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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

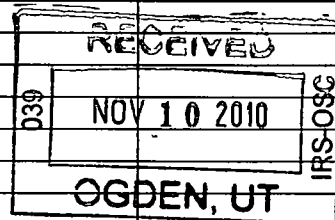
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning AUG 1, 2009, and ending JUL 31, 2010

6 Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation THE JOSEPH HENRY EDMONDSON FOUNDATION		A Employer identification number 84-1090456
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 10 LAKE CIRCLE		B Telephone number 719-471-1241
	City or town, state, and ZIP code COLORADO SPRINGS, CO 80906		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 ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,823,520. (Part I, column (d) must be on cash basis)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____			

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	0.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	28.	28.		STATEMENT 1
	4 Dividends and interest from securities	437,161.	418,649.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	231,692.			
	b Gross sales price for all assets on line 6a	2,515,161.			
	7 Capital gain net income (from Part IV, line 2)		231,692.		
	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					
12 Total. Add lines 1 through 11	668,881.	650,369.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	117,281.	0.		117,281.
	14 Other employee salaries and wages	505.	0.		505.
	15 Pension plans, employee benefits	8,051.	0.		8,051.
	16a Legal fees				
	b Accounting fees STMT 3	8,598.	0.		8,598.
	c Other professional fees STMT 4	64,008.	62,236.		0.
	17 Interest				
	18 Taxes STMT 5	10,280.	0.		0.
	19 Depreciation and depletion	554.	0.		
	20 Occupancy	4,561.	0.		4,561.
	21 Travel, conferences, and meetings	4,092.	0.		4,092.
	22 Printing and publications				
	23 Other expenses STMT 6	14,052.	0.		14,038.
	24 Total operating and administrative expenses. Add lines 13 through 23	231,982.	62,236.		157,126.
	25 Contributions, gifts, grants paid	563,404.			563,404.
	26 Total expenses and disbursements. Add lines 24 and 25	795,386.	62,236.		720,530.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-126,505.				
b Net investment income (if negative, enter -0-)		588,133.			
c Adjusted net income (if negative, enter -0-)			N/A		



9/14 12

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		13,420.	137,501.	137,501.
	2	Savings and temporary cash investments		212,627.	185,114.	185,114.
	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		10,280.		
	10a	Investments - U S and state government obligations STMT 7		880,101.	880,101.	1,000,917.
	b	Investments - corporate stock STMT 8		6,112,629.	5,747,298.	6,514,361.
	c	Investments - corporate bonds STMT 9		3,553,629.	3,152,065.	3,369,226.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		2,248,282.	2,802,952.	4,616,267.	
14	Land, buildings, and equipment basis ▶ 12,208.					
	Less accumulated depreciation STMT 11 ▶ 12,074.		702.	134.	134.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		13,031,670.	12,905,165.	15,823,520.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		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		13,031,670.	12,905,165.		
30	Total net assets or fund balances		13,031,670.	12,905,165.		
31	Total liabilities and net assets/fund balances		13,031,670.	12,905,165.		

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	13,031,670.
2	Enter amount from Part I, line 27a	2	-126,505.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,905,165.
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	12,905,165.

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 VARIOUS ST INVESTMENTS		P	VARIOUS	VARIOUS
b VARIOUS LT INVESTMENST		P	VARIOUS	VARIOUS
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 377,950.		243,216.	134,734.
b 2,137,211.		2,040,253.	96,958.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			134,734.
b			96,958.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	231,692.
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	667,248.	13,511,929.	.049382
2007	889,612.	18,837,304.	.047226
2006	873,398.	19,846,222.	.044008
2005	864,457.	18,471,246.	.046800
2004	859,182.	14,680,415.	.058526

2 Total of line 1, column (d)	2	.245942
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	.049188
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,425,335.
5 Multiply line 4 by line 3	5	758,741.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,881.
7 Add lines 5 and 6	7	764,622.
8 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.	8	720,530.

