Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: J. LANDIS AND SHARON MARTIN FAMILY FOUNDATION

A Employer identification number: 84-1466263

Number and street (or P O box number if mail is not delivered to street address): 150 VINE STREET | Room/suite

B Telephone number (see page 10 of the instructions): (303) 296-5637

City or town, state, and ZIP code: DENVER, CO 80206

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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,179,118.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,142,213.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,134.	3,134.		
	4 Dividends and interest from securities	81,412.	81,412.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	980,083.			
	b Gross sales price for all assets on line 6a 8,920,718.				
	7 Capital gain net income (from Part IV, line 2)		4,860,910.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-275,018.	-30,446.		ATCH 1
	12 **Total.** Add lines 1 through 11	4,931,824.	4,915,010.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	10,620.	5,310.		5,310.
	c Other professional fees (attach schedule) *	18,715.	9,358.		9,357.
	17 Interest	31.	31.		0.
	18 Taxes (attach schedule) (see page 14 of the instructions) **	7,547.	0.		0.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	4,054.	4,044.		10.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	40,967.	18,743.		14,677.
	25 Contributions, gifts, grants paid	2,382,188.			2,382,188.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,423,155.	18,743.		2,396,865.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	2,508,669.			
	b **Net investment income** (if negative, enter -0-)		4,896,267.		
	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	925,266.	910,442.	910,442.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 5	1,055,133.	2,156,912.	2,358,804.
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) ATCH 6	486,378.	1,908,092.	2,909,872.
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)	2,466,777.	4,975,446.	6,179,118.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	2,466,777.	4,975,446.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,466,777.	4,975,446.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,466,777.	4,975,446.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,466,777.
2	Enter amount from Part I, line 27a	2	2,508,669.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,975,446.
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	4,975,446.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 4,860,910.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	21,857.	2,393,752.	0.009131
2008	2,365,572.	3,502,130.	0.675467
2007	1,406,792.	5,670,918.	0.248071
2006	27,246.	4,771,470.	0.005710
2005	16,853.	484,690.	0.034771

2	**Total** of line 1, column (d)	2	0.973150
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	0.194630
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,471,741.
5	Multiply line 4 by line 3	5	1,454,225.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	48,963.
7	Add lines 5 and 6	7	1,503,188.
8	Enter qualifying distributions from Part XII, line 4	8	2,396,865.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	48,963.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	48,963.
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	48,963.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 5,448.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 60,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	65,448.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	16,485.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 16,485. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ J. LANDIS MARTIN Telephone no ▶ 303-296-5637 Located at ▶ 1999 BROADWAY, DENVER, CO. ZIP + 4 ▶ 80202			
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 7		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,104,902.
b	Average of monthly cash balances	1b	1,570,750.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2,909,872.
d	**Total** (add lines 1a, b, and c)	1d	7,585,524.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,585,524.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	113,783.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,471,741.
6	**Minimum investment return.** Enter 5% of line 5	6	373,587.

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

1	Minimum investment return from Part X, line 6			1	373,587.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	48,963.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	48,963.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	324,624.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	324,624.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	324,624.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,396,865.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,396,865.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	48,963.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,347,902.

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				324,624.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			0.	
b	Total for prior years 20 08 ,20 07 ,20 06		0.		
3	Excess distributions carryover, if any, to 2010				
a	From 2005				
b	From 2006				
c	From 2007 895,385.				
d	From 2008 2,197,325.				
e	From 2009				
f	**Total** of lines 3a through e	3,092,710.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,396,865.				
a	Applied to 2009, but not more than line 2a			0.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d	Applied to 2010 distributable amount				324,624.
e	Remaining amount distributed out of corpus	2,072,241.			
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	5,164,951.			
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 page 27 of the instructions		0.		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the 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 page 27 of the instructions)	0.			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	5,164,951.			
10	Analysis of line 9				
a	Excess from 2006				
b	Excess from 2007 895,385.				
c	Excess from 2008 2,197,325.				
d	Excess from 2009				
e	Excess from 2010 2,072,241.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

ATTACHMENT 8

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 9				
Total . . . . . ▶ 3a				2,382,188.
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 page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,134.	
4 Dividends and interest from securities			14	81,412.	
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			18	-275,018.	
8 Gain or (loss) from sales of assets other than inventory			18	980,083.	
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)				789,611.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 789,611.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
N/A	NOT APPLICABLE

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/14/11 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN J. RILEY	John J Riley	11/02/2011		P00071190

Firm's name ▶ TOPEL FORMAN L.L.C. Firm's EIN ▶ 36-2469413

Firm's address ▶ 500 NORTH MICHIGAN AVE, SUITE 1700 CHICAGO, IL 60611 Phone no 312-642-0006

