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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

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

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

PETE MORGAN FOUNDATION TRUST
1520 W CANAL COURT STE 220
LITTLETON, CO 80120

A Employer identification number

47-0833529

B Telephone number (see the instructions)

303-297-2142

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, column (c), line 16)

▶ \$ 32,557,862.

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 the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

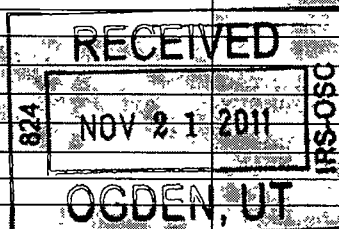
(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc. received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 2,701,117.**7** Capital gain net income (from Part IV, line 2)**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/(loss) (att sch)**11** Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) SEE ST 2**c** Other prof fees (attach sch) SEE ST 3**17** Interest**18** Taxes (attach schedule) (see instr) SEE STM 4**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 5

24 Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid PART XV**26 Total expenses and disbursements.** Add lines 24 and 25**27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements****b Net investment income** (if negative, enter -0-)**c Adjusted net income** (if negative, enter -0-)

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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			
	2	Savings and temporary cash investments	132,691.	21,274.	21,274.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	33,510,573.	30,670,854.	32,536,588.	
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 instructions. Also, see page 1, item I)	33,643,264.	30,692,128.	32,557,862.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input checked="" type="checkbox"/>		
	24	Unrestricted			
	25	Temporarily restricted	33,643,264.	30,692,128.	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input type="checkbox"/>		
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	33,643,264.	30,692,128.	
	31	Total liabilities and net assets/fund balances (see the instructions)	33,643,264.	30,692,128.	

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	33,643,264.
2	Enter amount from Part I, line 27a	2	-2,951,136.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	30,692,128.
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	30,692,128.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 6				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	-629,282.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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 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 (column (b) divided by column (c))
2009	2,771,061.	27,666,312.	0.100160
2008	2,923,288.	35,097,197.	0.083291
2007	17,666,121.	42,366,135.	0.416987
2006	3,116,681.	53,126,009.	0.058666
2005	3,359,216.	51,481,163.	0.065251

2 Total of line 1, column (d)	2	0.724355
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	0.144871
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	30,398,804.
5 Multiply line 4 by line 3	5	4,403,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,812.
7 Add lines 5 and 6	7	4,408,717.
8 Enter qualifying distributions from Part XII, line 4	8	2,771,319.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	9,624.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,624.
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	9,624.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	13,651.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	23,651.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,027.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 14,027. <input checked="" type="checkbox"/> Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> CO		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SPRINKLE & ASSOCIATES LLC</u> Telephone no <u>303-297-2121</u> Located at <u>1520 W CANAL CT #220 LITTLETON CO</u> ZIP + 4 <u>80120</u>			
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 <u>N/A</u>	15		N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1 a 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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 the instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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 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 instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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
KYLEE M LOURIE, TRUSTEE 1520 W CANAL CT STE 220 LITTLETON, CO 80120	TRUSTEE 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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
NONE				

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

☐

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	30,749,600.
b Average of monthly cash balances	1b	112,130.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	30,861,730.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	30,861,730.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	462,926.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,398,804.
6 Minimum investment return. Enter 5% of line 5	6	1,519,940.

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

1 Minimum investment return from Part X, line 6		1	1,519,940.
2a Tax on investment income for 2010 from Part VI, line 5	2a	9,624.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		9,624.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		1,510,316.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		1,510,316.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		1,510,316.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	2,771,319.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,771,319.
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 instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,771,319.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,510,316.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007	14,838,008.			
d From 2008	1,187,364.			
e From 2009	1,401,076.			
f Total of lines 3a through e	17,426,448.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 2,771,319.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				1,510,316.
e Remaining amount distributed out of corpus	1,261,003.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	18,687,451.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	18,687,451.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007	14,838,008.			
c Excess from 2008	1,187,364.			
d Excess from 2009	1,401,076.			
e Excess from 2010	1,261,003.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED EXHIBIT A				2,763,000.
Total			3a	2,763,000.
b Approved for future payment				None
Total			3b	0

