Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , and ending JUN 30, 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: BONFILS-STANTON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 1601 ARAPAHOE STREET — Room/suite: 500

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

A Employer identification number: 84-6029014

B Telephone number: 303-825-3774

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 67,822,392.

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	577,100.	577,199.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,044,223.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,901.	173.		STATEMENT 1
	12 **Total.** Add lines 1 through 11	-1,465,222.	577,372.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	409,311.	23,321.		385,990.
	14 Other employee salaries and wages	52,000.	1,735.		50,265.
	15 Pension plans, employee benefits	81,346.	4,474.		76,871.
	16a Legal fees STMT 2	4,216.	0.		4,216.
	b Accounting fees STMT 3	19,100.	3,820.		15,280.
	c Other professional fees STMT 4	184,332.	168,242.		16,090.
	17 Interest				
	18 Taxes STMT 5	11,720.	700.		11,020.
	19 Depreciation and depletion	51,191.	0.		
	20 Occupancy	21,275.	1,191.		20,084.
	21 Travel, conferences, and meetings	8,767.	341.		8,426.
	22 Printing and publications				
	23 Other expenses STMT 6	188,050.	3,607.		184,443.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,031,308.	207,431.		772,685.
	25 Contributions, gifts, grants paid	2,753,638.			2,757,935.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,784,946.	207,431.		3,530,620.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-5,250,168.			
	b **Net investment income** (if negative, enter -0-)		369,941.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	100.	200.	200.
	2 Savings and temporary cash investments	274,411.	470,792.	470,792.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	43,873.	43,321.	77,185.
	b Investments - corporate stock STMT 9	2,123,828.	2,374,405.	2,734,873.
	c Investments - corporate bonds STMT 10	130,700.	125,197.	134,055.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	63,841,780.	58,186,459.	63,326,141.
	14 Land, buildings, and equipment: basis ▶ 1,202,054.			
	Less accumulated depreciation STMT 7 ▶ 244,391.	993,513.	957,663.	957,663.
	15 Other assets (describe ▶ STATEMENT 12)	107,949.	121,483.	121,483.
	16 **Total assets** (to be completed by all filers)	67,516,154.	62,279,520.	67,822,392.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	86,209.	99,743.	
	23 **Total liabilities** (add lines 17 through 22)	86,209.	99,743.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	67,429,945.	62,179,777.	
	30 **Total net assets or fund balances**	67,429,945.	62,179,777.	
	31 **Total liabilities and net assets/fund balances**	67,516,154.	62,279,520.	

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	67,429,945.
2	Enter amount from Part I, line 27a	2	-5,250,168.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	62,179,777.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,179,777.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				-2,036,725.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-2,036,725.

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	-2,036,725.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	3,928,802.	62,113,032.	.063252
2007	4,410,681.	84,359,170.	.052285
2006	4,530,723.	81,563,592.	.055548
2005	3,384,683.	75,960,347.	.044559
2004	3,203,420.	71,685,605.	.044687

2 Total of line 1, column (d)	2	.260331
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	.052066
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	66,942,910.
5 Multiply line 4 by line 3	5	3,485,450.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,699.
7 Add lines 5 and 6	7	3,489,149.
8 Enter qualifying distributions from Part XII, line 4	8	3,545,962.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	3,699.
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	3,699.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,699.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	52,092.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	52,092.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	48,393.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 48,393. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ BONFILS-STANTON.ORG

14 The books are in care of ▶ ANN HOVLAND Telephone no. ▶ 303-825-3774

Located at ▶ 1601 ARAPAHOE STREET, DENVER, CO ZIP+4 ▶ 80202

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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.

(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
SEE STATEMENT 14		409,311.	44,780.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MONIQUE M. LOSEKE	EXECUTIVE ASSISTANT 40.00	52,000.	8,583.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WELLINGTON TRUST FUND 75 STATE STREET, BOSTON, MA 02109	INVESTMENT MANAGEMENT	86,506.
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	66,675,917.
b	Average of monthly cash balances	1b	1,286,428.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	67,962,345.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	67,962,345.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,019,435.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,942,910.
6	**Minimum investment return.** Enter 5% of line 5	6	3,347,146.

