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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2010
Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010

| | | | | | | | | | | | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--|-----------------------------------------------------------|-------------------|--|------------------------------------------------------------------------------------------|------------|-------------------------------------------------|-----------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------|--|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td colspan="2">C Name of organization CHANCE PHELPS FOUNDATION</td> <td rowspan="2">D Employer identification number 20-8046944</td> </tr> <tr> <td colspan="2">Doing Business As</td> </tr> <tr> <td>Number and street (or P O box if mail is not delivered to street address) PO BOX 1715</td> <td>Room/suite</td> <td rowspan="2">E Telephone number (307) 455-2413</td> </tr> <tr> <td colspan="2">City or town, state or country, and ZIP + 4 Dubois, WY 82513</td> </tr> <tr> <td colspan="2">F Name and address of principal officer Gretchen Mack PO Box 2513 Dubois, WY 82513</td> <td>G Gross receipts \$ 114,639</td> </tr> </table> | C Name of organization CHANCE PHELPS FOUNDATION | | D Employer identification number 20-8046944 | Doing Business As | | Number and street (or P O box if mail is not delivered to street address) PO BOX 1715 | Room/suite | E Telephone number (307) 455-2413 | City or town, state or country, and ZIP + 4 Dubois, WY 82513 | | F Name and address of principal officer Gretchen Mack PO Box 2513 Dubois, WY 82513 | | G Gross receipts \$ 114,639 | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ |
| C Name of organization CHANCE PHELPS FOUNDATION | | D Employer identification number 20-8046944 | | | | | | | | | | | | | |
| Doing Business As | | | | | | | | | | | | | | | |
| Number and street (or P O box if mail is not delivered to street address) PO BOX 1715 | Room/suite | E Telephone number (307) 455-2413 | | | | | | | | | | | | | |
| City or town, state or country, and ZIP + 4 Dubois, WY 82513 | | | | | | | | | | | | | | | |
| F Name and address of principal officer Gretchen Mack PO Box 2513 Dubois, WY 82513 | | G Gross receipts \$ 114,639 | | | | | | | | | | | | | |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | | | | | | | | | | | | | | |
| J Website: ▶ www.chancephelps.org | | | | | | | | | | | | | | | |
| K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | L Year of formation 2006 | | | | | | | | | | | | | |
| | | M State of legal domicile WY | | | | | | | | | | | | | |

