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 ,

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

Genesis Foundation
6990 S Polo Ridge Drive
Littleton, CO 80128

A Employer identification number
84-1481478

B Telephone number (see the instructions)
303-973-7020

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 2,461,492.

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

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)	5,700.			
	2	Ck ► ☐ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	24,602.	24,602.	24,602.	
	4	Dividends and interest from securities	23,755.	23,755.	23,755.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	43,500.			
	b	Gross sales price for all assets on line 6a 868,144.				
	7	Capital gain net income (from Part IV, line 2)		43,500.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	72.	72.		
	12	**Total.** Add lines 1 through 11	97,629.	91,929.	48,357.	
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 sch) See St 2	5,700.	2,850.		2,850.
	c	Other prof fees (attach sch) See St 3	14,781.	14,781.		
	17	Interest				
	18	Taxes (attach schedule)(see instr)				
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	212.	18.		19.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,693.	17,649.		2,869.
	25	Contributions, gifts, grants paid Part XV	129,300.			129,300.
	26	**Total expenses and disbursements.** Add lines 24 and 25	149,993.	17,649.	0.	132,169.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-52,364.			
	b	**Net investment income** (if negative, enter -0-)		74,280.		
	c	**Adjusted net income** (if negative, enter -0-)			48,357.	

8

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	12,764.	-3,264.	3,735.
	2 Savings and temporary cash investments .	66,774.	212,121.	212,123.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less· allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ▶ 21,544.	Statement 5		
	Less allowance for doubtful accounts ▶	23,685.	21,544.	21,544.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule) .			
	b Investments – corporate stock (attach schedule)	861,876.	959,612.	1,273,664.
	c Investments – corporate bonds (attach schedule)	520,223.	242,933.	252,414.
	11 Investments – land, buildings, and equipment basis ▶			
	Less· accumulated depreciation (attach schedule) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 6	698,000.	698,000.	698,000.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ See Statement 7)		12.	12.
	16 **Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	2,183,322.	2,130,958.	2,461,492.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,183,322.	2,130,958.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	2,183,322.	2,130,958.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	2,183,322.	2,130,958.	

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	2,183,322.
2 Enter amount from Part I, line 27a	2	-52,364.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 .	4	2,130,958.
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	2,130,958.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	450 Williams Partners LP	P	Various	6/17/10
b	Various Morgan Stanley - See attached schedule	P	Various	Various
c	Various Morgan Stanley - See attached schedule	P	Various	Various
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	19,285.		17,384.	1,901.
b	149,005.		147,619.	1,386.
c	699,854.		659,641.	40,213.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) **or** Losses (from column (h))
a				1,901.
b				1,386.
c				40,213.
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**	43,500.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	**3**	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (column (b) divided by column (c))
2009	169,155.	2,363,834.	0.071560
2008	86,710.	2,725,734.	0.031812
2007	154,316.	2,969,956.	0.051959
2006	105,500.	2,778,081.	0.037976
2005	106,780.	2,673,576.	0.039939

2	**Total** of line 1, column (d)	**2**	0.233246
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**	0.046649
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	**4**	2,401,201.
5	Multiply line 4 by line 3	**5**	112,014.
6	Enter 1% of net investment income (1% of Part I, line 27b)	**6**	743.
7	Add lines 5 and 6	**7**	112,757.
8	Enter qualifying distributions from Part XII, line 4	**8**	132,169.

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 ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instr.)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	743.
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	743.
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	743.
6 Credits/Payments				
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	372.		
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	372.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	371.
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	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ► $ 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?	2		X
If 'Yes,' attach a detailed description of the activities.			
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	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*	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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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 ► Michael L Iiams Telephone no. ► 303-973-7020

Located at ► 6990 S Polo Ridge Drive Littleton CO ZIP + 4 ► 80123

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

				Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		X
	See 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
1 a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ **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 the instructions)?		1 b	N/A	
	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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ **Yes** ☒ **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 the instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4 b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☒ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☒ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☒ **No**

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☒ **No**

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? N/A **7b**

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

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

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Michael L. Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	President 0	0.	0.	0.
Nancy Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	Secretary 0	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 **Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a	Average monthly fair market value of securities		**1a**	2,410,864.
b	Average of monthly cash balances		**1b**	4,477.
c	Fair market value of all other assets (see instructions)		**1c**	22,427.
d	**Total** (add lines 1a, b, and c)		**1d**	2,437,768.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	**1e** 0.		
2	Acquisition indebtedness applicable to line 1 assets		**2**	0.
3	Subtract line 2 from line 1d		**3**	2,437,768.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		**4**	36,567.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		**5**	2,401,201.
6	***Minimum investment return.*** Enter 5% of line 5		**6**	120,060.