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

1	Minimum investment return from Part X, line 6	1	3,347,146.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 3,699.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b: -1,728.		
c	Add lines 2a and 2b	2c	1,971.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,345,175.
4	Recoveries of amounts treated as qualifying distributions	4	4,297.
5	Add lines 3 and 4	5	3,349,472.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,349,472.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,530,620.
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	15,342.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,545,962.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,699.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,542,263.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,349,472.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006 507,815.				
d From 2007 198,857.				
e From 2008 766,926.				
f Total of lines 3a through e	1,473,598.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 3,545,962.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				3,349,472.
e Remaining amount distributed out of corpus	196,490.			
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	1,670,088.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	1,670,088.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 507,815.				
c Excess from 2007 198,857.				
d Excess from 2008 766,926.				
e Excess from 2009 196,490.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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 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:

SEE STATEMENT 15

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 STATEMENT 16				
Total			▶ 3a	2,757,935.
b Approved for future payment				
Total SEE STATEMENT 17			▶ 3b	325,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	525990	-99.	14	577,199.	
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			14		
8 Gain or (loss) from sales of assets other than inventory	525990	-7,498.	18	-2,036,725.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INCOME TAX REFUND					1,728.
b CLASS ACTION SETTLEMENT			14	44.	
c PINNOCOL DIVIDEND			14	129.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-7,597.		-1,459,353.	1,728.

13 Total. Add line 12, columns (b), (d), and (e) 13 -1,465,222.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11A	REIMBURSEMENT OF INCOME TAXES

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Dorothy A. Horrell | 10/21/10 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Thomas J. Kundinger	Date 9/28/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	KUNDINGER, CORDER & ENGLE, P.C. 475 LINCOLN STREET, SUITE 200 DENVER, CO 80203	EIN	Phone no 303-534-5953

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	CHILTON INTERNATIONAL	P		
b	DARUMA ASSET MANAGEMENT	P		
c	DAVIDSON KEMPNER PARTNERS	P		
d	DODGE & COX	P		
e	HIGHCLERE	P		
f	LEGGMASON INSTITUTIONAL FUND	P		
g	LONGLEAF	P		
h	NEWPORT ASIA INSTITUTIONAL FUND	P		
i	PALO ALTO MICROCAP	P		
j	PEQUOT	P		
k	PIMCO SHORT TERM INSTITUTIONAL	P		
l	WELLINGTON TRUST FUND	P		
m	WELLS FARO #2 FUND	P		
n	PALO ALTO MICROCAP K-1 LOSS	P		
o	UNREALIZED BUSINESS TAXABLE INCOME			

	(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				351,276.
b				761,331.
c				182,774.
d				-75,011.
e				-19,452.
f				5,916.
g				-98,202.
h				-17,943.
i				-113,051.
j				-169,798.
k				121,142.
l				-2,973,204.
m				-1.
n				7,498.
o				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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				351,276.
b				761,331.
c				182,774.
d				-75,011.
e				-19,452.
f				5,916.
g				-98,202.
h				-17,943.
i				-113,051.
j				-169,798.
k				121,142.
l				-2,973,204.
m				-1.
n				7,498.
o				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	-2,036,725.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	OFFICE CONDOS		SL	.000	16	955,756.			955,756.	132,504.		0.
12	FURNITURE AND EQUIPMENT		SL	.000	16	219,620.			219,620.	96,532.		0.
13	COMPUTER EQUIPMENT		SL	.000	16	26,678.			26,678.	15,355.		0.
	* TOTAL 990-PF PG 1 DEPR					1202054.		0.	1202054.	244,391.	0.	0.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF | OTHER INCOME | STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME TAX REFUND	1,728.	0.	
CLASS ACTION SETTLEMENT	44.	44.	
PINNOCOL DIVIDEND	129.	129.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,901.	173.	