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 the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	150.	
4 Dividends and interest from securities			14	528,597.	
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	-629,282.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a NEWPORT K-1 OTHER INCOME			14	-842.	
b RAPTOR GLOBL PORT INCOME			14	2,764.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-98,613.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-98,613.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2010

FEDERAL STATEMENTS

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PETE MORGAN FOUNDATION TRUST

47-0833529

11/15/11

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NEWPORT K-1 OTHER INCOME	\$ -842.	\$ -842.	
RAPTOR GLOBL PORT INCOME	2,764.	2,764.	
TOTAL	\$ 1,922.	\$ 1,922.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RAPTOR GLOBAL PORTF LIQ ACCTG FEES	\$ 16.	\$ 16.		
SPRINKLE & ASSOCIATES LLC	33,275.	8,319.		\$ 8,319.
TOTAL	\$ 33,291.	\$ 8,335.	\$ 0.	\$ 8,319.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RAPTOR GLOBAL PORTF LIQ PRO FEES	\$ 110.	\$ 110.		
UNION BANK CUSTODIAL FEES	5,397.	5,397.		
TOTAL	\$ 5,507.	\$ 5,507.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2008 FED EXCISE TAX EXT PD 2010	\$ 10,000.			
FEDERAL EXCISE TAX ESTIMATED TAXES	5,000.			
FOREIGN TAXES PAID ON DIVIDENDS	11,347.	\$ 11,347.		
NEWPORT K-1 FOREIGN TAXES PAID	2,717.	2,717.		
TOTAL	\$ 29,064.	\$ 14,064.	\$ 0.	\$ 0.

2010

FEDERAL STATEMENTS

PAGE 2

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PETE MORGAN FOUNDATION TRUST

47-0833529

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 12.			
NEWPORT K-1 PORTFOLIO DEDUCTIONS	21,567.	\$ 21,567.		
POSTAGE	82.			
TOTAL	\$ 21,661.	\$ 21,567.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
2	NEWPORT ASIA INSTL FUND LP K-1	PURCHASED	VARIOUS	VARIOUS
3	NEWPORT ASIA INSTL FUND LP K-1	PURCHASED	VARIOUS	VARIOUS
4	PIMCO TOTAL RETURN FUND - SEE EXHIBIT B	PURCHASED	VARIOUS	VARIOUS
5	RAPTOR GLOBAL FUND LTD	PURCHASED	VARIOUS	3/10/2010
6	RAPTOR PRIVATE HOLDINGS LTD	PURCHASED	VARIOUS	3/19/2010
7	RAPTOR GLOBAL PORTFOLIO LIQUIDATING TR	PURCHASED	3/10/2010	5/28/2010
8	RAPTOR GLOBAL PORTFOLIO LIQUIDATING TR	PURCHASED	3/10/2010	12/31/2010
9	RAPTOR GLOBAL PORTFOLIO LIQUIDATING TR	PURCHASED	VARIOUS	12/31/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	9,216.		0.	9,216.				\$ 9,216.
2	0.		175.	-175.				-175.
3	0.		1,808.	-1,808.				-1,808.
4	2660000.		2551970.	108,030.				108,030.
5	0.		731,399.	-731,399.				-731,399.
6	12,825.		13,460.	-635.				-635.
7	19,073.		29,876.	-10,803.				-10,803.
8	3.		0.	3.				3.
9	0.		1,711.	-1,711.				-1,711.
							TOTAL	\$ -629,282.