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization
J. LANDIS AND SHARON MARTIN FAMILY FOUNDATION

Employer identification number
84-1466263

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization J. LANDIS AND SHARON MARTIN FAMILY FOUNDATION

Employer identification number 84-1466263

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	J. LANDIS & SHARON MARTIN 150 VINE STREET DENVER, CO 80206	$ 3,896,145.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	J. LANDIS & SHARON MARTIN 150 VINE STREET DENVER, CO 80206	$ 246,068.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization J. LANDIS AND SHARON MARTIN FAMILY FOUNDATION

Employer identification number 84-1466263

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	99,000 SHS: CROWN CASTLE INT'L CORP	$ 3,896,145.	03/11/2010
2	11,236 SHS: APARTMENT INVEST & MGNT CO	$ 246,068.	05/06/2010
		$	
		$	
		$	
		$	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		UBS [DK 10889 94] SEE ATTACHED STMT PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,415,877.		1,160,508.					255,369.	
		UBS [DK 10889 94] SEE ATTACHED STMT PROPERTY TYPE: SECURITIES				P	VAR	VAR
114,593.		130,307.					-15,714.	
		MERRILL LYNCH [51V-04138] SEE ATTACHED S PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,073,804.		1,727,005.					346,799.	
		MERRILL LYNCH [51V-04138] SEE ATTACHED S PROPERTY TYPE: SECURITIES				P/D	VAR	VAR
4,476,443.		566,906.					3,909,537.	
		CHARLES SCHWAB [5135-7303] SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
461,483.		397,009.					64,474.	
		PASSTHROUGH FROM SCHEDULE K-1 PROPERTY TYPE: OTHER				P	VAR	VAR
7,091.							7,091.	
		PASSTHROUGH FROM SCHEDULE K-1 PROPERTY TYPE: OTHER				P	VAR	VAR
181,361.							181,361.	
		EAGLEROCK ENERGY PARTNERS, LP PROPERTY TYPE: SECURITIES				P	VAR	VAR
190,066.		76,656.					113,410.	
		ADJUSTMENT DUE TO SALE OF PTP PROPERTY TYPE: SECURITIES				P	VAR	VAR
		1,417.					-1,417.	
TOTAL GAIN (LOSS)							4,860,910.	

