLEO PARKER ROBINSON DANCE	5/19/09	\$ 5,000 00	" dedicated to excellence in providing instruction, performances and community programs for intergenerational students, artists and audiences
COLFAX COMMUNITY NETWORK INC	2/25/10	\$ 8,000 00	Advocates for and works on behalf of children and families residing in low-income, transient housing (primarily residential motels) along Colfax Avenue by providing information, services and programs to strengthen and improve family and community life
COLORADO AIDS PROJECT	5/19/09	\$ 5,000 00	To improve the lives of people infected and affected by HIV and AIDS and to prevent HIV infection
COLORADO BALLET	9/9/09	\$ 5,000 00	To contribute to the quality of life in the community through the performance of major international dance works, the development of new choreography and the nurturing of artistic expression
COLORADO CENTER FOR THE BLIND	3/22/10	\$ 5,000 00	By providing comprehensive training, support and opportunities to blind persons and others in developing positive attitudes, the Colorado Center for the Blind empowers blind persons to lead independent lives as fully integrated, productive and contributing members of society
COLORADO CHILDREN'S CHORALE	12/16/09	\$ 5,000 00	Through a series of artistically excellent children's ensembles of unchanged voices, presents professional concerts, education and outreach programs
COLORADO COALITION FOR THE HOMELESS	12/16/09	\$ 20,000 00	To work collaboratively toward the prevention of homelessness and the creation of lasting solutions for homeless and at risk families, children and individuals throughout Colorado
COLORADO I HAVE A DREAM FOUNDATION	9/9/09	\$ 5,000 00	To encourage the 100 percent high school graduation of a specific group of potentially at risk students, by providing them with academic support, resulting in a scholarship to those who graduate
COLORADO MUSIC FESTIVAL	8/13/09	\$ 3,000 00	Strives to enrich both the community and region through the presentation of classical music of the broadest scope and the highest quality (In brief)
COLORADO SPRINGS ECUMENICAL SOCIAL MINISTRIES	5/4/09	\$ 5,000 00	In brief Promotes self-sufficiency and restores dignity by providing food, medicine, housing, job placement, educational programs, and spiritual encouragement
COLORADO STATE UNIVERSITY	5/4/09	\$ 30,000 00	In brief Promotes self-sufficiency and restores dignity by providing food, medicine, housing, job placement, educational programs, and spiritual encouragement
COLORADO STATE UNIVERSITY	4/21/10	\$ 30,000 00	To serve society through teaching, research and outreach
COLORADO STATEWIDE PARENT COALITION	9/9/08	\$ 5,000 00	To promote educational opportunities for children and their families
COLORADO SYMPHONY ORCHESTRA	3/22/10	\$ 25,000 00	To appeal to a broad range of musical interests and tastes, ensuring the orchestra's capacity to have a significant impact on the quality of life experienced by Colorado residents
COLORADO UPLIFT	5/19/09	\$ 10,000 00	Dedication to build long-term, life-changing relationships with urban youth
COMMUNITY COLLEGE OF AURORA	2/25/10	\$ 5,000 00	The Community College of Aurora is a two-year state funded institution of higher education. The college provides preparatory instruction for those interested in transferring to a four year college or university, vocational training for those interested in receiving enhancement and even certification in a number of job-related
COMMUNITY FOOD SHARE	9/9/09	\$ 10,000 00	To ensure that people in Boulder and Broomfield counties are food secure
COMPA FOOD MINISTRIES, INC.	12/16/09	\$ 7,500 00	To serve and to support churches, food pantries and neighborhood agencies that provide food for needy families in the Rocky Mountain region
CURIOUS THEATER	8/13/09	\$ 5,000 00	To engage the community in important contemporary issues through provocative modern theatre
DENTAL AID INC.	2/25/10	\$ 3,000 00	Dental Aid was the first not-for-profit comprehensive dental clinic in the United States. Thirty-five years later, in 2009, Dental Aid provided nearly 8,400 children and adults with affordable, high-quality, comprehensive dental care, subsidizing the market equivalent of \$1.9 million dollars in care for its patients
DENVER ACADEMY	5/4/09	\$ 15,000 00	To lead as a center of excellence for the education of students with learning differences in order to help them fully develop their intellectual, social, creative, physical and moral potentials within a nurturing environment (In brief)
DENVER AREA COUNCIL BOY SCOUTS OF AMERICA	5/4/09	\$ 3,000 00	To prepare young people to make ethical choices over their lifetimes by instilling in them the values of the Scout Oath Law
DENVER ART MUSEUM	3/22/10	\$ 10,000 00	In brief. to reduce the trauma of abuse, provide assessment & treatment opportunities, & improve the evaluation, investigation & prosecution systems.
