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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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 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

WILLIAM A. BARLOCKER FOUNDATION

A Employer identification number

74-2395114

Number and street (or P O box number if mail is not delivered to street address)

849 S. 54TH CIRCLE

Room/suite

B Telephone number (see instructions)

(480) 969-0244

City or town, state, and ZIP code

MESA AZ 85206

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of
year (from Part II, col (c), line 16)

▶ \$ 268,479

J Accounting method. ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exempt application is pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the 85%
test, check here and attach computationE If private foundation status was
terminated under section
507(b)(1)(A), check hereF If the foundation is in a 60-month
termination under section
507(b)(1)(B), check here**Part I Analysis of Revenue and Expenses**(The total of amounts in columns (b),
(c), & (d) may not necessarily equal the
amounts in column (a) (see 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)				
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temp cash investments				
	4	Dividends and interest from securities	11,268	11,268	11,268	
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	98			
	b	Gross sales price for all assets on line 6a	4,000			
	7	Capital gain net income (from Part IV, line 2)		98		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10 a	Gross sales less returns & allowances	0			
b	Less Cost of goods sold					
c	Gross profit or (loss) (attach schedule)					
11	Other income (attach schedule) #1	300	300	300		
12	Total. Add lines 1 through 11	11,666	11,666	11,568		
OPERATING & ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) #2	2,510	2,510	2,510	
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) #3	36	36	36	
	24	Total operating and administrative expenses. Add lines 13 through 23	2,546	2,546	2,546	0
	25	Contributions, gifts, grants paid	12,700			12,700
26	Total exp & disbursements. Add lines 24 and 25	15,246	2,546	2,546	12,700	
27	Subtract line 26 from line 12.					
a	Excess of revenue over expenses and disbursements	-3,580				
b	Net investment income (if neg, enter -0-)		9,120			
c	Adjusted net income (if neg, enter -0-)			9,022		

For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash -- non-interest-bearing			
	2	Savings and temporary cash investments	10,021	2,484	2,484
	3	Accounts receivable			
		Less: allowance for doubtful accts			
	4	Pledges receivable			
		Less: allowance for doubtful accts			
	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 schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments -- U.S. and state govt obligations (attach schedule)			
	b	Investments -- corporate stock (attach schedule) #4	98,092	98,805	138,562
	c	Investments -- corporate bonds (attach schedule) #5	83,573	126,519	127,433
	LIABILITIES	11	Investments -- land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments -- mortgage loans			
13		Investments -- other (attach schedule)	37,662		
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)	229,348	227,808	268,479
17		Accounts payable and accrued expenses			
18		Grants payable			
FUND BALANCES	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	0	
		Foundations that follow SFAS 117, check here <input type="checkbox"/> 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, ck. here <input checked="" type="checkbox"/> 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	229,348	227,808		
30	Total net assets or fund balances (see the instructions)	229,348	227,808		
31	Total liabilities and net assets/fund balances (see the inst.)	229,348	227,808		

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	229,348
2	Enter amount from Part I, line 27a	2	-3,580
3	Other increases not included in line 2 (itemize) SEE ATTACHMENT #6	3	2,218
4	Add lines 1, 2, and 3	4	227,986
5	Decreases not included in line 2 (itemize) SEE ATTACHMENT #7	5	178
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30	6	227,808

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 ATTACHMENT #8			
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)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	98
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 beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	0.000000
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	0.000000
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	259,663
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	91
7 Add lines 5 and 6	7	91
8 Enter qualifying distributions from Part XII, line 4	8	12,700

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 inst.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	91
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	91
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	91
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations -- tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	91
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded	11	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)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the yr? If "Yes," complete Part II, col (c), & Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) AZ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A. Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SEE ATTACHMENT #9 Telephone no ▶ Located at ▶ ZIP+4 ▶			
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	▶ <input checked="" type="checkbox"/>		
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 ▶	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
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? <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 instructions)? N/A	1b	
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? ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 __, 20 __, 20 __, 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement -- see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3a	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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ...	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? ...	4b	X

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)? ☐ N/A ☒ 5b

Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No 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? ☐ Yes ☒ No 7b X

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 avg. hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
SEE ATTACHMENT #10				

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 avg. 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

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 the 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

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 SEE ATTACHMENT #11	
2	12,700
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	138,563
b	Average of monthly cash balances	1b	7,206
c	Fair market value of all other assets (see the instructions)	1c	117,848
d	Total (add lines 1a, b, and c)	1d	263,617
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	
3	Subtract line 2 from line 1d	3	263,617
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions)	4	3,954
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	259,663
6	Minimum investment return. Enter 5% of line 5	6	12,983

Part XI Distributable Amount (see 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	12,983
2a	Tax on investment income for 2010 from Part VI, line 5	2a	91
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	91
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,892
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,892
6	Deduction from distributable amount (see the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	12,892