January 24, 2011

Sprinkle Financial Consultants LLC
1520 W. Canal Court, Ste 220
Littleton, CO 80120
(303)297-2185

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

Foundation Pete Morgan McVane Composite Acct #: PM

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
PIMCO Total Return Inst'l	12/08/2003	03/16/2010	45,289.855	500,000.00	485,794.02		14,205.98	14,205.98
PIMCO Total Return Inst'l	12/08/2003	05/20/2010	2,967.203	33,054.64	31,832.82		1,221.82	1,221.82
PIMCO Total Return Inst'l	12/10/2003	05/20/2010	2,144.325	23,887.78	23,004.80		882.98	882.98
PIMCO Total Return Inst'l	12/10/2003	05/20/2010	6,504.096	72,455.63	69,777.39		2,678.24	2,678.24
PIMCO Total Return Inst'l	12/30/2003	05/20/2010	974.485	10,855.76	10,454.49		401.27	401.27
PIMCO Total Return Inst'l	01/30/2004	05/20/2010	1,060.508	11,814.06	11,377.37		436.69	436.69
PIMCO Total Return Inst'l	02/27/2004	05/20/2010	748.985	8,343.69	8,035.28		308.41	308.41
PIMCO Total Return Inst'l	03/31/2004	05/20/2010	1,011.454	11,267.60	10,851.10		416.50	416.50
PIMCO Total Return Inst'l	04/30/2004	05/20/2010	988.895	11,016.29	10,609.09		407.20	407.20
PIMCO Total Return Inst'l	05/28/2004	05/20/2010	1,088.845	12,129.73	11,681.37		448.36	448.36
PIMCO Total Return Inst'l	06/30/2004	05/20/2010	962.287	10,719.88	10,323.63		396.25	396.25
PIMCO Total Return Inst'l	07/30/2004	05/20/2010	1,175.818	13,098.61	12,614.44		484.17	484.17
PIMCO Total Return Inst'l	08/31/2004	05/20/2010	1,091.021	12,153.97	11,704.72		449.25	449.25
PIMCO Total Return Inst'l	09/30/2004	05/20/2010	916.489	10,209.69	9,832.30		377.39	377.39
PIMCO Total Return Inst'l	10/29/2004	05/20/2010	991.271	11,042.76	10,634.58		408.18	408.18
PIMCO Total Return Inst'l	11/30/2004	05/20/2010	1,096.051	12,210.01	11,758.68		451.33	451.33
PIMCO Total Return Inst'l	12/13/2004	05/20/2010	308.332	3,434.82	3,307.85		126.97	126.97
PIMCO Total Return Inst'l	12/13/2004	05/20/2010	7,388.247	82,305.08	79,262.76		3,042.32	3,042.32
			31,418.312	350,000.00	337,062.67		12,937.33	12,937.33
PIMCO Total Return Inst'l	12/13/2004	06/16/2010	8,768.757	97,596.26	94,081.56		3,514.70	3,514.70
PIMCO Total Return Inst'l	12/31/2004	06/16/2010	1,114.442	12,403.74	11,957.05		446.69	446.69
			9,883.199	110,000.00	106,038.61		3,961.39	3,961.39
PIMCO Total Return Inst'l	12/31/2004	07/16/2010	383.455	4,344.55	4,114.69		229.86	229.86
PIMCO Total Return Inst'l	01/31/2005	07/16/2010	1,153.074	13,064.33	12,373.15		691.18	691.18
PIMCO Total Return Inst'l	02/28/2005	07/16/2010	1,029.019	11,658.79	11,041.97		616.82	616.82
PIMCO Total Return Inst'l	03/31/2005	07/16/2010	1,369.111	15,512.03	14,691.35		820.68	820.68
PIMCO Total Return Inst'l	04/29/2005	07/16/2010	1,634.436	18,518.16	17,538.44		979.72	979.72

Exhibit B 114
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Realized Gains and Losses Fiscal Year Ending 12/31/2010

