Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , **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 LILLIS FOUNDATION

A Employer identification number
91-6520620

Number and street (or P O box number if mail is not delivered to street address): P.O BOX 1479
Room/suite:

B Telephone number
(303) 209-1943

City or town, state, and ZIP code
CASTLE ROCK, CO 80104

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,006,119.

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

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(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	7,965.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	84.	84.		STATEMENT 1
	4	Dividends and interest from securities	65,554.	65,554.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	44,875.			
	b	Gross sales price for all assets on line 6a 759,244.				
	7	Capital gain net income (from Part IV, line 2)		44,875.		
	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	<1,570.>	2,153.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	116,908.	112,666.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	3,600.	0.		3,600.
	c	Other professional fees STMT 5	11,050.	0.		11,050.
	17	Interest				
	18	Taxes STMT 6	90.	90.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,925.	0.		1,925.
	22	Printing and publications	354.	0.		354.
	23	Other expenses STMT 7	31,145.	140.		31,005.
	24	**Total operating and administrative expenses** Add lines 13 through 23	48,164.	230.		47,934. *
	25	Contributions, gifts, grants paid	81,435.			81,435.
	26	**Total expenses and disbursements** Add lines 24 and 25	129,599.	230.		129,369.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<12,691.>			
	b	**Net investment income** (if negative, enter -0-)		112,436.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

* SEE PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

SCANNED MAY 0 9 2011

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
Assets	1	Cash - non-interest-bearing	116.	116.	116.
	2	Savings and temporary cash investments	102,187.	52,889.	52,889.
	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			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 8	1,747,231.	1,795,950.	2,580,775.
	c	Investments - corporate bonds STMT 9	12,000.	12,000.	12,015.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	393,350.	381,238.	360,324.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,254,884.	2,242,193.	3,006,119.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,254,884.	2,242,193.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	2,254,884.	2,242,193.	
	31	**Total liabilities and net assets/fund balances**	2,254,884.	2,242,193.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,254,884.
2	Enter amount from Part I, line 27a	2	<12,691.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,242,193.
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	2,242,193.

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	SALES OF MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
b	LOSS THRU K-1			
c	1000 SHARES OF ONEOK PARTNERS LP	P	10/13/09	07/12/10
d	CAPITAL GAINS DIVIDENDS			
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	692,104.		665,546.	26,558.
b				<58.>
c	67,101.		48,765.	18,336.
d	39.			39.
e				

	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				26,558.
b				<58.>
c				18,336.
d				39.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	44,875.
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	203,775.	2,458,915.	.082872
2008	230,138.	3,912,871.	.058816
2007	196,785.	4,578,122.	.042984
2006	200,790.	4,055,967.	.049505
2005	180,030.	3,810,414.	.047247

2 Total of line 1, column (d)	2	.281424
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	.056285
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,631,535.
5 Multiply line 4 by line 3	5	148,116.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,124.
7 Add lines 5 and 6	7	149,240.
8 Enter qualifying distributions from Part XII, line 4	8	129,369.

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 ▶ ☐ 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)		1	2,249.
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	2,249.
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	2,249.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 2,617.		
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	2,617.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	368.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 368. **Refunded** ▶		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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA,CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE LILLIS FOUNDATION Telephone no ▶303-209-1943

Located at ▶P.O BOX 1479, CASTLE ROCK, CO ZIP+4 ▶80104

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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? ☐ 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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

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

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

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 THE FOUNDATION PROVIDES FOOD, CLOTHING AND EDUCATIONAL ITEMS FOR NEEDY SENIORS, SINGLE MOTHERS AND FAMILIES FOR THE HOLIDAY SEASON	11,175.
2 STUDENT ASSISTANCE - FOR SCHOLARSHIP RECIPIENTS TO ASSIST WITH TUITION, ROOM AND BOARD, BOOKS, FEES AND EQUIPMENT FOR ENROLLMENT AT AN EDUCATIONAL INSTITUTION	11,623.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	2,570,179.
b	Average of monthly cash balances			1b	101,430.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,671,609.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	2,671,609.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	40,074.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,631,535.
6	**Minimum investment return.** Enter 5% of line 5			6	131,577.

