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

2010

For calendar year 2010, or tax year beginning , **and ending**

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

Name of foundation
THE STILLWATER FOUNDATION INC

A Employer identification number
20-3790741

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 868

B Telephone number
775-233-4385

City or town, state, and ZIP code
RENO, NV 89504-0868

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)* ▶$ 3,060,139.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(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 ▶☐

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	6,000.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,566.	5,566.		STATEMENT 1
	4	Dividends and interest from securities	60,884.	60,884.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	59,470.			
	b	Gross sales price for all assets on line 6a 667,048.				
	7	Capital gain net income (from Part IV, line 2)		59,470.		
	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	557.	557.		STATEMENT 3
	12	**Total** Add lines 1 through 11	132,477.	126,477.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	40,200.	8,040.		32,160.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	2,468.	0.		0.
	16a	Legal fees STMT 4	1,825.	365.		1,460.
	b	Accounting fees				
	c	Other professional fees STMT 5	22,747.	22,747.		0.
	17	Interest				
	18	Taxes STMT 6	3,986.	1,526.		2,460.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	441.	0.		441.
	22	Printing and publications				
	23	Other expenses STMT 7	2,606.	436.		2,170.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	74,273.	33,114.		38,691.
	25	Contributions, gifts, grants paid	96,195.			96,195.
	26	**Total expenses and disbursements** Add lines 24 and 25	170,468.	33,114.		134,886.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-37,991.			
	b	**Net investment income** (if negative, enter -0-)		93,363.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Paperwork Reduction Act Notice, see the instructions** Form **990-PF** (2010)

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	4,252.	4,102.	4,102.
	2 Savings and temporary cash investments	5,553.	16,332.	16,332.
	3 Accounts receivable ▶ 1,575.			
	Less: allowance for doubtful accounts ▶		1,575.	1,575.
	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 ▶ 45,376.			
	Less: allowance for doubtful accounts ▶ 0.	0.	45,376.	45,376.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	2,687,275.	2,444,522.	2,845,779.
	c Investments - corporate bonds			
	11 Investments land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	146,975.	146,975.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,697,080.	2,658,882.	3,060,139.
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	2,697,080.	2,658,882.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2,697,080.	2,658,882.	
	31 **Total liabilities and net assets/fund balances**	2,697,080.	2,658,882.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,697,080.
2	Enter amount from Part I, line 27a	2	-37,991.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,659,089.
5	Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAX	5	207.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,658,882.

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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	SCHWAB ACCT 7189-9571 SEE ATTACHED STMT	P	VARIOUS	VARIOUS
b	SCHWAB ACCT 7189-9571 SEE ATTACHED STMT	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	150,011.		133,876.	16,135.
b	499,763.		473,702.	26,061.
c	17,274.			17,274.
d				
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				16,135.
b				26,061.
c				17,274.
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	59,470.
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))
2009	201,424.	2,393,109.	.084168
2008	167,554.	3,278,621.	.051105
2007	171,686.	3,974,443.	.043197
2006	138,240.	3,636,087.	.038019
2005	0.	290,368.	.000000

2 **Total** of line 1, column (d)	2	.216489
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	.043298
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,634,408.
5 Multiply line 4 by line 3	5	114,065.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	934.
7 Add lines 5 and 6	7	114,999.
8 Enter qualifying distributions from Part XII, line 4	8	134,886.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	934.
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	934.
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	934.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	320.		
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	320.
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	614.
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 2011 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NV			
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 2010 or the taxable year beginning in 2010 (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 ▶ WWW.THESTILLWATERFOUNDATION.ORG

14 The books are in care of ▶ THE STILLWATER FOUNDATION Telephone no. ▶ 775-233-4385

Located at ▶ P.O. BOX 868, RENO, NV ZIP+4 ▶ 89504

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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 22 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 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 2010.)*	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 2010?		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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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
JOANNE C STOCKMAN GLENBROOK, NV 89413	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
KIMBERLY PERTEL GLENBROOK, NV 89413	SECRETARY 1.00	0.	0.	0.
DAVID STOCKMAN PO BOX 868 RENO, NV 89504	PRESIDENT/DIRECTOR 20.00	40,200.	0.	0.
SCOTT PERTEL GLENBROOK, NV 89413	DIRECTOR 1.00	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	2,665,603.
b	Average of monthly cash balances		1b	8,923.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,674,526.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	2,674,526.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	40,118.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,634,408.
6	**Minimum investment return.** Enter 5% of line 5		6	131,720.

