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 , 2010, and ending , 20

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: DENNIS & NANCY DITLOVE FAMILY FOUNDATION

A Employer identification number: 41-1916025

Number and street (or P O box number if mail is not delivered to street address): 222 S 9TH STREET, SUITE 1000

Room/suite:

B Telephone number (see page 10 of the instructions): (612) 339-7811

City or town, state, and ZIP code: MINNEAPOLIS, MN 55402

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 734,361.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ________________
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	13,759.	11,078.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	24,579.			
	b	Gross sales price for all assets on line 6a 221,512.				
	7	Capital gain net income (from Part IV, line 2)		24,579.		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	38,338.	35,657.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 2	3,540.	1,770.	0.	1,770.
	c	Other professional fees (attach schedule) *	6,717.	5,408.		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	287.	287.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	25.			25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,569.	7,465.	0.	1,795.
	25	Contributions, gifts, grants paid	38,800.			38,800.
	26	**Total expenses and disbursements** Add lines 24 and 25	49,369.	7,465.	0.	40,595.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-11,031.			
	b	**Net investment income** (if negative, enter -0-)		28,192.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

*ATCH 3 ** ATCH 4

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	8,570.	6,205.	6,205.
	2	Savings and temporary cash investments	11,951.	11,519.	11,519.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	107,430.	106,764.	109,150.
	b	Investments - corporate stock (attach schedule) ATCH 7	489,506.	481,546.	579,837.
	c	Investments - corporate bonds (attach schedule) ATCH 8	20,655.	21,047.	27,650.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	638,112.	627,081.	734,361.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	638,112.	627,081.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	638,112.	627,081.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	638,112.	627,081.	

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	638,112.
2	Enter amount from Part I, line 27a	2	-11,031.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	627,081.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	627,081.

**ATCH 6

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

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

2 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 24,579.

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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. 3

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	42,945.	644,206.	0.066663
2008	40,870.	760,839.	0.053717
2007	37,977.	812,978.	0.046713
2006	43,819.	765,165.	0.057267
2005	44,136.	730,111.	0.060451

2	Total of line 1, column (d)	2	0.284811
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	0.056962
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	698,962.
5	Multiply line 4 by line 3	5	39,814.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	282.
7	Add lines 5 and 6	7	40,096.
8	Enter qualifying distributions from Part XII, line 4	8	40,595.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	282.
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	
3	Add lines 1 and 2			3	282.
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	282.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	682.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	682.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	400.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 400. **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ ________ **(2)** On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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?	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 page 19 of the instructions) ▶ MN,			
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 on page 27)? *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 page 20 of the 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 ▶ N/A

14 The books are in care of ▶ DENNIS DITLOVE Telephone no ▶ (760)321-2297

Located at ▶ 12119 TROON CIRCLE RANCHO MIRAGE, CA ZIP + 4 ▶ 92270

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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		
	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 page 22 of the instructions)	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)*	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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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? ☐ 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

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? 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over $50,000 ▶ NONE

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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 (see page 23 of the instructions). If none, enter "NONE."

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

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	672,801.
b	Average of monthly cash balances	1b	36,805.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	709,606.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	709,606.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	10,644.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	698,962.
6	**Minimum investment return.** Enter 5% of line 5	6	34,948.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	34,948.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	282.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	282.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	34,666.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	34,666.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	34,666.

Part XII **Qualifying Distributions** (see page 25 of the 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	40,595.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	40,595.
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 (see page 26 of the instructions)	5	282.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	40,313.

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

Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					34,666.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only					
b	Total for prior years 20 08 ,20 07 ,20 06					
3	Excess distributions carryover, if any, to 2010					
a	From 2005	9,358.				
b	From 2006	6,753.				
c	From 2007					
d	From 2008	3,540.				
e	From 2009	10,795.				
f	Total of lines 3a through e		30,446.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 40,595.					
a	Applied to 2009, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2010 distributable amount					34,666.
e	Remaining amount distributed out of corpus		5,929.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		36,375.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		9,358.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		27,017.			
10	Analysis of line 9					
a	Excess from 2006	6,753.				
b	Excess from 2007					
c	Excess from 2008	3,540.				
d	Excess from 2009	10,795.				
e	Excess from 2010	5,929.				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a 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 page 28 of the instructions.)**

1 **Information Regarding Foundation Managers:**

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

DENNIS & NANCY DITLOVE

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

N/A

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 10				
Total ▶ 3a				38,800.
b *Approved for future payment*				
Total ▶ 3b				

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 (See page 28 of the instructions)
	(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					
4 Dividends and interest from securities			14	13,759.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	24,579.	
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)				38,338.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 38,338.