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	131,577.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,249.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,249.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	129,328.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	129,328.
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	129,328.

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	129,369.
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	129,369.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	129,369.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				129,328.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			98,913.	
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 ▶ $ 129,369.				
a Applied to 2009, but not more than line 2a			98,913.	
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				30,456.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				98,872.
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	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the 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))

CHARLES AND GWENDOLYN LILLIS

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 ATTACHMENT C				81,435.
Total			▶ 3a	81,435.
b *Approved for future payment* SENIORS' RESOURCE CENTER 3000 S. WADSWORTH BLVD. DENVER, CO 80227	N/A	PUBLIC CHARITY	OPENING OF AN OFFICE	2,500.
Total			▶ 3b	2,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	84.	
4 Dividends and interest from securities			14	65,554.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	44,875.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SECURITIES LITIGATION			14	2,153.	
b ORDINARY LOSS THRU K-1	525990	<3,723.>	14	0.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		<3,723.>		112,666.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 108,943.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Gwendolyn Lillis | 4/29/2011 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Thomas Blaney		4/25/11		P00234022

Firm's name ▶ O'CONNOR DAVIES MUNNS & DOBBINS, LLP | Firm's EIN ▶ 13-3385019

60 EAST 42ND STREET, 36TH FL.

Firm's address ▶ NEW YORK, NY 10165-3698 | Phone no (212)286-2600

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

SOURCE	AMOUNT
1ST BANK	12.
CHARLES SCHWAB & CO., INC.	72.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	84.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO., INC.	59,741.	39.	59,702.
INTEREST THRU K-1	1.	0.	1.
MERRILL LYNCH	5,851.	0.	5,851.
TOTAL TO FM 990-PF, PART I, LN 4	65,593.	39.	65,554.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION	2,153.	2,153.	
ORDINARY LOSS THRU K-1	<3,723.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,570.>	2,153	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES MUNNS & DOBBINS, LLP	3,600.	0.		3,600.
TO FORM 990-PF, PG 1, LN 16B	3,600.	0.		3,600.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	11,050.	0.		11,050.
TO FORM 990-PF, PG 1, LN 16C	11,050.	0.		11,050.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	90.	90.		0.
TO FORM 990-PF, PG 1, LN 18	90.	90.		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
DUES	1,505.	0.		1,505.
OFFICE SUPPLIES	781.	0.		781.
BANK CHARGES	140.	140.		0.
POSTAGE	507.	0.		507.
DIRECT CHARITABLE ACTIVITIES	22,798.	0.		22,798.
MISCELLANEOUS	141.	0.		141.
COMPUTER RELATED EXPENSES	5,273.	0.		5,273.
TO FORM 990-PF, PG 1, LN 23	31,145.	140.		31,005.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B PAGE 4/4	1,795,950.	2,580,775.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,795,950.	2,580,775.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B PAGE 1/4	12,000.	12,015.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,000.	12,015.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
6477.126 SH. VANGUARD S/T INVESTMENT	COST	69,167.	69,759.
195 SH. ML LEHMAN CROSSROADS	COST	202,052.	174,915.
1500 SH. ISHARES TR DJ US UTILS	COST	110,019.	115,650.
TOTAL TO FORM 990-PF, PART II, LINE 13		381,238.	360,324.

ATTACHMENT A

Form 990-PF **LISTING OF OFFICERS AND TRUSTEES**

Name and Address:	Title and Avg. Hrs/wk	Compen-sation	Employee Ben Plan Contribution	Expense Account
Charles M. Lillis P.O. Box 1479 Castle Rock, CO 80104	Trustee 2 hrs/week	0	0	0
Gwendolyn H. Lillis P.O. Box 1479 Castle Rock, CO 80104	Trustee 20 hrs/week	0	0	0
Timothy S. Lillis P.O. Box 1479 Castle Rock, CO 80104	Trustee 2 hrs/week	0	0	0
Michael B. Lillis P.O. Box 1479 Castle Rock, CO 80104	Trustee 2 hrs/week	0	0	0
Jessica L. Isaacs P.O. Box 1479 Castle Rock, CO 80104	Trustee 2 hrs/week	0	0	0
Total to Form 990-PF, Part VIII, Line 1				