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 ☐ and enter 1% of Part I, line 27b		1	11,763.
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	11,763.
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	11,763.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	10,280.	
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	10,280.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	25.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,508.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax ☐ Refunded ☐	11		

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► HEATHER CARROLL Telephone no. ► 719-471-1241 Located at ► 10 LAKE CIRCLE, COLORADO SPRINGS, CO ZIP+4 ► 80906			
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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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 12		117,281.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
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	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	15,286,355.
b Average of monthly cash balances	1b	350,533.
c Fair market value of all other assets	1c	23,351.
d Total (add lines 1a, b, and c)	1d	15,660,239.
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	15,660,239.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,904.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,425,335.
6 Minimum investment return Enter 5% of line 5	6	771,267.

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	771,267.
2a Tax on investment income for 2009 from Part VI, line 5	2a	11,763.	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	11,763.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	759,504.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	759,504.	
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	759,504.	

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	720,530.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	720,530.
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	0.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	720,530.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				759,504.
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	155,429.			
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	155,429.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	720,530.			
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				720,530.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	38,974.			38,974.
6 Enter the net total of each column as indicated below:	116,455.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	116,455.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

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

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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 13

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED DETAIL 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906				563,404.
Total			▶ 3a	563,404.
b Approved for future payment NONE				
Total			▶ 3b	0.

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)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		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			14	28.		
4 Dividends and interest from securities			14	437,161.		
5 Net rental income or (loss) from real estate.						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	231,692.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		668,881.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	668,881.

(See worksheet in line 13 instructions 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
------------------	--

		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		

[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 preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

➤ Title

Preparer's
signature

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

STOCKMAN KAST RYAN & CO, LLP
102 N. CASCADE AVENUE, SUITE 400
COLORADO SPRINGS, CO 80903

Date	10-
------	-----

Check if self-employed	
------------------------	--

Preparer's identifying number
P00841439

EIN

Phone no. 719-630-1186

Form 990-PF (2009)

Date	Recipient Name	Recipient Address	Status with Man.	Fdtn. Status of Recipient	Purpose of Grant	Amount
8/4/2009	Center for Nonprofit Excellence	2 North Cascade Avenue, Suite 110 Colorado Springs, CO 80903	N/A	501(C)(3)	Standards for Excellence Program	1200.00
8/8/2009	Koinonia House	P.O. Box 62456 Colorado Springs, CO 80962-2456	N/A	501(C)(3)	General Operating Support	2000.00
9/17/2009	Pikes Peak Community Foundation	P.O. Box 103 Colorado Springs, CO 80901	N/A	501(C)(3)	El Paso County Bar Association/Ruth Rouss Scholarships	10000.00
9/29/2009	Suicide	Pikes Peak Region	N/A	501(C)(3)	General Operating Support	500.00
10/23/2009	Homeward Pikes Peak	518 N. Nevada Ave. Colorado Springs, CO 80907	N/A	501(C)(3)	HFPP Program Support	16000.00
10/27/2009	Association of Small Foundations	1720 N Street, NW Washington, DC 20036	N/A	501(C)(3)	Technology Capacity Building	6000.00
10/27/2009	Care & Share	2520 Aviation Way, Suite 130 Colorado Springs, CO 80916	N/A	501(C)(3)	General Operating Support	1000.00
10/27/2009	Concrete Couch	211 Illinois Avenue Manitou Springs, CO 80829	N/A	501(C)(3)	General Program Support	5000.00
10/27/2009	Ecumenical Social Ministries	201 North Weber Colorado Springs, CO 80903	N/A	501(C)(3)	Trustee Award- Assist with Insurance Costs	1000.00
10/27/2009	Fountain Fort Carson School District 8	425 W. Alabama Fountain, CO 80817	N/A	501(C)(3)	Human Services Secretary: \$15,000 Capacity Building Work with Third Mile Group: \$15,000	30000.00
10/27/2009	Northern Churches Care	4210 Austin Bluffs Parkway Colorado Springs, CO 80918	N/A	501(C)(3)	RAP Program Support	5000.00