Foundation Pete Morgan McVane Composite Acct #: PM

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
PIMCO Total Return Inst'l	05/31/2005	07/16/2010	1,694.093	19,194.07	18,178.60		1,015.47	1,015.47
PIMCO Total Return Inst'l	06/30/2005	07/16/2010	1,798.735	20,379.67	19,301.47		1,078.20	1,078.20
PIMCO Total Return Inst'l	07/29/2005	07/16/2010	1,844.727	20,900.76	19,794.99		1,105.77	1,105.77
PIMCO Total Return Inst'l	08/31/2005	07/16/2010	1,820.687	20,628.38	19,537.03		1,091.35	1,091.35
PIMCO Total Return Inst'l	09/30/2005	07/16/2010	1,999.845	22,658.24	21,459.49		1,198.75	1,198.75
PIMCO Total Return Inst'l	10/31/2005	07/16/2010	1,883.541	21,340.52	20,211.49		1,129.03	1,129.03
PIMCO Total Return Inst'l	11/30/2005	07/16/2010	2,114.123	23,953.01	22,685.76		1,267.25	1,267.25
PIMCO Total Return Inst'l	12/14/2005	07/16/2010	12.036	136.37	129.15		7.22	7.22
PIMCO Total Return Inst'l	12/14/2005	07/16/2010	4,537.146	51,405.86	48,686.20		2,719.66	2,719.66
PIMCO Total Return Inst'l	12/30/2005	07/16/2010	2,359.031	26,727.82	25,313.77		1,414.05	1,414.05
PIMCO Total Return Inst'l	01/31/2006	07/16/2010	845.317	9,577.44	9,070.74		506.70	506.70
			26,478.376	300,000.00	284,128.29		15,871.71	15,871.71
PIMCO Total Return Inst'l	01/31/2006	08/25/2010	1,151.213	13,261.97	12,355.50		906.47	906.47
PIMCO Total Return Inst'l	02/28/2006	08/25/2010	1,976.364	22,767.71	21,211.51		1,556.20	1,556.20
PIMCO Total Return Inst'l	03/31/2006	08/25/2010	2,463.912	28,384.27	26,444.17		1,940.10	1,940.10
PIMCO Total Return Inst'l	04/28/2006	08/25/2010	2,084.188	24,009.85	22,368.74		1,641.11	1,641.11
PIMCO Total Return Inst'l	05/31/2006	08/25/2010	2,311.680	26,630.55	24,810.32		1,820.23	1,820.23
PIMCO Total Return Inst'l	06/30/2006	08/25/2010	2,536.500	29,220.49	27,223.22		1,997.27	1,997.27
PIMCO Total Return Inst'l	07/31/2006	08/25/2010	2,234.026	25,735.98	23,976.89		1,759.09	1,759.09
PIMCO Total Return Inst'l	08/31/2006	08/25/2010	2,395.173	27,592.39	25,706.42		1,885.97	1,885.97
PIMCO Total Return Inst'l	09/29/2006	08/25/2010	208.055	2,396.79	2,232.97		163.82	163.82
			17,361.111	200,000.00	186,329.74		13,670.26	13,670.26
PIMCO Total Return Inst'l	09/29/2006	09/20/2010	2,270.739	26,113.50	24,376.01		1,737.49	1,737.49
PIMCO Total Return Inst'l	10/31/2006	09/20/2010	2,392.145	27,509.67	25,679.28		1,830.39	1,830.39
PIMCO Total Return Inst'l	11/30/2006	09/20/2010	2,435.867	28,012.47	26,148.63		1,863.84	1,863.84
PIMCO Total Return Inst'l	12/13/2006	09/20/2010	2,180.664	25,077.64	23,409.07		1,668.57	1,668.57
PIMCO Total Return Inst'l	12/29/2006	09/20/2010	2,632.185	30,270.13	28,256.07		2,014.06	2,014.06
PIMCO Total Return Inst'l	01/31/2007	09/20/2010	2,314.165	26,612.90	24,842.18		1,770.72	1,770.72
PIMCO Total Return Inst'l	02/28/2007	09/20/2010	2,394.903	27,541.38	25,708.89		1,832.49	1,832.49
PIMCO Total Return Inst'l	03/30/2007	09/20/2010	2,689.018	30,923.71	28,866.17		2,057.54	2,057.54
PIMCO Total Return Inst'l	04/30/2007	09/20/2010	2,471.146	28,418.18	26,527.35		1,890.83	1,890.83
PIMCO Total Return Inst'l	05/31/2007	09/20/2010	2,817.670	32,403.19	30,247.22		2,155.97	2,155.97