Part XII Qualifying Distributions (see 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	12,700
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	12,700
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 the instructions)	5	91
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,609

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 the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				12,892
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			914	
b Total for prior years 20 ____ 20 ____ 20 ____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 12,700				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required -- see the instructions)				
c Treated as distributions out of corpus (Election required -- see the instructions)				
d Applied to 2010 distributable amount				12,700
e Remaining amount distributed out of corpus	1,059			
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	1,059			
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 the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount -- see the instructions			914	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				192
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,059			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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		N/A			
b Check box to indicate whether the foundation is a private operating foundation described in section		4942(j)(3) or	4942(j)(5)		
2a 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 exempt act					
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 min. investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test -- enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year -- see the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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
SEE ATTACHMENT 12

b The form in which applications should be submitted and information and materials they should include.
SEE ATTACHMENT 12

c Any submission deadlines
SEE ATTACHMENT 12

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE ATTACHMENT 12

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT #13				
Total			▶ 3a	12,700
b Approved for future payment				
Total			▶ 3b	

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) Excl code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees & contracts from government agencies					
2 Membership dues and assessments . . .					
3 Interest on savings and temporary cash investments . . .					
4 Dividends and interest from securities			14	11,268	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property . . .					
7 Other investment income			14	300	
8 Gain or (loss) from sales of assets other than inventory . . .			14	98	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		11,666	0
13 Total. Add line 12, columns (b), (d), and (e)				13	11,666

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

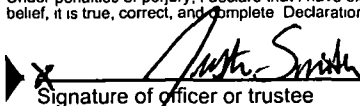
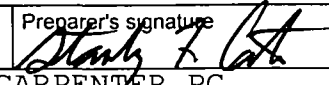
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			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

2 a 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		11/15/2011 Date		TRUSTEE Title
Paid Preparer Use Only	Print/Type preparer's name Stanley F. Carpenter		Preparer's signature 		Date 11/14/2011
	Firm's name ▶ STANLEY F CARPENTER PC		Check <input type="checkbox"/> if self-employed		PTIN
	Firm's address ▶ 1423 SO HIGLEY RD STE 100		Firm's EIN ▶		Phone no (480) 396-2428

ATTACHMENT 1: PAGE 1 - 990-PF PAGE 1, PART I, LINE 11

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

Employer Identification Number

74-2395114

Totals:

990 SCHEDULE OF ACCOUNTING FEES

ATTACHMENT 2: PAGE 1 - 990-PF PAGE 1, PART I, LINE 16B

OPEN TO PUBLIC
INSPECTION

For calendar year 2010, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM A. BARLOCKER FOUNDATION

74-2395114

[illegible]

990 OTHER EXPENSES SCHEDULE

ATTACHMENT 3: PAGE 1 990-PF PAGE 1, PART I, LINE 23

OPEN TO PUBLIC

INSPECTION

For calendar year 2010, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

WILLIAM A. BARLOCKER FOUNDATION

74-2395114

[illegible]

990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS

ATTACHMENT 4: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10B

OPEN TO PUBLIC
INSPECTION

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

Name of Organization

WILLIAM A. BARLOCKER FOUNDATION

Employer Identification Number

74-2395114

[illegible]

ATTACHMENT 5: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10C

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

WILLIAM A. BARLOCKER FOUNDATION

74-2395114

Total:	126,519	127,433
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ATTACHMENT 6: PAGE 1 - 990- PF PAGE 2, PART III, LINE 3

For calendar year 2010, or tax period beginning

, and ending

WILLIAM A. BARLOCKER FOUNDATION

74-2395114

[illegible]

ATTACHMENT 7: PAGE 1 - 990- PF PAGE 2, PART III, LINE 5

For calendar year 2010, or tax period beginning

, and ending

WILLIAM A. BARLOCKER FOUNDATION

74-2395114

[illegible]

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

ATTACHMENT 8: PAGE 1 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION		For calendar year 2010 or tax period beginning , and ending			
Name of Organization WILLIAM A. BARLOCKER FOUNDATION					Employer Identification Number 74-2395114
	(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)	
1	WAMU STOCK	P	06-15-2009	12-28-2010	
	(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)	
1	4,000		3,902	98	
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 if 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))	
1				98	

990 BOOKS ARE IN CARE OF

ATTACHMENT 9 - 990-PF PAGE 5, PART VII-A, LINE 14

OPEN TO PUBLIC
INSPECTION

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

Name of Organization

WILLIAM A. BARLOCKER FOUNDATION

Employer Identification Number

74-2395114

Part VII-A - Line 14

Individual Name

or

Business Name.