10/27/2009	Northern Churches Care	4210 Austin Bluffs Parkway Colorado Springs, CO 80918	N/A	501(C)(3)	Insurance for Pro-Bono Legal Program	1000.00
10/27/2009	Partners In Housing	7 East Bijou Street Suite 211 Colorado Springs, CO 80903	N/A	501(C)(3)	Renovation of Myron Stratton Campus Logan Building for Child Nursery Centers Program	25000.00
10/27/2009	Pikes Peak Community Foundation	P.O. Box 103 Colorado Springs, CO 80901	N/A	501(C)(3)	Colorado Springs Independent Give!Guide Initiative	5000.00
10/27/2009	Rocky Mountain Women's Film Festival	421 S. Tejon, Suite 333 Colorado Springs, CO 80906	N/A	501(C)(3)	Community Outreach Program Support	750.00
10/27/2009	TWOCOR Projects	4785 Granby Circle Colorado Springs, CO 80919	N/A	501(C)(3)	ACE Program Support	25000.00
11/30/2009	Care & Share	2520 Aviation Way, Suite 130 Colorado Springs, CO 80916	N/A	501(C)(3)	Christmas Grant	5000.00
12/1/2009	Atlas Preparatory School	1602 South Murray Blvd. Colorado Springs, CO 80916	N/A	501(C)(3)	General Operating Support	500.00
12/1/2009	Catholic Charities: Marian House Soup Kitchen	228 North Cascade Ave. Colorado Springs, CO 80903	N/A	501(C)(3)	Christmas Grant	1000.00
12/1/2009	Centro de la Familia	802 South Nevada Colorado Springs, CO 80903	N/A	501(C)(3)	Christmas Grant	1000.00
12/1/2009	Child Nursery Centers	104 E. Rio Grande Colorado Springs, CO 80903	N/A	501(C)(3)	Christmas Grant	1000.00
12/1/2009	Community Partnership for Child Development	2330 Robinson Street Colorado Springs, CO 80904	N/A	501(C)(3)	Christmas Grant	1000.00

12/1/2009	Empty Stocking Fund	P.O. Box 400 Colorado Springs, CO 80901	N/A	501(C)(3)	Christmas Grant	3000.00
12/1/2009	Pikes Peak Community Action Agency	P.O. Box 2468 Colorado Springs, CO 80901	N/A	501(C)(3)	Christmas Grant	3000.00
12/1/2009	Pikes Peak Community Foundation	P.O. Box 103 Colorado Springs, CO 80901	N/A	501(C)(3)	Kids on Bikes	500.00
12/1/2009	Prison Fellowship Ministries	P.O. Box 1038 Wheat Ridge, CO 80034-1038	N/A	501(C)(3)	Christmas Grant	1000.00
12/1/2009	Salvation Army	910 Yuma Colorado Springs, CO 80909	N/A	501(C)(3)	Christmas Grant	4500.00
12/1/2009	Silver Key	2250 Bott Avenue Colorado Springs, CO 80904	N/A	501(C)(3)	Christmas Grant	3000.00
12/1/2009	Southern Colorado Aids Project	1301 South Eighth Street Colorado Springs, CO 80906	N/A	501(C)(3)	Christmas Grant	1000.00
12/1/2009	Springs Rescue Mission	5 West Las Vegas P.O. Box 2108 Colorado Springs, CO 80901	N/A	501(C)(3)	Christmas Grant	1000.00
12/1/2009	TESSA	435 Gold Pass Heights Colorado Springs, CO 80906	N/A	501(C)(3)	Christmas Grant	1000.00
12/1/2009	Urban Peak	423 East Cucharras Colorado Springs, CO 80903	N/A	501(C)(3)	Christmas Grant	1000.00
12/26/2009	CASA of the Pikes Peak region (Court Appointed Special Advocates	701 South Cascade Avenue Colorado Springs, CO 80903	N/A	501(C)(3)	General Operating Support	1500.00