(See worksheet in line 13 instructions on page 29 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). (See page 29 of the instructions)

Form 990-PF (2010)

JSA
0E1492 1 000

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?		Yes	No
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		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

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: MAY 13/11

▶ Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STANLEY SCHWEITZER	Stanley Schweitzer	5/12/11		P00448677

Firm's name ▶ CBIZ MHM, LLC

Firm's EIN ▶ 34-1873282

Firm's address ▶ 222 S 9TH ST, #1000
MINNEAPOLIS, MN 55402

Phone no 612-339-7811

DENNIS & NANCY DITLOVE FAMILY FOUNDATION 41-1916025

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		JP MORGAN - ST PROPERTY TYPE: SECURITIES				P	VAR	12/31/2010
41,477.		32,917.					8,560.	
		JP MORGAN - LT PROPERTY TYPE: SECURITIES				P	VAR	12/31/2010
180,035.		164,016.					16,019.	
TOTAL GAIN(LOSS)		....					24,579.	

Dennis & Nancy Ditlove Foundation
All Accounts Combined
REALIZED GAINS AND LOSSES
From January 1, 2010 Through December 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-20-07	01-21-10	100	ABBOTT LABORATORIES	5,494 82		5,532 92		38 10
01-16-08	01-25-10	75	MICROSOFT CORP	2,489.45		2,203 29		-286.16
09-17-08	01-25-10	275	MICROSOFT CORP	6,949 48		8,078 71		1,129.23
06-16-08	03-30-10	175	CONOCOPHILLIPS	16,693.82		8,925 62		-7,768 20
10-10-08	03-30-10	75	CONOCOPHILLIPS	3,804 00		3,825.27		21 27
01-07-10	04-27-10	75	QUALCOMM INC	3,623 33		2,866 46	-756 87	
10-07-09	04-27-10	125	QUALCOMM INC	5,290 29		4,777 43	-512.86	
06-20-07	05-07-10	125	ABBOTT LABORATORIES	6,868 53		6,078 13		-790 40
12-04-07	05-07-10	100	THERMO FISHER SCIENTIFIC INC	5,746.62		5,221.21		-525 41
07-31-09	05-12-10	150	SYBASE INC	5,387 90		8,691 95	3,304 05	
08-03-09	05-12-10	75	SYBASE INC	2,682 43		4,345 97	1,663 54	
08-03-09	05-13-10	25	SYBASE INC	894 14		1,608 72	714 58	
05-07-10	05-13-10	200	SYBASE INC	8,004 78		12,869.78	4,865 00	
10-23-08	06-16-10	175	ILLUMINA INC	4,322 97		7,845 50		3,522.53
10-24-08	06-16-10	25	ILLUMINA INC	606.72		1,120.79		514 07
11-30-05	06-16-10	75	ILLUMINA INC	581 38		3,362 36		2,780.99
08-10-07	07-28-10	175	NUVASIVE INC COMMON STOCK	5,230 15		5,797 29		567 14
12-10-07	07-28-10	125	NUVASIVE INC COMMON STOCK	5,384 90		4,140.93		-1,243 97
03-05-08	07-28-10	175	NUVASIVE INC COMMON STOCK	5,950 50		5,797.29		-153.21
10-16-07	09-09-10	125	ADOBE SYSTEMS INC	5,724 01		3,932.43		-1,791 58
08-17-07	09-09-10	225	ADOBE SYSTEMS INC	9,078 43		7,078 36		-2,000 07
06-21-06	09-20-10	25	APPLE INC	1,444 10		7,026 63		5,582 53
06-20-07	09-20-10	50	ABBOTT LABORATORIES	2,747.41		2,584 45		-162.96
01-08-08	09-20-10	175	AECOM TECHNOLOGY CORPORATION	4,419 56		4,266 67		-152.89
08-17-07	09-20-10	25	ADOBE SYSTEMS INC	1,008 71		813 73		-194 98
08-30-10	09-20-10	25	COOPER INDUSTRIES PLC NEW IRELAND	1,062 99		1,176 97	113 98	
05-24-05	09-20-10	25	CANADIAN NATURAL RESOURCES LTD	344 54		824 98		480 44
07-19-07	09-20-10	75	CISCO SYSTEMS INC	2,255 50		1,610 97		-644 53
11-30-05	09-20-10	50	ILLUMINA INC	387 58		2,431 95		2,044.37
08-10-10	09-20-10	75	KRAFT FOODS INC CL A	2,279 26		2,340 71	61.45	
05-18-07	09-20-10	50	3M COMPANY	4,354 19		4,335 92		-18.27
09-17-08	09-20-10	100	MICROSOFT CORP	2,527.08		2,511.25		-15.83
10-07-09	09-20-10	50	QUALCOMM INC	2,116 12		2,120 96	4 84	

