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

2010

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

For calendar year 2010, or tax year beginning

, and ending

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

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

A Employer identification number

86-0919400

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

7667 E LEE STREET

Room/suite

B Telephone number

520-297-5887

City or town, state, and ZIP code

TUCSON, AZ 85715

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 ► H Check type of organization: Section 501(c)(3) exempt private foundationE 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 ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

(Other (specify) _____)

► \$ 1,582,054. (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))		(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	86,181.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments	8,269.	8,269.		STATEMENT 1
	4 Dividends and interest from securities	18,595.	18,595.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,521.			
	Gross sales price for all assets on line 6a	2,103,871.			
	7 Capital gain net income (from Part IV, line 2)		31,521.	733	APR 18 2011 RSC
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-13,787.	-13,787.		STATEMENT 3
	12 Total. Add lines 1 through 11	130,779.	44,598.		
	13 Compensation of officers, directors, trustees, etc	30,000.	15,000.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	STMT 4	1,334.	700.	0.
	b Accounting fees	STMT 5	2,510.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 6	2,841.	1,597.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	20,161.	18,564.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		56,846.	35,861.	0.
	25 Contributions, gifts, grants paid		86,500.		86,500.
	26 Total expenses and disbursements. Add lines 24 and 25		143,346.	35,861.	86,500.
	27 Subtract line 26 from line 12:		-12,567.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		8,737.		
	c Adjusted net income (if negative, enter -0-)			N/A	

**THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION**

Form 990-PF (2010)

86-0919400

Page 2

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	-8,401.	-14.	-14.
2	Savings and temporary cash investments	370,451.	208,188.	208,188.
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			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	761.	674.	674.
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	STMT 8	949,451.	1,069,238.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 9	203,249.	223,145.
14	Land, buildings, and equipment basis ►	6,060.		
	Less accumulated depreciation	STMT 10 ►	1,060.	5,000.
15	Other assets (describe ►)	STATEMENT 11)	1,893.	3,605.
16	Total assets (to be completed by all filers)		1,522,404.	1,509,836.
17	Accounts payable and accrued expenses		1,148.	1,147.
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		1,148.	1,147.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds	1,521,256.	1,508,689.
	30	Total net assets or fund balances	1,521,256.	1,508,689.
	31	Total liabilities and net assets/fund balances	1,522,404.	1,509,836.

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	1,521,256.
2	Enter amount from Part I, line 27a	2	-12,567.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,508,689.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,508,689.

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Form 990-PF (2010)

86-0919400 Page 3

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					
b	SEE ATTACHED STATEMENT				
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	2,103,871.		2,105,290.	31,521.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(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		
a					
b					
c					
d					
e				31,521.	
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	31,521.
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). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

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 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	88,520.	1,400,832.	.063191
2008	70,334.	1,766,877.	.039807
2007	71,160.	1,882,225.	.037806
2006	70,200.	1,636,691.	.042891
2005	70,600.	1,467,041.	.048124

2 Total of line 1, column (d) 2 .231819

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 .046364

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 1,500,111.

5 Multiply line 4 by line 3 5 69,551.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 87.

7 Add lines 5 and 6 7 69,638.

8 Enter qualifying distributions from Part XII, line 4 8 86,500.

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.

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Form 990-PF (2010)

86-0919400

Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2010 estimated tax payments and 2009 overpayment credited to 2010

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	761.
6b	
6c	
6d	

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ►

674.] Refunded ►

7	761.
8	
9	
10	674.
11	0.

Part VII-A Statements Regarding Activities

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?

	Yes	No
1a		X
1b		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
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?

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
3	
4a	
4b	
5	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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

N/A

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6	X
7	X
8b	X
9	X
10	X

If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

AZ

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Form 990-PF (2010)

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Form 990-PF (2010)

86-0919400

Page 5

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)

11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13 X

Website address ► N/A

14 The books are in care of ► THE FOUNDATION

Telephone no. ► 520-297-5887

Located at ► 7667 E LEE STREET, TUCSON, AZ

ZIP+4 ► 85715

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 | N/A

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16 Yes No 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.