1/7/2010	The Home Front Cares	P.O. Box 38516 Colorado Springs, CO 80937	N/A	501(C)(3)	General Operating Support	500.00
2/5/2010	African American Youth Conference	P.O. Box 15301 Colorado Springs, CO 80935-5301	N/A	501(C)(3)	General Operating Support	1000.00
2/5/2010	Atlas Preparatory School	1602 South Murray Blvd. Colorado Springs, CO 80916	N/A	501(C)(3)	General Operating Support	35000.00
2/5/2010	Cheyenne Mountain Civic Solutions	205 E. Mountain Blvd. Colorado Springs, CO 80906	N/A	501(C)(3)	General Operating Support	20000.00
2/5/2010	Christian Healing Network	2125 East La Salle Colorado Springs, CO 80909	N/A	501(C)(3)	General Operation Support	25000.00
2/5/2010	Homeward Pikes Peak	518 N. Nevada Ave. Colorado Springs, CO 80907	N/A	501(C)(3)	General Operating Support	2000.00
2/5/2010	Kids In Need of Dentistry	2465 South Downing Street, Suite 207 Denver, CO 80210	N/A	501(C)(3)	Colorado Springs Clinic	20000.00
2/5/2010	Koinonia House	P.O. Box 62456 Colorado Springs, CO 80962-2456	N/A	501(C)(3)	General Operating Support	2000.00
2/5/2010	Leadership Pikes Peak	101N. Cascade, Suite 6 Colorado Springs, CO 80901	N/A	501(C)(3)	General Operating Support	1000.00
2/5/2010	Phoenix Multisport	4645 North Broadway, Unit C4 Boulder, CO 80304	N/A	501(C)(3)	Sports Equipment	2000.00
2/5/2010	Pikes Peak Community Foundation	P.O. Box 103 Colorado Springs, CO 80901	N/A	501(C)(3)	Wesley V. Metzler, DVM Fund	5000.00
2/5/2010	S.E.T.	825 E. Pikes Peak Ave. Colorado Springs, CO 80903	N/A	501(C)(3)	Family Medical Clinical Services	15000.00

2/23/2010	CASA of the Pikes Peak region (Court Appointed Special Advocates)	701 South Cascade Avenue Colorado Springs, CO 80903	N/A	501(C)(3)	Dependency and Neglect Program	10000.00
2/23/2010	Center for Nonprofit Excellence	2 North Cascade Avenue, Suite 110 Colorado Springs, CO 80903	N/A	501(C)(3)	Standards for Excellence Program	2100.00
4/28/2010	Chamber Orchestra of the Springs	P.O. Box 7911 Colorado Springs, CO 80933-7911	N/A	501(C)(3)	General Operating Support	1000.00
4/28/2010	Colorado Council on Economic Education	225 East 16th Avenue, Suite 350 Denver, CO 80203	N/A	501(C)(3)	General Operating Support	500.00
4/28/2010	FutureSelf	1826 North Prospect Colorado Springs, CO 80907	N/A	501(C)(3)	Professional Development	500.00
4/28/2010	Kim Equine Pavilion and Education Center, Inc.	Box 145 Kim, CO 81049	N/A	501(C)(3)	Capital Campaign	5000.00
4/28/2010	Koinonia House	P.O. Box 62456 Colorado Springs, CO 80962-2456	N/A	501(C)(3)	General Operating Support	3000.00
4/28/2010	Phoenix Multisport	4645 North Broadway, Unit C4 Boulder, CO 80304	N/A	501(C)(3)	Program Expansion to El Paso County	25000.00
4/28/2010	Public Education and Business Coalition	1244 Grant Street Denver, CO 80203	N/A	501(C)(3)	General Operating Support	1750.00
4/28/2010	Trails and Open Space Coalition	1426 North Hancock Avenue, Suite 4 North Colorado Springs, CO 80903	N/A	501(C)(3)	Community Parks Volunteer Initiative	5000.00