Part I Summary

| Activities & Governance | <p>1 Briefly describe the organization's mission or most significant activities TO PROVIDE ASSISTANCE FOR DISABLED AND NEEDY WAR VETERANS AND MEMBERS OF THE USAF AND THEIR DEPENDENTS, AND THE WIDOWS AND ORPHANS OF DECEASED VETS TO PROVIDE CARE AND ASSISTANCE, INCLUDING TEMPORARY HOUSING, TO HOSPITAL- IZED VETERANS OR MEMBERS OF THE USAF AND THEIR DEPENDENTS TO CARRY ON PROGRAMS TO PERPETUATE THE MEMORY OF DECEASED VETERANS AND MEMBERS OF THE USAF AND TO COMFORT THEIR SURVIVORS, TO CONDUCT PROGRAMS FOR VETERANS AND THEIR DEPENDANTS FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES, TO PROMOTE AND TO PROVIDE SUPPORT FOR PURPOSES QUALIFIED UNDER 501(c)(3) AND (k) OF THE IRC OF THE US WHICH SHALL INCLUDE PROVIDING BELOW COST CHILD CARE OUTSIDE THE HOME TO CHILDREN OF MEMBERS OF THE GENERAL PUBLIC IN ORDER TO ENABLE SUCH PERSONS TO BE GAINFULLY EMPLOYED</p> | | | | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|---------------------------|--------------|-----------------------------------------------------------------------------------|----------|---------|---------------------------------------------------------------------------------------------|----|-----------|------------------------------------------------------------------------------------|-----------|--------|------------------------------------------------------------------------------------|--|-------|------------------------------------------------------------------------------------------------------|--------|---------|------------------------------------------------------------------------------------|--------|--------|-------------------------------------------------------------------------|--------|--------|
| | <p>2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</p> | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>3 Number of voting members of the governing body (Part VI, line 1a)</p> | <table border="1" style="width:100%; border-collapse: collapse;"> <tr><td style="width:10%;">3</td><td align="right">4</td></tr> <tr><td>4</td><td align="right">4</td></tr> <tr><td>5</td><td align="right">0</td></tr> <tr><td>6</td><td align="right">25</td></tr> <tr><td>7a</td><td align="right">0</td></tr> <tr><td>7b</td><td></td></tr> </table> | 3 | 4 | 4 | 4 | 5 | 0 | 6 | 25 | 7a | 0 | 7b | | | | | | | | | | | | | |
| 3 | 4 | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | 4 | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 | 25 | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7a | 0 | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7b | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>4 Number of independent voting members of the governing body (Part VI, line 1b)</p> | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)</p> | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>6 Total number of volunteers (estimate if necessary)</p> | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>7a Total unrelated business revenue from Part VIII, column (C), line 12</p> | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>b Net unrelated business taxable income from Form 990-T, line 34</p> | | | | | | | | | | | | | | | | | | | | | | | | | |
| Revenue | | <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>Prior Year</th> <th>Current Year</th> </tr> </thead> <tbody> <tr><td>8 Contributions and grants (Part VIII, line 1h)</td><td align="right">92,769</td><td align="right">105,359</td></tr> <tr><td>9 Program service revenue (Part VIII, line 2g)</td><td></td><td align="right">0</td></tr> <tr><td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td></td><td align="right">10</td></tr> <tr><td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td></td><td align="right">1,648</td></tr> <tr><td>12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td align="right">92,769</td><td align="right">107,017</td></tr> </tbody> </table> | | Prior Year | Current Year | 8 Contributions and grants (Part VIII, line 1h) | 92,769 | 105,359 | 9 Program service revenue (Part VIII, line 2g) | | 0 | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | 10 | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | | 1,648 | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 92,769 | 107,017 | | | | | | |
| | Prior Year | Current Year | | | | | | | | | | | | | | | | | | | | | | | | |
| 8 Contributions and grants (Part VIII, line 1h) | 92,769 | 105,359 | | | | | | | | | | | | | | | | | | | | | | | | |
| 9 Program service revenue (Part VIII, line 2g) | | 0 | | | | | | | | | | | | | | | | | | | | | | | | |
| 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | 10 | | | | | | | | | | | | | | | | | | | | | | | | |
| 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | | 1,648 | | | | | | | | | | | | | | | | | | | | | | | | |
| 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 92,769 | 107,017 | | | | | | | | | | | | | | | | | | | | | | | | |
| Expenses | | <table border="1" style="width:100%; border-collapse: collapse;"> <tbody> <tr><td>13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td align="right">5,000</td><td align="right">6,892</td></tr> <tr><td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td><td></td><td align="right">0</td></tr> <tr><td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td></td><td align="right">6,500</td></tr> <tr><td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td><td></td><td align="right">0</td></tr> <tr><td>b Total fundraising expenses (Part IX, column (D), line 25) ▶⁰</td><td></td><td></td></tr> <tr><td>17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)</td><td align="right">68,480</td><td align="right">44,984</td></tr> <tr><td>18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td align="right">73,480</td><td align="right">58,376</td></tr> <tr><td>19 Revenue less expenses Subtract line 18 from line 12</td><td align="right">19,289</td><td align="right">48,641</td></tr> </tbody> </table> | 13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 5,000 | 6,892 | 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0 | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | | 6,500 | 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0 | b Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰ | | | 17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) | 68,480 | 44,984 | 18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) | 73,480 | 58,376 | 19 Revenue less expenses Subtract line 18 from line 12 | 19,289 | 48,641 |
| 13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 5,000 | 6,892 | | | | | | | | | | | | | | | | | | | | | | | | |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0 | | | | | | | | | | | | | | | | | | | | | | | | |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | | 6,500 | | | | | | | | | | | | | | | | | | | | | | | | |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0 | | | | | | | | | | | | | | | | | | | | | | | | |
| b Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰ | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) | 68,480 | 44,984 | | | | | | | | | | | | | | | | | | | | | | | | |
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| Net Assets or Fund Balances | | <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> </thead> <tbody> <tr><td>20 Total assets (Part X, line 16)</td><td align="right">34,968</td><td align="right">86,123</td></tr> <tr><td>21 Total liabilities (Part X, line 26)</td><td></td><td align="right">0</td></tr> <tr><td>22 Net assets or fund balances Subtract line 21 from line 20</td><td align="right">34,968</td><td align="right">86,123</td></tr> </tbody> </table> | | Beginning of Current Year | End of Year | 20 Total assets (Part X, line 16) | 34,968 | 86,123 | 21 Total liabilities (Part X, line 26) | | 0 | 22 Net assets or fund balances Subtract line 21 from line 20 | 34,968 | 86,123 | | | | | | | | | | | | |
| | Beginning of Current Year | End of Year | | | | | | | | | | | | | | | | | | | | | | | | |
| 20 Total assets (Part X, line 16) | 34,968 | 86,123 | | | | | | | | | | | | | | | | | | | | | | | | |
| 21 Total liabilities (Part X, line 26) | | 0 | | | | | | | | | | | | | | | | | | | | | | | | |
| 22 Net assets or fund balances Subtract line 21 from line 20 | 34,968 | 86,123 | | | | | | | | | | | | | | | | | | | | | | | | |