Exhibit B 2/4
47-0833529

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

Foundation Pete Morgan McVane Composite Acct #: PM

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
PIMCO Total Return Inst'l	06/29/2007	09/20/2010	1,488.455	17,117.23	15,978.32		1,138.91	1,138.91
			26,086.957	300,000.00	280,039.19		19,960.81	19,960.81
PIMCO Total Return Inst'l	06/29/2007	11/15/2010	1,226.890	14,121.50	13,176.90		944.60	944.60
PIMCO Total Return Inst'l	07/31/2007	11/15/2010	2,585.567	29,759.88	27,769.21		1,990.67	1,990.67
PIMCO Total Return Inst'l	08/31/2007	11/15/2010	2,833.214	32,610.31	30,428.96		2,181.35	2,181.35
PIMCO Total Return Inst'l	09/28/2007	11/15/2010	1,612.606	18,561.10	17,319.53		1,241.57	1,241.57
PIMCO Total Return Inst'l	10/31/2007	11/15/2010	1,891.836	21,775.03	20,318.48		1,456.55	1,456.55
PIMCO Total Return Inst'l	11/30/2007	11/15/2010	1,953.379	22,483.39	20,979.46		1,503.93	1,503.93
PIMCO Total Return Inst'l	12/12/2007	11/15/2010	2,709.851	31,190.39	29,104.03		2,086.36	2,086.36
PIMCO Total Return Inst'l	12/31/2007	11/15/2010	1,739.844	20,025.60	18,686.07		1,339.53	1,339.53
PIMCO Total Return Inst'l	01/31/2008	11/15/2010	1,717.000	19,762.67	18,440.73		1,321.94	1,321.94
PIMCO Total Return Inst'l	02/29/2008	11/15/2010	1,912.758	22,015.84	20,543.19		1,472.65	1,472.65
PIMCO Total Return Inst'l	03/31/2008	11/15/2010	1,654.016	19,037.72	17,764.27		1,273.45	1,273.45
PIMCO Total Return Inst'l	04/30/2008	11/15/2010	1,814.225	20,881.73	19,484.93		1,396.80	1,396.80
PIMCO Total Return Inst'l	05/30/2008	11/15/2010	1,902.923	21,902.64	20,437.56		1,465.08	1,465.08
PIMCO Total Return Inst'l	06/30/2008	11/15/2010	1,869.701	21,520.26	20,080.75		1,439.51	1,439.51
PIMCO Total Return Inst'l	07/31/2008	11/15/2010	1,857.056	21,374.71	19,944.94		1,429.77	1,429.77
PIMCO Total Return Inst'l	08/29/2008	11/15/2010	1,903.301	21,906.99	20,441.62		1,465.37	1,465.37
PIMCO Total Return Inst'l	09/30/2008	11/15/2010	1,769.934	20,371.94	19,009.24		1,362.70	1,362.70
PIMCO Total Return Inst'l	10/31/2008	11/15/2010	1,798.288	20,698.30	19,313.77		1,384.53	1,384.53
			34,752.389	400,000.00	373,243.64		26,756.36	26,756.36
PIMCO Total Return Inst'l	10/31/2008	12/10/2010	294.695	3,170.92	3,166.69		4.23	4.23
PIMCO Total Return Inst'l	11/28/2008	12/10/2010	1,848.836	19,893.48	19,866.97		26.51	26.51
PIMCO Total Return Inst'l	12/10/2008	12/10/2010	8,085.635	87,001.43	86,885.50		115.93	115.93
PIMCO Total Return Inst'l	12/10/2008	12/10/2010	14,195.336	152,741.81	152,538.28		203.53	203.53
PIMCO Total Return Inst'l	12/31/2008	12/10/2010	2,260.189	24,319.63	24,287.23		32.40	32.40
PIMCO Total Return Inst'l	01/30/2009	12/10/2010	2,424.646	26,089.19	26,054.43		34.76	34.76
PIMCO Total Return Inst'l	02/27/2009	12/10/2010	2,575.721	27,714.76	27,677.83		36.93	36.93
PIMCO Total Return Inst'l	03/31/2009	12/10/2010	2,375.362	25,558.90	25,524.84		34.06	34.06
PIMCO Total Return Inst'l	04/30/2009	12/10/2010	2,337.645	25,153.06	25,119.54		33.52	33.52
PIMCO Total Return Inst'l	05/29/2009	12/10/2010	2,253.288	24,245.38	24,213.07		32.31	32.31
PIMCO Total Return Inst'l	06/30/2009	12/10/2010	2,142.693	23,055.38	23,024.65		30.73	30.73
PIMCO Total Return Inst'l	07/31/2009	12/10/2010	1,411.238	15,184.92	15,164.69		20.23	20.23