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

1	Minimum investment return from Part X, line 6		**1**	120,060.
2a	Tax on investment income for 2010 from Part VI, line 5	**2a** 743.		
b	Income tax for 2010 (This does not include the tax from Part VI)	**2b**		
c	Add lines 2a and 2b		**2c**	743.
3	Distributable amount before adjustments Subtract line 2c from line 1		**3**	119,317.
4	Recoveries of amounts treated as qualifying distributions		**4**	
5	Add lines 3 and 4		**5**	119,317.
6	Deduction from distributable amount (see instructions)		**6**	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		**7**	119,317.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	**1a**	132,169.
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**	132,169.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	**5**	743.
6	***Adjusted qualifying distributions.*** Subtract line 5 from line 4	**6**	131,426.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	**(b)** Years prior to 2009	**(c)** 2009	**(d)** 2010
1 Distributable amount for 2010 from Part XI, line 7				119,317.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			110,174.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► $ 132,169.				
a Applied to 2009, but not more than line 2a			110,174.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				21,995.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				97,322.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
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) N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Statement 8				
Total			► **3a**	129,300.
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		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	24,602.	
4 Dividends and interest from securities			14	23,755.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	43,500.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a PTP Income			14	72.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				91,929.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 91,929.

(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.)
N/A	

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	**1 a (1)**		X
	(2) Other assets	**1 a (2)**		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
	(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
	(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
	(4) Reimbursement arrangements	**1 b (4)**		X
	(5) Loans or loan guarantees	**1 b (5)**		X
	(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		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			

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
N/A		

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

11/14/11
Date

▶ President
Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN
Deborah L. Dye		119-11		N/A

Firm's name ▶ Trimble Weist Dye & Ezra CPAs

Firm's EIN ▶ N/A

Firm's address ▶ 5990 Greenwood Plaza Blvd. Suite 203
Greenwood Village, CO 80111

Phone no (303) 220-8899

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	**Employer identification number**
Genesis Foundation	84-1481478

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 their 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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2010) Page 1 of 1 of Part I

Name of organization	Employer identification number
Genesis Foundation	84-1481478

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Michael L. Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	$ 5,700.	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)
		$	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
Genesis Foundation

Employer identification number
84-1481478

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
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2010) Page 1 of 1 of **Part III**

Name of organization	**Employer identification number**
Genesis Foundation	84-1481478

Part III ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete cols **(a)** through **(e) and** the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

(a) No. from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
PTP Income	$ 72.	$ 72.	
Total	$ 72.	$ 72.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	$ 5,700.	$ 2,850.		$ 2,850.
Total	$ 5,700.	$ 2,850.	$ 0.	$ 2,850.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Management Fees	$ 14,781.	$ 14,781.		
Total	$ 14,781.	$ 14,781.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	$ 37.	$ 18.		$ 19.
Penalties and interest	175.			
Total	$ 212.	$ 18.	$ 0.	$ 19.

Statement 5
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

	Fair Market	Doubtful Accounts

Statement 5 (continued)
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans		Book Value	Value	Allowance
Frank and Peg Amos		$ 21,544.	$ 21,544.	$ 0.
	Total	$ 21,544.	$ 21,544.	

Allowance for Doubtful Accounts	$ 0.
Net Other Notes/Loans Rec. - Book Value	$ 21,544.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

Other Securities	Valuation Method	Book Value	Fair Market Value
AMS Series B prefered stock	Cost	$ 198,000.	$ 198,000.
AMS Common Stock	Cost	500,000.	500,000.
	Total	$ 698,000.	$ 698,000.

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Purchase Interest Paid	$ 12.	$ 12.
Total	$ 12.	$ 12.