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

| | | | |
|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| Sign Here | ***** Signature of officer | 2011-07-29 Date | |
| | Gretchen Mack President Type or print name and title | | |
| Paid Preparer Use Only | Print/Type preparer's name WE Mike DAILEY Firm's name ▶ LINE ONE INC Firm's address ▶ P O BOX 4485 JACKSON, WY 83001 | Preparer's signature WE Mike DAILEY Date 2011-07-29 | Check if self-employed <input type="checkbox"/> PTIN Firm's EIN ▶ Phone no ▶ (307) 733-2408 |

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission

TO PROVIDE ASSISTANCE FOR DISABLED AND NEEDY WAR VETERANS AND MEMBERS OF THE USAF AND THEIR DEPENDENTS, AND THE WIDOWS AND ORPHANS OF DECEASED VETS TO PROVIDE CARE AND ASSISTANCE, INCLUDING TEMPORARY HOUSING, TO HOSPITAL- IZED VETERANS OR MEMBERS OF THE USAF AND THEIR DEPENDENTS TO CARRY ON PROGRAMS TO PERPETUATE THE MEMORY OF DECEASED VETERANS AND MEMBERS OF THE USAF AND TO COMFORT THEIR SURVIVORS, TO CONDUCT PROGRAMS FOR VETERANS AND THEIR DEPENDANTS FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES, TO PROMOTE AND TO PROVIDE SUPPORT FOR PURPOSES QUALIFIED UNDER 501(c)(3) AND (k) OF THE IRC OF THE US WHICH SHALL INCLUDE PROVIDING BELOW COST CHILD CARE OUTSIDE THE HOME TO CHILDREN OF MEMBERS OF THE GENERAL PUBLIC IN ORDER TO ENABLE SUCH PERSONS TO BE GAINFULLY EMPLOYED

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 6,671 including grants of \$) (Revenue \$)

There were 2 Warrior Weeks held for 34 different individuals, some with families, some with spouses only or alone They were given the opportunity to engage in high mountain activities such as canoeing, hiking, horseback riding, fishing or just relaxing > This gives them the chance to decompress to some extent from the trauma soldiers experience in war and that family members are affected by They can reflect on their own or share experiences with each other which helps them deal with what they have experienced One of the great dynamics that happens as a result of shared experiences is that these warriors and their families realize that their feelings and emotions are not unique to them and that others have the same issues > A local guest ranch donated the two weeks to these participants Lodging, meals, horses and such with a retail value of \$30,600 > Other expenses were to provide assistance to travel to the Camp (\$1,398), supplies for events (\$3,820) and transportation expenses (\$1,453) Total expenses paid by CPF were \$6,671