DENVER CHILDREN'S ADVOCACY CENTER	2/25/10	\$ 5,000 00	In brief to reduce the trauma of abuse, provide assessment & treatment opportunities, & improve the evaluation, investigation & prosecution systems
DENVER RESCUE MISSION	9/9/09	\$ 20,000 00	To return the poor and homeless to society as self-sufficient community members
DENVER'S ROAD HOME	5/19/09	\$ 15,000 00	In brief To offer opportunities and hope to all persons living on the street and in shelters, continue to connect the community with homeless and, and the homeless with services
DOCTORS CARE	5/19/09	\$ 10,000 00	To provide access to quality primary and specialty outpatient and inpatient medical care for medically uninsured children and adults and very low income families living in Douglas, Arapahoe, and Elbert Counties
DOMINICAN SISTERS HOME HEALTH AGENCY OF DENVER INC	10/21/09	\$ 10,000 00	Continue to strive to provide high quality care to those who are uninsured or who have exhausted Medicare/Medicaid benefits

HILL FOUNDATION  
Income - May 2009 - April 2010  
Charitable Distributions  
EIN 84-6081879

Description	Date	Amount	Project
EDUCATION FOUNDATION INC NATIONAL GUARD ASSOCIATION OF COLORADO	7/14/09	\$ 3,000 00	" a dual language, community based private elementary school that focuses on providing a quality education for children of families with limited financial resources."
ESCUELA DE GUADALUPE	3/22/10	\$ 7,500 00	" a dual language, community based private elementary school that focuses on providing a quality education for children of families with limited financial resources "
FIRST STEPS NORTH COLORADO MEDICAL CENTER FOUNDATION	3/22/10	\$ 5,000 00	The NCMC Foundaton's First Steps program is committed to providing support to women throughout their pregnancies
FOOD BANK OF THE ROCKIES	8/13/09	\$ 10,000 00	" will end hunger by efficiently procuring and distributing food and essentials to people in need through our partner agencies in Northern Colorado and Wyoming "
FORESIGHT SKI GUIDES	2/25/10	\$ 4,000 00	" to promote fitness, athletic skills, personal achievement, self-confidence and self-esteem for individuals who are blind or visually impaired by providing challenge recreation opportunities through affordable access to snow sports "
FOSTERING HOPE FOUNDATION	10/21/09	\$ 2,500 00	To support and advocate for foster parents who have responded to the challenge of caring for abandoned, neglected and abused children
FREEDOM SERVICE DOGS INC	8/13/09	\$ 4,000 00	To rescue dogs from shelters and train them to assist people with disabilities, thus increasing their independence and peace of mind
FREMONT COUNTY FRIENDLY VISITORS	7/14/09	\$ 6,000 00	" to provide supportive volunteer services to the elderly, handicapped and homebound within Fremont County, assisting them to live safely and independently in their own homes "
GIRL SCOUTS OF COLORADO	10/21/09	\$ 7,500 00	To build girls of courage, confidence, and character, who make the world a better place
GOODWILL INDUSTRIES OF DENVER	8/13/09	\$ 5,000 00	To create opportunities for individuals to change their lives and the lives of others while building a strong and sustainable community by utilizing education, employment and empowerment to foster economic independence
HABITAT FOR HUMANITY OF COLORADO	10/21/09	\$ 10,000 00	To assist Colorado Habitat for Humanity affiliates in increasing production of affordable housing
HEP C CONNECTION	3/22/10	\$ 7,500 00	To fund educational programs about HCV
HILLTOP COMMUNITY RESOURCES, INC	12/16/09	\$ 10,000 00	To provide leadership for community based services that foster self-sufficiency and enrich quality of life.
HISTORIC DENVER INC THE MOLLY BROWN HISTORY MUSEUM	10/21/09	\$ 7,500 00	To preserve Denver's significant historic fabric, its distinctive architecture and its cultural landscapes.