THE LILLIS FOUNDATION
E.I.N : 91-6520620
PORTFOLIO HOLDINGS
FOR THE YEAR ENDED DECEMBER 31, 2010

Statement Period
December 1-31, 2010

Investment Detail - Fixed Income

Accounting Method
Fixed Income: First In First Out [FIFO]

Corporate Bonds	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
MUELLER INDS INC 6%14	12,000.0000	100.1250	12,015.00	N/A[1]	<1%	N/A[1]	720.00
SUB DEB DUE 11/01/14	12,000.0000	N/A	please provide	N/A	10/26/04	N/A	N/A
CALLABLE 02/02/11 AT 100.00000							
CUSIP: 624756AA0							
MOODY'S: N/A S&P: N/A							*Accrued Interest: 120.00*
Total Corporate Bonds	12,000.0000		12,015.00	N/A[1]	<1%	N/A[1]	720.00
		Total Cost Basis:	12,000				

Total Accrued Interest for Corporate Bonds: 120.00

Total Fixed Income	12,000.0000		12,015.00	N/A[1]	<1%	N/A[1]	720.00
		Total Cost Basis:	12,000				

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Equities

Accounting Method
Equities: First In First Out [FIFO]

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A T & T INC NEW (M)	4,000.0000	29.3800	117,520.00	4%	22,997.00	5.71%	6,720.00
SYMBOL: T	4,000.0000	23.6307	94,523.00	04/30/03	22,997.00	2802	Long-Term
BERKLEY W R CORPORATION (M)	500.0000	27.3800	13,690.00	<1%	1,181.05	1.02%	140.00
SYMBOL: WRB	500.0000	25.0179	12,508.95	10/16/09	1,181.05	441	Long-Term

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ATTACHMENT B
PAGE 1 OF 4

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
BRISTOL-MYERS SQUIBB CO (M)	1,800.0000	26.4800	47,664.00	2%	1,438.58	4.83%	2,304.00
SYMBOL. BMY	1,800.0000	25 6807	46,225.42	04/30/03	1,438.58	2802	Long-Term
CATERPILLAR INC (M)	900.0000	93.6600	84,294.00	3%	9,208.85	1.87%	1,584.00
SYMBOL: CAT	900.0000	83.4279	75,085.15	11/22/10	9,208.85	39	Short-Term
CUMMINS INC (M)	1,000.0000	110.0100	110,010.00	4%	77,371.05	0.95%	1,050.00
SYMBOL· CMI	1,000.0000	32.6389	32,638.95	05/12/09	77,371.05	598	Long-Term
DANAHER CORP DEL (M)	1,600.0000	47.1700	75,472.00	3%	52,512.00	0.16%	128.00
SYMBOL· DHR	1,600.0000	14.3500	22,960 00 [e]	10/23/02	52,512.00	2991	Long-Term
DEVON ENERGY CP NEW (M)	1,000.0000	78.5100	78,510.00	3%	28,505.53	0.81%	640.00
SYMBOL. DVN	1,000 0000	50.0044	50,004.47	02/17/09	28,505 53	682	Long-Term
FLOWSERVE CORPORATION (M)	2,300.0000	119.2200	274,206.00	10%	98,420.10	0.97%	2,668.00
SYMBOL: FLS	2,000 0000	72 4744	144,948 95	05/12/09	93,491.05	598	Long-Term
	300.0000	102.7898	30,836.95	10/13/09	4,929 05	444	Long-Term
Cost Basis			*175,785.90*				
FREEPORT MCMORAN COPPER (M)	1,000.0000	120.0900	120,090.00	4%	68,631.05	0.99%	1,200.00
SYMBOL: FCX	1,000.0000	51 4589	51,458.95	05/12/09	68,631.05	598	Long-Term
INTL BUSINESS MACHINES (M)	1,000.0000	146.7600	146,760.00	5%	51,479.80	1.77%	2,600.00
SYMBOL: IBM	800 0000	87 5365	70,029 25 [e]	02/03/03	47,378.75	2888	Long-Term
	200.0000	126 2547	25,250 95	10/13/09	4,101.05	444	Long-Term
Cost Basis			*95,280 20*				
JOHNSON & JOHNSON (M)	3,000.0000	61.8500	185,550.00	7%	39,021.05	3.49%	6,480.00
SYMBOL: JNJ	3,000.0000	48.8429	146,528.95	03/02/09	39,021.05	669	Long-Term
JOHNSON CONTROLS INC (M)	1,000.0000	38.2000	38,200.00	1%	11,191.05	1.67%	640.00
SYMBOL: JCI	1.000.0000	27 0089	27,008.95	10/13/09	11.191.05	444	Long-Term

