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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

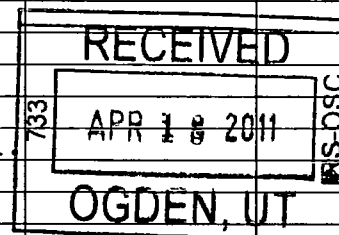
G Check all that apply:

☐ 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 <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,582,054.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
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					
3 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.			
b Gross sales price for all assets on line 6a 2,103,871.					
7 Capital gain net income (from Part IV, line 2)			31,521.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
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:					
a Excess of revenue over expenses and disbursements		-12,567.			
b Net investment income (if negative, enter -0-)			8,737.		
c Adjusted net income (if negative, enter -0-)				N/A	

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

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	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.	1,151,044.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
Liabilities	13 Investments - other STMT 9	203,249.	223,145.	213,557.
	14 Land, buildings, and equipment: basis ▶ 6,060. Less: accumulated depreciation STMT 10 ▶ 1,060.	5,000.	5,000.	5,000.
	15 Other assets (describe ▶ STATEMENT 11)	1,893.	3,605.	3,605.
	16 Total assets (to be completed by all filers)	1,522,404.	1,509,836.	1,582,054.
	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 ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	1,148.	1,147.	
	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.	
Net Assets or Fund Balances	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)	1,521,256.
2 Enter amount from Part I, line 27a	-12,567.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,508,689.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,508,689.

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			(l) 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	{ }	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.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	87.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	87.
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	87.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	761.	
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	761.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	674.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 674. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AZ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
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? 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 ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

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

6b

X

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.

(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

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

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**

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:		
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	86,500.
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.

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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				
a Enter amount for 2009 only			866.	
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.				
a Applied to 2009, but not more than line 2a			866.	
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	10,715.			
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 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	(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007		
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 foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- NONE**
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- NONE**

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:
- SEE STATEMENT 13**
- 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:

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

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 14				
Total			▶ 3a	86,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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)						44,598.	

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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		

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.

Sign Here Baleka G. Baker TTEE 4/13/11 Sec. / Treas.

Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	E JOE MAY	<i>E Joe May</i>	4/7/11		
	Firm's name ▶ MAY HIMMER & COMPANY, PLLC 7493 N ORACLE #223				Firm's EIN ▶
	Firm's address ▶ TUCSON, AZ 85704				Phone no. 520-795-3112

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

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 foundationCheck 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
<u>1</u>	<u>DENTON CHARITABLE REMAINDER UNITRUST</u> <u>8520 N ASPEN</u> <u>TUCSON, AZ 85704</u>	\$ <u>86,181.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Employer identification number

Part II Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

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
	(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	SEE ATTACHED STATMENT	P	VARIOUS	VARIOUS
b	BMW BANK CD	P	03/28/06	04/05/10
c	BRANCH B&T CO CD	P	07/17/09	04/22/10
d	CITIBANK CD	P	07/17/09	07/22/10
e	FROM CAMPBELL STRATEGIC ALLOC		VARIOUS	VARIOUS
f	FROM KKR FINANCIAL HOLDINGS	P		
g	FROM KKR FINANCIAL HOLDINGS	P		
h	ADJ BASIS IN KKR FIN HOLDINGS SOLD	P	VARIOUS	VARIOUS
i	FROM CAMPBELL STRATEGIC ALLOC - SEC 1256	P		
j	CAPITAL GAINS DIVIDENDS			
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 1,853,849.		1,854,363.	-514.
b 100,000.		100,000.	0.
c 50,000.		50,000.	0.
d 100,000.		100,000.	0.
e			5,391.
f			99.
g			-160.
h		927.	-927.
i			27,610.
j 22.			22.
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			-514.
b			0.
c			0.
d			0.
e			5,391.
f			99.
g			-160.
h			-927.
i			27,610.
j			22.
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	C or V	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.

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

<u>SOURCE</u>	<u>AMOUNT</u>
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

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
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

<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
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
TAXES & LICENSES	2,754.	1,597.		0.
INCOME TAX	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
INVESTMENT FEES	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.

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
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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		
TUCSON, AZ	USE AS NEEDED	501(C)(3) 2,000.
TUCSON CHILDREN'S MUSEUM		
TUCSON, AZ	USE AS NEEDED	501(C)(3) 2,000.
YOUTH ON THEIR OWN		
TUCSON, AZ		4,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		86,500.



MorganStanley
SmithBarney

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

Holdings

Custom Portfolio Active Assets Account
450-040938-047

THE DENTON FAMILY FOUNDATION
7493 N ORACLE RD STE 131

INTERESTED PARTY COPY

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

Percentage of Assets %	Market Value	Estimated Annual Income	Accrued Interest
2.9%	\$34,562.00	\$52.00	\$0.00

CASH, DEPOSITS AND MONEY MARKET FUNDS

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) Share Price: \$15.940	3,609.000	\$54,927.54	\$57,527.46	\$2,599.92	\$2,086.00	3.62
FIRST TRST CONSUMER DISCR ETF (FXD) Share Price: \$19.780	6,382.000	111,560.55	126,235.96	14,675.41	561.62	0.44
FIRST TRUST FNCL ALPHADEX ETF (FXO) Share Price: \$14.610	11,339.000	159,480.09	165,662.79	6,182.70	2,097.72	1.26
FIRST TRUST MTRL ALPHADEX ETF (FXZ) Share Price: \$23.760	2,800.000	59,370.64	66,528.00	7,157.36	1,069.60	1.60
INDUSTRIAL SEL SEC SPDR FD (XLI) Share Price: \$34.870, Next Dividend Payable 03/11	1,001.000	32,264.77	34,904.87	2,640.10	586.59	1.68