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Easter Seals 5755 West Alameda Avenue Lakewood, CO 80226	none	501(c)	General	$ 51,700.
Lutheran Family Services 363 South Harlan, Suite 200 Denver, CO 80226	none	501(c)	Senior outreach and birth parent/adoption	50,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Littleton Public School Fdn 5776 S. Crocker St. Littleton, CO 80120	none	501(c)	General	$ 2,000.
Wilder Elementary School Littleton, CO 80120	none	501(c)	PTO	5,000.
Goddard Middle School PTO 3800 West Berry Littleton, CO 80123	none	501(c)	PTO	2,000.
TLC Meals on Wheels 7300 S Clermont Drive Centennial, CO 80122	none	501(c)	General	5,000.
Humane Society of Boulder Valley 2323 55th Street Boulder, CO 80301	none	501(c)	General	1,000.
Salvation Army 1370 Pennsylvania Street Suite 100 Denver, CO 80203	none	501(c)	General	2,000.
SaddleUp Foundation 11152 East Daley Circle Parker, CO 80134	none	501(c)	General	200.
ASD Cultural Exchange (% RandyBush) 31907 Azucena Court Temecula, CA 92591	none	501(c)	General	2,500.
Denver Resue Mission 2544 Champa Street Denver, CO 80205	none	501(c)	General	2,900.
Heritage High School PTA 1401 West Geddes Avenue Littleton, CO 80120	none	501(c)	General	5,000.
			Total	$ 129,300.

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2010
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
CASH AND CASH ALTERNATIVES											
CURRENCIES											
US DOLLAR	32 00			32 00		32 00			32.00	0 00	C
BANK DEPOSITS*											
MORGAN STANLEY BANK N A	196,780 09	0 20		196,780 09		196,780 09		2 16	196,782 25	11 42	
MORGAN STANLEY PRIVATE BANK N A	1 61	0 20		1 61		1 61			1 61	0 00	
TOTAL BANK DEPOSITS				196,781 70		196,781 70		2 16	196,783 86	11 42	
TOTAL CASH AND CASH ALTERNATIVES				***196,813.70***		***196,813.70***		***2.16***	***196,815.86***	***11.42***	
FIXED INCOME											
CORPORATE NOTES											
JPMORGAN CHASE & CO 6 750% DUE 02/01/2011 @ 100 00	175,000 00	6 71	100 00	175,004 04	100 44	175,771 75	767 71	4,921 88	180,693 63	10 49	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co Incorporated Yield/Interest and Gain/Loss information is estimated
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Valuation Currency: USD

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2010
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
UST INC 6 625% CALLABLE 07/15/2011 @ 100 00 DUE 07/15/2012	65,000 00	(1 64)	104 51	67,929 45	107 28	69,734 60	1,805 15	1,985 66	71,720 26	4 16	C
TOTAL CORPORATE NOTES				242,933 49		245,506 35	2,572 86	6,907 54	252,413 89	14 65	
TOTAL FIXED INCOME				***242,933.49***		***245,506.35***	***2,572.86***	***6,907.54***	***252,413.89***	***14.65***	

EQUITIES

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
COMMON STOCKS											
Energy											
Oil & Gas Equipment & Services											
WEATHERFORD INTL LTD	1,700 00		11 53	19,598 11	22 80	38,760 00	19,161 89		38,760 00	2 25	C
Integrated Oil & Gas											
CHEVRON CORPORATION	300 00	2 88	74 94	22,480 97	91 25	27,375 00	4,894 03		27,375.00	1 59	C
CONOCOPHILLIPS	400 00	2 20	53 91	21,562 97	68 10	27,240 00	5,677 03		27,240.00	1 58	C
OCCIDENTAL PETE CORP	300 00	0 88	80 47	24,141 99	98 10	29,430.00	5,288 01		29,430.00	1 71	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co Incorporated Yield/Interest and Gain/Loss information is estimated
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2010
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
ACCRUAL CASH DIVIDEND OCCIDENTAL PETE CORP EX DATE 12/08/2010 PAY DATE 01/15/2011								114 00	114 00	0 01	C
Integrated Oil & Gas				68,185 93		84,045 00	15,859 07	114 00	84,159.00	4 88	
Oil & Gas Exploration & Production											
DEVON ENERGY CORP COM STK	200 00	0 64	70 90	14,179 76	78 51	15,702 00	1,522 24		15,702 00	0 91	C
Oil & Gas Storage & Transportation											
WILLIAMS COS THE COM	1,925 00	0 44	22 26	42,841 75	24 72	47,586 00	4,744 25		47,586 00	2 76	C
Energy				144,805 55		186,093 00	41,287 45	114 00	186,207.00	10 81	
Materials											
Diversified Chemicals											
DOW CHEMICAL CORP COM STK	400 00	0 60	24 87	9,947 96	34 14	13,656 00	3,708 04		13,656 00	0 79	C
ACCRUAL CASH DIVIDEND DOW CHEMICAL CORP COM STK EX DATE 12/29/2010 PAY DATE 01/28/2011								60 00	60 00	0 00	C
Diversified Chemicals				9,947 96		13,656 00	3,708 04	60 00	13,716 00	0 80	

