



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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	OMB No 1545-0052 <div style="font-size: 24pt; font-weight: bold;">2010</div>
--	--	---

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 **05/01/10**, and ending **04/30/11**

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

Name of foundation HILL FOUNDATION 0101562400 WELLS FARGO BANK IM&T FIDUCIARY SVC		A Employer identification number 84-6081879
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 53456; MAC S4101-22G		B Telephone number (see page 10 of the instructions) 720-947-6725
City or town, state, and ZIP code PHOENIX AZ 85072-3456		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 28,407,084	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,402	1,402		
4 Dividends and interest from securities	530,033	530,033		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	383,945			
b Gross sales price for all assets on line 6a 6,989,721				
7 Capital gain net income (from Part IV, line 2)		383,945		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) STMT 1	1,996,798	1,969,533		
12 Total. Add lines 1 through 11	2,912,178	2,884,913	0	
13 Compensation of officers, directors, trustees, etc.	162,000	89,100		72,900
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	25,728	9,005		16,723
c Other professional fees (attach schedule)				
17 Interest RECEIVED				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	189,717	156,155		
19 Depreciation (attach schedule) and depletion	265			
20 Occupancy				
21 Travel, conferences, and meetings	3,052	1,526		1,526
22 Printing and publications, etc.				
23 Other expenses (attach schedule) STMT 4	33,400	21,085		3,500
24 Total operating and administrative expenses. Add lines 13 through 23	414,162	276,871	0	94,649
25 Contributions, gifts, grants paid	1,393,600			1,393,600
26 Total expenses and disbursements. Add lines 24 and 25	1,807,762	276,871	0	1,488,249
27 Subtract line 26 from line 12	1,104,416			
a Excess of revenue over expenses and disbursements		2,608,042		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

DAA

Form **990-PF** (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,910	19,620	19,620
	2	Savings and temporary cash investments	5,249,688	3,874,140	3,874,140
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 5	6,888,644	10,978,255	14,801,270
	c	Investments—corporate bonds (attach schedule) SEE STMT 6	4,516,879	2,898,667	3,040,154
	11	Investments—land, buildings, and equipment basis ▶			
Liabilities		Less accumulated depreciation (attach sch.) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch.) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 7)	3,767	3,502	6,671,900
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	16,661,888	17,774,184	28,407,084
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	16,661,888	17,774,184	
	30	Total net assets or fund balances (see page 17 of the instructions)	16,661,888	17,774,184	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,661,888	17,774,184	

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	16,661,888
2	Enter amount from Part I, line 27a	2	1,104,416
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	7,880
4	Add lines 1, 2, and 3	4	17,774,184
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,774,184

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 SCHEDULE	P	VARIOUS	VARIOUS
b	WELLS FARGO ACCT 400			
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 6,974,635		6,605,776	368,859
b 15,086			15,086
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			368,859
b			15,086
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	383,945
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 </div>	3	368,859

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,227,252	21,132,813	0.058073
2008	1,209,679	19,828,153	0.061008
2007	1,306,429	23,984,612	0.054469
2006	1,168,236	21,190,458	0.055130
2005	1,078,579	20,173,460	0.053465

2 Total of line 1, column (d)	2	0.282145
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.056429
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	25,895,112
5 Multiply line 4 by line 3	5	1,461,235
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,080
7 Add lines 5 and 6	7	1,487,315
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18	8	1,488,249

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	26,080
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	26,080
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	26,080
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	45,135
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	45,135
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	19,055
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 19,055 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	X	
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 page 19 of the instructions) CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK, N.A. 1740 BROADWAY MC 7300-483 Located at ▶ DENVER	Telephone no ▶ 720-947-6725 CO ZIP+4 ▶ 80274		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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	
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?	1b	
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)):	1c	X
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 ▶ 20 , 20 , 20 , 20	<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 page 22 of the instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20	2b	
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
		4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **N/A** **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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 (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO & CO - DENVER 1740 BROADWAY DENVER CO 80274	CO-TRUSTEE 28.00	90,000	0	0
JOHN MORAN C/O WELLS FARGO BANK, 1740 BROADWAY DENVER CO 80274	CO-TRUSTEE 6.00	36,000	0	0
FRANCIS W. COLLOPY C/O WELLS FARGO BANK, 1740 BROADWAY DENVER CO 80274	CO-TRUSTEE 6.00	36,000	0	0