FORM 990-PF | LEGAL FEES | STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CASEY & KLENE, P.C.	4,216.	0.		4,216.
TO FM 990-PF, PG 1, LN 16A	4,216.	0.		4,216.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KUNDINGER, CORDER & ENGLE, P.C.	19,100.	3,820.		15,280.
TO FORM 990-PF, PG 1, LN 16B	19,100.	3,820.		15,280.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DARUMA ASSET MANAGEMENT	30,505.	30,505.		0.
WELLINGTON TRUST FUND	86,506.	86,506.		0.
WELLS FARGO BANK	1,231.	1,231.		0.
MONTICELLO AND ASSOCIATES	50,000.	50,000.		0.
VERMILLION, INC.	7,030.	0.		7,030.
C. KUTENSKY CONSULTING	2,881.	0.		2,881.
MICROEDGE, INC.	4,044.	0.		4,044.
JUMPLINE.COM	190.	0.		190.
TSP1, LLC	1,945.	0.		1,945.
TO FORM 990-PF, PG 1, LN 16C	184,332.	168,242.		16,090.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES-OFFICES	11,667.	700.		10,967.
PERSONAL PROPERTY TAXES	53.	0.		53.
TO FORM 990-PF, PG 1, LN 18	11,720.	700.		11,020.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSESSMENTS AND DUES	35,141.	1,757.		33,384.
TRUSTEE EXPENSE	242.	0.		242.
AWARDS LUNCHEON	53,262.	0.		53,262.
MAINTENANCE AND REPAIRS	5,334.	0.		5,334.
EQUIPMENT	591.	30.		561.
INSURANCE	14,568.	802.		13,766.
LIVINGSTON FELLOWS EXPENSES	58,009.	0.		58,009.
OFFICE EXPENSE AND MISC.	17,673.	1,018.		16,655.
LEADERSHIP INITIATIVE	500.	0.		500.
EXECUTIVE LEADERSHIP	2,730.	0.		2,730.
TO FORM 990-PF, PG 1, LN 23	188,050.	3,607.		184,443.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
OFFICE CONDOS	955,756.	132,504.	823,252.	823,252.
FURNITURE AND EQUIPMENT	219,620.	96,532.	123,088.	123,088.
COMPUTER EQUIPMENT	26,678.	15,355.	11,323.	11,323.
TO 990-PF, PART II, LN 14	1,202,054.	244,391.	957,663.	957,663.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		43,321.	77,185.
TOTAL U.S. GOVERNMENT OBLIGATIONS			43,321.	77,185.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			43,321.	77,185.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,374,405.	2,734,873.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,374,405.	2,734,873.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	125,197.	134,055.
TOTAL TO FORM 990-PF, PART II, LINE 10C	125,197.	134,055.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADDISON CLARK OFFSHORE FUND	COST	2,000,000.	2,033,593.
CAPITAL GUARDIAN EMERGING MARKETS	COST	2,000,000.	1,898,370.
CAMCAP RESOURCES OFFSHORE FUND	COST	2,000,000.	2,003,362.
CHILTON INTERNATIONAL FUND	COST	2,479,743.	3,269,271.
CONVEXITY CAPITAL OFFSHORE LP	COST	3,664,585.	6,727,602.
DAVIDSON KEMPNER CAPITAL MANAGEMENT, LLC	COST	3,991,896.	4,206,037.
DODGE & COX INTERNATIONAL FUND	COST	5,789,607.	4,658,895.
HIGHCLERE INTERNATIONAL INVESTORS	COST	986,876.	942,193.
INDUS ASIA PACIFIC FUND	COST	2,000,000.	1,956,388.
LEGGMASON INSTITUTIONAL FUND	COST	2,245,240.	2,362,537.
LONGLEAF SMALL CAP FUND	COST	1,325,877.	1,218,604.
MAVERICK FUND	COST	3,000,000.	2,982,735.
NEWPORT ASIA INSTITUTIONAL FUND	COST	1,962,818.	2,697,706.
OCHZIFF OVERSEAS FUND	COST	3,500,000.	7,351,577.
PALO ALTO MICRO CAP FUND	COST	840,863.	811,707.
PEQUOT ENDOWMENT FUND	COST	1,276,943.	621,378.
PIMCO SHORT-TERM INSTITUTIONAL FUND	COST	1,685,093.	1,730,962.
PRIVATE ADVISORS STABLE VALUE FUND	COST	1,800,000.	2,235,394.
WELLINGTON TRUST FUND	COST	15,636,918.	13,617,830.
TOTAL TO FORM 990-PF, PART II, LINE 13		58,186,459.	63,326,141.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FINE ART AND DEPOSITS	21,590.	21,590.	21,590.
PROPERTY DEVELOPMENT COSTS	150.	150.	150.
DEFFERRED COMPENSATION FUND	86,209.	99,743.	99,743.
TO FORM 990-PF, PART II, LINE 15	107,949.	121,483.	121,483.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED COMPENSATION FUND	86,209.	99,743.
TOTAL TO FORM 990-PF, PART II, LINE 22	86,209.	99,743.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOROTHY HORRELL	PRESIDENT 40.00	223,250.	23,662.	0.
SUSAN FRANCE	VICE PRESIDENT OF PROGRAMS 40.00	100,000.	12,336.	0.
LINDA NIVEN	CONTROLLER/TREASURER THROUGH 5/10 32.00	69,394.	7,873.	0.
ANN HOVLAND	CONTROLLER/TREASURER EFFECTIVE 5/10 28.00	11,667.	909.	0.
LANDIS MARTIN	CHAIRMAN 2.00	0.	0.	0.
JOHN E. REPINE, MD	TRUSTEE 2.00	1,000.	0.	0.
LOUIS DUMAN, MD	TRUSTEE 2.00	1,000.	0.	0.
HAROLD R. LOGAN, JR.	TRUSTEE 2.00	1,000.	0.	0.