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)?

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?

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)).

Yes No

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?

N/A

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 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

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

Form 990-PF (2010)

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Form 990-PF (2010)

86-0919400

Page 6

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

Yes No

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

N/A

7b

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

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.

(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
SEE STATEMENT 12		30,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2010)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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.

Form 990-PF (2010)

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Form 990-PF (2010)

86-0919400

Page 8

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	1,113,437.
b Average of monthly cash balances	1b	401,050.
c Fair market value of all other assets	1c	8,468.
d Total (add lines 1a, b, and c)	1d	1,522,955.
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	1,522,955.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,844.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,500,111.
6 Minimum investment return Enter 5% of line 5	6	75,006.

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	75,006.
2a Tax on investment income for 2010 from Part VI, line 5	2a	87.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	87.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	74,919.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	74,919.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	74,919.

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	86,500.
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	
3 Amounts set aside for specific charitable projects that satisfy the:	3a	
a Suitability test (prior IRS approval required)	3b	
b Cash distribution test (attach the required schedule)	4	86,500.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		
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	5	87.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,413.

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.

Form 990-PF (2010)

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				74,919.
2 Undistributed income, if any, as of the end of 2010			866.	
a Enter amount for 2009 only				
b Total for prior years:		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: ► \$ 86,500.			866.	
a Applied to 2009, but not more than line 2a				
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				74,919.
e Remaining amount distributed out of corpus				
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		10,715.		
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 instr.			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)		0.		
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		10,715.		
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		10,715.		

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 14				
Total				► 3a 86,500.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,269.	
4 Dividends and interest from securities			14	18,595.	
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			01	-13,787.	
8 Gain or (loss) from sales of assets other than inventory			18	31,521.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		44,598.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	44,598.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

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****THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION****Employer identification number****86-0919400****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

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Form 990-PF

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Employer identification number

86-0919400

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DENTON CHARITABLE REMAINDER UNITRUST 8520 N ASPEN TUCSON, AZ 85704	\$ 86,181.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Employer identification number

86-0919400

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
		\$ _____	_____
(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
		\$ _____	_____

Name of organization

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Employer identification number

86-0919400

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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

(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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	<u>SEE ATTACHED STATEMENT</u>	P	VARIOUS	VARIOUS
b	<u>BMW BANK CD</u>	P	03/28/06	04/05/10
c	<u>BRANCH B&T CO CD</u>	P	07/17/09	04/22/10
d	<u>CITIBANK CD</u>	P	07/17/09	07/22/10
e	<u>FROM CAMPBELL STRATEGIC ALLOC</u>		VARIOUS	VARIOUS
f	<u>FROM KKR FINANCIAL HOLDINGS</u>	P		
g	<u>FROM KKR FINANCIAL HOLDINGS</u>	P		
h	<u>ADJ BASIS IN KKR FIN HOLDINGS SOLD</u>	P	VARIOUS	VARIOUS
i	<u>FROM CAMPBELL STRATEGIC ALLOC</u> - SEC 1256	P		
j	<u>CAPITAL GAINS DIVIDENDS</u>			
k				
l				
m				
n				
o				

	(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	<u>1,853,849.</u>		<u>1,854,363.</u>	<u>-514.</u>
b	<u>100,000.</u>		<u>100,000.</u>	<u>0.</u>
c	<u>50,000.</u>		<u>50,000.</u>	<u>0.</u>
d	<u>100,000.</u>		<u>100,000.</u>	<u>0.</u>
e				<u>5,391.</u>
f				<u>99.</u>
g				<u>-160.</u>
h			<u>927.</u>	<u>-927.</u>
i				<u>27,610.</u>
j	<u>22.</u>			<u>22.</u>
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a						<u>-514.</u>
b						<u>0.</u>
c						<u>0.</u>
d						<u>0.</u>
e						<u>5,391.</u>
f						<u>99.</u>
g						<u>-160.</u>
h						<u>-927.</u>
i						<u>27,610.</u>
j						<u>22.</u>
k						
l						
m						
n						
o						