Exhibit B 3/4
47-0833529

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

Foundation Pete Morgan McVane Composite Acct #: PM

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
PIMCO Total Return Inst'l	08/31/2009	12/10/2010	1,336,276	14,378 33	14,359.17		19 16	19 16
PIMCO Total Return Inst'l	09/30/2009	12/10/2010	1,253 686	13,489.66	13,471 69		17 97	17 97
PIMCO Total Return Inst'l	10/30/2009	12/10/2010	1,149 579	12,369 47	12,352.99		16 48	16 48
PIMCO Total Return Inst'l	11/30/2009	12/10/2010	523 576	5,633 68	5,626 17		7 51	7 51
			46,468.401	500,000 00	499,333 74		666 26	666 26
Short Term Gains								
Total Long Gains				2,660,000 00	2,551,969.90		108,030 10	
Total (Sales)				2,660,000 00	2,551,969 90		108,030 10	108,030 10

Exhibit B 4/4
47-0833529

Pete Morgan Foundation 47-0833529
Part XV 3a Charitable Contributions
2010

Name	Address	Donee Relation	Foundation Status of Recipient	Purpose of Grant	\$ Amount
ACT on Drugs Inc	13945 Dahlia St Thornton CO 80602		501C 3	Public Chanty	15,000 00
Alliance for Choice in Education	1201 E Colfax Ave Ste 302 Denver CO 80218		501C 3	Public Chanty	250,000 00
Arbol de Vida	P O Box 13285 El Paso TX 79913		501C 3	Public Chanty	6,000 00
Bellevue Community Church	12472 W Bellevue Ave Littleton CO 80127		501C 3	Public Chanty	17,000 00
Billy Graham Evangelistic Association	One Billy Graham Parkway Charlotte NC 28201-0001		501C 3	Public Chanty	5,000 00
Campus Crusade for Chrst	P O Box 628222 Orlando FL 32862-8222		501C 3	Public Chanty	5,000 00
Cherry Hills Community Church	3900 E Grace Blvd Highlands Ranch CO 80126		501C 3	Public Chanty	81,500 00
Chrst's Body Ministries	P O Box 18834 Denver CO 80218		501C 3	Public Chanty	25,000 00
Church Resource Ministries	1240 N Lakeview Ave Suite 120 Anaheim CA 92807-1831		501C 3	Public Chanty	5,000 00
Colorado Christian University	8787 W Alameda Ave Lakewood CO 80226		501C 3	Public Chanty	45,000 00
Colorado Council on Economic Education	3443 S Galena St Ste 190 Denver CO 80231		501C 3	Public Chanty	10,000 00
Cornerstone Christian Academy	2300 W 90th Ave Ste 2 Denver CO 80260		501C 3	Public Chanty	100,000 00
Denver Leadership Foundation	5500 E Yale Ave Ste 100 Denver CO 80222		501C 3	Public Chanty	3,500 00
Denver Urban Ministries	1717 E Colfax Ave Denver CO 80218-2517		501C 3	Public Chanty	5,000 00
Every Nation Ministries	P O Box 1787 Brentwood TN 37024-1787		501C 3	Public Chanty	10,000 00
Family Time Training	5511 S Youngfield St Littleton CO 80127		501C 3	Public Chanty	10,000 00
Friends for Youth	5500 E Yale Ave Ste 201 Denver CO 80222		501C 3	Public Chanty	10,000 00