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	131,720.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 934.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	934.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	130,786.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	130,786.
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	130,786.

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	134,886.
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	134,886.
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	934.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	133,952.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					130,786.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: _____ , _____ , _____			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009	20,223.				
f **Total** of lines 3a through e		20,223.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 134,886.					
a Applied to 2009, 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 2010 distributable amount					130,786.
e Remaining amount distributed out of corpus		4,100.			
5 Excess distributions carryover applied to 2010 (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		24,323.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		24,323.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009	20,223.				
e Excess from 2010	4,100.				

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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 2010, 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) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(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:

DAVID STOCKMAN, 775-233-4385
PO BOX 868, RENO, NV 89504

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

NONE PRESCRIBED

c Any submission deadlines:

NONE

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

RECOGNIZED SECTION 501(C)(3) CHARITABLE ORGANIZATIONS ONLY

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 10				
Total			▶ 3a	96,195.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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Form **990-PF** (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,566.	
4 Dividends and interest from securities			14	60,884.	
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	557.	
8 Gain or (loss) from sales of assets other than inventory			18	59,470.	
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.		126,477.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 126,477.

(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).

ALL SOURCES OF REVENUE ARE USED TO INVEST IN SECURITIES OR HELD AS CASH. INCOME FROM THESE INVESTMENTS ARE USED FOR CHARITABLE PURPOSES AS DETERMINED BY THE BOARD OF DIRECTORS, IN ACCORDANCE WITH THE FOUNDATION'S EXEMPT PURPOSE.

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

▶ Signature of officer or trustee — Date: 5/11/11 — ▶ Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JUNE COX CPA	June Cox	5/10/11		P00054959

Firm's name ▶ JUNE COX CPA, A PROF CORP
5595 KIETZKE LANE, STE 116
Firm's EIN ▶ 26-1699029

Firm's address ▶ RENO, NV 89511
Phone no 775-853-1000

Form **990-PF** (2010)

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

STOCK90- STILLWATER FOUNDATION-FND 8 Acct #: 71899571

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Artisan Intl Small C	07/30/2009	06/04/2010	4,101.162	62,173.61	60,061.59	2,112.02		2,112.02
Artisan Intl Small C	12/17/2009	06/04/2010	28.447	431.26	416.61	14.65		14.65
			4,129.609	62,604.87	60,478.20	2,126.67		2,126.67
Baron Small Cap	07/30/2009	08/03/2010	297.619	6,000.00	4,949.40		1,050.60	1,050.60
Baron Small Cap	07/30/2009	11/02/2010	100.825	2,200.00	1,676.72		523.28	523.28
			398.444	8,200 00	6,626.12		1,573.88	1,573.88
BlackRock AllCap	05/20/2009	07/01/2010	3,748.828	44,798.49	43,960.24		838.25	838.25
BlackRock AllCap	12/10/2009	07/01/2010	18.445	220.42	216.29	4.13		4.13
BlackRock AllCap	12/16/2009	07/01/2010	3,074.558	36,740.97	36,053.48	687.49		687.49
			6,841.831	81,759 88	80,230.01	691.62	838.25	1,529.87
Diamond Hill Large	05/05/2006	02/19/2010	722.022	9,975.00	11,033.90		-1,058.90	-1,058.90
Diamond Hill Large	05/05/2006	03/31/2010	1,122.020	15,968.06	17,146.65		-1,178.59	-1,178.59
			1,844.042	25,943.06	28,180.55		-2,237.49	-2,237.49
Eaton Vance Structu	11/20/2007	03/31/2010	505.051	6,975.00	8,225.41		-1,250.41	-1,250.41
Eaton Vance Structu	11/20/2007	08/03/2010	570.613	7,975.00	9,293.17		-1,318.17	-1,318.17
			1,075.664	14,950.00	17,518.58		-2,568.58	-2,568.58
Fairholme Fund	09/11/2008	03/31/2010	736.160	24,951.00	22,726.29		2,224.71	2,224.71
First Eagle Gold Fu	02/12/2009	07/22/2010	105.411	3,000.00	2,317.84		682.16	682.16
First Eagle Gold Fu	02/12/2009	08/03/2010	350.140	10,000.00	7,699.08		2,300.92	2,300.92
First Eagle Gold Fu	02/12/2009	09/29/2010	228 241	7,500.00	5,018.70		2,481.30	2,481.30