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	31,521.
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). If (loss), enter "-0-" in Part I, line 8		3	N/A

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	ORGANIZATION COSTS	01/01/99		.000	HY16	5,000.				5,000.			0.	
2	START UP COSTS	06/25/98		60M	HY43	1,060.				1,060.	1,060.		0.	1,060.
	* TOTAL 990-PF PG 1 DEPR & AMORT					6,060.				6,060.	1,060.		0.	1,060.

THE EUGENE C AND WILETTA F DENTON FAMILY

86-0919400

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CAMPBELL STRATEGIC ALLOC FUND LP	790.
KKR FINANCIAL HOLDINGS LLC	3,600.
MORGAN STANLEY #937	3,675.
MORGAN STANLEY #938	204.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,269.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
KKR FINANCIAL HOLDINGS LLC	181.	0.	181.
MORGAN STANLEY #937	15.	0.	15.
MORGAN STANLEY #938	18,421.	22.	18,399.
TOTAL TO FM 990-PF, PART I, LN 4	18,617.	22.	18,595.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM CAMPBELL STRATEGIC ALLOC FD K-1	-13,896.	-13,896.	
KKR FINANCIAL HOLDINGS LLC	109.	109.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-13,787.	-13,787.	

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,334.	700.		0.
TO FM 990-PF, PG 1, LN 16A	1,334.	700.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	2,510.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,510.	0.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	2,754.	1,597.		0.
TAXES & LICENSES	87.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,841.	1,597.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	14,693.	14,693.		0.
BD OF DIRECTORS EXPENSES	3,197.	1,600.		0.
INVESTMENT INTEREST	1,299.	1,299.		0.
MISCELLANEOUS EXPENSES FROM K-1'S	972.	972.		0.
TO FORM 990-PF, PG 1, LN 23	20,161.	18,564.		0.

THE EUGENE C AND WILETTA F DENTON FAMILY

86-0919400

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - SEE ATTACHED STMT	1,069,238.	1,151,044.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,069,238.	1,151,044.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAMPBELL STRATEGIC ALLOCATION FUND LP	COST	223,145.	213,557.
TOTAL TO FORM 990-PF, PART II, LINE 13		223,145.	213,557.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATION COSTS	5,000.	0.	5,000.
START UP COSTS	1,060.	1,060.	0.
TOTAL TO FM 990-PF, PART II, LN 14	6,060.	1,060.	5,000.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS RECEIVABLE	741.	3,567.	3,567.
EMPLOYEE ADVANCE	1,152.	0.	0.
DUE FROM DENTON CHARITABLE LEAD TRUST	0.	38.	38.
TO FORM 990-PF, PART II, LINE 15	1,893.	3,605.	3,605.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HEIDE ZURLINDEN 8520 N ASPEN TUCSON, AZ 85704	PRESIDENT 15.00	15,000.	0.	0.
BALEKA BAKER 7667 E LEE STREET TUCSON, AZ 85715	SECRETARY/TREASURER 15.00	15,000.	0.	0.
ARWEN A NEWMAN 11280 E CALLE CATALINA TUCSON, AZ 85748	DIRECTOR 0.00	0.	0.	0.
SARA ZURLINDEN 8520 N ASPEN TUCSON, AZ 85704	DIRECTOR 0.00	0.	0.	0.
DONALD DENTON 3505 HOLLOW RIDGE COURT RICHARDSON, TX 75082	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		30,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BALEKA BAKER, 7667 E LEE STREET, TUCSON, AZ 85715

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

REQUESTS FOR CONSIDERATION SHOULD BE IN A TYPEWRITTEN FORMAT WITH EVIDENCE OF TAX EXEMPT STATUS AS WELL AS AN INDICATION OF THE CHARITABLE PURPOSE THE FUNDING WILL SERVE