Dennis & Nancy Ditlove Foundation

All Accounts Combined

REALIZED GAINS AND LOSSES **From January 1, 2010 Through December 31, 2010**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-06-10	09-20-10	50	CHARLES SCHWAB CORP NEW	931 19		677 48	-253 71	
11-26-07	09-20-10	25	SCHLUMBERGER LTD	2.317 36		1,452.72		-864 64
02-17-09	09-20-10	50	TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	2,294 89		2,691 95		397.06
12-04-07	09-20-10	25	THERMO FISHER SCIENTIFIC INC	1.436 66		1,169.23		-267.43
11-17-08	09-20-10	75	WAL-MART STORES INC	3,917 99		3.990.68		72.70
11-30-05	09-21-10	125	ILLUMINA INC	968 96		6.169 56		5,200 60
12-21-05	09-21-10	75	ILLUMINA INC	561 26		3.701 74		3,140.48
08-17-07	09-22-10	225	ADOBE SYSTEMS INC	9.078 43		5,801 69		-3,276.74
06-21-06	10-18-10	25	APPLE INC	1.444.10		7.940 69		6,496 59
06-20-07	10-22-10	100	ABBOTT LABORATORIES	5,494 82		5,228 12		-266 70
10-29-07	11-08-10	50	ABBOTT LABORATORIES	2,723 64		2.508 13		-215 51
01-08-08	11-11-10	200	AECOM TECHNOLOGY CORPORATION	5,050.92		5,456 41		405 49
04-18-07	11-17-10	500	CISCO SYSTEMS INC	13.438 98		9,745.39		-3.693 59
12-21-05	11-22-10	150	ILLUMINA INC	1,122 52		9,081 48		7,958 96
05-26-10	12-10-10	150	DIAMOND OFFSHORE DRILLING INC	10,394.84		9,750 70	-644 14	
TOTAL GAINS							10,727 44	40,352.53
TOTAL LOSSES							-2,167 58	-24,333.06
				196,932.24	**0.00**	**221,511.57**	**8,559.86**	**16,019.47**
TOTAL REALIZED GAIN/LOSS							**24,579.33**	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN DIVIDENDS #31433	5,516.	5,516.
JP MORGAN DIVIDENDS #67018	2,094.	2,094.
JP MORGAN INTEREST #30454	6,423.	3,742.
AMORTIZATION OF BOND DISCOUNT/PREMIUM	-274.	-274.
TOTAL	13,759.	11,078.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,540.	1,770.		1,770.
TOTALS	3,540.	1,770.	0.	1,770.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	6,717.	5,408.
TOTALS	6,717.	5,408.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	287.	287.
TOTALS	287.	287.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATE OF MINNESOTA	25.	25.
TOTALS	25.	25.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FEDERAL FARM CREDIT BANK 4.25%	25,024.	25,021.	25,541.
US OBLIGATIONS TOTAL	25,024.	25,021.	25,541.
NEW YORK NY GO BDS 2010 D GO	30,025.	30,022.	30,599.
CALIFORNIA STATEWIDE CMNTYS	52,381.	51,721.	53,010.
STATE OBLIGATIONS TOTAL	82,406.	81,743.	83,609.
US AND STATE OBLIGATIONS TOTAL	107,430.	106,764.	109,150.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	489,506.	481,546.	579,837.
TOTALS	489,506.	481,546.	579,837.