HOWARD DENTAL CENTER	5/4/09	\$ 10,000 00	Dedicated to providing compassionate, professional dental care in a private setting for men, women, and children with HIV/AIDS
HOWARD DENTAL CENTER	3/22/10	\$ 10,000 00	Dedicated to providing compassionate, professional dental care in a private setting for men, women, and children with HIV/AIDS
INTERNATIONAL HEARING DOG, INC	10/21/09	\$ 5,000 00	To train dogs to assist people who are deaf or heard of hearing, with and without multiple disabilities, at no cost to the recipient
INVEST IN KIDS	9/9/09	\$ 10,000 00	To partner with communities to improve the health and well-being of Colorado's children, through effective, research based programs
JEFFCO ACTION CENTER INC.	8/13/09	\$ 3,000 00	Provides comprehensive professional assistance consistent with Jewish traditions, values and culture to the Jewish community and to the community at large in order to enhance their ability to cope in our complex society.
JEWISH FAMILY SERVICE OF COLORADO	10/21/09	\$ 7,500 00	Provides comprehensive professional assistance consistent with Jewish traditions, values and culture to the Jewish community and to the community at large in order to enhance their ability to cope in our complex society
KARIS COMMUNITY	5/19/09	\$ 5,000 00	To provide transitional, community living opportunity for restoring basic life skills and improving the social well-being of individuals recovering from serious and persistent mental illness
KIPP COLORADO SCHOOLS SUNSHINE PEAK ACADEMY	2/25/10	\$ 5,000 00	KSPA's goals for future college success focus on three components: academic skills, intellectual habits, and character traits. Students in each grade focus on one character trait per year to help them develop into successful adult citizens
LA PUENTE HOME	3/22/10	\$ 10,000 00	To provide emergency shelter and services, food assistance, case management, transitional housing and self-sufficiency services, etc for the homeless and community members in crisis
LARIMER CENTER FOR MENTAL HEALTH	9/9/08	\$ 4,000 00	To deliver to the residents of Larimer county high quality mental health and substance abuse treatment, education and supportive services to promote improved quality of life
LITTLE SISTERS OF THE POOR	4/21/10	\$ 15,000 00	Dedicated to providing a home, care and loving companionship to elderly men and women who cannot afford to support themselves
MARIA DROSTE SERVICES OF COLORADO	2/25/10	\$ 5,000 00	To support the Options program providing counseling services for adult and children from working-poor families
MARYCREST ASSISTED LIVING	7/14/09	\$ 15,000 00	Provides supportive, caring services in a home-like environment that enhances independence and quality of life for under-served older adults and persons with disabilities
MEALS ON WHEELS OF BOULDER	2/25/10	\$ 5,000 00	To keep people in their home as long as possible by delivering them a hot, nutritionally well balanced meal
MEALS ON WHEELS OF GREELEY & WELD COUNTY	6/17/09	\$ 5,000 00	To keep people in their home as long as possible by delivering them a hot, nutritionally well balanced meal
MENTAL HEALTH AMERICA OF COLORADO	6/17/09	\$ 12,500 00	" collaborating to promote mental health, expand access to services and transform systems of healthcare "
MENTAL HEALTH AMERICA OF COLORADO	3/22/10	\$ 10,000 00	" collaborating to promote mental health, expand access to services and transform systems of healthcare "

HILL FOUNDATION  
Income - May 2009 - April 2010  
Charitable Distributions  
EIN 84-6081879

Description	Date	Amount	Project
MERCY HOUSING COLORADO	2/25/10	\$ 10,000 00	To create and strengthen healthy communities through the provision of quality, affordable, program-enriched housing for individuals and families who are economically poor
METRO VOLUNTEERS	5/4/09	\$ 5,000 00	To strengthen the community by connecting people with volunteer opportunities and building the effectiveness of nonprofit organizations
METROPOLITAN STATE COLLEGE OF DENVER	2/25/10	\$ 5,000 00	To provide a high quality education that prepares students for successful careers and lifelong learning in a multicultural, global and technological society
MI CASA RESOURCE CENTER FOR WOMEN	8/13/09	\$ 7,500 00	To "advance the economic success of Latino families."