SECURITY DESCRIPTION	DATE ACQUIRED	DATE SOLD	QUANTITY	PROCEEDS	COST BASIS	GAIN/LOSS	HOLDING PERIOD	DONATED/ PURCHASE
ALCOA INC	01/04/10	12/29/10	250 00	3,787 63	4,181 88	(394 25)	ST	P
ALLIED MOTION TECHNOLOGIES INC	11/20/09	07/23/10	200 00	841 48	450 00	391 48	ST	P
ALLIED MOTION TECHNOLOGIES INC	11/30/09	07/23/10	500 00	2,103 96	1,125 00	978 96	ST	P
ALLIED MOTION TECHNOLOGIES INC	12/01/09	04/23/10	3,000 00	14,080 56	6,739 48	7,341 08	ST	P
ALLIED MOTION TECHNOLOGIES INC	12/01/09	07/23/10	10,000 00	42,248 08	22,464 92	19,783 16	ST	P
ALLIED MOTION TECHNOLOGIES INC	12/01/09	07/23/10	400 00	1,680 47	898 60	781 87	ST	P
ALLIED MOTION TECHNOLOGIES INC	12/02/09	07/23/10	9,400 00	39,479 83	21,150 00	18,329 83	ST	P
ALLIED MOTION TECHNOLOGIES INC	02/17/10	07/23/10	100 00	427 57	284 50	143 07	ST	P
ALLIED MOTION TECHNOLOGIES INC	02/22/10	07/23/10	300 00	1,282 71	840 00	442 71	ST	P
ALLIED MOTION TECHNOLOGIES INC	02/23/10	07/23/10	1,402 00	5,994 55	3,925 60	2,068 95	ST	P
ALLIED MOTION TECHNOLOGIES INC	02/23/10	07/23/10	1,250 00	5,344 64	3,481 50	1,863 14	ST	P
ALLIED MOTION TECHNOLOGIES INC	02/24/10	07/23/10	60 00	256 54	168 00	88 54	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/01/10	07/23/10	1,000 00	4,275 71	3,486 00	789 71	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/01/10	07/23/10	1,000 00	4,275 71	3,734 10	541 61	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/02/10	07/23/10	112 00	486 63	388 26	98 37	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/02/10	07/23/10	9,888 00	42,278 25	34,278 24	8,000 01	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/03/10	07/23/10	4,888 00	21,238 00	17,108 00	4,130 00	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/03/10	07/26/10	315 00	1,389 51	1,102 50	287 01	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/03/10	07/27/10	3,497 00	15,040 55	12,239 50	2,801 05	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/04/10	07/27/10	1,300 00	5,591 28	4,550 00	1,041 28	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/08/10	07/27/10	1,000 00	4,300 99	3,200 00	1,100 99	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/15/10	07/27/10	500 00	2,150 49	1,650 00	500 49	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/31/10	07/27/10	303 00	1,303 20	1,099 52	203 68	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/31/10	07/28/10	916 00	3,938 73	3,323 97	614 76	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/31/10	07/28/10	6,379 00	27,429 23	23,148 02	4,281 21	ST	P
ALLIED MOTION TECHNOLOGIES INC	03/31/10	08/04/10	9,402 00	40,428 27	34,117 83	6,310 44	ST	P
ALLIED MOTION TECHNOLOGIES INC	04/01/10	08/04/10	10,035 00	43,150 15	38,330 62	4,819 53	ST	P
ALLIED MOTION TECHNOLOGIES INC	04/05/10	08/04/10	5,000 00	21,499 83	19,750 00	1,749 83	ST	P
ALLIED MOTION TECHNOLOGIES INC	04/06/10	08/04/10	1,000 00	4,299 97	3,950 00	349 97	ST	P
ALLIED MOTION TECHNOLOGIES INC	04/19/10	08/04/10	563 00	2,420 88	2,223 85	197 03	ST	P
ALLIED MOTION TECHNOLOGIES INC	04/19/10	08/05/10	5,000 00	21,504 25	19,750 00	1,754 25	ST	P
ALLIED MOTION TECHNOLOGIES INC	04/19/10	08/06/10	1,195 00	5,199 40	4,720 25	479 15	ST	P
ALLIED MOTION TECHNOLOGIES INC	04/20/10	08/06/10	1,705 00	7,418 38	6,734 75	683 63	ST	P
ALLIED MOTION TECHNOLOGIES INC	04/20/10	08/09/10	1,296 00	5,573 69	5,119 20	454 49	ST	P
ALLIED MOTION TECHNOLOGIES INC	04/20/10	08/10/10	5,999 00	25,795 68	23,696 05	2,099 63	ST	P
BIG LOTS INC	01/04/10	12/28/10	140 00	4,211 12	4,035 85	175 27	ST	P
CENTURYLINK INC	09/29/10	12/29/10	10,000 00	461,792 69	397,000 00	64,792 69	ST	P
COMPX INT'L INC	01/11/10	06/15/10	530 00	7,726 37	3,869 00	3,857 37	ST	P
COMPX INT'L INC	02/09/10	06/15/10	100 00	1,457 81	719 00	738 81	ST	P
COMPX INT'L INC	02/11/10	06/15/10	200 00	2,915 61	1,438 00	1,477 61	ST	P
COMPX INT'L INC	02/16/10	06/15/10	700 00	10,204 64	5,040 00	5,164 64	ST	P
COMPX INT'L INC	02/17/10	06/15/10	200 00	2,915 61	1,440 00	1,475 61	ST	P
COMPX INT'L INC	02/17/10	06/15/10	100 00	1,457 81	737 56	720 25	ST	P
COMPX INT'L INC	02/19/10	06/15/10	70 00	1,020 46	508 60	511 86	ST	P
COMPX INT'L INC	02/19/10	06/16/10	200 00	2,901 95	1,453 14	1,448 81	ST	P