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

STOCK90- STILLWATER FOUNDATION-FND 8 Acct #· 71899571

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
First Eagle Gold Fu	02/12/2009	10/06/2010	355.135	12,000.00	7,808.92		4,191.08	4,191.08
			1,038.927	32,500.00	22,844.54		9,655 46	9,655.46
Goldman Sachs Sma	04/01/2009	02/19/2010	800 641	9,975.00	6,529.08	3,445.92		3,445.92
Goldman Sachs Sma	04/01/2009	03/31/2010	1,122.754	14,970 06	9,155.85	5,814.21		5,814.21
			1,923.395	24,945.06	15,684.93	9,260.13		9,260.13
JPMorgan High Yie	05/20/2009	02/19/2010	1,288.660	10,000.00	8,636.71	1,363.29		1,363.29
JPMorgan High Yie	05/20/2009	03/31/2010	1,261.034	10,000.00	8,470.37	1,529.63		1,529 63
JPMorgan High Yie	05/20/2009	07/02/2010	130 208	1,000.00	877.64		122.36	122.36
JPMorgan High Yie	05/20/2009	07/22/2010	380.711	3,000.00	2,566.10		433.90	433.90
JPMorgan High Yie	05/20/2009	08/03/2010	755 668	6,000 00	5,099.45		900.55	900.55
			3,816 281	30,000.00	25,650 27	2,892 92	1,456 81	4,349.73
Loomis Sayles Bond	03/23/2009	02/22/2010	111.690	1,500.00	1,152 94	347.06		347.06
Loomis Sayles Bond	03/23/2009	03/31/2010	727 273	10,000.00	7,528.88		2,471.12	2,471 12
Loomis Sayles Bond	03/23/2009	08/03/2010	1,005 025	14,000.00	10,466.82		3,533.18	3,533.18
			1,843.988	25,500 00	19,148.64	347.06	6,004.30	6,351.36
Matthews Asian Gro	12/09/2005	03/31/2010	609.013	10,000.00	10,632.84		-632.84	-632.84
Matthews Asian Gro	12/09/2005	08/03/2010	594.530	10,000.00	10,370 04		-370.04	-370.04
Matthews Asian Gro	12/09/2005	10/06/2010	175.445	3,186.08	3,060 18		125 90	125.90
Matthews Asian Gro	12/22/2005	10/06/2010	6.835	124 12	119 22		4.90	4.90
Matthews Asian Gro	12/22/2005	10/06/2010	157.900	2,867.46	2,754.16		113.30	113.30

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

STOCK90- STILLWATER FOUNDATION-FND 8 Acct #: 71899571

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Matthews Asian Gro	12/22/2005	10/06/2010	265.547	4,822.34	4,631.78		190.56	190.56
			605.727	11,000 00	10,565.34		434.66	434.66
			1,809.270	31,000.00	31,568.22		-568.22	-568.22
N & B Socially Res	08/23/2007	02/05/2010	249.875	5,000.00	6,230.28		-1,230.28	-1,230.28
N & B Socially Res	08/23/2007	03/31/2010	674 157	15,000.00	16,809.16		-1,809.16	-1,809.16
N & B Socially Res	08/23/2007	04/23/2010	127.226	3,000.00	3,172.20		-172.20	-172.20
N & B Socially Res	08/23/2007	04/29/2010	128.260	3,000.00	3,197.98		-197.98	-197.98
N & B Socially Res	08/23/2007	08/03/2010	911.577	20,000.00	22,728.89		-2,728.89	-2,728.89
N & B Socially Res	08/23/2007	08/06/2010	45.455	1,000 00	1,133.36		-133.36	-133.36
N & B Socially Res	08/23/2007	08/24/2010	144 718	3,000 00	3,608.34		-608.34	-608.34
N & B Socially Res	08/23/2007	09/24/2010	132.802	3,000 00	3,311.23		-311.23	-311.23
N & B Socially Res	08/23/2007	11/05/2010	101 297	2,500.00	2,525.70		-25.70	-25.70
			2,515.367	55,500.00	62,717.14		-7,217.14	-7,217.14
Oppenheimer Devel	05/20/2009	04/29/2010	132.538	4,000.00	3,182.82	817.18		817.18
Oppenheimer Devel	05/20/2009	08/03/2010	290.792	9,000.00	6,983.18		2,016.82	2,016.82
Oppenheimer Devel	05/20/2009	10/06/2010	290.529	10,000.00	6,976.87		3,023.13	3,023 13
			713.859	23,000.00	17,142.87	817.18	5,039.95	5,857.13
Pimco Total Return	11/10/2008	05/24/2010	719.424	8,000 00	7,546.79		453.21	453.21
Pimco Total Return	11/10/2008	08/03/2010	438.212	5,000.00	4,599.19		400.81	400.81