Dennis & Nancy Ditlove Foundation

All Accounts Combined

December 31, 2010

UNREALIZED GAINS AND LOSSES

Acquisition Date	Quantity	Security Symbol	Security	Unit Adjusted Cost	Price	Total Adjusted Cost	Market Value	Unrealized Gain/Loss
EQUITIES								
APPLE INC				51 75	322 56	5,175	32,256	27,081
07-13-06	100	aapl	APPLE INC					
ABBOTT LABORATORIES								
10-29-07	75	abt	ABBOTT LABORATORIES	54 47	47 91	4,085	3,593	-492
10-10-08	300	abt	ABBOTT LABORATORIES	48 25	47 91	14,474	14,373	-101
	375			49.49		18,559	17,966	-593
AECOM TECHNOLOGY CORPORATION								
09-11-08	200	acm	AECOM TECHNOLOGY CORPORATION	24 56	27 97	4,912	5,594	682
09-15-08	75	acm	AECOM TECHNOLOGY CORPORATION	24 67	27 97	1,850	2,098	248
10-06-08	400	acm	AECOM TECHNOLOGY CORPORATION	17 81	27.97	7,122	11,188	4,066
	675			20.57		13,884	18,880	4,996

UNREALIZED GAINS AND LOSSES

Dennis & Nancy Ditlove Foundation
All Accounts Combined
December 31, 2010

Acquisition Date	Quantity	Security Symbol	Security	Unit Adjusted Cost	Price	Total Adjusted Cost	Market Value	Unrealized Gain/Loss
APACHE CORP								
10-05-10	100	apa	APACHE CORP	98 67	119 23	9,867	11,923	2,056
11-23-10	50	apa	APACHE CORP	106 41	119 23	5,320	5,962	641
	150			**101.25**		**15,187**	**17,885**	**2,698**
AMERICAN EXPRESS CO								
11-16-10	225	axp	AMERICAN EXPRESS CO	41 85	42 92	9.417	9.657	240
11-23-10	100	axp	AMERICAN EXPRESS CO	42 15	42 92	4.215	4.292	77
	325			**41.94**		**13,631**	**13,949**	**318**
COOPER INDUSTRIES PLC NEW IRELAND								
08-30-10	150	cbe	COOPER INDUSTRIES PLC NEW IRELAND	42 52	58 29	6.378	8,744	2.366
08-31-10	25	cbe	COOPER INDUSTRIES PLC NEW IRELAND	42 17	58 29	1,054	1,457	403
	175			**42.47**		**7,432**	**10,201**	**2,769**
CANADIAN NATURAL RESOURCES LTD								
05-24-05	225	cnq	CANADIAN NATURAL RESOURCES LTD	13 78	44 42	3.101	9,995	6,894
CISCO SYSTEMS INC								
04-18-07	25	csco	CISCO SYSTEMS INC	26 88	20 23	672	506	-166
07-19-07	150	csco	CISCO SYSTEMS INC	30 07	20 23	4.511	3,035	-1.477
10-06-08	400	csco	CISCO SYSTEMS INC	19 87	20 23	7.946	8,092	146
01-25-10	100	csco	CISCO SYSTEMS INC	23 21	20 23	2,321	2,023	-298
	675			**22.89**		**15,450**	**13,655**	**-1,795**

Dennis & Nancy Ditlove Foundation
All Accounts Combined
December 31, 2010

UNREALIZED GAINS AND LOSSES

Acquisition Date	Quantity	Security Symbol	Security	Unit Adjusted Cost	Price	Total Adjusted Cost	Market Value	Unrealized Gain/Loss
DISCOVERY COMMUNICATIONS INC COM SER C								
12-10-10	200	disck	DISCOVERY COMMUNICATIONS INC COM SER C	37 00	36 69	7.400	7.338	-62
12-13-10	50	disck	DISCOVERY COMMUNICATIONS INC COM SER C	37 28	36 69	1.864	1.835	-30
	250			37.05		9,264	9,173	-91
FRACTIONAL KINDER MORGAN MGMT 100,000THS S								
08-07-03	53,817	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
11-06-03	906	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
11-13-03	26,150	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
02-06-04	1,284	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
05-12-04	1,430	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
08-06-04	1,507	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
11-16-04	1,522	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
02-08-05	1,528	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
05-04-05	1,540	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0