SECURITY DESCRIPTION	DATE ACQUIRED	DATE SOLD	QUANTITY	PROCEEDS	COST BASIS	GAIN/LOSS	HOLDING PERIOD	DONATED/ PURCHASE
COMPX INT'L INC	02/19/10	06/17/10	430 00	6,287 92	3,124 26	3,163 66	ST	P
COMPX INT'L INC	02/19/10	06/15/10	100 00	1,457 81	720 00	737 81	ST	P
COMPX INT'L INC	02/22/10	06/17/10	1,070 00	15,646 70	7,903 52	7,743 18	ST	P
COMPX INT'L INC	02/22/10	06/18/10	630 00	9,410 46	4,653 48	4,756 98	ST	P
COMPX INT'L INC	02/23/10	06/18/10	100 00	1,493 72	790 00	703 72	ST	P
COMPX INT'L INC	03/01/10	06/18/10	70 00	1,045 61	573 79	471 82	ST	P
COMPX INT'L INC	03/01/10	06/21/10	200 00	2,911 95	1,639 40	1,272 55	ST	P
COMPX INT'L INC	03/01/10	08/11/10	730 00	8,759 85	5,983 81	2,776 04	ST	P
COMPX INT'L INC	03/01/10	08/11/10	100 00	1,199 98	820 00	379 98	ST	P
COMPX INT'L INC	03/11/10	08/11/10	900 00	10,799 81	7,155 00	3,644 81	ST	P
GENERAL ELECTRIC CO	01/05/10	12/28/10	260 00	4,742 31	4,044 95	697 36	ST	P
GENZYME CORP	01/04/10	12/07/10	80 00	5,647 90	3,909 60	1,738 30	ST	P
LOEWS CORP	01/06/10	12/28/10	110 00	4,287 94	4,101 57	186 37	ST	P
LOEWS COMPANIES INC	01/04/10	12/28/10	170 00	4,282 36	3,967 55	314 81	ST	P
MARTEK BIOSCIENCES CORP	01/07/10	12/29/10	210 00	6,607 22	4,050 59	2,556 63	ST	P
MEDTRONIC INC	01/04/10	12/29/10	90 00	3,348 12	3,960 00	(611 88)	ST	P
MERCK & CO INC	01/04/10	12/28/10	110 00	3,978 81	4,075 23	(96 42)	ST	P
MINE SAFETY APPLIANCES CO	01/04/10	12/28/10	150 00	4,756 74	4,074 60	682 14	ST	P
NL INDUSTRIES INC NEW	02/09/10	04/05/10	5,000 00	41,666 75	34,000 00	7,666 75	ST	P
NL INDUSTRIES INC NEW	02/17/10	04/05/10	500 00	4,166 68	3,450 00	716 68	ST	P
NL INDUSTRIES INC NEW	02/17/10	04/05/10	500 00	4,166 68	3,455 00	711 68	ST	P
NL INDUSTRIES INC NEW	03/01/10	04/05/10	1,055 00	8,791 69	7,678 29	1,113 40	ST	P
NL INDUSTRIES INC NEW	03/01/10	04/06/10	2,345 00	19,961 72	17,066 91	2,894 81	ST	P
NL INDUSTRIES INC NEW	03/01/10	04/06/10	3,400 00	28,942 37	25,293 00	3,649 37	ST	P
NL INDUSTRIES INC NEW	03/01/10	04/06/10	1,000 00	8,512 46	7,450 00	1,062 46	ST	P
NL INDUSTRIES INC NEW	03/02/10	04/06/10	9,200 00	78,314 65	71,115 10	7,199 55	ST	P
NL INDUSTRIES INC NEW	03/02/10	04/13/10	10,000 00	84,211 59	77,299 02	6,912 57	ST	P
NL INDUSTRIES INC NEW	03/02/10	05/03/10	1,200 00	10,559 82	9,275 88	1,283 94	ST	P
NL INDUSTRIES INC NEW	03/10/10	05/03/10	3,800 00	33,439 43	30,964 68	2,474 75	ST	P
NL INDUSTRIES INC NEW	03/10/10	08/11/10	6,200 00	62,245 86	50,521 32	11,724 54	ST	P
PROCTER & GAMBLE CO	01/05/09	01/04/10	60 00	3,670 28	3,727 67	(57 39)	ST	P
TORCHMARK CORP	01/04/10	12/28/10	90 00	5,441 30	4,012 83	1,428 47	ST	P
TOTAL SHORT-TERM CAPITAL GAIN/LOSS				**1,415,877.36**	**1,160,508 34**	**255,369.02**		
CITIGROUP INC	12/16/04	10/07/10	500 00	2,084 96	23,600 00	(21,515 04)	LT	P
FRONTIER COMMUNICATIONS CORP	12/16/04	07/02/10	0 02	0 14	0 20	(0 06)	LT	P
FRONTIER COMMUNICATIONS CORP	12/16/04	09/20/10	77 00	624 61	790 38	(165 77)	LT	P
FRONTIER COMMUNICATIONS CORP	01/03/07	09/20/10	43 00	348 81	427 89	(79 08)	LT	P
PROCTER & GAMBLE CO	01/03/07	01/04/10	100 00	6,117 14	6,430 00	(312 86)	LT	P
VERIZON COMMUNICATIONS	12/16/04	09/22/10	320 00	10,323 28	11,697 91	(1,374 63)	LT	P
VERIZON COMMUNICATIONS	01/03/07	09/22/10	180 00	5,806 84	6,378 38	(571 54)	LT	P
3M COMPANY	02/14/06	03/02/10	1,000 00	81,110 96	73,620 00	7,490 96	LT	P
3M COMPANY	02/14/06	03/10/10	100 00	8,176 21	7,362 00	814 21	LT	P
TOTAL LONG-TERM CAPITAL GAIN/LOSS				**114,592.95**	**130,306.76**	**(15,713.81)**		