MARK G FALCONE	TRUSTEE 2.00	1,000.	0.	0.
JULANNA V. GILBERT, PHD	TRUSTEE 2.00	1,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		409,311.	44,780.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PRESIDENT
1601 ARAPAHOE STREET, SUITE 500
DENVER, CO 80202

TELEPHONE NUMBER

303-825-3774

FORM AND CONTENT OF APPLICATIONS

LETTER OF REQUEST SIGNED BY PRESIDENT/CHAIRMAN AND MATERIALS REQUIRED BY GUIDELINES.

ANY SUBMISSION DEADLINES

JANUARY 1, APRIL 1, JULY 1, OCTOBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTED TO COLORADO 501(C)(3) ORGANIZATIONS.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLIED ARTS, INC. C/O 2006 WEST 101ST AVENUE DENVER, CO 80260-6392	TO SUPPORT THE FINANCIAL AID PROGRAM FOR YOUNG ARTISTS	PUBLIC CHARITY	5,000.
ARTREACH, INC. 3400 WEST 38TH AVENUE, SUITE 200 DENVER, CO 80211	FOR NEW TECHNOLOGY AND STAFF DEVELOPMENT	PUBLIC CHARITY	12,000.
BAYAUD ENTERPRISES, INC. 333 WEST BAYAUD AVENUE DENVER, CO 80223	FOR GENERAL OPERATIONS AND CAPACITY BUILDING ACTIVITIES	PUBLIC CHARITY	15,000.
BIG BROTHERS BIG SISTERS OF COLORADO, INC. 1391 N. SPEER BLVD., STE. 450 DENVER, CO 80204	TO SUPPORT PROGRAMMING AND EVALUATION EFFORTS	PUBLIC CHARITY	50,000.
BOYS AND GIRLS CLUBS OF LARIMER COUNTY 103 SMOKEY STREET FORT COLLINS, CO 80525-3801	TO BUILD THE CAPACITY OF THE COLORADO ALLIANCE OF BOYS & GIRLS CLUBS	PUBLIC CHARITY	7,500.
CARE AND SHARE INC. 2605 PREAMBLE POINT COLORADO SPRINGS, CO 80915	FOR A UPS LOGISTICS TECHNOLOGIES TRANSPORTATION ROUTING SYSTEM	PUBLIC CHARITY	15,000.
CENTER FOR WORK EDUCATION AND EMPLOYMENT 1175 OSAGE STREET, SUITE 300 DENVER, CO 80204	TO DEVELOP AND IMPLEMENT A STRATEGIC BUSINESS PLAN	PUBLIC CHARITY	25,000.
CENTRAL CITY OPERA HOUSE ASSOCIATION 400 SOUTH COLORADO BOULEVARD, SUITE 530 DENVER, CO 80246-1255	SUPPORT THE 2010 SUMMER OPERA FESTIVAL AND STRENGTHEN FINANCIAL CAPACITY	PUBLIC CHARITY	75,000.