4b (Code) (Expenses \$ 4,610 including grants of \$) (Revenue \$)

Financial assistance to individual veterans and families for moving expenses (\$1,450) and education and emergency expenses (\$3,160)

4c (Code) (Expenses \$ including grants of \$ 2,099) (Revenue \$)

Grants to other non-profits so they can help veterans Semper Fi Fund (\$500), Wyoming Fallen Heroes Scholarship (\$400), Wreaths Across America (\$1,060) and To the Town of Dubois, WY to help it light up the American Flag in the town park (\$139)

4d Other program services (Describe in Schedule O) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 11,281

Part IV Checklist of Required Schedules

| | | Yes | No |
|------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | Yes | |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)? | Yes | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | No |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | | No |
| 5 | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | No |
| 6 | Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> | | No |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | | No |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | | No |
| 9 | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> | | No |
| 10 | Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | | No |
| 11 | If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable | | |
| a | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> | | No |
| b | Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> | | No |
| c | Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> | | No |
| d | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> | | No |
| e | Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> | | No |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> | | No |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> | | No |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> | | No |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | No |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | No |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | No |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | No |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | No |
| 17 | Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> | | No |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | Yes | |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | No |
| 20a | Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> | | No |
| b | If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) | | |

Part IV Checklist of Required Schedules *(continued)*

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------------------------------------------------|
| 21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | 21 | No |
| 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | 22 | No |
| 23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | 23 | Yes |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b-24d and complete Schedule K. If "No," go to line 25</i> | 24a | No |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | No |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | No |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | No |
| 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | 25a | No |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | 25b | No |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> | 26 | No |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> | 27 | No |
| 28 Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | |
| a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28a | No |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28b | No |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | 28c | No |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | 29 | No |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | 30 | No |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | 31 | No |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | 32 | No |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | 33 | No |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> | 34 | No |
| 35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? | 35 | No |
| a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 36 | No |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | 37 | No |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | No |

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question ID, question text, and Yes/No response. Rows include questions 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (4), 1b (4), 2 (No), 3 (No), 4 (No), 5 (No), 6 (No), 7a (No), 7b (No), 8a (Yes), 8b (No), 9 (No).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b (No), 11a (No), 11b, 12a (No), 12b (No), 12c (No), 13 (No), 14 (No), 15a (No), 15b (No), 16a (No), 16b (No).