SECURITY DESCRIPTION	DATE ACQUIRED	DATE SOLD	QUANTITY	PROCEEDS	COST BASIS	GAIN/LOSS	HOLDING PERIOD	DONATED/ PURCHASE
ALLIED MOTION TECH INC	04/21/10	08/10/10	200 00	827 98	822 00	5 98	ST	P
ALLIED MOTION TECH INC	04/21/10	08/10/10	4,800 00	19,871 66	20,320 80	(449 14)	ST	P
ALLIED MOTION TECH INC	04/21/10	08/10/10	5,000 00	20,699 64	21,396.00	(696 36)	ST	P
ALLIED MOTION TECH INC	04/21/10	08/10/10	10,000.00	41,399 30	42,300 00	(900 70)	ST	P
ALLIED MOTION TECH INC	04/21/10	08/10/10	5,234 00	21,930 08	22,139 82	(209 74)	ST	P
ALLIED MOTION TECH INC	04/22/10	08/10/10	9,766 00	40,918 83	42,771 17	(1,852 34)	ST	P
ALLIED MOTION TECH INC	04/22/10	08/10/10	4,601 00	19,277.86	20,014 35	(736 49)	ST	P
ALLIED MOTION TECH INC	04/27/10	08/10/10	399.00	1,671 79	1,807 47	(135 68)	ST	P
ALLIED MOTION TECH INC	04/27/10	08/10/10	5,000 00	21,199 65	22,650 00	(1,450 35)	ST	P
ALLIED MOTION TECH INC	04/27/10	08/10/10	5,000 00	20,949.63	22,650 00	(1,700 37)	ST	P
ALLIED MOTION TECH INC	05/14/10	08/10/10	4,627 00	19,386 80	20,960 31	(1,573 51)	ST	P
ALLIED MOTION TECH INC	05/14/10	08/10/10	388 00	1,625 69	1,757 64	(131 95)	ST	P
ALLIED MOTION TECH INC	05/14/10	08/10/10	373 00	1,562 84	1,726.99	(164 15)	ST	P
ALLIED MOTION TECH INC	05/14/10	08/10/10	4,612 00	19,323 96	21,353 56	(2,029 60)	ST	P
ALLIED MOTION TECH INC	05/14/10	08/10/10	10,000 00	42,299 27	45,300 00	(3,000 73)	ST	P
ALLIED MOTION TECH INC	05/14/10	08/10/10	9,800 00	41,453 29	43,904 00	(2,450 71)	ST	P
ALLIED MOTION TECH INC	05/14/10	08/10/10	200 00	845 99	896 00	(50 01)	ST	P
COMPX INTERNATIONAL INC	04/21/10	08/27/10	500 00	6,025 00	4,910 50	1,114 50	ST	P
COMPX INTERNATIONAL INC	04/21/10	08/31/10	300 00	3,656 94	2,946 30	710 64	ST	P
COMPX INTERNATIONAL INC	04/21/10	09/01/10	300 00	3,656.94	2,946 30	710 64	ST	P
COMPX INTERNATIONAL INC	04/21/10	09/14/10	355 00	4,593 62	3,486.46	1,107 16	ST	P
COMPX INTERNATIONAL INC	04/21/10	09/14/10	845 00	10,934 11	8,414.68	2,519 43	ST	P