MONTROSE COUNTY SENIOR CITIZENS TRANSPORTATION INC	8/13/09	\$ 4,000 00	To provide safe, reliable transportation for older adults, the disabled and low-income works and job seekers in Montrose and Delta counties
MOUNT SAINT VINCENT HOME	7/14/09	\$ 7,500 00	Partners with families and children to strengthen their ability to participate, emotionally and socially, in their community
NATIONAL JEWISH HEALTH	1/28/10	\$ 5,000 00	To develop and provide innovative clinical programs, discover knowledge, and educate scientists (In brief)
NEW GENESIS	3/22/10	\$ 10,000 00	To provide a therapeutic program that guides and encourages its residents to achieve financial stability and permanent housing upon completion of their program
NORTH METRO CHILDREN'S ADVOCACY CENTER	3/22/10	\$ 3,000 00	"...to improve pregnancy outcomes, child health & development, and self-sufficiency for eligible, first-time parents - benefiting multiple generations "
NURSE FAMILY PARTNERSHIP	5/19/09	\$ 5,000 00	"...to improve pregnancy outcomes, child health & development, and self-sufficiency for eligible, first-time parents - benefiting multiple generations "
OPERA COLORADO	5/19/09	\$ 15,000 00	To entertain our audience by creating the passion, excitement and art of grand opera and to promote opera to the widest possible audience through educational and cultural activities
OPERA COLORADO	4/21/10	\$ 15,000 00	To entertain our audience by creating the passion, excitement and art of grand opera and to promote opera to the widest possible audience through educational and cultural activities
OUTWARD BOUND DENVER	12/16/09	\$ 5,000 00	"To inspire character development and self-discovery in people of all ages and walks of life through challenge and adventure "
PARENT PATHWAYS	5/4/09	\$ 13,000 00	To help teen parents access education, employment readiness, and resources to raise healthy families
PHYSICALLY HANDICAPPED AMATEUR MUSICAL ACTORS LEAGUE INC	10/21/09	\$ 5,000 00	To enable physically challenged performers to showcase their talents and abilities and to make the performing arts more accessible to everyone.
PIKES PEAK HOSPICE & PALLIATIVE CARE	1/28/10	\$ 4,000 00	To provide therapeutic horseback riding for people with disabilities to encourage independence and improve their quality of life.
PIKES PEAK THERAPEUTIC RIDING CENTER	1/28/10	\$ 2,500 00	To provide therapeutic horseback riding for people with disabilities to encourage independence and improve their quality of life
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS	1/28/10	\$ 3,500 00	In brief To focus on providing education and choices in the prevention of unintended pregnancies, sexually transmitted diseases, and breast, cervical, and testicular cancers
PROJECT ANGEL HEART	7/14/09	\$ 7,500 00	To promote the health, dignity and self sufficiency of people living with HIV/AIDS, cancer and other life threatening illnesses by providing nutritious, home delivered meals with care and compassion
PROJECT WISE	7/14/09	\$ 5,000 00	To empower low-income women through opportunities to meet personal, family and economic goals and attain a positive involvement with their community
RECORDING FOR THE BLIND AND DYSLIXIC	12/16/09	\$ 10,000 00	To create opportunities for the individual success by providing , and promoting the effective use of, accessible educational materials
REGIS JESUIT HIGH SCHOOL	5/4/09	\$ 15,000 00	To affirm the uniqueness and dignity of individuals, inspire the pursuit of excellence, foster faith and a commitment to service and justice and strive to develop a connection to the world community
REGIS UNIVERSITY	9/9/09	\$ 25,000 00	Provide academically rigorous education that emphasizes values and service
ROCKY MOUNTAIN HDC INC	6/17/09	\$ 5,000 00	To provide safe, habitable housing for families with very low to moderate incomes, including homeless families, throughout the state of Colorado
ROCKY MOUNTAIN MS CENTER	7/14/09	\$ 5,000 00	Provide services to people with MS in the Denver metro area
ROCKY MOUNTAIN PARENTS AS TEACHERS	12/16/09	\$ 5,000 00	To support the healthy development of children and families by helping parents develop the skills they need to nurture their child's development so children are prepared to enter school ready to succeed
ROCKY MOUNTAIN PBS	2/25/10	\$ 8,000 00	General operating and program support
SACRED HEART HOUSE OF DENVER	3/22/10	\$ 7,500 00	To support services to homeless mother with children and single women
SACRED HEARTH CATHOLIC CHURCH	1/28/10	\$ 2,500 00	To provide religious, social, educational and emergency services to its parish membership, the public and peoples of all races, creeds and colors, regardless of gender or religious background.