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

STOCK90- STILLWATER FOUNDATION-FND 8 Acct #: 71899571

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Pimco Total Return	11/10/2008	10/06/2010	171.233	2,000 00	1,797.99		202.01	202.01
Pimco Total Return	11/10/2008	11/19/2010	8,152.645	94,000 00	85,629.19		8,370.81	8,370.81
			9,481.514	109,000 00	99,573.16		9,426.84	9,426.84
RS Global Natural	12/09/2005	01/08/2010	31.427	1,000.00	939.38		60.62	60.62
RS Global Natural	12/09/2005	03/31/2010	405.628	12,404.10	12,124.60		279.50	279.50
RS Global Natural	12/14/2006	03/31/2010	23.590	721.38	705.13		16.25	16.25
RS Global Natural	12/14/2006	03/31/2010	61 299	1,874 52	1,832.28		42.24	42.24
			490.517	15,000.00	14,662.01		337.99	337.99
RS Global Natural	12/14/2006	07/22/2010	66 890	2,000.00	1,999.40		0.60	0.60
RS Global Natural	12/14/2006	08/03/2010	70.100	2,145 76	2,095.35		50.41	50.41
RS Global Natural	12/14/2006	08/03/2010	191.253	5,854.24	5,716.73		137.51	137.51
			261 353	8,000.00	7,812.08		187.92	187.92
RS Global Natural	12/14/2006	12/17/2010	164.971	6,000.00	4,931.14		1,068.86	1,068.86
RS Global Natural	12/14/2006	12/22/2010	80.797	3,000.00	2,415.10		584 90	584.90
			1,095.955	35,000.00	32,759.11		2,240.89	2,240.89
RS Value Fund	12/09/2005	01/27/2010	237.417	5,000.00	5,841.06		-841.06	-841.06
RS Value Fund	12/09/2005	02/22/2010	92.593	2,000.00	2,278 02		-278.02	-278.02
RS Value Fund	12/09/2005	03/31/2010	434.972	10,000.00	10,701.41		-701.41	-701.41
RS Value Fund	12/09/2005	07/30/2010	227.273	5,000.00	5,591.49		-591.49	-591.49
RS Value Fund	12/09/2005	10/06/2010	214.225	5,000.00	5,270.47		-270.47	-270.47

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

STOCK90- STILLWATER FOUNDATION-FND 8 Acct #: 71899571

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
RS Value Fund	12/09/2005	11/02/2010	126.529	3,000.00	3,112.93		-112.93	-112.93
			1,333.009	30,000.00	32,795.38		-2,795.38	-2,795.38
Tiaa-Cref Instl Soci	08/23/2007	03/31/2010	1,089.325	9,975.00	11,703.63		-1,728.63	-1,728.63
Tweedy Browne Hig	12/30/2008	03/31/2010	1,160.093	9,975.00	7,981.59		1,993.41	1,993.41
Tweedy Browne Hig	12/30/2008	08/03/2010	1,777.251	14,970.06	12,248.54		2,721.52	2,721.52
			2,937.344	24,945.06	20,230.13		4,714.93	4,714.93
Short Term Gains				150,011.32	133,875.74	16,135.58		
Total Long Gains				499,762.61	473,702.03		26,060 58	
Total (Sales)				649,773.93	607,577.77	16,135.58	26,060.58	42,196.16
Total Gains						**16,135.58**	**26,060.58**	**42,196.16**

Please Note The information presented in this report is believe to be reliable, but is not necessarily complete and cannot be guaranteed The report includes sales of all securities in your account during the year and have not been adjusted for wash sales Please remember that you and your tax advisor should carefully review all of the information in this report because you are ultimately responsible for the accuracy of your tax return