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co Incorporated Yield/Interest and Gain/Loss information is estimated
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co Incorporated Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Valuation Currency: USD

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2010
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Industrial Gases											
AIR PRODS & CHEMS INC COM	150 00	1 96	81 52	12,228 00	90 95	13,642 50	1,414 50		13,642 50	0 79	C
ACCRUAL CASH DIVIDEND AIR PRODS & CHEMS INC COM EX DATE 12/30/2010 PAY DATE 02/14/2011								73 50	73.50	0 00	C
Industrial Gases				12,228 00		13,642 50	1,414 50	73 50	13,716 00	0 80	
Aluminum											
ALCOA INC COM	800 00	0 12	12 36	9,885 96	15 39	12,312 00	2,426 04		12,312 00	0 71	C
Gold											
NEWMONT MINING CORP USD1 6 COM	150 00	0 40	63 04	9,456 00	61 43	9,214 50	(241 50)		9,214 50	0 53	C
Materials				41,517 92		48,825 00	7,307 08	133 50	48,958 50	2 84	
Industrials											
Aerospace & Defense											
HONEYWELL INTERNATIONA L INC COM STK	250 00	1 21	27 58	6,894 98	53 16	13,290 00	6,395 02		13,290 00	0 77	C
Industrial Conglomerates											
GENERAL ELEC CO	2,500 00	0 40	15 71	39,284 95	18 29	45,725 00	6,440 05		45,725.00	2 65	C

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Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2010
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
ACCRUAL CASH DIVIDEND GENERAL ELEC CO EX DATE 12/22/2010 PAY DATE 01/25/2011								350 00	350.00	0 02	C
TEXTRON INC COM	1,500 00	0 08	18 70	28,054 85	23 64	35,460 00	7,405 15		35,460 00	2 06	C
ACCRUAL CASH DIVIDEND TEXTRON INC COM EX DATE 12/08/2010 PAY DATE 01/01/2011								30 00	30.00	0 00	C
Industrial Conglomerates				67,339 80		81,185 00	13,845 20	380 00	81,565 00	4 73	
Railroads											
UNION PACIFIC CORP	500 00	1 52	39 80	19,899 95	92 66	46,330 00	26,430 05		46,330.00	2 69	C
ACCRUAL CASH DIVIDEND UNION PACIFIC CORP EX DATE 11/26/2010 PAY DATE 01/03/2011								190 00	190 00	0 01	C
Railroads				19,899 95		46,330 00	26,430 05	190 00	46,520 00	2 70	
Industrials				94,134 73		140,805 00	46,670 27	570 00	141,375 00	8 21	
Consumer Discretionary											
Restaurants											
YUM! BRANDS INC	675 00	1 00	23 49	15,858 70	49 05	33,108 75	17,250 05		33,108 75	1 92	C

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Morgan Stanley Private Wealth Management
555 California Street
San Francisco CA 94104
(415) 576-2004

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2010
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
DIRECTV GROUP INC CL A	750 00		24 10	18,077 59	39 93	29,947 50	11,869 91		29,947.50	1 74	C
Consumer Discretionary				33,936 29		63,056 25	29,119 96		63,056 25	3 66	
Consumer Staples											
Hypermarkets & Super Centers											
WAL MART STORES INC	750 00	1 09	54 13	40,598 01	53 93	40,447 50	(150 51)		40,447 50	2 35	C
ACCRUAL CASH DIVIDEND WAL MART STORES INC EX DATE 12/08/2010 PAY DATE 01/03/2011								226 88	226 88	0 01	C
Hypermarkets & Super Centers				40,598 01		40,447 50	(150 51)	226 88	40,674 38	2 36	
Packaged Foods											
HEINZ H J CO COM	800 00	1 66	47 41	37,928 96	49 46	39,568 00	1,639 04		39,568 00	2 30	C
ACCRUAL CASH DIVIDEND HEINZ H J CO COM EX DATE 12/20/2010 PAY DATE 01/10/2011								360 00	360.00	0 02	C
Packaged Foods				37,928 96		39,568 00	1,639.04	360 00	39,928 00	2 32	