4/30/2010	Assistance League of Colorado Springs	211 East Costilla Street Colorado Springs, CO 80903-2103	N/A	501(C)(3)	Operation School Bell	3000.00
4/30/2010	Big Brothers Big	111 S. Tejon Street	N/A	501(C)(3)	Reach Program	15000.00
4/30/2010	Catamount Institute	740 W. Caramillo St. Colorado Springs, CO 80907	N/A	501(C)(3)	YES Program	8000.00
4/30/2010	Colorado Springs World Arena	10 Lake Avenue Colorado Springs, CO 80906	N/A	501(C)(3)	Military Day at the Circus	2500.00
4/30/2010	Friends of the Colorado Springs Pioneers Museum	215 South Tejon Street Colorado Springs, CO 80903	N/A	501(C)(3)	Business Plan Development	5000.00
4/30/2010	Pikes Peak Golf Links	103 East Cheyenne Road Colorado Springs, CO 80906	N/A	501(C)(3)	General Program Support	4500.00
4/30/2010	Teen Court Colorado Springs	P.O. Box 2169 Colorado Springs, CO 80901	N/A	501(C)(3)	General Operating Support	10000.00
4/30/2010	TLC Pharmacy	3204 North Academy Blvd. Suite 300 Colorado Springs, CO 80917	N/A	501(C)(3)	General Operating Support	10000.00
4/30/2010	Volunteers for Outdoor Colorado	600 South Marion Parkway Denver, CO 80209	N/A	501(C)(3)	Capacity Building Grant	2000.00
7/14/2010	Centro de la Familia	802 South Nevada Colorado Springs, CO 80903	N/A	501(C)(3)	General Operating Support	10000.00
7/14/2010	Colorado Dental Association: Charitable & Education Fund	3690 Yosemite, Suite 100 Denver, CO 80237	N/A	501(C)(3)	Colorado Springs Mission of Mercy Initiative	13500.00
7/14/2010	Colorado Open Lands	274 Union Blvd., Suite 320 Lakewood, CO 80228	N/A	501(C)(3)	Peak to Prairie Conservation Initiative	10000.00

7/14/2010	Colorado Outward Bound School	910 Jackson Street Golden, CO 80401	N/A	501(C)(3)	Unity Curriculum Program	15000.00
7/14/2010	COPPeR	PO Box 190 Colorado Springs, CO 80901	N/A	501(C)(3)	General Operating Support	10000.00
7/14/2010	Court Care for the Pikes Peak Region	309 S. Cascade Ave. Colorado Springs, CO 80903	N/A	501(C)(3)	General Operating Support	10000.00
7/14/2010	Ecumenical Social Ministries	201 North Weber Colorado Springs, CO 80903	N/A	501(C)(3)	Technology Purchase	10000.00
7/14/2010	FutureSelf	1826 North Prospect Colorado Springs, CO 80907	N/A	501(C)(3)	General Operating Support	10000.00
7/14/2010	Homeward Pikes Peak	518 N. Nevada Ave. Colorado Springs, CO 80907	N/A	501(C)(3)	General Operating Support	17000.00
7/14/2010	Homeward Pikes Peak	518 N. Nevada Ave. Colorado Springs, CO 80907	N/A	501(C)(3)	General Operating Support	500.00
7/14/2010	KCME	1921 North Weber Colorado Springs, CO 80907	N/A	501(C)(3)	General Operating Support	1000.00
7/14/2010	Kennedy Center Imagination Celebration	1515 N. Academy Boulevard, Suite 200 Colorado Springs, CO 80909	N/A	501(C)(3)	General Operating Support	1000.00
7/14/2010	KRCC	912 North Weber Colorado Springs, CO 80903	N/A	501(C)(3)	General Operating Support	1000.00
7/14/2010	Limon Heritage Museum	PO Box 341 Limon, CO 80828	N/A	501(C)(3)	General Operating Support	500.00
7/14/2010	Otero Museum Association	PO Box 223 La Junta, CO 81050	N/A	501(C)(3)	General Operating Support	500.00
7/14/2010	Peak Education	730 N. Nevada Ave. Colorado Springs, CO 80903	N/A	501(C)(3)	General Operating Support	11500.00