Dennis & Nancy Ditlove Foundation
All Accounts Combined
December 31, 2010

UNREALIZED GAINS AND LOSSES

Acquisition Date	Quantity	Security Symbol	Security	Unit Adjusted Cost	Price	Total Adjusted Cost	Market Value	Unrealized Gain/Loss
08-17-05	1,453	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
11-08-05	1,491	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
02-16-06	1,594	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
05-12-06	1,749	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0.00	0 00	0	0	0
08-04-06	1,810	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
10-31-06	1,855	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
01-31-07	1,684	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
05-16-07	1,558	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
08-01-07	1,680	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
11-13-07	1,848	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
02-13-08	1,841	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
04-30-08	1,917	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
08-05-08	1,996	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0

Dennis & Nancy Ditlove Foundation
All Accounts Combined
December 31, 2010

Acquisition Date	Quantity	Security Symbol	Security	Unit Adjusted Cost	Price	Total Adjusted Cost	Market Value	Unrealized Gain/Loss
10-31-08	2,419	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
02-05-09	2,816	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
04-30-09	2,975	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
08-10-09	2,665	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100,000THS S	0 00	0 00	0	0	0
11-09-09	2,619	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
02-02-10	2,315	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
05-05-10	2,285	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
08-16-10	2,388	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
11-16-10	2,366	eke55u103	FRACTIONAL KINDER MORGAN MGMT 100.000THS S	0 00	0 00	0	0	0
	135,008			**0.00**		**0**	**0**	**0**
HMS HOLDINGS CORP								
09-21-10	50	hmsy	HMS HOLDINGS CORP	57 28	64 77	2.864	3.239	374
09-23-10	50	hmsy	HMS HOLDINGS CORP	57 22	64 77	2,861	3,239	377
	100			**57.25**		5,725	6,477	752
ILLUMINA INC								
12-20-05	250	ilmn	ILLUMINA INC	7 12	63 34	1,779	15,835	14,056

UNREALIZED GAINS AND LOSSES

Dennis & Nancy Ditlove Foundation
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Acquisition Date	Quantity	Security Symbol	Security	Unit Adjusted Cost	Price	Total Adjusted Cost	Market Value	Unrealized Gain/Loss
12-21-05	125	ilmn	ILLUMINA INC	7 48	63.34	935	7,918	6,982
	375			**7.24**		**2,715**	**23,753**	**21,038**
KRAFT FOODS INC CL A								
06-03-09	500	kft	KRAFT FOODS INC CL A	26 79	31 51	13.397	15.755	2.358
01-21-10	150	kft	KRAFT FOODS INC CL A	28 33	31 51	4,250	4.727	477
08-10-10	200	kft	KRAFT FOODS INC CL A	30 39	31 51	6,078	6,302	224
	850			**27.91**		**23,725**	**26,784**	**3,059**
3M COMPANY								
05-18-07	50	mmm	3M COMPANY	87 08	86 30	4,354	4,315	-39
10-23-07	150	mmm	3M COMPANY	85 47	86 30	12,821	12,945	124
10-10-08	100	mmm	3M COMPANY	52 57	86.30	5,257	8,630	3.373
	300			**74.77**		**22,432**	**25,890**	**3,458**
MICROSOFT CORP								
09-17-08	50	msft	MICROSOFT CORP	25 27	27 92	1.264	1,396	132
10-10-08	300	msft	MICROSOFT CORP	21 92	27 92	6,577	8.376	1.799
05-27-09	325	msft	MICROSOFT CORP	20 48	27 92	6,657	9.074	2,417
06-08-10	375	msft	MICROSOFT CORP	25 12	27 92	9,422	10.470	1,048
	1,050			**22.78**		**23,920**	**29,316**	**5,396**
QUALCOMM INC								
02-10-09	325	qcom	QUALCOMM INC	35 07	49 49	11,399	16,084	4.685
10-07-09	50	qcom	QUALCOMM INC	42 32	49 49	2.116	2,475	358