Investment Detail - Equities (continued)

<u>Accounting Method</u>
Equities: First In First Out [FIFO]

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
LOCKHEED MARTIN CORP $^{(M)}$	**1,000.0000**	**69.9100**	**69,910.00**	**2%**	**(10,598.95)**	**4.29%**	**3,000.00**
SYMBOL· LMT	1,000 0000	80.5089	80,508.95	05/12/09	(10,598.95)	598	Long-Term
MC DONALDS CORP $^{(M)}$	**1,500.0000**	**76.7600**	**115,140.00**	**4%**	**12,892.55**	**3.17%**	**3,660.00**
SYMBOL: MCD	1,500.0000	68.1649	102,247.45	04/05/10	12,892.55	270	Short-Term
MICROCHIP TECHNOLOGY INC $^{(M)}$	**3,270.0000**	**34.2100**	**111,866.70**	**4%**	**11,644.99**	**4.03%**	**4,512.60**
SYMBOL: MCHP	1,274.0000	30.6427	39,038.85	10/12/10	4,544.69	80	Short-Term
	1,996.0000	30.6527	61,182.86	10/12/10	7,100.30	80	Short-Term
Cost Basis			*100,221.71*				
MONSANTO CO NEW DEL $^{(M)}$	**1,000.0000**	**69.6400**	**69,640.00**	**2%**	**(17,498.95)**	**1.60%**	**1,120.00**
SYMBOL: MON	1,000.0000	87.1389	87,138 95	05/12/09	(17,498.95)	598	Long-Term
PEPSICO INCORPORATED $^{(M)}$	**1,400.0000**	**65.3300**	**91,462.00**	**3%**	**13,739.05**	**2.93%**	**2,688.00**
SYMBOL: PEP	400.0000	44.2850	17,714.00 ^{e}	02/03/03	8,418.00	2888	Long-Term
	1,000 0000	60.0089	60,008.95	11/03/09	5,321.05	423	Long-Term
Cost Basis			*77,722.95*				
POTASH CORP SASK INC F $^{(M)}$	**1,500.0000**	**154.8300**	**232,245.00**	**8%**	**90,897.10**	**0.25%**	**600.00**
SYMBOL: POT	1,000 0000	96 3389	96,338.95	05/12/09	58,491.05	598	Long-Term
	500.0000	90.0179	45,008.95	10/13/09	32,406.05	444	Long-Term
Cost Basis			*141,347.90*				
PROCTER & GAMBLE $^{(M)}$	**1,500.0000**	**64.3300**	**96,495.00**	**3%**	**1,341.05**	**2.99%**	**2,890.80**
SYMBOL. PG	71.0000	63 4359	4,503.95	04/05/10	63.48	270	Short-Term
	1,429.0000	63.4359	90,650 00	04/05/10	1,277.57	270	Short-Term
Cost Basis			*95,153 95*				
SANOFI AVENTIS ADR F $^{(M)}$	**1,650.0000**	**32.2300**	**53,179.50**	**2%**	**3,094.70**	**0.00%**	**0.00**
SPONSORED ADR 2 ADR REP 1 ORD SYMBOL: SNY	1,650.0000	30.3544	50,084.80	07/12/10	3,094.70	172	Short-Term