7/14/2010	Performing Arts for Youth Organization	P.O. Box 2535 Colorado Springs, CO 80901	N/A	501(C)(3)	General Operating Support	1000.00
7/14/2010	Pikes Peak Community Foundation	P.O. Box 103 Colorado Springs, CO 80901	N/A	501(C)(3)	Support of Independent Give!Guide Initiative	5000.00
7/14/2010	Pikes Peak Family Connections	2220 East Bijou Street, Suite 2E Colorado Springs, CO 80909	N/A	501(C)(3)	General Operating Support	10000.00
7/14/2010	Teen Court Colorado Springs	P.O. Box 2169 Colorado Springs, CO 80901	N/A	501(C)(3)	General Operating Support	500.00
7/14/2010	TESSA	435 Gold Pass Heights Colorado Springs, CO 80906	N/A	501(C)(3)	General Operating Support	1000.00
7/14/2010	U.S. Association of Blind Athletes	33 N. Institute Colorado Springs, CO 80903	N/A	501(C)(3)	General Operating Support	1150.00
7/14/2010	University of Colorado Foundation: Aging Center	P.O.Box 7150 Colorado Springs, CO 80933	N/A	501(C)(3)	Capacity Building Grant	1000.00
7/14/2010	Volunteers for Outdoor Colorado	600 South Marion Parkway Denver, CO 80209	N/A	501(C)(3)	Capacity Building Grant	7500.00
7/27/2010	Pikes Peak Area Council of Governments	15 South 7th Street Colorado Springs, CO 80905	N/A	501(C)(3)	Regional Sustainability Planning Process	5000.00
7/31/2010	Association of Small Foundations	1720 N Street, NW Washington, DC 20036	N/A	501(C)(3)	Board Contribution /General Operating Support	2953.73

Total 563,404

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

SOURCE	AMOUNT
MONEY MARKET FUNDS	28.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	28.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS	188,355.	0.	188,355.
GOVERNMENT BONDS	18,512.	0.	18,512.
STOCKS	230,294.	0.	230,294.
TOTAL TO FM 990-PF, PART I, LN 4	437,161.	0.	437,161.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/BOOKKEEPING FEES	4,898.	0.		4,898.
AUDIT AND TAX PREPARATION FEES	3,700.	0.		3,700.
TO FORM 990-PF, PG 1, LN 16B	8,598.	0.		8,598.

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
MANAGEMENT FEES	64,008.	62,236.		0.
TO FORM 990-PF, PG 1, LN 16C	64,008.	62,236.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	10,280.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,280.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUE AND MEMBERSHIP	1,485.	0.		1,485.
INSURANCE	7,148.	0.		7,148.
OFFICE EXPENSE	3,876.	0.		3,876.
TELEPHONE	1,527.	0.		1,527.
LOSS ON DISPOSAL	14.	0.		0.
MISC. EXPENSE	2.	0.		2.
TO FORM 990-PF, PG 1, LN 23	14,052.	0.		14,038.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US AND STATE GOVERNMENT OBLIGATIONS	X		880,101.	1,000,917.
TOTAL U.S. GOVERNMENT OBLIGATIONS			880,101.	1,000,917.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			880,101.	1,000,917.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	5,747,298.	6,514,361.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,747,298.	6,514,361.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	3,152,065.	3,369,226.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,152,065.	3,369,226.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS	COST	2,779,735.	4,593,050.
ALTERNATIVE INVESTMENTS	COST	23,217.	23,217.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,802,952.	4,616,267.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	1,053.	1,053.	0.
OFFICE EQUIPMENT	519.	519.	0.
FOUR DRAWER FILE CABINET	291.	291.	0.
CHAIRS	1,480.	1,375.	105.
SYSTEM BACK UP EQUIPMENT	669.	669.	0.
MONITOR	2,525.	2,496.	29.
COLOR PRINTER	494.	494.	0.
MICROEDGE	4,433.	4,433.	0.
SOFTWARE	744.	744.	0.
TOTAL TO FM 990-PF, PART II, LN 14	12,208.	12,074.	134.