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REALIZED GAIN/(LOSS) DETAIL

Security Description	Date		Quantity	Sales		Orig / Adj Total Cost	Realized	
	Acquired	Sold		Proceeds			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

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REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	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	19,986.75	19,991.28	(5.53)	
ISHARES BARCLAYS TIPS BD FD	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	
ISHARES DJ US TELECOMM SCTR	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	
ISHARES MSCI AUST INDEX FUND	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	
ISHARES MSCI BRIC INDEX FUND	07/29/10	08/25/10	465,000	19,766.53	20,876.13	(1,109.60)	
ISHARES MSCI STH KOREA IND FD	08/03/10	10/05/10	2,160,000	118,563.41	109,356.70	9,206.71	
ISHARES S&P GBL UTILITIES ETF	10/07/09	02/04/10	1,615,000	71,598.34	75,254.96	(3,656.62)	
	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)	
ISHARES S&P GBL HLTHCARE SCTR	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)	
ISHARES S&P MID CAP 400 GROWTH	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)	
ISHARES S&P MID CAP 400 VALUE	06/22/09	08/24/10	177,000	11,394.32	8,993.44	2,400.88	

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REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ISHARES S&P PREF STK INDX	09/08/09	08/24/10	668.000	43,002.31	40,374.72	2,627.59	
	11/11/09	08/24/10	484.000	31,157.36	30,626.79	530.57	
	01/12/10	08/24/10	143.000	9,205.58	9,662.50	(456.92)	
	07/23/10	08/24/10	123.000	7,918.09	8,295.61	(377.52)	
ISHARES S&P PREF STK INDX	01/12/10	03/23/10	120.000	4,715.94	4,511.47	204.47	
ISHARES SMALL CAP 600 GROWTH	06/22/09	01/12/10	199.000	11,501.81	8,977.29	2,524.52	
ISHARES TR FTSE/XINHUA CHINA	10/14/09	01/28/10	978.000	37,326.16	43,169.41	(5,843.25)	
	01/12/10	01/28/10	8.000	305.33	343.97	(38.64)	
	01/12/10	02/04/10	557.000	21,220.09	23,948.88	(2,728.79)	
KKR FINANCIAL HLDGS LLC	05/04/10	11/05/10	1,542.000	13,810.38	12,888.34	922.04	
	07/23/10	11/05/10	145.000	1,298.64	1,158.01	140.63	
	07/26/10	11/05/10	2,252.000	20,169.25	18,620.21	1,549.04	
PERRIGO CO	09/24/10	11/05/10	791.000	50,022.78	53,125.30	(3,102.52)	
POWERSH DWA TECH LEAD PTF ETF	05/12/10	08/12/10	989.000	18,975.23	20,836.25	(1,861.02)	
	07/23/10	08/12/10	115.000	2,206.42	2,240.66	(34.24)	
S&P NORTH AMERICAN TECH SECTOR	10/14/09	08/25/10	853.000	41,679.69	43,180.48	(1,500.79)	
	01/12/10	08/25/10	176.000	8,599.79	9,461.69	(861.90)	
	03/23/10	08/25/10	302.000	14,756.47	16,840.09	(2,083.62)	
	07/23/10	08/25/10	114.000	5,570.32	5,952.40	(382.08)	
SERVICE CORP INTL	05/04/10	11/05/10	1,442.000	11,946.91	12,894.51	(947.60)	
	07/23/10	11/05/10	314.000	2,601.48	2,404.61	196.87	
SPDR GOLD TR GOLD SHS	06/22/09	03/23/10	10.000	1,082.28	903.60	178.68	
	06/22/09	07/29/10	486.000	55,506.09	43,914.81	11,591.28	
	01/12/10	07/29/10	34.000	3,883.14	3,754.88	128.26	
UNDER ARMOUR INC CL A	07/27/10	12/06/10	1,096.000	65,184.48	43,255.83	21,928.65	
VANGUARD EMRG MKTS ETF	01/12/10	01/28/10	1,971.000	75,937.32	82,978.51	(7,041.19)	
VANGUARD PACIFIC ETF	06/22/09	05/26/10	401.000	19,140.32	17,945.15	1,195.17	
	01/12/10	05/26/10	32.000	1,527.41	1,716.48	(189.07)	
	03/23/10	05/26/10	325.000	15,512.73	17,781.11	(2,268.38)	
	03/23/10	08/25/10	620.000	30,525.00	33,920.88	(3,395.88)	
	07/23/10	08/25/10	76.000	3,741.77	3,821.28	(79.51)	
	08/13/10	08/25/10	632.000	31,115.80	31,763.88	(648.08)	
VANGUARD TOTAL BOND MARKET	06/22/09	03/23/10	9.000	716.48	694.06	22.42	
	06/22/09	06/10/10	183.000	14,709.65	14,112.65	597.00	
	01/12/10	06/10/10	17.000	1,366.47	1,346.74	19.73	
WISDOMTREE TRUST EMRG MKT EQT	01/12/10	03/23/10	72.000	3,725.65	3,713.00	12.65	
	01/12/10	05/20/10	1,093.000	49,697.32	56,365.35	(6,668.03)	

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	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)

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