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Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2010
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Tobacco											
PHILIP MORRIS INTL	1,150 00	2 56	33 73	38,783 80	58 53	67,309 50	28,525 70		67,309.50	3 91	C
ACCRUAL CASH DIVIDEND PHILIP MORRIS INTL EX DATE 12/21/2010 PAY DATE 01/10/2011								736 00	736.00	0 04	C
Tobacco				38,783 80		67,309 50	28,525 70	736 00	68,045.50	3 95	
Consumer Staples				117,310 77		147,325 00	30,014 23	1,322 87	148,647 87	8 63	
Health Care											
Pharmaceuticals											
ABBOTT LABS NPV	700 00	1 76	50 63	35,443 10	47 91	33,537 00	(1,906 10)		33,537 00	1 95	C
JOHNSON & JOHNSON	550 00	1 96	54 39	29,915 88	61 85	34,017 50	4,101 62		34,017.50	1 97	C
MERCK & CO	950 00	1 52	36 34	34,525 73	36 04	34,238 00	(287 73)		34,238.00	1 99	C
ACCRUAL CASH DIVIDEND MERCK & CO EX DATE 12/13/2010 PAY DATE 01/07/2011								361 00	361 00	0 02	C
Pharmaceuticals				99,884 71		101,792 50	1,907 79	361 00	102,153.50	5 93	
Health Care				99,884 71		101,792 50	1,907 79	361 00	102,153 50	5 93	

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Valuation Currency: USD

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2010
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Financials											
Banks											
HSBC HOLDINGS PLC ADR	333 00	1 70	18 49	6,156 35	51 04	16,996 32	10,839 97		16,996 32	0 99	C
TORONTO DOMINION BK CAD COM NPV	300 00	2 40	73 30	21,988 53	74 31	22,293 00	304 47		22,293.00	1 29	C
Banks				28,144 88		39,289 32	11,144 44		39,289 32	2 28	
Diversified Financial Services											
BANK OF AMERICA CORP	600 00	0 04	15 08	9,047 58	13 34	8,004 00	(1,043 58)		8,004.00	0 46	C
JPMORGAN CHASE & CO	500 00	0 20	38 39	19,197 48	42 42	21,210 00	2,012 52		21,210 00	1 23	C
Diversified Financial Services				28,245 06		29,214 00	968 94		29,214 00	1 70	
Life & Health Insurance											
AFLAC INC USD 10 COM	900 00	1 20	15 99	14,390 91	56 43	50,787 00	36,396 09		50,787 00	2 95	C
METLIFE INC COMM STOCK	500 00	0 74	40 91	20,453 60	44 44	22,220 00	1,766 40		22,220 00	1 29	C
Life & Health Insurance				34,844 51		73,007 00	38,162 49		73,007.00	4 24	
Financials				91,234 45		141,510 32	50,275 87		141,510 32	8 21	

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Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Information Technology											
Internet Software & Services											
GOOGLE	50 00		435 85	21,792 50	593 97	29,698 50	7,906 00		29,698.50	1 72	C
IT Consulting & Services											
INTL BUSINESS MACHS CORP	150 00	2 60	129 47	19,420 50	146 76	22,014 00	2,593 50		22,014.00	1 28	C
Systems Software											
MICROSOFT CORP USD 0 01	750 00	0 52	26 84	20,130 00	27 91	20,932 50	802 50		20,932 50	1 21	C
ORACLE CORP	800 00	0 20	18 24	14,593 56	31 30	25,040 00	10,446 44		25,040.00	1 45	C
Systems Software				34,723 56		45,972 50	11,248 94		45,972 50	2 67	
Telecommunications Equipment											
CISCO SYSTEMS INC	2,000 00		16 22	32,449 00	20 23	40,460 00	8,011 00		40,460 00	2 35	C
Computer Hardware											
APPLE INC	150 00		93 95	14,093 21	322 56	48,384 00	34,290 79		48,384 00	2 81	C