FORM 990-PF, PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HEATHER CARROLL 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	EXEC. DIR. 60.00	107,681.	0.	0.
CARL P. DONNER 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	CHAIRMAN 3.00	1,200.	0.	0.
BRUCE T. BUELL 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	VICE PRESIDENT 2.00	1,200.	0.	0.
SHARIE HIGGINS 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	SECRETARY 2.00	1,200.	0.	0.
CHRISTOPHER DUFF 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	MEMBER 1.00	1,200.	0.	0.
SEAN DUFF 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	MEMBER 1.00	1,200.	0.	0.
MARY KANAS 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	MEMBER 1.00	1,200.	0.	0.
SUSIE RAMSAY 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	MEMBER 1.00	1,200.	0.	0.
BEN SPARKS 10 LAKE CIRCLE COLORADO SPRINGS, CO 80906	TREASURER 3.00	1,200.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		117,281.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HEATHER CARROLL
10 LAKE CIRCLE
COLORADO SPRINGS, CO 80906

TELEPHONE NUMBER

719-471-1241

FORM AND CONTENT OF APPLICATIONS

PLEASE SUBMIT THE FOLLOWING INFORMATION TO THE EDMONDSON FOUNDATION BOARD OF DIRECTORS. NOTE, THE FOUNDATION ALSO ACCEPTS THE COLORADO COMMON GRANT APPLICATION. PROVIDE TWO COPIES OF THE APPLICATION AND ATTACHMENTS.

1. NAME AND ADDRESS OF TAX EXEMPT ORGANIZATION.
2. BRIEF HISTORY OF ORGANIZATION, ITS MISSION, PRINCIPAL PROGRAMS AND ACCOMPLISHMENTS. PLEASE INCLUDE A STAFF BREAKDOWN IN THIS SECTION. IN ADDITION, PROVIDE A BRIEF STATEMENT OF HOW YOU UTILIZE VOLUNTEERS TO ACCOMPLISH YOUR MISSION.
3. A CONCISE STATEMENT OF THE PURPOSE OF THE GRANT REQUEST AND AMOUNT REQUESTED. DESCRIBE PROJECT NEED, SPECIFIC OBJECTIVES, EXPECTED CONTRIBUTIONS TO POPULATION SERVED AND SUCCESS MEASUREMENT CRITERIA. IF A PIKES PEAK UNITED WAY AGENCY OR IF YOUR ORGANIZATION UTILIZES THIS TOOL, PLEASE INCLUDE ALL APPLICABLE LOGIC MODELS.
4. CURRENT ORGANIZATION ANNUAL OPERATING BUDGET, AND THE PROPOSED PROJECT BUDGET FOR TERM OF THE GRANT. IF A CAPITAL PROJECT, PLEASE SUBMIT BID DATE.

ANY SUBMISSION DEADLINES

NONE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

WELFARE OF CHILDREN; THE ILL AND THE ELDERLY;
PRESERVATION AND IMPROVEMENT OF THE ENVIRONMENT; HISTORIC
AND FOLK ART MUSEUMS; MEDICAL RESEARCH; THE UNITED CHURCH
OF CHRIST OUTREACH PROGRAMS AND SUCH OTHER AREAS THAT
MEET THE FOUNDATION'S PURPOSE.