THE LILLIS FOUNDATION
E.I.N: 91-6520620
PORTFOLIO HOLDINGS
FOR THE YEAR ENDED DECEMBER 31, 2010

Statement Period
December 1-31, 2010

Investment Detail - Equities (continued)

Accounting Method
Equities. First In First Out [FIFO]

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
SOUTHERN COPPER CORP (M)	4,800.0000	48.7400	233,952.00	8%	156,864.05	3.52%	8,256.00
SYMBOL: SCCO	4,800.0000	16.0599	77,087.95	07/31/06	156,864.05	1614	Long-Term
SYSCO CORPORATION (M)	2,600.0000	29.4000	76,440.00	3%	1,109.05	3.40%	2,600.00
SYMBOL: SYY	2,600.0000	28.9734	75,330 95	11/22/10	1,109.05	39	Short-Term
T J X COS INC (M)	2,000.0000	44.3900	88,780.00	3%	54,840.00	1.35%	1,200.00
SYMBOL TJX	2,000.0000	16.9700	33,940.00 e	02/03/03	54,840.00	2888	Long-Term
THE SOUTHERN COMPANY (M)	1,300.0000	38.2300	49,699.00	2%	4,543.65	4.76%	2,366.00
SYMBOL. SO	1,300 0000	34 7348	45,155 35	07/12/10	4,543.65	172	Short-Term
Total Equities	**42,620.0000**		**2,580,775.20**	**91%**	**784,825.40**		**59,047.40**
		Total Cost Basis:	1,795,950				

ATTACHMENT B
PAGE 4 OF 4

Grant Worksheet - 2010

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount	Balance
									$ 98,000 00
01/04/10	Saint Mary's College, Financial Aid Office, 141 LeMans Hall, Notre Dame, Indiana 46556	Public Charity	Scholarship - Mia Van Nostrand	$5,000.00	$5,000 00			$5,000.00	$ 93,000 00
01/20/10	University of Nebraska, PO Box 880411, Lincoln, NE 68588	Public Charity	Scholarship - Erin Starkebaum	$5,000.00	$5,000.00			$5,000 00	$ 88,000.00
01/20/10	Oregon State University, 218 Kerr Administration Bldg, Corvallis, OR 97331	Public Charity	Scholarship-Rachel Heath	$2,333.00	$2,333.00			$2,333.00	$ 85,667 00
01/21/10	Northern Arizona University, PO Box 4108, Flagstaff, AZ 86011	Public Charity	Scholarship-Kelsey Beeson	$2,500.00	$2,500.00			$2,500.00	$ 83,167.00
02/01/10	Metropolitan State College, PO Box 173362, Denver, CO 80217	Public Charity	Scholarship-Danielle Charron	$2,200 00	$2,200.00			$2,200.00	$ 80,967 00
04/21/10	Oregon State University, 218 Kerr Administration Bldg, Corvallis, OR 97331	Public Charity	Schoolarship-Rachel Heath	$2,333.00	$2,333.00			$2,333.00	$ 80,667 00
08/05/10	Saint Mary's College, Financial Aid Office, 141 LeMans Hall, Notre Dame, Indiana 46556	Public Charity	Scholarship-Mia Van Nostrand	$5,000.00	$5,000 00			$5,000.00	$ 78,467 00
08/05/10	Colorado State University, 1065 Campus Delivery, Fort Collins, CO 80523	Public Charity	Scholarship-Regina Stjernholm	$3,500.00	$3,500.00			$3,500.00	$ 76,134 00
08/10/10	Jefferson High School, 2305 Pierce Street, Edgewater, CO 80214	Public Charity	Student Assistance Fund	$5,000.00		$5,000.00		$5,000.00	$ 71,134 00
08/10/10	Yuma High School, 1000 S. Albany, Yuma, CO 80759	Public Charity	Student Assistance Fund	$2,500 00		$2,500.00		$2,500.00	$ 67,634.00
08/10/10	Highlands Ranch High School, 9375 Cresthill Lane, Highlands Ranch, CO 80130	Public Charity	Student Assistance Fund	$1,322.00		$1,322 00		$1,322.00	$ 66,312 00
08/10/10	Haxtun Jr -Sr. High School, 201 W. Powell Street, Haxtun, CO 80731	Public Charity	Student Assistance Fund	$1,221 00		$1,221.00		$1,221.00	$ 61,312 00
08/10/10	Douglas County High School, 2842 Front Street, Castle Rock, CO 80104	Public Charity	Student Assistance Fund	$2,500 00		$2,500.00		$2,500.00	$ 58,812 00
08/10/10	Goddard Middle School, 3800 W. Berry Ave , Littleton, CO 80123	Public Charity	Student Assistance Fund	$5,000.00		$5,000.00		$5,000.00	$ 57,490 00
08/12/10	West High School, 951 Elati Street, Denver, CO 80204	Public Charity	Student Assistance Fund	$1,500.00		$1,500 00		$1,500.00	$ 56,269 00
08/26/10	Monte Vista High School, 349 E. Prospect Street, Monte Vista, CO 81144	Public Charity	Student Assistance Fund	$1,500 00		$1,500.00		$1,500.00	$ 53,769 00
08/26/10	The Florence Crittenton School, 96 S. Zuni Street, Denver, CO 80223	Public Charity	Student Assistance Fund	$2,125 00		$2,125.00		$2,125.00	$ 48,769.00