SAFEHOUSE DENVER	7/14/09	\$ 10,000 00	To help women, children, and youth reclaim their right to a life free of domestic violence
SAINT JOHN'S CATHEDRAL	10/21/09	\$ 5,000 00	In brief To know Christ and to make Christ known To serve people in need, to meet the spiritual and practical needs of the Denver community
SAMARITAN COUNSELING CENTER CENTUS COUNSELING CONSULTI	10/19/09	\$ 5,000 00	To promote healing and wholeness in mind, body, spirit, and community for individuals, families and organizations in convenient locations throughout metropolitan Denver.
SENIOR SUPPORT SERVICES INC.	2/25/10	\$ 7,500 00	To support providing of nightly hot dinners served to hungry and homeless seniors
SENIORS INC.	6/17/09	\$ 5,000 00	Dedicated to promoting independence and enriching the quality of life as we age.
SEWALL CHILD DEVELOPMENT CENTER	5/19/09	\$ 5,000 00	Offered a team approach to educational and therapeutic intervention for Denver's preschool children--with and without special needs

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SHADOW THEATRE COMPANY	6/17/09	\$ 5,000 00	To develop cultural awareness through theatre and provide understanding respect and appreciation of our history and culture as expressed from the heart of the human condition
THE ASSOCIATION FOR SENIOR CITIZENS	2/25/10	\$ 7,500 00	The Association for Senior Citizens is a private nonprofit 501(c)(3) organization created in 1981 to serve the basic human needs of the Denver metro area senior population. The ASC provides financial assistance to prevent eviction and utility shutoff and for medical, dental or optical needs. The ASC has a weekly food bank and emergency food pantry and also distributes medical equipment such as wheel chairs or walkers. The ASC provides clothing, blankets, toiletry items and referral services to seniors 55 and older and living below 125% of poverty. The ASC is often the last safety net to keep a needy senior from going hungry or becoming homeless. Our goals is to help seniors stay independent and in their own homes.
THE CONFLICT CENTER	9/9/09	\$ 5,000 00	To reduce levels of physical, verbal and emotional violence by teaching and applying skills helping people in diverse communities to manage their everyday conflicts nonviolently.
THE DENVER HOSPICE	5/19/09	\$ 10,000 00	Hospice care provides comfort and support to patients with advanced
THE LEARNING SOURCE	1/28/10	\$ 7,500 00	illnesses, and their families.
THERAPEUTIC RIDING AND EDUCATION CENTER	12/16/09	\$ 3,000 00	To enhance and improve the lives of individuals with special needs and disabilities, through the use of equine facilitated activities, communication and instruction in a safe, professional, affordable, and ethical manner.
TRI COUNTY FAMILY CARE CENTER INC	9/9/08	\$ 5,000 00	To be a single point of entry for people with general and emergency needs
UNIVERSITY OF WYOMING	5/4/09	\$ 30,000 00	Scholarships
URBAN PEAK COLORADO SPRINGS	7/14/09	\$ 5,000 00	To help youth to overcome homelessness and other real life challenges by providing safety, respect, essential services and supportive community, empowering them to become self-reliant adults.
VOLUNTEERS OF AMERICA	9/9/08	\$ 10,000 00	To identify and serve the basic needs of the most vulnerable individuals and families in the community, according to the tradition and charter provisions of the Volunteers of America, Inc. "
VSA ARTS OF COLORADO	6/17/09	\$ 2,000 00	To promote the creative power of people with disabilities.
WARREN VILLAGE	3/22/10	\$ 5,000 00	To help motivate low income single parents move from public assistance to personal and economic self sufficiency.
HOSPICE & PALLIATIVE CARE OF WESTERN COLORADO	9/9/09	\$ 5,000 00	To provide open access to care for uninsured and underserved patients.
WOMEN'S BEAN PROJECT	9/9/08	\$ 5,000 00	To change women's lives by providing stepping stones to self-sufficiency through social enterprise.
WOMEN'S CRISIS AND FAMILY OUTREACH CENTER	7/14/09	\$ 7,500 00	Dedicated to reducing domestic violence and family conflict through advocacy, empowerment prevention and intervention services.
YOUTHBIZ	5/19/09	\$ 5,000 00	To advance the social and economic empowerment of youth through a focus on business, academics, and leadership.

TOTAL GRANTS PAID

\$ 1,160,000.00