CHILDREN'S MUSEUM OF DENVER, INC. 2121 CHILDREN'S MUSEUM DRIVE DENVER, CO 80211	FOR GENERAL OPERATING EXPENSES AND TO STRENGTHEN FUNDRAISING CAPACITY	PUBLIC CHARITY	20,000.
CLYFFORD STILL MUSEUM 201 WEST COLFAX AVENUE, DEPARTMENT 1007 DENVER, CO 80202	TO SUPPORT ACTIVITIES RELATED TO THE ESTABLISHMENT OF THE MUSEUM	PUBLIC CHARITY	300,000.
COLORADO ACADEMY 3800 SOUTH PIERCE STREET DENVER, CO 80235	TO SUPPORT THE BONFILS-STANTON DISADVANTAGED STUDENT SCHOLARSHIP	PUBLIC CHARITY	25,000.
COLORADO BALLET COMPANY 1278 LINCOLN STREET DENVER, CO 80203	TO SUPPORT THE STUDIO COMPANY TRAINEE PROGRAM	PUBLIC CHARITY	40,000.
COLORADO CHILDREN'S CAMPAIGN 1580 LINCOLN STREET, SUITE 420 DENVER, CO 80203	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
COLORADO CHILDRENS CHORALE 2420 WEST 26TH AVENUE, SUITE 350-D DENVER, CO 80211-5362	TO SUPPORT AUDIENCE AND FUND DEVELOPMENT, STRATEGIC PLANNING AND EVALUATION	PUBLIC CHARITY	40,000.
COLORADO NONPROFIT ASSOCIATION 455 SHERMAN STREET, SUITE 207 DENVER, CO 80203-4494	TO SUPPORT NONPROFIT LEADERSHIP PROGRAMS	PUBLIC CHARITY	25,000.
THE COMMUNITY CASH FLOW FUND DBA COLORADO NONPROFIT LOAN FUND 55 MADISON STREET , 8TH FLOOR DENVER, CO 80246	TO PROVIDE BRIDGE FUNDING TO NONPROFIT ORGANIZATIONS	PUBLIC CHARITY	2,500.
COLORADO SPRINGS CONSERVATORY FOUNDATION 1600 NORTH UNION BLVD COLORADO SPRINGS, CO 80909	FOR THE SUMMER COOPERATIVE STUDY PROGRAM WITH CENTRAL CITY OPERA	PUBLIC CHARITY	10,000.