UNREALIZED GAINS AND LOSSES

Dennis & Nancy Ditlove Foundation
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December 31, 2010

Acquisition Date	Quantity	Security Symbol	Security	Unit Adjusted Cost	Price	Total Adjusted Cost	Market Value	Unrealized Gain/Loss
03-18-10	200	qcom	QUALCOMM INC	39 41	49 49	7,883	9,898	2.015
	575			**37.21**		**21,398**	**28,457**	**7,058**
CHARLES SCHWAB CORP NEW								
05-06-10	450	schw	CHARLES SCHWAB CORP NEW	18 62	17 11	8,381	7,700	-681
05-20-10	325	schw	CHARLES SCHWAB CORP NEW	16 84	17 11	5.472	5,561	89
11-10-10	225	schw	CHARLES SCHWAB CORP NEW	15 38	17 11	3.461	3,850	388
11-11-10	200	schw	CHARLES SCHWAB CORP NEW	15 35	17 11	3.069	3,422	353
	1,200			**16.99**		**20,383**	**20,532**	**149**
SCHLUMBERGER LTD								
11-26-07	100	slb	SCHLUMBERGER LTD	92 69	83 50	9.269	8.350	-919
01-23-08	125	slb	SCHLUMBERGER LTD	75 31	83 50	9.414	10,438	1.023
10-10-08	75	slb	SCHLUMBERGER LTD	56 96	83 50	4,272	6,263	1.991
04-23-10	100	slb	SCHLUMBERGER LTD	72 03	83 50	7,203	8,350	1,147
	400			**75.40**		**30,159**	**33,400**	**3,241**
SOUTHWESTERN ENERGY CO								
10-03-06	450	swn	SOUTHWESTERN ENERGY CO	14 10	37 43	6.345	16.844	10.498
11-02-10	375	swn	SOUTHWESTERN ENERGY CO	34 75	37 43	13,032	14,036	1,004
	825			**23.49**		**19,378**	**30,880**	**11,502**
TERADATA CORP								
12-09-10	225	tdc	TERADATA CORP	42 05	41 16	9.462	9,261	-201

UNREALIZED GAINS AND LOSSES

Dennis & Nancy Ditlove Foundation
All Accounts Combined
December 31, 2010

Acquisition Date	Quantity	Security Symbol	Security	Unit Adjusted Cost	Price	Total Adjusted Cost	Market Value	Unrealized Gain/Loss
TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR								
10-06-08	200	teva	TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	43 35	52 13	8.670	10,426	1,756
02-17-09	125	teva	TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	45.90	52 13	5.737	6.516	779
11-08-10	225	teva	TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	50 82	52 13	11.435	11,729	295
	550			**46.99**		**25,842**	**28,672**	**2,830**
THERMO FISHER SCIENTIFIC INC								
12-04-07	250	tmo	THERMO FISHER SCIENTIFIC INC	57 47	55 36	14,367	13,840	-527
UNITED PARCEL SVC INC CL B								
07-27-10	200	ups	UNITED PARCEL SVC INC CL B	65 06	72 58	13.013	14.516	1.503
11-23-10	75	ups	UNITED PARCEL SVC INC CL B	68 17	72 58	5,113	5.444	331
	275			**65.91**		**18,125**	**19,960**	**1,834**
WAL-MART STORES INC								
11-17-08	225	wmt	WAL-MART STORES INC	52 24	53 93	11,754	12.134	380
01-08-09	75	wmt	WAL-MART STORES INC	50 99	53 93	3,824	4.045	221
08-13-09	150	wmt	WAL-MART STORES INC	51 84	53 93	7,776	8,090	313
	450			**51.90**		**23,354**	**24,269**	**914**
EUROPACIFIC GROWTH FD SHS CL F-2								
11-08-05	1,198 171	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	40 04	41 33	47.971	49.520	1.549
12-29-05	93.389	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	40 97	41.33	3,826	3.860	33