Grant Worksheet - 2010

Date	Recipient	501 Foundation status of Recipient	Purpose of grant or contributor	Amount	Scholarship	SAF	Other	Amount	Balance
08/30/10	University of Nebraska, PO Box 880411, Lincoln, NE 68588	Public Charity	Scholarship-Erin Starkebaum	$5,000.00	$5,000 00			$5,000.00	$ 47,269 00
08/31/10	Adams City High School, 4625 E 68th Ave, Commerce City, CO 80222	Public Charity	Student Assistance Fund	$5,000 00		$5,000 00		$5,000 00	$ 42,269.00
09/02/10	Metropolitan State College, PO Box 173362, Denver, CO 80217	Public Charity	Scholarship-Danielle Charron	$1,227 00	$1,227.00			$1,227.00	$ 40,769 00
09/02/10	University of Colorado at Colorado Springs, 1420 Austin Bluffs Pkwy, Colorado Springs, CO 80918	Public Charity	Scholarship-Breanna Chadwick	$5,000 00	$5,000.00			$5,000.00	$ 38,644.00
09/29/10	Littleton High School, 199 E Littleton Blvd., Littleton, CO 80121	Public Charity	Student Assistance Fund	$3,000.00		$3,000.00		$3,000.00	$ 33,644 00
11/02/10	DonorsChoose org, 213 West 35th Street, 2nd Floor East, New York, NY 10001	Public Charity	Discretionary-Gwen	$98 00			$98.00	$98.00	$ 28,644 00
12/07/10	Search Dog Foundation,501 East Ojai Ave, Ojai, CA 93023	Public Charity	Discretionary-Gwen	$500 00			$500.00	$500.00	$ 28,144 00
12/07/10	University of Puget Sound Alumni Fund, 1500 N Warner Street, #1067, Tacoma, WA 98416-1067	Public Charity	Discretionary-Jessica	$2,500 00			$2,500 00	$2,500 00	$ 26,917 00
12/07/10	Anchor Center for Blind Children, 2550 Roslyn Street, Denver, CO 80238	Public Charity	Internship Grant	$3,575.90			$3,575.90	$3,575.90	$ 21,917 00
12/07/10	Watch-Care Academy, 3545 Fairfax Street, Denver, CO 80207	Public Charity	Discretionary-Chuck $4,000, Gwen $1,000)	$5,000.00			$5,000.00	$5,000.00	$ 16,917 00
	Total			$81,434.90	$39,093.00	$30,668.00	$11,673.90	$81,434.90	

ATTACHMENT C
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