ANY SUBMISSION DEADLINES

REQUESTS FOR CONTRIBUTIONS SHOULD BE RECEIVED NO LATER THAN NOVEMBER 1ST OF THE YEAR IN WHICH THE FUNDS ARE TO BE DISTRIBUTED

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN LUNG ASSN TUCSON, AZ	USE AS NEEDED	501(C)(3)	5,000.
ANGEL CHARITY TUCSON, AZ	USE AS NEEDED	501(C)(3)	2,000.
ARIZONA CHILDREN'S ASSN TUCSON, AZ	USE AS NEEDED	501(C)(3)	2,000.
BOY SCOUTS OF AMERICA TUCSON, AZ	USE AS NEEDED	501(C)(3)	2,000.
COMMUNITY HOME REPAIR PROJECTS TUCSON, AZ	USE AS NEEDED	501(C)(3)	5,000.
EASTER SEALS BLAKE FDTN TUCSON, AZ	USE AS NEEDED	501(C)(3)	3,000.
EDUCATIONAL ENRICHMENT FUND TUCSON, AZ	USE AS NEEDED	501(C)(3)	1,000.
EL RIO FOUNDATION TUCSON, AZ	USE AS NEEDED	501(C)(3)	1,500.

THE EUGENE C AND WILETTA F DENTON FAMILY

86-0919400

HABITAT FOR HUMANITY
TUCSON, AZ

USE AS NEEDED

501(C)(3)

3,000.

IMAGIO DEI MIDDLE SCHOOL
TUCSON, AZ

2,000.

INDIVIDUAL ACHIEVEMENTS ASSN
TUCSON, AZ

USE AS NEEDED

501(C)(3)

3,000.

INTERFAITH COMMUNITY SERVICES
TUCSON, AZ

USE AS NEEDED

501(C)(3)

25,000.

JOHREI CENTER
TUCSON, AZ

USE AS NEEDED

501(C)(3)

1,500.

LA PALOMA FAMILY SERVICES
TUCSON, AZ

USE AS NEEDED

501(C)(3)

4,000.

LITERACY VOLUNTEERS OF TUCSON
TUCSON, AZ

USE AS NEEDED

501(C)(3)

4,500.

METROPOLITAN ED COMM
TUCSON, AZ

USE AS NEEDED

501(C)(3)

1,000.

MOBILE MEALS OF TUCSON
TUCSON, AZ

USE AS NEEDED

501(C)(3)

8,000.

PIMA COUNCIL ON AGING
TUCSON, AZ

USE AS NEEDED

501(C)(3)

5,000.

THE EUGENE C AND WILETTA F DENTON FAMILY

86-0919400

TROTT 501(C)(3) 2,000.
TUCSON, AZ USE AS NEEDED

TUCSON CHILDREN'S MUSEUM 501(C)(3) 2,000.
TUCSON, AZ USE AS NEEDED

YOUTH ON THEIR OWN 4,000.
TUCSON, AZ

TOTAL TO FORM 990-PF, PART XV, LINE 3A 86,500.

CLIENT STATEMENT | For the Period December 1-31, 2010

**Morgan Stanley
SmithBarney**

Holdings

Custom Portfolio Active Assets Account
450-040938-047

THE DENTON FAMILY FOUNDATION
7493 N ORACLE RD STE 131

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the period shown above which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement.

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.

If you hold structured products, please refer to the Special Considerations Regarding Structured Products section of the Disclosure section.

Gain/loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain/loss section of the disclosures for important information about gain/loss reporting.

From January through September, realized gain/loss information will be shown only for trades settling in the current month, and/or certain adjustments (to previously closed lots) made in the current month. From October through December, in order to provide information for year-end investment planning, complete year to date realized gain/loss detail will be displayed for trades settling through the last business day of the year.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	\$34,562.00	\$52.00	—	0.150

Bank deposits are at Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley Smith Barney.

Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FIRST TR MORNINGSTAR DIV (FDL)	3,609,000	\$54,927.54	\$57,527.46	\$2,599.92	\$2,086.00	3.62
Share Price: \$15.940						
FIRST TRST CONSUMER DISCR ETF (FDX)	6,382,000	111,560.55	126,235.96	14,675.41	561.62	0.44
Share Price: \$19.780						
FIRST TRUST FNCL ALPHADEX ETF (FXO)	11,339,000	159,480.09	165,662.79	6,182.70	2,097.72	1.26
Share Price: \$14.610						
FIRST TRUST MTRLS ALPHADEX ETF (FXZ)	2,800,000	59,370.64	66,528.00	7,157.36	1,069.60	1.60
Share Price: \$23.760						
INDUSTRIAL SEL SEC SPDR FD (XLI)	1,001,000	32,264.77	34,904.87	2,640.10	586.59	1.68
Share Price: \$34.870, Next Dividend Payable 03/11						

CONTINUED

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ISHARES BARCLAYS 1-3 YEAR CRED	10/02/09	01/12/10	7 000	\$731.56	\$727.63	\$3.93	
	10/02/09	03/23/10	455.000	47,577.06	47,295.79	281.27	
	01/28/10	03/23/10	219.000	22,899.73	22,872.07	27.66	
ISHARES BARCLAYS 1-3 YR TSY BD	07/08/09	01/12/10	521.000	43,424.84	43,669.75	(244.91)	

CONTINUED

PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS
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CLIENT STATEMENT | For the Period December 1-31, 2010

Activity

Custom Portfolio Active Assets Account
450-040938-047MorganStanley
SmithBarneyTHE DENTON FAMILY FOUNDATION
7493 N ORACLE RD STE 131

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Org / Adj Total Cost	Realized Gain/(Loss)	Comments
<u>ISHARES BARCLAYS TIPS BD FD</u>	07/08/09	03/23/10	32,000	2,666.84	2,682.21	(15.37)	
	07/08/09	09/24/10	764,000	64,426.65	64,037.79	388.86	
	07/23/10	09/24/10	3,000	252.98	252.48	0.50	
	08/25/10	09/24/10	840,000	70,835.58	70,855.93	(20.35)	
	08/25/10	09/24/10	237,000	19,985.75	19,991.28	(5.53)	
	06/22/09	01/12/10	357,000	37,468.28	35,650.44	1,817.84	
	10/02/09	01/12/10	465,000	48,803.22	48,055.28	747.94	
	10/02/09	03/23/10	57,000	5,945.24	5,890.65	54.59	
	10/02/09	03/29/10	792,000	81,838.74	81,849.00	(10.26)	
	10/28/09	03/29/10	22,000	2,273.30	2,277.59	(4.29)	
	10/28/09	08/03/10	814,000	86,678.87	84,270.77	2,408.10	
<u>ISHARES DJ US TELECOMM SCTR</u>	05/12/10	08/12/10	1,556,000	31,061.90	31,300.34	(238.44)	
	07/23/10	08/12/10	66,000	1,317.54	1,314.06	3.48	
<u>ISHARES MSCI AUST INDEX FUND</u>	03/29/10	05/20/10	2,389,000	44,620.27	57,849.64	(13,229.37)	
	03/29/10	10/12/10	1,084,000	26,302.16	26,249.06	53.10	
	07/23/10	10/12/10	62,000	1,504.37	1,308.82	195.55	
<u>ISHARES MSCI BRIC INDEX FUND</u>	07/29/10	08/25/10	465,000	19,766.53	20,876.13	(1,109.60)	
<u>ISHARES MSCI STH KOREA IND FDF</u>	08/03/10	10/05/10	2,160,000	118,563.41	109,356.70	9,206.71	
<u>ISHARES S&P GBL UTILITIES ETF</u>	10/07/09	02/04/10	1,615,000	71,598.34	75,254.96	(3,655.62)	
	12/04/09	02/04/10	154,000	6,827.33	7,396.85	(569.52)	
	12/04/09	03/23/10	31,000	1,415.37	1,488.98	(73.61)	
	12/04/09	05/04/10	547,000	24,250.78	26,270.66	(2,019.88)	
	12/04/09	05/04/10	34,000	1,507.36	1,633.07	(125.71)	
	12/04/09	06/10/10	316,000	13,193.53	15,156.18	(1,962.65)	
	12/04/09	06/10/10	85,000	3,548.89	4,082.28	(533.39)	
	01/12/10	06/10/10	180,000	7,515.30	8,737.20	(1,221.90)	
<u>ISHARES S&P GLBL HLTHCARE SCTR</u>	11/11/09	03/23/10	38,000	2,021.79	1,909.30	112.49	
	11/11/09	05/26/10	571,000	25,949.29	28,689.78	(2,740.49)	
	01/12/10	05/26/10	66,000	2,999.39	3,461.03	(461.64)	
<u>ISHARES S&P MID CAP 400 GROWTH</u>	06/22/09	01/12/10	148,000	11,694.38	8,982.27	2,712.11	
	12/04/09	01/12/10	749,000	59,183.05	56,300.23	2,882.82	
	12/04/09	05/20/10	700,000	56,291.92	52,617.04	3,674.88	
	03/23/10	05/20/10	154,000	12,384.22	13,255.71	(871.49)	
	03/23/10	08/13/10	377,000	30,242.91	32,450.66	(2,207.75)	
	07/23/10	08/13/10	19,000	1,524.18	1,548.31	(24.13)	
<u>ISHARES S&P MID CAP 400 VALUE</u>	06/22/09	08/24/10	177,000	11,394.32	8,993.44	2,400.88	