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|----------------------|----------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------|--|
| Contributions, gifts, grants and other similar amounts | 1a Federated campaigns 1a | | | | | | |
| | b Membership dues 1b | | | | | | |
| | c Fundraising events 1c | | 56,890 | | | | |
| | d Related organizations 1d | | | | | | |
| | e Government grants (contributions) 1e | | | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above 1f | | 48,469 | | | | |
| | g Noncash contributions included in lines 1a-1f \$ | | | | | | |
| | h Total. Add lines 1a-1f | | 105,359 | | | | |
| Program Service Revenue | 2a _____ | Business Code | | | | | |
| | b _____ | | | | | | |
| | c _____ | | | | | | |
| | d _____ | | | | | | |
| | e _____ | | | | | | |
| | f All other program service revenue | | | | | | |
| | g Total. Add lines 2a-2f | | | | | | |
| Other Revenue | 3 Investment income (including dividends, interest and other similar amounts) | | 10 | 10 | | | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | | | | | |
| | 6a Gross Rents | (i) Real | (ii) Personal | | | | |
| | | b Less rental expenses | | | | | |
| | | c Rental income or (loss) | | | | | |
| | | d Net rental income or (loss) | | | | | |
| | 7a Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | | |
| | | b Less cost or other basis and sales expenses | | | | | |
| | | c Gain or (loss) | | | | | |
| | | d Net gain or (loss) | | | | | |
| | 8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a | | | | | | |
| | b Less direct expenses b | | | | | | |
| | c Net income or (loss) from fundraising events | | | 0 | | | |
| | 9a Gross income from gaming activities See Part IV, line 19 a | | | | | | |
| b Less direct expenses b | | | | | | | |
| c Net income or (loss) from gaming activities | | | | | | | |
| 10a Gross sales of inventory, less returns and allowances a | | | 9,238 | | | | |
| | b Less cost of goods sold b | | 7,622 | | | | |
| | c Net income or (loss) from sales of inventory | | | 1,616 | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11a Shipping Income | | | 32 | 32 | | | |
| b _____ | | | | | | | |
| c _____ | | | | | | | |
| d All other revenue | | | | | | | |
| e Total. Add lines 11a-11d | | | 32 | | | | |
| 12 Total revenue. See Instructions | | | 107,017 | 42 | | | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1 | Grants and other assistance to governments and organizations in the U S See Part IV, line 21 | | | | |
| 2 | Grants and other assistance to individuals in the U S See Part IV, line 22 | 6,892 | 6,892 | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16 | | | | |
| 4 | Benefits paid to or for members | | | | |
| 5 | Compensation of current officers, directors, trustees, and key employees | 6,500 | | 6,500 | |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 | Other salaries and wages | | | | |
| 8 | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | | | | |
| 9 | Other employee benefits | | | | |
| 10 | Payroll taxes | | | | |
| a | Fees for services (non-employees) | | | | |
| | Management | | | | |
| b | Legal | | | | |
| c | Accounting | | | | |
| d | Lobbying | | | | |
| e | Professional fundraising services See Part IV, line 17 | | | | |
| f | Investment management fees | | | | |
| g | Other | 1,474 | | 1,474 | |
| 12 | Advertising and promotion | 5,427 | | 809 | 4,618 |
| 13 | Office expenses | 4,008 | | 4,008 | |
| 14 | Information technology | | | | |
| 15 | Royalties | | | | |
| 16 | Occupancy | | | | |
| 17 | Travel | | | | |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 | Conferences, conventions, and meetings | | | | |
| 20 | Interest | | | | |
| 21 | Payments to affiliates | | | | |
| 22 | Depreciation, depletion, and amortization | | | | |
| 23 | Insurance | 206 | | | 206 |
| 24 | Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O) | | | | |
| a | Band Expenses | 29,658 | | | 29,658 |
| b | Telephone | 2,283 | | 2,283 | |
| c | Ranch Expenses | 923 | 923 | | |
| d | Paypal Fees | 907 | | 907 | |
| e | Ranch Operating Supplies | 98 | 98 | | |
| f | All other expenses | | | | |
| 25 | Total functional expenses. Add lines 1 through 24f | 58,376 | 7,913 | 15,981 | 34,482 |
| 26 | Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

Part X Balance Sheet

| | | (A) | | (B) |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------|------------------|
| | | Beginning of year | | End of year |
| Assets | 1 Cash—non-interest-bearing | 33,195 | 1 | 76,344 |
| | 2 Savings and temporary cash investments | | 2 | |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | | 4 | 2,650 |
| | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | 4,641 |
| | 9 Prepaid expenses and deferred charges | | 9 | 715 |
| | 10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D | 1,773 | | |
| | b Less accumulated depreciation | | 1,773 | 10c 1,773 |
| | 11 Investments—publicly traded securities | | 11 | |
| | 12 Investments—other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments—program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | | 15 | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 34,968 | 16 | 86,123 | |
| Liabilities | 17 Accounts payable and accrued expenses | | 17 | |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities. Complete Part X of Schedule D | | 25 | |
| | 26 Total liabilities. Add lines 17 through 25 | 0 | 26 | 0 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | | 27 | |
| | 28 Temporarily restricted net assets | | 28 | |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | 34,968 | 32 | 86,123 |
| 33 Total net assets or fund balances | 34,968 | 33 | 86,123 | |
| 34 Total liabilities and net assets/fund balances | 34,968 | 34 | 86,123 | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

| | | | |
|----------|---------------------------------------------------------------------------------------------------------------|----------|---------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 107,017 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 58,376 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 48,641 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 34,968 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | 2,514 |
| 6 | Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 86,123 |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

| | | Yes | No |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 | Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | | No |
| b | Were the organization's financial statements audited by an independent accountant? | | No |
| c | If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | | No |
| d | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | No |
| b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | No |