JUSTIN SMITH

Street Address

849 S. 54TH CIRCLE

U.S. Address

Zip code 85206

City MESA

State AZ

or

Foreign Address

City

Province or State

Country

Postal code

Phone Number

(480) 641-1276

Fax Number

ATTACHMENT 10: PAGE 1 - 990-PF PAGE 6, PART VIII

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

Employer Identification Number

74-2395114

JVA Copyright Forms (Software Only) - 2010 TW L0510F 10_EOPFPVA

990 SUMMARY OF DIRECT CHARITABLE ACTIVITIES

ATTACHMENT 11: PAGE 1 - 990-PF PAGE 7, PART IX-A, LINE 1

OPEN TO PUBLIC INSPECTION	For calendar year 2010, or tax period beginning , and ending
Name of Organization WILLIAM A. BARLOCKER FOUNDATION	Employer Identification Number 74-2395114

Charitable Activity

SCHOOL SCHOLARSHIPS AWARDED TO STUDENTS MEETING PRE-DETERMINED
QUALIFICATIONS. SEE ATTACHED LISTING OF STUDENT RECIPIENTS.

990 APPLICATION SUBMISSION INFORMATION

ATTACHMENT 12: PAGE 1 990-PF PAGE 10, PART XV, LINE 2
OPEN TO PUBLIC

For Calendar year 2010, or tax year period beginning		and ending
Name of Organization WILLIAM A. BARLOCKER FOUNDATION		Employer Identification Number 74-2395114

Name	Phone Number	Info and Materials Included	Submission Deadlines	Restrictions on Awards
JUSTIN SMITH 849 S. 54TH CIRCLE MESA, AZ 85206	480-969-0244	GRADES, FINANCIAL ABILITY, YEAR IN SCHOOL	AUGUST 1ST AND DECEMBER 1ST	NONE

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13: PAGE 1 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PUBLIC
INSPECTION

For calendar year 2010, or tax period beginning

, and ending

Name of Organization

WILLIAM A. BARLOCKER FOUNDATION

Employer Identification Number

74-2395114

Recipient	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
Name and Address (home or business)				
TRAVIS KAY 4008 EAST GLADE CIRCLE MESA AZ 85206	1ST COUSIN		COLLEGE TUITION	350
C.J. SMITH 1123 NORTH MIRAMAR MESA AZ 85213	1ST COUSIN		COLLEGE TUITION	750
HAYDEN SMITH 1123 NORTH MIRAMAR MESA AZ 85213	1ST COUSIN		COLLEGE TUITION	750
CIARA M WILLIAMS 21073 SE LANSING LANE DAMASCUS OR 97089	2ND COUSIN		COLLEGE TUITION	350
LENA M NOBLE-LATU 1053 EAST 9TH AVE MESA AZ 85204	1ST COUSIN		COLLEGE TUITION	750
CHANDA SMITH 841 SOUTH 54TH CIRCLE MESA AZ 85206	SISTER		COLLEGE TUITION	750
BARRETT SMITH 841 SOUTH 54TH CIRCLE MESA AZ 85206	BROTHER		COLLEGE TUITION	750
JOSHUA BARLOCKER 308 WEST JORDAN CLOVIS CA 93611	2ND COUSIN		COLLEGE TUITION	400
KACEE DILLON 1378 WEST 1170 NORTH FARMINGTON UT 84025	2ND COUSIN		COLLEGE TUITION	750
JAMES KREITZER 174 EAST 300 NORTH WASHINGTON UT 84780	2ND COUSIN ONCE REMOVED		COLLEGE TUITION	750
SAMUEL KREITZER 174 EAST 300 NORTH WASHINGTON UT 84780	2ND COUSIN ONCE REMOVED		COLLEGE TUITION	750
BENJAMIN T. TERRY 487 N 2360 NORTH SAINT GEORGE UT 84790	2ND COUSIN		COLLEGE TUITION	400
KELLY M. TERRY 4387 MONTDALE AVE LAS VEGAS NV 89121	2ND COUSIN ONCE REMOVED		COLLEGE TUITION	750
LANDON HALL 635 S CANFIELD MESA AZ 85208	2ND COUSIN		COLLEGE TUITION	300
DAVIN SMITH 841 SOUTH 54TH CIRCLE MESA AZ 85206	BROTHER		COLLEGE TUITION	750
KELSEY FREELOVE 351 W UNIVERSITY BLVD CEDAR CITY UT 84720	2ND COUSIN ONCE REMOVED		COLLEGE TUITION	750
Total:				10,050

ATTACHMENT 13: PAGE 2 990-PF PAGE 11, PART XV LINE 3A

For calendar year 2010, or tax period beginning

, and ending

WILLIAM A. BARLOCKER FOUNDATION

74-2395114

Total:

2,650

2010 DETAIL STATEMENTS

WILLIAM A. BARLOCKER FOUNDATIO
74-2395114

PAGE 1

STATEMENT #1 - DIVIDENDS (990-PF PG 1 LINE 4(B))

EDWARD JONES - DIV.....	3,202
EDWARD JONES - INT.....	7,905
EDWARD JONES - OID.....	161

TOTAL CARRIED TO 990-PF PG 1 LINE 4(B).....	11,268
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