Full Count Baseball Ministry	2356 Humboldt Street Denver CO 80205		501C 3	Public Chanty	9,000 00
Fund for American Studies	1706 New Hampshire Ave NW Washington DC 20009		501C 3	Public Chanty	5,000 00
G Robert & Susan C Chenoweth Foundation	2415 S 103 St Omaha NE 68124-1811		501C 3	Public Chanty	25,000 00
Graham Memorial Presbyterian Church	959 C Avenue Coronado CA 92118		501C 3	Public Chanty	10,000 00
His Love Fellowship	P O Box 40296 Denver CO 80204		501C 3	Public Chanty	10,000 00
Hope House of Colorado	P O Box 740568 Arvada CO 80006		501C 3	Public Chanty	15,000 00
Independence Institute	13952 Denver West Parkway Ste 400 Golden CO 80401		501C 3	Public Chanty	75,000 00
Intercollegiate Studies Institute	3901 Centerville Rd Wilmington DE 19807-1938		501C 3	Public Chanty	100,000 00
K-Life of Denver	6500 E Orchard Rd Centennial CO 80111		501C 3	Public Chanty	75,000 00
Lamb's Players Theatre	P O Box 182229 Coronado CA 92178		501C 3	Public Chanty	7,500 00
Life the Universe & Everything Inc	P O Box 104 Monument CO 80132		501C 3	Public Chanty	5,000 00
North Littleton Promise	P O Box 3543 Littleton CO 80161		501C 3	Public Chanty	2,500 00
Open Door Ministries	P O Box 18018 Denver CO 80218		501C 3	Public Chanty	5,000 00
Open Doors USA	P O Box 27001 Santa Ana CA 92799-7001		501C 3	Public Chanty	30,000 00
Restoration Outreach Programs	P O Box 632 Aurora CO 80040		501C 3	Public Chanty	15,000 00
Rocky Mountain Dressage Society Inc	2942 Park Lake Dr Boulder CO 80301		501C 3	Public Chanty	2,500 00
Save Our Youth	3443 W 23rd Ave Denver CO 80211		501C 3	Public Chanty	10,000 00
Servant Leadership Foundation	950 E Westglow Lane Greenwood Village CO 80121		501C 3	Public Chanty	52,000 00

Pete Morgan Foundation 47-0833529
Part XV 3a Charitable Contributions
2010

Name	Address	Donee Relation	Foundation Status of Recipient	Purpose of Grant	\$ Amount
Spint of Liberty Foundation	Box 2000 Rancho Santa Fe CA 92067		501C 3	Public Chanty	15,000 00
Strong Cross Ranch	13990 County Rd 194 Bennett CO 80102		501C 3	Public Chanty	8,000 00
Student Mobilization Inc	P O Box 567 Conway AR 72033-0567		501C 3	Public Chanty	3,500 00
TeamMates Mentonng Program	6801 O Street Lincoln NE 68510		501C 3	Public Chanty	2,500.00
Telos Project	5765 S Crocker St Littleton CO 80120		501C 3	Public Chanty	25,000.00
Tragedy Assistance Program for Survivors	910 17th St NW Ste 800 Washington DC 20006		501C 3	Public Chanty	21,000 00
Valor Chnstan Schools	3775 E Grace Blvd Highlands Ranch CO 80126		501C 3	Public Chanty	1,629,500 00
Zocalo Outreach	P O Box 140099 Denver CO 80214-0099		501C 3	Public Chanty	2,000.00
Total Part XV 3a Charitable Contributions					<u>2,763,000.00</u>