COLORADO SYMPHONY ASSOCIATION BOETTCHER CONCERT HALL - 1000 14TH STREET, #15 DENVER, CO 80202-2333	TO BUILD CAPACITY IN MARKETING, TICKET SALES AND AUDIENCE DEVELOPMENT	PUBLIC CHARITY	150,000.
COMMUNITY RESOURCE CENTER, INC. 655 BROADWAY, SUITE 300 DENVER, CO 80203-3426	TO SUPPORT 2010 RURAL PHILANTHROPY DAYS	PUBLIC CHARITY	5,000.
CREEDE REPERTORY THEATRE INC. POST OFFICE BOX 269 CREEDE, CO 81130	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
CROW CANYON ARCHAEOLOGICAL CENTER 23390 ROAD K CORTEZ, CO 81321	TO ASSIST WITH AN EXECUTIVE TRANSITION AND FOR OPERATING SUPPORT	PUBLIC CHARITY	20,500.
CURIOUS THEATRE COMPANY 1080 ACOMA STREET DENVER, CO 80204	TO ENHANCE ARTISTIC EXCELLENCE AND ORGANIZATION INFRASTRUCTURE	PUBLIC CHARITY	75,000.
CURIOUS THEATRE COMPANY 1080 ACOMA STREET DENVER, CO 80204	TO ENHANCE ARTISTIC EXCELLENCE AND ORGANIZATION INFRASTRUCTURE	PUBLIC CHARITY	75,000.
THE DENVER ART MUSEUM 100 WEST 14TH AVENUE PARKWAY DENVER, CO 80204-2788	TO NAME THE MODERN AND CONTEMPORARY GALLERIES IN THE HAMILTON BUILDING	PUBLIC CHARITY	500,000.
DENVER BOTANIC GARDEN, INC. 909 YORK STREET DENVER, CO 80206-3799	TO SUPPORT THE 2010 BONFILS-STANTON LECTURE SERIES	PUBLIC CHARITY	35,000.
DENVER BOTANIC GARDEN, INC. 909 YORK STREET DENVER, CO 80206-3799	TO SUPPORT THE FLOURISH CAMPAIGN	PUBLIC CHARITY	300,000.

DENVER INDIAN CENTER INC. 4407 MORRISON ROAD DENVER, CO 80219-2464	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	12,500.
DENVER MUSEUM OF NATURE AND SCIENCE 2001 COLORADO BOULEVARD DENVER, CO 80205-5798	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
DENVER CIVIC ARTS FOUNDATION 201 WEST COLFAX AVENUE - DEPARTMENT 1007 DENVER, CO 80202-5332	TO ENGAGE ARTS ORGANIZATION LEADERS IN DISCUSSIONS OF NEW ECONOMIC MODELS	PUBLIC CHARITY	9,450.
DENVER YOUNG ARTISTS ORCHESTRA 1245 EAST COLFAX AVENUE, SUITE 302 DENVER, CO 80218	TO BUILD CAPACITY IN ARTISTIC EXCELLENCE AND ORGANIZATIONAL INFRASTRUCTURE	PUBLIC CHARITY	50,000.
ELEANOR ROOSEVELT INSTITUTE FOR CANCER RESEARCH AT THE UNIVERSITY OF DENVER - 2101 EAST WESLEY AVENUE DENVER, CO 80208	TO SUPPORT RESEARCH ON ADSL DEFICIENCY	PUBLIC CHARITY	35,000.
EMCARTS INC. 127 WEST 122ND STREET NEW YORK, NY 10027	FOR NEW PATHWAYS|DENVER, AN INITIATIVE TO FOSTER INNOVATION IN ARTS	PUBLIC CHARITY	50,000.
FOOD BANK OF THE ROCKIES 10700 EAST 45TH AVENUE DENVER, CO 80239	FOR A COMMERCIAL FREEZER IN THE NEW COMMUNITY KITCHEN	PUBLIC CHARITY	25,000.
FRIENDS OF CHAMBER MUSIC 191 UNIVERSITY BLVD, SUITE 974 DENVER, CO 80206-4613	TO SUPPORT THE 2009-2010 PIANO SERIES	PUBLIC CHARITY	30,000.
PATRICIA A. GABOW, M.D. 777 BANNOCK STREET, MC 0278 DENVER, CO 80204	2010 COMMUNITY SERVICE AWARD		35,000.