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
CHANCE PHELPS FOUNDATION

Employer identification number

20-8046944

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

| | Yes | No |
|-----------------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? | | (v) Did you notify the organization in col (i) of your support? | | (vi) Is the organization in col (i) organized in the U S ? | | (vii) Amount of support |
|---------------------------------------|-------------|-------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|----|--------------------------------------------------------------------|----|---------------------------------------------------------------|----|----------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | | | | | | |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | | | | | | |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | |
| 6 Public Support. Subtract line 5 from line 4 | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|-----------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|-----------|-----------|
| 7 Amounts from line 4 | | | | | | |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) | | | | | | |
| 11 Total support (Add lines 7 through 10) | | | | | | |
| 12 Gross receipts from related activities, etc (See instructions) | | | | | 12 | |

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** **Section C. Computation of Public Support Percentage**

| | | |
|------------------------------------------------------------------------------------------------|-----------|--|
| 14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f)) | 14 | |
| 15 Public Support Percentage for 2009 Schedule A, Part II, line 14 | 15 | |

16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **b 33 1/3% support test—2009.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **17a 10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization **b 10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization **18 Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | | 42,124 | 555 | 92,769 | 106,197 | 241,645 |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | 42,124 | 555 | 92,769 | 106,197 | 241,645 |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public Support (Subtract line 7c from line 6) | | | | | | 241,645 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | 42,124 | 555 | 92,769 | 106,197 | 241,645 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support (Add lines 9, 10c, 11 and 12) | | 42,124 | 555 | 92,769 | 106,197 | 241,645 |
| 14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input checked="" type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|------------------------------------------------------------------------------------------------|-----------|-----------|
| 15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f)) | 15 | 100.000 % |
| 16 Public support percentage from 2009 Schedule A, Part III, line 15 | 16 | |

Section D. Computation of Investment Income Percentage

| | | |
|------------------------------------------------------------------------------------------------------------|-----------|-----|
| 17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f)) | 17 | 0 % |
| 18 Investment income percentage from 2009 Schedule A, Part III, line 17 | 18 | |

19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

| |
|-------------------------------------|
| Facts And Circumstances Test |
|-------------------------------------|

| |
|--|
| |
|--|

| |
|--|
| |
|--|

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2010

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization CHANCE PHELPS FOUNDATION

Employer identification number 20-8046944

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a [x] Mail solicitations
b [x] Internet and e-mail solicitations
c [] Phone solicitations
d [x] In-person solicitations
e [] Solicitation of non-government grants
f [] Solicitation of government grants
g [x] Special fundraising events

2a Did the organization have a written or oral agreement with any individual... [] Yes [x] No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions? (Yes/No), (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization. Includes a Total row at the bottom.

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

| | | (a) Event #1 | (b) Event #2 | (c) Other Events | (d) Total Events |
|-------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------|-----------------------|-------------------------|-------------------------------|
| | | <u>Bacon Brothers Concert</u> (event type) | _____ (event type) | _____ (total number) | (Add col (a) through col (c)) |
| Revenue | 1 Gross receipts | 56,890 | | | 56,890 |
| | 2 Less Charitable contributions | 24,439 | | | 24,439 |
| | 3 Gross income (line 1 minus line 2) | 32,451 | | | 32,451 |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Non-cash prizes | | | | |
| | 6 Rent/facility costs | | | | |
| | 7 Food and beverages | | | | |
| | 8 Entertainment | 21,803 | | | 21,803 |
| | 9 Other direct expenses | 8,450 | | | 8,450 |
| | 10 Direct expense summary Add lines 4 through 9 in column (d) ▶ | | | | 30,253 |
| 11 Net income summary Combine lines 3 and 10 in column (d) ▶ | | | | 2,198 | |