Dennis & Nancy Ditlove Foundation
All Accounts Combined
December 31, 2010

UNREALIZED GAINS AND LOSSES

Acquisition Date	Quantity	Security Symbol	Security	Unit Adjusted Cost	Price	Total Adjusted Cost	Market Value	Unrealized Gain/Loss
12-29-05	50 412	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	40 97	41 33	2.065	2.084	18
12-11-06	671 175	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	49 14	41 33	32,979	27,740	-5,239
12-28-06	125.971	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	46 04	41 33	5,800	5,206	-593
12-28-06	45 638	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	46 04	41 33	2,101	1,886	-215
12-28-06	34 814	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	46 04	41 33	1,603	1.439	-164
12-13-07	203 981	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	52 32	41 33	10.672	8.431	-2.241
12-13-07	56 320	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	52 32	41 33	2,946	2.328	-619
12-24-08	127 913	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	27 04	41 33	3,459	5.287	1.827
12-24-08	70 606	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	27 04	41 33	1.909	2,918	1.009
12-28-09	44 326	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	38 45	41 33	1,704	1.832	128
12-28-10	45 028	aepfx	EUROPACIFIC GROWTH FD SHS CL F-2	40 93	41 33	1.843	1,861	18
	2,767.743			42.95		118,880	114,391	-4,489
		TOTAL EQUITIES				481,546	579,837	98,291

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AT&T INC 5.5%		20,655.	21,047.	27,650.
	TOTALS	20,655.	21,047.	27,650.

ATTACHMENT 8

DENNIS & NANCY DITLOVE FAMILY FOUNDATION 41-1916025

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DENNIS G. DITLOVE 12119 TROON CIRCLE RANCHO MIRAGE, CA 92270	PRESIDENT 1.00	0.	0.	0.
NANCY W. DITLOVE 12119 TROON CIRCLE RANCHO MIRAGE, CA 92270	SECRETARY 1.00	0.	0.	0.
CINDY TAPPER 2494 MAYFLOWER AVENUE MINNETONKA, MN 55305	DIRECTOR 1.00	0.	0.	0.
SHARI GOLDMAN 4248 NORTH HAZEL CHICAGO, IL 60613	DIRECTOR 1.00	0.	0.	0.
MARK DITLOVE 531 EMERALD PLACE SASKATOON, SASKATCHEWA, S7J 454	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH FEDERATION OF PALM SPRINGS 255 NORTH EL CIELO SUITE 430 PALM SPRINGS, CA 92262	NONE PUBLIC	GENERAL FUNDING	27,000.
MINNEAPOLIS JEWISH DAY SCHOOL 4300 CEDAR LAKE RD S MINNEAPOLIS, MN 55416	NONE PUBLIC	GENERAL FUNDING	500.
BARBARA SINATRA CHILDREN'S CENTER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE PUBLIC	GENERAL FUNDING	2,000
ALZHEIMERS ASSOCIATION 4550 W 77TH ST. STE 200 MINNEAPOLIS, MN 55435	NONE PUBLIC	GENERAL FUNDING	500.
JEWISH FAMILY SERVICE OF THE DESERT 801 E TAHQUITZ CANYON WAY, SUITE 202 PALM SPRINGS, CA 92262	NONE PUBLIC	GENERAL FUNDING	2,500.
CHABAD HOUSE-LUBAVITCH 844 PROSPERITY FARMS RD N PALM BEACH, FL 33408	NONE PUBLIC	GENDERAL FUNDING	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MCCALLUM THEATER 73000 FRED WARING DRIVE PALM DESERT, CA 92260	NONE PUBLIC	GENERAL FUNDING	1,000.
CITY OF HOPE 1055 WILSHIRE BLVD, #1200 LOS ANGELES, CA 90034	NONE PUBLIC	GENERAL FUNDING	300.
VISTA DEL MAR CENTENNIAL CELEBRATION 3200 MOTOR AVE LOS ANGELES, CA 90034	NONE PUBLIC	GENERAL FUNDING	2,500.
BET T'SHUVAH 8831 VENICE BOULEVARD LOS ANGELES, CA 90034-3223	NONE PUBLIC	GENERAL FUNDING	2,000
		TOTAL CONTRIBUTIONS PAID	38,800