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

SOURCE	AMOUNT
CIL 100 FUND, LLC	2,248.
VIRTU FOREST GLEN ASSOCIATES, LLC	16.
VIRTU HAVENHURST ASSOCIATES, LLC	3,302.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,566.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	78,158.	17,274.	60,884.
TOTAL TO FM 990-PF, PART I, LN 4	78,158.	17,274.	60,884.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
VIRTU FOREST GLEN ASSOCIATES, LLC	557.	557.	
TOTAL TO FORM 990-PF, PART I, LINE 11	557.	557.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & ACCOUNTING FEES	1,825.	365.		1,460.
TO FM 990-PF, PG 1, LN 16A	1,825.	365.		1,460.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNT MANAGEMENT FEES	22,747.	22,747.		0.
TO FORM 990-PF, PG 1, LN 16C	22,747.	22,747.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	3,075.	615.		2,460.
FOREIGN TAXES PAID ON INVESTMENT INCOME	665.	665.		0.
STATE TAXES	240.	240.		0.
LICENSES	6.	6.		0.
TO FORM 990-PF, PG 1, LN 18	3,986.	1,526.		2,460.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	865.	173.		692.
TELEPHONE/INTERNET/FAX	1,316.	263.		1,053.
TRAINING	425.	0.		425.
TO FORM 990-PF, PG 1, LN 23	2,606.	436.		2,170.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	2,444,522.	2,845,779.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,444,522.	2,845,779.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CIL 100 FUND, LLC	COST	88,852.	88,852.
VIRTU FOREST GLEN ASSOCIATES, LLC	COST	58,123.	58,123.
TOTAL TO FORM 990-PF, PART II, LINE 13		146,975.	146,975.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AUSTINS HOUSE PO BOX 784 MINDEN, NV 89423	NONE GENERAL SUPPORT	501(C)(3)	5,000.
BOYS AND GIRLS CLUB NORTH LAKE TAHOE 8125 STEELHEAD AVE KINGS BEACH, CA 96143	NONE GENERAL SUPPORT	501(C)(3)	5,000.
CARSON TAHOE REGIONAL HEALTHCARE FOUNDATION 1600 MEDICAL PARKWAY CARSON CITY, NV 89703	NONE GENERAL SUPPORT	501(C)(3)	10,000.
CASA OF EL DORADO COUNTY 347 MAIN STREET PLACERVILLE, CA 95667	NONE GENERAL SUPPORT	501(C)(3)	5,000.
DOCTORS WITHOUT BORDERS 333 7TH AVE., 2ND FLOOR NEW YORK, NY 10001	NONE GENERAL SUPPORT	501(C)(3)	5,000.
HEIFER INTERNATIONAL 1 WORLD AVE. LITTLE ROCK, AR 72202	NONE GENERAL SUPPORT	501(C)(3)	5,000.
KEEP MEMORY ALIVE 888 W BONNEVILLE AVE LAS VEGAS, NV 89106	NONE GENERAL SUPPORT	501(C)(3)	195.
INTERNATIONAL DOCUMENTARY ASSOCIATION 1201 W 5TH ST., STE M270 LOS ANGELES, CA 90017	NONE GENERAL SUPPORT	501(C)(3)	10,000.

MEDSHARE 3240 CLIFTON SPRINGS ROAD DECATUR, GA 30034	NONE GENERAL SUPPORT	501(C)(3)	10,000.
PROJECT MILLENNIUM- MILLENNIUM PROMISE 432 PARK AVE, SOUTH 2ND FLOOR NEW YORK, NY 10016	NONE GENERAL SUPPORT	501(C)(3)	10,000.
RENO PHILHARMONIC 925 RIVERSIDE DRIVE, SUITE 3 RENO, NV 89503	NONE GENERAL SUPPORT	501(C)(3)	5,000.
SIERRA NEVADA JOURNEYS 1301 CORDONE AVE STE. 200 RENO, NV 89502	NONE GENERAL SUPPORT	501(C)(3)	7,500.
RENO CANCER FOUNDATION 1155 MILL ST. RENO, NV 89502	NONE GENERAL SUPPORT	501(C)(3)	2,500.
STAND UP TO CANCER 1201 WEST 5TH STREET, SUITE T-700 LOS ANGELES, CA 90017	NONE GENERAL SUPPORT	501(C)(3)	6,000.
COMMUNITY FOUNDATION OF WESTERN NEVADA 1885 S. ARLINGTON AVE., STE 103 RENO, NV 89509	NONE GENERAL SUPPORT	501(C)(3)	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			96,195.

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: THE STILLWATER FOUNDATION INC

Employer identification number: 20-3790741

Number, street, and room or suite no If a P O box, see instructions: PO BOX 868

City, town or post office, state, and ZIP code For a foreign address, see instructions: RENO, NV 89504-0868

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE STILLWATER FOUNDATION P.O. BOX 868 - RENO, NV 89504

Telephone No. ▶ 775-233-4385 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ ☒ calendar year 2010 or

▶ ☐ tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 934.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 320.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 614.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

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01-03-11