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at RightPage 8
of 24



CLIENT STATEMENT | For the Period December 1-31, 2010

Activity

Custom Portfolio Active Assets Account
450-040938-047

THE DENTON FAMILY FOUNDATION
7493 N ORACLE RD STE 131

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Proceeds	Total Cost	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ISHARES S&P PREF STK INDEX	09/08/09	08/24/10	668,000	43,002.31	40,374.72		2,627.59	
ISHARES SMALL CAP 600 GROWTH	11/11/09	08/24/10	484,000	31,157.36	30,626.79		530.57	
ISHARES TR FTSE/XINHUA CHINA	01/12/10	08/24/10	143,000	9,205.58	9,662.50		(456.92)	
KKR FINANCIAL HLDGS LLC	07/23/10	08/24/10	123,000	7,918.09	8,295.61		(377.52)	
PERRIGO CO	01/12/10	03/23/10	120,000	4,715.94	4,511.47		204.47	
POWERSH DWA TECH LEAD PTIF ETF	06/22/09	01/12/10	199,000	11,501.81	8,977.29		2,524.52	
S&P NORTH AMERICAN TECH SECTOR	10/14/09	01/28/10	978,000	37,326.16	43,169.41		(5,843.25)	
SERVICE CORP INTL	01/12/10	01/28/10	8,000	305.33	343.97		(38.64)	
SPDR GOLD TR GOLD SHS	05/04/10	11/05/10	1,542,000	13,810.38	12,888.34		922.04	
UNDER ARMOUR INC CL A	07/23/10	11/05/10	145,000	1,298.64	1,158.01		140.63	
VANGUARD EMRG MKTS ETF	07/26/10	11/05/10	2,252,000	20,169.25	18,620.21		1,549.04	
VANGUARD PACIFIC ETF	09/24/10	11/05/10	791,000	50,022.78	53,125.30		(3,102.52)	
WISDOMTREE TR EMRG MKT EQT	01/12/10	08/12/10	989,000	18,975.23	20,836.25		(1,861.02)	
WISDOMTREE TOTAL BOND MARKET	06/22/09	01/12/10	115,000	2,206.42	2,240.66		(34.24)	
WISDOMTREE TOTAL BOND MARKET	07/23/10	08/25/10	853,000	41,679.69	43,180.48		(1,500.79)	
WISDOMTREE TOTAL BOND MARKET	01/12/10	08/25/10	176,000	8,599.79	9,461.69		(861.90)	
WISDOMTREE TOTAL BOND MARKET	03/23/10	08/25/10	302,000	14,756.47	16,840.09		(2,083.62)	
WISDOMTREE TOTAL BOND MARKET	07/23/10	08/25/10	114,000	5,570.32	5,952.40		(382.08)	
WISDOMTREE TOTAL BOND MARKET	05/04/10	11/05/10	1,442,000	11,946.91	12,894.51		(947.60)	
WISDOMTREE TOTAL BOND MARKET	07/23/10	11/05/10	314,000	2,601.48	2,404.61		196.87	
WISDOMTREE TOTAL BOND MARKET	06/22/09	03/23/10	10,000	1,082.28	903.60		178.68	
WISDOMTREE TOTAL BOND MARKET	06/22/09	07/29/10	486,000	55,506.09	43,914.81		11,591.28	
WISDOMTREE TOTAL BOND MARKET	01/12/10	07/29/10	34,000	3,883.14	3,754.88		128.26	