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

| | | (a) Bingo | (b) Pull tabs/Instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming |
|------------------------------------------------------------------------------------|------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------|
| | | | | | (Add col (a) through col (c)) |
| Revenue | 1 Gross revenue | | | | |
| Direct Expenses | 2 Cash prizes | | | | |
| | 3 Non-cash prizes | | | | |
| | 4 Rent/facility costs | | | | |
| | 5 Other direct expenses | | | | |
| | 6 Volunteer labor | <input type="checkbox"/> Yes % <input checked="" type="checkbox"/> No | <input type="checkbox"/> Yes % <input checked="" type="checkbox"/> No | <input type="checkbox"/> Yes % <input checked="" type="checkbox"/> No | |
| 7 Direct expense summary Add lines 2 through 5 in column (d) ▶ | | | | | |
| 8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶ | | | | | |

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," Explain _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

| | |
|------------------------------------------------|------------|
| a The organization's facility | 13a |
| b An outside facility | 13b |

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

- Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

| Identifier | ReturnReference | Explanation |
|------------|-----------------|-------------|
|------------|-----------------|-------------|

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
CHANCE PHELPS FOUNDATION

Employer identification number

20-8046944

Part I Questions Regarding Compensation

| | Yes | No | | | | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------|---------------------------------------------------------|--------------------------------------------------------------------------|--|--|
| <p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax idemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</td> </tr> </table> | <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use | <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence | <input type="checkbox"/> Tax idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees | <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) | | |
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use | | | | | | | | | |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence | | | | | | | | | |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees | | | | | | | | | |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) | | | | | | | | | |
| <p>b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain</p> | 1b | No | | | | | | | | |
| <p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p> | 2 | No | | | | | | | | |
| <p>3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table> | <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract | <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study | <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee | | | | |
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract | | | | | | | | | |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study | | | | | | | | | |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee | | | | | | | | | |
| <p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</p> | | | | | | | | | | |
| <p>a Receive a severance payment or change-of-control payment from the organization or a related organization?</p> | 4a | No | | | | | | | | |
| <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> | 4b | No | | | | | | | | |
| <p>c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</p> | 4c | No | | | | | | | | |
| <p>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</p> | | | | | | | | | | |
| <p>5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</p> | | | | | | | | | | |
| <p>a The organization?</p> | 5a | No | | | | | | | | |
| <p>b Any related organization? If "Yes," to line 5a or 5b, describe in Part III</p> | 5b | No | | | | | | | | |
| <p>6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</p> | | | | | | | | | | |
| <p>a The organization?</p> | 6a | No | | | | | | | | |
| <p>b Any related organization? If "Yes," to line 6a or 6b, describe in Part III</p> | 6b | No | | | | | | | | |
| <p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p> | 7 | No | | | | | | | | |
| <p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III</p> | 8 | No | | | | | | | | |
| <p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</p> | 9 | No | | | | | | | | |

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

| (A) Name | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|----------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|------------------------------------------------------------|
| | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (2) | | | | | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
| (5) | | | | | | | |
| (6) | | | | | | | |
| (7) | | | | | | | |
| (8) | | | | | | | |
| (9) | | | | | | | |
| (10) | | | | | | | |
| (11) | | | | | | | |
| (12) | | | | | | | |
| (13) | | | | | | | |
| (14) | | | | | | | |
| (15) | | | | | | | |
| (16) | | | | | | | |

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ **Attach to Form 990 or 990-EZ.**

2010

Open to Public Inspection

Name of the organization
CHANCE PHELPS FOUNDATION

Employer identification number

20-8046944

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| | | The Director and Treasurer provide information to the preparer and review each page before filing > Part 11, Ln 5 Incorrect Cash listed in 2009 |