COMPX INTERNATIONAL INC	04/21/10	09/14/10	600 00	7,763 87	6,036.00	1,727 87	ST	P
COMPX INTERNATIONAL INC	04/21/10	09/14/10	150 00	1,940 97	1,522 50	418 47	ST	P
COMPX INTERNATIONAL INC	04/22/10	09/14/10	50 00	646 99	507.50	139 49	ST	P
COMPX INTERNATIONAL INC	04/22/10	09/27/10	38 00	529 71	385 70	144 01	ST	P
COMPX INTERNATIONAL INC	04/22/10	09/27/10	100 00	1,394 98	1,015 00	379 98	ST	P
EAGLE ROCK ENERGY (RTS)	06/30/10	09/21/10	10,000 00	10,699 81	-	10,699 81	ST	P
EAGLE ROCK ENERGY (RTS)	06/30/10	10/05/10	10,000 00	11,308 81	-	11,308 81	ST	P
EAGLE ROCK ENERGY (RTS)	06/30/10	10/05/10	18,500 00	20,904 64	-	20,904 64	ST	P
EAGLE ROCK ENERGY (RTS)	07/15/10	10/05/10	3,626 00	4,097 31	-	4,097 31	ST	P
FRONTIER COMMUNICATIONS	07/07/09		-	1.38	1 25	0 13	ST	P
FRONTIER COMMUNICATIONS	05/06/10	09/17/10	2,400 00	19,055 68	17,775 22	1,280 46	ST	P
FRONTIER COMMUNICATIONS	05/06/10	09/17/10	2,401 00	19,063 62	17,216 99	1,846 63	ST	P
NL INDUSTRIES INC	04/26/10	08/06/10	115 00	1,089 03	983 25	105 78	ST	P
NL INDUSTRIES INC	04/26/10	08/06/10	9,885 00	93,609 36	84,516 75	9,092 61	ST	P
NL INDUSTRIES INC	04/26/10	08/11/10	150 00	1,490 97	1,272 00	218 97	ST	P
NL INDUSTRIES INC	04/26/10	08/11/10	100 00	993 98	849 00	144 98	ST	P
NL INDUSTRIES INC	04/26/10	08/11/10	300 00	2,981 95	2,553 00	428 95	ST	P
NL INDUSTRIES INC	04/26/10	08/11/10	100 00	993 98	852 00	141 98	ST	P
NL INDUSTRIES INC	04/26/10	08/11/10	63.00	626 22	537 39	88 83	ST	P
NL INDUSTRIES INC	04/26/10	08/12/10	237 00	2,334 97	2,021 61	313 36	ST	P
NL INDUSTRIES INC	04/26/10	08/12/10	200 00	1,970 44	1,708 00	262 44	ST	P
NL INDUSTRIES INC	04/26/10	08/12/10	1,263 00	12,443 39	10,798 65	1,644 74	ST	P
NL INDUSTRIES INC	04/26/10	08/17/10	1,000 00	10,201 83	8,550 00	1,651 83	ST	P
NL INDUSTRIES INC	04/26/10	08/17/10	409 00	4,149 15	3,496 95	652 20	ST	P
NL INDUSTRIES INC	04/27/10	08/17/10	4,194 00	42,546 57	35,858 70	6,687 87	ST	P
NL INDUSTRIES INC	04/27/10	08/17/10	6,500 00	65,626 78	55,575 00	10,051 78	ST	P