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12/31/2010
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Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Semiconductors											
INTEL CORP	2,000 00	0 63	22 88	45,764 50	21 03	42,060 00	(3,704 50)		42,060 00	2 44	C
Information Technology				168,243 27		228,589 00	60,345 73		228,589 00	13 27	
Telecommunication Services											
Integrated Telecommunication Services											
AT&T INC ISIN US00206R1023	2,050 00	1 72	25.08	51,410 57	29 38	60,229 00	8,818 43		60,229 00	3 50	C
Wireless Telecommunication Services											
AMERICA MOVIL SAB DE CV	800 00	0 51	29 07	23,258 78	57 34	45,872 00	22,613 22		45,872 00	2 66	C
Telecommunication Services				74,669 35		106,101 00	31,431 65		106,101.00	6 16	
TOTAL COMMON STOCKS				865,737 04		1,164,097 07	298,360 03	2,501 37	1,166,598 44	67 71	
EXCHANGE TRADED FUNDS											
ISHARES TR S&P EURO PLUS COM STK	1,500 00	1 02	35 99	53,985 23	39 28	58,920 00	4,934 77		58,920.00	3 42	C

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VANGUARD EMERGING MARKET VIPERS	1,000 00	0 55	39 89	39,889 95	48 15	48,146 00	8,256 05		48,146 00	2 79	C
TOTAL EXCHANGE TRADED FUNDS				93,875 18		107,066 00	13,190 82		107,066 00	6 21	
TOTAL EQUITIES				***959,612.22***		***1,271,163.07***	***311,550.85***	***2,501.37***	***1,273,664.44***	***73.93***	
TOTAL PORTFOLIO				**1,399,359.41**		**1,713,483.12**	**314,123.71**	**9,411.07**	**1,722,894.19**	**100.00**	

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REALIZED GAIN/(LOSS) SUMMARY

This Realized Gain and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided. To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor, to add cost basis information, you should inform your Private Wealth Advisor. Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events

Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
AMER EXPRESS CO COM	025816109	400 000	10/07/2010	12/20/2010	$16,881 95	$15,194.52	$1,687 43
BANK OF AMERICA CORP	060505104	500 000	06/08/2010	10/21/2010	$5,672 15	$7,539 65	$(1,867 50)
BAYERISCHE MOTOREN WERKE AG UNSPONSORED ADR (GERMANY)	072743206	500 000	09/16/2009	01/25/2010	$7,149 90	$8,720 00	$(1,570 10)
CVS CAREMARK CORP	126650100	300 000	02/16/2010	04/09/2010	$11,124 71	$10,035 00	$1,089.71
HONEYWELL INTERNATIONA L INC COM STK	438516106	150 000	03/16/2009	02/01/2010	$5,851 44	$4,136 98	$1,714.46
MONSANTO COMPANY COM STK	61166W101	100 000	06/04/2009	05/07/2010	$5,910 71	$8,205 00	$(2,294 29)
MONSANTO COMPANY COM STK	61166W101	100 000	07/15/2009	05/07/2010	$5,910 71	$7,644 99	$(1,734 28)
RIO TINTO PLC SPONS ADR	767204100	400 000	07/15/2009	05/07/2010	$18,414 12	$13,913 99	$4,500 13
VERIZON COMMUNICATIO 7 250% DUE 12/01/2010 @ 100 00	92344GAL0	65,000 000	08/12/2009	07/07/2010	$66,769 30	$66,769 30	$0 00
WAL MART STORES INC	931142103	100 000	01/14/2010	10/15/2010	$5,319 40	$5,458 99	$(139 59)
Total Short Term					$149,004.39	$147,618.42	$1,385.97

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ABBOTT LABS NPV	002824100	100 000	11/02/2004	02/16/2010	$5,465 94	$4,249 00	$1,216 94
ABBOTT LABS NPV	002824100	150 000	02/08/2005	02/16/2010	$8,198 91	$6,783 00	$1,415 91
AMER EXPR CENTUR MTN SR UNS 5 200% DUE 11/26 /2010 @ 100 00	02581FYM5	275,000 000	06/09/2009	11/26/2010	$275,000 00	$275,000 00	$0 00
AMERICA MOVIL SAB DE CV	02364W105	100.000	01/05/2005	02/01/2010	$4,428 95	$1,658 87	$2,770 08