WISDOMTREE TOTAL BOND MARKET	07/27/10	12/06/10	1,096,000	65,184.48	43,255.83		21,928.65	
WISDOMTREE TOTAL BOND MARKET	01/12/10	01/28/10	1,971,000	75,937.32	82,978.51		(7,041.19)	
WISDOMTREE TOTAL BOND MARKET	06/22/09	05/26/10	401,000	19,140.32	17,945.15		1,195.17	
WISDOMTREE TOTAL BOND MARKET	01/12/10	05/26/10	32,000	1,527.41	1,716.48		(189.07)	
WISDOMTREE TOTAL BOND MARKET	03/23/10	05/26/10	325,000	15,512.73	17,781.11		(2,268.38)	
WISDOMTREE TOTAL BOND MARKET	03/23/10	08/25/10	620,000	30,525.00	33,920.88		(3,395.88)	
WISDOMTREE TOTAL BOND MARKET	07/23/10	08/25/10	76,000	3,741.77	3,821.28		(79.51)	
WISDOMTREE TOTAL BOND MARKET	08/13/10	08/25/10	632,000	31,115.80	31,763.88		(648.08)	
WISDOMTREE TOTAL BOND MARKET	06/22/09	03/23/10	9,000	716.48	694.06		22.42	
WISDOMTREE TOTAL BOND MARKET	06/22/09	06/10/10	183,000	14,709.65	14,112.65		597.00	
WISDOMTREE TOTAL BOND MARKET	01/12/10	06/10/10	17,000	1,366.47	1,346.74		19.73	
WISDOMTREE TOTAL BOND MARKET	01/12/10	03/23/10	72,000	3,725.65	3,703.22		12.65	
WISDOMTREE TOTAL BOND MARKET	01/12/10	05/26/10	1,000,000	10,223.00	10,265.25		(4,552.25)	

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PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS
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BUSINESS
ACCOUNTS

CLIENT STATEMENT | For the Period December 1-31, 2010**Activity**

Custom Portfolio Active Assets Account
450-040938-047

THE DENTON FAMILY FOUNDATION
7493 N ORACLE RD STE 131

INTERESTED PARTY COPY

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	\$65,184.48	\$43,255.83	\$21,928.65
Net Realized Gain/(Loss) Year to Date	\$1,853,849.11	\$1,854,362.76	\$(513.65)

Gain/loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain/loss section of the disclosures for important information about gain/loss reporting.
From January through September, realized gain/loss information will be shown only for trades settling in the current month, and/or certain adjustments (to previously closed lots) made in the current month. From October through December, in order to provide information for year-end investment planning, complete year to date realized gain/loss detail will be displayed for trades settling through the last business day of the year.

**MorganStanley
SmithBarney**

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