SECURITY DESCRIPTION	DATE ACQUIRED	DATE SOLD	QUANTITY	PROCEEDS	COST BASIS	GAIN/LOSS	HOLDING PERIOD	DONATED/ PURCHASE
NL INDUSTRIES INC	04/27/10	08/18/10	100 00	1,033 98	855 00	178 98	ST	P
NL INDUSTRIES INC	04/27/10	08/18/10	1 00	10 28	8 55	1 73	ST	P
NL INDUSTRIES INC	04/27/10	08/18/10	383 00	3,923 57	3,274 65	648 92	ST	P
NL INDUSTRIES INC	04/27/10	08/18/10	1,817 00	18,613.95	15,535 35	3,078 60	ST	P
NL INDUSTRIES INC	04/27/10	11/04/10	316 00	3,711.77	2,701.80	1,009 97	ST	P
NL INDUSTRIES INC	04/27/10	11/05/10	1,194 00	14,017 32	10,208 70	3,808 62	ST	P
NL INDUSTRIES INC	04/30/10	11/05/10	6,673 00	78,339 68	57,052 82	21,286.86	ST	P
NL INDUSTRIES INC	04/30/10	11/05/10	5,000 00	58,699 01	42,716 00	15,983 01	ST	P
NL INDUSTRIES INC	04/30/10	11/05/10	5,000 00	58,866 00	42,716 00	16,150 00	ST	P
NL INDUSTRIES INC	04/30/10	11/05/10	459 00	5,403 90	3,919 86	1,484 04	ST	P
NL INDUSTRIES INC	04/30/10	11/24/10	400 00	4,787 92	3,416 00	1,371 92	ST	P
NL INDUSTRIES INC	04/30/10	11/24/10	4,141.00	49,525 52	35,364 14	14,161 38	ST	P
VALHI INC	05/07/10	04/30/10	2,000 00	57,438 02	51,920.00	5,518 02	ST	P
VALHI INC	05/07/10	04/30/10	2,000 00	57,438 03	47,620 00	9,818 03	ST	P
VALHI INC	05/07/10	04/30/10	300 00	8,615 71	7,021 65	1,594 06	ST	P
VALHI INC	05/07/10	05/03/10	700 00	20,082 66	16,383 85	3,698 81	ST	P
VALHI INC	05/07/10	05/03/10	1,000 00	28,689 51	23,382 80	5,306 71	ST	P
VALHI INC	05/12/10	05/03/10	1,000 00	28,689 51	22,919 40	5,770 11	ST	P
VALHI INC	05/12/10	05/03/10	1,000 00	28,689 51	23,010.00	5,679 51	ST	P
VALHI INC	05/12/10	05/03/10	1,000 00	28,689 52	22,910.00	5,779 52	ST	P
VALHI INC	05/12/10	05/03/10	1,000 00	28,689 52	22,560 00	6,129 52	ST	P
VALHI INC	05/12/10	05/03/10	1,000 00	29,256 60	22,560 00	6,696 60	ST	P
VALHI INC	05/12/10	05/03/10	1,000 00	29,256.60	22,519 80	6,736 80	ST	P
VALHI INC	05/12/10	05/03/10	1,000 00	29,256.60	22,556 00	6,700 60	ST	P
VALHI INC	05/12/10	05/03/10	100 00	2,925 66	2,251 00	674 66	ST	P
VALHI INC	05/13/10	05/03/10	603 00	17,641 73	13,597 65	4,044.08	ST	P
VALHI INC	05/14/10	05/03/10	1,297 00	37,945 83	29,245 40	8,700 43	ST	P
VERIZON COMMUNICATIONS INC	05/06/10	09/21/10	10,000 00	320,494.58	268,914 88	51,579 70	ST	P
VERIZON COMMUNICATIONS INC	05/06/10	09/21/10	10,000 00	320,494 58	260,356 66	60,137 92	ST	P
TOTAL SHORT-TERM CAPITAL GAIN/LOSS				**2,073,804.33**	**1,727,004.77**	**346,799.56**		
APARTMENT INVESTMENT & MGMT CO	12/04/08	05/07/10	2,376.00	51,534 56	20,101 00	31,433 56	LT	D
APARTMENT INVESTMENT & MGMT CO	02/03/09	05/07/10	5,920 00	128,402 62	52,806 00	75,596 62	LT	D
APARTMENT INVESTMENT & MGMT CO	02/03/09	05/07/10	2,940 00	63,767.53	28,165 00	35,602 53	LT	D
CROWN CASTLE INT'L CORP	08/16/02	03/15/10	99,000 00	3,828,548 60	158,895 00	3,669,653 60	LT	D
FRONTIER COMMUNICATIONS	07/07/09	09/17/10	2,400 00	19,055 67	18,420 47	635 20	LT	P
INTREPID POTASH INC	06/05/07	11/18/10	2,082 00	64,398 50	9,841 61	54,556 89	LT	P
VERIZON COMMUNICATIONS INC	07/07/09	09/21/10	8,028 00	257,533 88	223,721.52	33,812 36	LT	P
VERIZON COMMUNICATIONS INC	07/07/09	09/21/10	1,972 00	63,201 52	54,955 01	8,246.51	LT	P
TOTAL LONG-TERM CAPITAL GAIN/LOSS				**4,476,442.88**	**566,905.61**	**3,909,537.27**		