HAL GOULD 1309 BANNOCK STREET DENVER, CO 80204	2010 ARTS AND HUMANITIES AWARD		35,000.
INTERLEUKIN FOUNDATION C/O WELLS FARGO BANK 1242 PEARL STREET BOULDER, CO 80302	IN HONOR OF 2010 SCIENCE AND MEDICINE AWARD RECIPIENT CHARLES A. DINARELLO	PUBLIC CHARITY	35,000.
LA PUENTE HOME INCORPORATED POST OFFICE BOX 1235 ALAMOSA, CO 81101	FOR ESSENTIAL HUMAN SERVICES AND EMERGENCY FOOD ASSISTANCE	PUBLIC CHARITY	15,000.
MENTAL HEALTH AMERICA OF COLORADO 1385 SOUTH COLORADO BOULEVARD, SUITE 610 DENVER, CO 80222	TO SUPPORT THE PRO BONO OUTREACH PROGRAM	PUBLIC CHARITY	7,500.
MI CASA RESOURCE CENTER FOR WOMEN, INC. 360 ACOMA STREET DENVER, CO 80223	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	11,920.
MUSEO DE LAS AMERICAS, INC. 861 SANTA FE DRIVE DENVER, CO 80204-4344	TO SUPPORT A TARGETED MEMBERSHIP CAMPAIGN	PUBLIC CHARITY	15,000.
MUSEUM OF CONTEMPORARY ART - DENVER 1485 DELGANY DENVER, CO 80202	TO BUILD ORGANIZATIONAL CAPACITY	PUBLIC CHARITY	60,000.
NATIONAL REPERTORY ORCHESTRA, INC. COLORADO PHILHARMONIC POST OFFICE BOX 6336 BRECKENRIDGE, CO 80424	TO SUPPORT THE GUEST ARTIST PROGRAM	PUBLIC CHARITY	15,000.
NORTHWEST COLORADO VISITING NURSE ASSOCIATION, INC. 940 CENTRAL PARK DRIVE, SUITE 101 STEAMBOAT SPRINGS, CO	TO ACQUIRE AND RENOVATE ROLLINGSTONE RESPITE HOUSE AND NAME ITS LIBRARY	PUBLIC CHARITY	5,000.
OPERA COLORADO 695 SOUTH COLORADO BOULEVARD, SUITE 20 DENVER, CO 80246-8010	TO IMPROVE MARKETING, SUBSCRIPTIONS, AND TICKET SALES	PUBLIC CHARITY	40,000.

OPERA COLORADO 695 SOUTH COLORADO BOULEVARD, SUITE 20 DENVER, CO 80246-8010	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,565.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS, INC. 7155 EAST 38TH AVENUE DENVER, CO 80207-1630	FOR COMMUNITY EDUCATION PROGRAMS	PUBLIC CHARITY	15,000.
PROJECT ANGEL HEART 4190 GARFIELD STREET, UNIT 5 DENVER, CO 80216-6506	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
PROJECT SELF-SUFFICIENCY OF LOVELAND-FORT COLLINS 375 WEST 37TH STREET, #150 LOVELAND, CO 80538	FOR PROGRAM SUPPORT	PUBLIC CHARITY	6,000.
ROCKY MOUNTAIN PUBLIC BROADCASTING NETWORK, INC. 1089 BANNOCK STREET DENVER, CO 80204	TO SUPPORT GREAT PERFORMANCES	PUBLIC CHARITY	20,000.
ROCKY MOUNTAIN YOUTH CORPS PO BOX 775504 STEAMBOAT SPRINGS, CO 80477	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	12,500.
ST. FRANCIS CENTER - DIOCESE OF COLORADO 2323 CURTIS STREET DENVER, CO 80205-2627	TO BUILD FUNDRAISING CAPACITY	PUBLIC CHARITY	20,000.
SAMARITAN HOUSE 2301 LAWRENCE STREET DENVER, CO 80205-2126	TO SUPPORT BASIC FAMILY SERVICES	PUBLIC CHARITY	25,000.
UNIVERSITY OF DENVER - COLORADO SEMINARY 2190 SOUTH HIGH STREET DENVER, CO 80208	TO SUPPORT A COMPREHENSIVE STUDY OF STATE AND LOCAL GOVERNMENT FINANCING	PUBLIC CHARITY	25,000.