CONTINUED ON NEXT PAGE

SCHEDULE # 1

REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
AMERICA MOVIL SAB DE CV	02364W105	100 000	04/11/2005	05/18/2010	$4,807 92	$1,715.67	$3,092 25
AMERICA MOVIL SAB DE CV	02364W105	300.000	04/11/2005	02/01/2010	$13,286 86	$5,147 00	$8,139 86
BANK NEW YORK MELLON CORP	064058100	1,000 000	04/09/2009	10/07/2010	$26,564 45	$28,727 00	$(2,162 55)
BAXTER INTERNATIONAL INC USD1 COM	071813109	650 000	01/04/2006	02/01/2010	$37,381 09	$25,161 50	$12,219 59
BAXTER INTERNATIONAL INC USD1 COM	071813109	850.000	01/04/2006	09/16/2010	$38,135 88	$32,903 50	$5,232 38
BP PLC ADRC SPONS ADR	055622104	200 000	03/16/2009	05/25/2010	$8,309 30	$7,767 98	$541 32
BP PLC ADRC SPONS ADR	055622104	600.000	02/09/2009	05/25/2010	$24,927 89	$27,581 34	$(2,653 45)
CONSOL ENERGY INC COM	20854P109	50 000	11/02/2004	05/19/2010	$1,799 27	$888 11	$911 16
CONSOL ENERGY INC COM	20854P109	350.000	11/02/2004	02/01/2010	$17,191 78	$6,216.75	$10,975 03
CONSOL ENERGY INC COM	20854P109	400 000	03/10/2005	05/19/2010	$14,394 15	$8,825 18	$5,568 97
CVS CAREMARK CORP	126650100	150 000	09/15/2008	04/09/2010	$5,562 35	$5,523 86	$38 49
CVS CAREMARK CORP	126650100	300 000	12/03/2008	04/09/2010	$11,124 71	$7,819 05	$3,305 66
CVS CAREMARK CORP	126650100	350 000	09/15/2008	02/01/2010	$11,392 35	$12,888 99	$(1,496 64)
CVS CAREMARK CORP	126650100	550 000	07/15/2008	02/01/2010	$17,902 27	$20,795.50	$(2,893 23)
DEVON ENERGY CORP COM STK	25179M103	250 000	12/12/2006	02/01/2010	$17,227 31	$17,724 70	$(497 39)
DIRECTV GROUP INC CL A	25490A101	250 000	03/10/2008	06/08/2010	$9,402 34	$6,064 37	$3,337 97
DIRECTV GROUP INC CL A	25490A101	300 000	01/25/2008	02/01/2010	$9,314 91	$6,648 00	$2,666 91
GOLDMAN SACHS GROUP INC	38141G104	75 000	05/21/2008	04/16/2010	$12,226 65	$13,488 79	$(1,262 14)
GOLDMAN SACHS GROUP INC	38141G104	100.000	01/25/2008	04/16/2010	$16,302 20	$19,362 60	$(3,060 40)
GOLDMAN SACHS GROUP INC	38141G104	150 000	01/25/2008	02/01/2010	$22,954 22	$29,043 90	$(6,089 68)
HONEYWELL INTERNATIONA L INC COM STK	438516106	450 000	06/10/2004	02/01/2010	$17,554 32	$16,001.64	$1,552 68
HSBC HOLDINGS PLC ADR	404280406	100 000	03/20/2000	05/18/2010	$4,693 56	$5,875 00	$(1,181 44)
HSBC HOLDINGS PLC ADR	404280406	200.000	03/21/2003	05/18/2010	$9,387 12	$10,810 00	$(1,422 88)
PENNEY(J C) CO INC USD 50 COM STK	708160106	100 000	11/11/2008	05/18/2010	$2,661 26	$1,922 93	$738 33
PENNEY(J C) CO INC USD 50 COM STK	708160106	100 000	11/18/2008	05/18/2010	$2,661 25	$1,647.45	$1,013 80
PENNEY(J C) CO INC USD 50 COM STK	708160106	200 000	08/08/2007	05/18/2010	$5,322 51	$13,735 00	$(8,412 49)
PENNEY(J C) CO INC USD 50 COM STK	708160106	200.000	01/25/2008	05/18/2010	$5,322 51	$8,658 00	$(3,335 49)
PENNEY(J C) CO INC USD 50 COM STK	708160106	400 000	07/15/2008	05/18/2010	$10,645 02	$11,680 00	$(1,034 98)
PHILIP MORRIS INTL	718172109	150 000	08/05/2003	04/09/2010	$7,891 96	$3,212 42	$4,679 54
WILLIAMS COS THE COM	969457100	200 000	01/04/2006	10/15/2010	$4,224 90	$4,830 00	$(605.10)
YUM! BRANDS INC	988498101	400 000	02/08/2005	06/08/2010	$16,187.76	$9,284.00	$6,903.76
Total Long Term					**$699,853.87**	$659,641.10	**$40,212.77**

SCHEDULE #1