J. LANDIS & SHARON MARTIN FAMILY FOUNDATION
2010 STATEMENT OF REALIZED GAINS AND LOSSES

CHARLES SCHWAB & CO
ACCOUNT NUMBER: 5135-7303

SECURITY DESCRIPTION	DATE ACQUIRED	DATE SOLD	QUANTITY	PROCEEDS	COST BASIS	GAIN/LOSS	HOLDING PERIOD	DONATED/ PURCHASE
CENTURYLINK INC	09/30/10	12/29/10	10,000 00	461,483 25	397,008 95	64,474 30	ST	P
TOTAL SHORT-TERM CAPITAL GAIN/LOSS				**461,483.25**	**397,008.95**	**64,474.30**		

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PLATTE RIVER VENTURES I, L.P.	-3,098.	-3,098.
TRAILHEAD MICROCAP FUND, L.P.	214.	-8,366.
EAGLEROCK ENERGY PARTNERS, L.P.	-272,134.	-271,815.
ORDINARY GAIN FROM DISPOSITION OF PTP	0.	23,631.
AMOUNT REPORTED ON FORM 990T	0.	229,202.
TOTALS	-275,018.	-30,446.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	18,715.	9,358.	9,357.
TOTALS	18,715.	9,358.	9,357.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	7,547.	0.	0.
TOTALS	7,547.	0.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	4,044.	4,044.	0.
IL CHARITABLE REGISTRATION	10.	0.	10.
TOTALS	4,054.	4,044.	10.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALLIED MOTION TECH 200 SHS	450.	0.	0.
ALLIED MOTION TECH 500 SHS	1,125.	0.	0.
ALLIED MOTION TECH 12,400 SHS	30,103.	0.	0.
ALLIED MOTION TEC 9,400 SHS	21,150.	0.	0.
ALTRIA GROUP 500 SHS	7,033.	7,033.	12,310.
AT&T INC 500 SHS	12,815.	12,815.	14,690.
BP PLC 5,000 SHS	0.	207,045.	220,850.
CITIGROUP INC 500 SHS	23,600.	0.	0.
COCA COLA CO COM 500 SHS	20,745.	20,745.	32,885.
COCA COLA CO COM 100 SHS	4,053.	4,053.	6,577.
FEDEX CORP 60 SHS	3,857.	3,857.	5,581.
JOHNSON & JOHNSON 5,000 SHS	0.	311,246.	311,246.
MCDONALDS CORP 60 SHS	3,798.	3,798.	4,606.
MDC HOLDINGS INC 15,910 SHS	0.	461,851.	461,851.
PROCTER & GAMBLE 100 SHS	6,430.	0.	0.
PROCTER & GAMBLE 60 SHS	3,728.	0.	0.
VERIZON COMMUNICATION 320 SHS	12,486.	0.	0.
VERIZON COMMUNICATION 180 SHS	6,808.	0.	0.
VULCAN MATERIALS CO 80 SHS	0.	4,184.	3,549.
WALGREEN CO 110 SHS	0.	4,093.	4,286.
3M COMPANY 1,900 SHS	220,860.	139,878.	163,970.
BP PLC 10,000 SHS	0.	413,600.	441,700.
COMPX INTERNATIONAL 1,612 SHS	0.	16,362.	18,538.
COMPX INTERNATIONAL 150 SHS	0.	1,560.	1,725.
COMPX INTERNATIONAL 1,500 SHS	0.	17,201.	17,250.
COMPX INTERNATIONAL 500 SHS	0.	5,775.	5,750.
INTREPID POTASH 12,082 SHS	9,842.	0.	0.
NL INDUSTRIES INC 4,486 SHS	0.	31,626.	50,064.
NL INDUSTRIES INC 5,514 SHS	0.	38,874.	61,536.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VERIZON COMM	10,000 SHS	297,100.	0.	0.
3M COMPANY	5,000 SHS	369,150.	369,150.	431,500.
BP PLC	2,000 SHS	0.	82,166.	88,340.
	TOTALS	1,055,133.	2,156,912.	2,358,804.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PLATTE RIVER VENTURES I, LP	139,950.	140,208.	140,208.
TRAILHEAD MICROCAP FUND, LP	346,428.	384,533.	384,533.
EAGLEROCK ENERGY FUND, LP	0.	561,499.	1,043,380.
EAGLEROCK ENERGY FUND, LP	0.	821,852.	1,341,751.
TOTALS	486,378.	1,908,092.	2,909,872.

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J. LANDIS MARTIN 1999 BROADWAY, SUITE 4300 DENVER, CO 80202	DIRECTOR	0.	0.	0.
SHARON S. MARTIN 1999 BROADWAY, SUITE 4300 DENVER, CO 80202	DIRECTOR	0.	0.	0.
MARY F. HENDERSON 1999 BROADWAY, SUITE 4300 DENVER, CO 80202	DIRECTOR	0.	0.	0.
SARAH L. MARTIN 1999 BROADWAY, SUITE 4300 DENVER, CO 80202	DIRECTOR	0.	0.	0.
EMILY P. MARTIN 1999 BROADWAY, SUITE 4300 DENVER, CO 80202	DIRECTOR	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

J. LANDIS MARTIN
SHARON MARTIN

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTRAL CITY OPERA HOUSE ASSOCIATION	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	525,000
CLYFFORD STILL MUSEUM	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	600,000
DENVER ART MUSEUM	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	1,103,938.
DESERT CABALLEROS WESTERN MUSEUM	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	10,000
DOCTORS WITHOUT BORDERS	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	10,000
GLOBAL DOWN SYNDROME FUND	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRALAND COUNTY DAY SCHOOL	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	100,000
NEBRASKA NATURE AND VISITOR CENTER	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	10,000.
NEWBORN HOPE	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	1,000
NORTHWESTERN UNIVERSITY SETTLEMENT	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	250
OCEAN ENERGY INSTITUTE	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	5,000.
ST. ANNE'S EPISCOPAL SCHOOL	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	10,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CELL	NONE PUBLIC	TO FURTHER PROGRAM SERVICES	2,000
		TOTAL CONTRIBUTIONS PAID	2,382,188