UNIVERSITY OF DENVER - COLORADO SEMINARY 2190 SOUTH HIGH STREET DENVER, CO 80208	TO SUPPORT THE EMERGING LEADERS IN DEVELOPMENT PROGRAM AT UNIVERSITY COLLEGE	PUBLIC CHARITY	10,000.
URBAN PEAK HOLDING COMPANY 730 21ST STREET DENVER, CO 80205-2813	TO SUPPORT THE EMPLOYMENT & EDUCATION PROGRAM	PUBLIC CHARITY	25,000.
VOLUNTEERS OF AMERICA COLORADO BRANCH 2660 LARIMER STREET DENVER, CO 80205	TO SUPPORT PROGRAMS AT THEODORA HOUSE	PUBLIC CHARITY	15,000.
WARREN VILLAGE 1323 GILPIN STREET DENVER, CO 80218-2552	TO BUILD THE CAPACITY OF ORGANIZATIONAL INFRASTRUCTURE	PUBLIC CHARITY	43,750.
WARREN VILLAGE 1323 GILPIN STREET DENVER, CO 80218-2552	TO BUILD THE CAPACITY OF ORGANIZATIONAL INFRASTRUCTURE	PUBLIC CHARITY	131,250.
WOMEN'S BEAN PROJECT 3201 CURTIS STREET DENVER, CO 80205-2754	TO SUPPORT THE PARTNERSHIP WITH DENVERWORKS	PUBLIC CHARITY	25,000.
YOUTHBIZ, INC. 3280 DOWNING STREET, UNIT C DENVER, CO 80205	TO SUPPORT EXECUTIVE LEADERSHIP DEVELOPMENT	PUBLIC CHARITY	10,000.
YOUTHBIZ, INC. 3280 DOWNING STREET, UNIT C DENVER, CO 80205	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,757,935.

FORM 990-PF GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT STATEMENT 17

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COLORADO CHILDREN'S CAMPAIGN 1580 LINCOLN STREET, SUITE 420 DENVER, CO 80203	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
THE COMMUNITY CASH FLOW FUND DBA COLORADO NONPROFIT LOAN FUND 55 MADISON STREET, 8TH FLOOR DENVER, CO 80246	TO PROVIDE BRIDGE FUNDING TO NONPROFIT ORGANIZATIONS	PUBLIC CHARITY	2,500.
THE COMMUNITY CASH FLOW FUND DBA COLORADO NONPROFIT LOAN FUND 55 MADISON STREET, 8TH FLOOR DENVER, CO 80246	TO PROVIDE BRIDGE FUNDING TO NONPROFIT ORGANIZATIONS	PUBLIC CHARITY	2,500.
CREEDE REPERTORY THEATRE INC. POST OFFICE BOX 269 CREEDE, CO 81130	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
DENVER MUSEUM OF NATURE AND SCIENCE 2001 COLORADO BOULEVARD DENVER, CO 80205-5798	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
FOOD BANK OF THE ROCKIES 10700 EAST 45TH AVENUE DENVER, CO 80239	FOR A COMMERCIAL FREEZER IN THE NEW COMMUNITY KITCHEN	PUBLIC CHARITY	25,000.
PROJECT ANGEL HEART 4190 GARFIELD STREET, UNIT 5 DENVER, CO 80216-6506	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
ST. FRANCIS CENTER - DIOCESE OF COLORADO 2323 CURTIS STREET DENVER, CO 80205-2627	TO BUILD FUNDRAISING CAPACITY	PUBLIC CHARITY	20,000.

WEBB-WARING INSTITUTE MAIL STOP C322, RESEARCH COMPLEX I, NORTH AURORA, CO 80045	TO SUPPORT THE DEVELOPMENT OF A NATIONAL ARDS RESEARCH CENTER	PUBLIC CHARITY	100,000.
YOUTHBIZ, INC. 3280 DOWNING STREET, UNIT C DENVER, CO 80205	LIVINGSTON FELLOWSHIP TO SUPPORT ADVANCED PROFESSIONAL DEVELOPMENT	PUBLIC CHARITY	10,000.
DENVER CIVIC ARTS FOUNDATION 2001 COLORADO BOULEVARD DENVER, CO 80205-5798	TO RENOVATE THE MCNICHOLS BUILDING	PUBLIC CHARITY	125,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			325,000.

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS STATEMENT 18

DESCRIPTION	AMOUNT
PALO ALTO PARTNERSHIP K-1 UBTI-SEE ATTACHMENT 1	-7,597.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	-7,597.