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	16,320,262
b	Average of monthly cash balances	1b	3,297,292
c	Fair market value of all other assets (see page 25 of the instructions)	1c	6,671,900
d	Total (add lines 1a, b, and c)	1d	26,289,454
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	26,289,454
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	394,342
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,895,112
6	Minimum investment return. Enter 5% of line 5	6	1,294,756

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

1	Minimum investment return from Part X, line 6	1	1,294,756
2a	Tax on investment income for 2010 from Part VI, line 5	2a	26,080
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,080
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,268,676
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,268,676
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,268,676

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,488,249
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,488,249
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	26,080
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,462,169

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,268,676
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	107,168			
b From 2006	149,213			
c From 2007	142,712			
d From 2008	255,309			
e From 2009	203,287			
f Total of lines 3a through e	857,689			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,488,249				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,268,676
e Remaining amount distributed out of corpus	219,573			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,077,262			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	107,168			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	970,094			
10 Analysis of line 9				
a Excess from 2006	149,213			
b Excess from 2007	142,712			
c Excess from 2008	255,309			
d Excess from 2009	203,287			
e Excess from 2010	219,573			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED				1,393,600
Total			▶ 3a	1,393,600
b Approved for future payment N/A				
Total			▶ 3b	

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

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

WELLS FARGO BANK
JAMES H MILLER
VICE PRESIDENT

Paid

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

Preparer **PEGGY E. STRICKLIN**

Preparer's signature *Reggie J. J. CPA*


12/02/11

Use Only

Firm's name **STRICKLIN & ASSOCIATES, P.C.**

PTIN P00294953

Firm's address ► 1540 EMERSON ST
DENVER, CO 80218-1450

Firm's EIN 

Phone no **303-832-6112**

Form **990-PF** (2010)

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)
 HILL, VIRGINIA W. FDN TUA
 Trust Year 5/1/2010 - 4/30/2011

Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
001055102	AFLAC INC								
Sold		05/04/10	1000	48,342 98					
Acq		07/16/03	600	29,005 79	19,254 00	19,254 00	9,751 79	9,751 79	L
Acq		07/17/03	400	19,337 19	12,788 00	12,788 00	6,549 19	6,549 19	L
Total for 5/4/2010					32,042 00	32,042 00	16,300 98	16,300 98	
00206R102	AT & T INC								
Sold		05/04/10	5000	128,848 32					
Acq		04/28/09	5000	128,848 32	128,646 00	128,646 00	202 32	202 32	L
Total for 5/4/2010					128,646 00	128,646 00	202 32	202 32	
002444107	AVX CORP NEW								
Sold		10/22/10	6000	83,697 98					
Acq		05/04/10	6000	83,697 98	90,640 80	90,640 80	-6,942 82	-6,942 82	S
Total for 10/22/2010					90,640 80	90,640 80	-6,942 82	-6,942 82	
002824100	ABBOTT LABORATORIES								
Sold		05/04/10	2500	124,675 14					
Acq		04/28/09	2500	124,675 14	108,045 00	108,045 00	16,630 14	16,630 14	L
Total for 5/4/2010					108,045 00	108,045 00	16,630 14	16,630 14	
055622104	BP P L C SPONS ADR								
Sold		05/03/10	1500	72,124 78					
Acq		01/30/03	800	38,466 55	30,256 00	30,256 00	8,210 55	8,210 55	L
Acq		02/03/03	700	33,658 23	27,342 00	27,342 00	6,316 23	6,316 23	L
Total for 5/3/2010					57,598 00	57,598 00	14,526 78	14,526 78	
05565QBG2	BP CAPITAL MARKETS 3 125% 3/10/12								
Sold		05/14/10	100000	102,378 00					
Acq		05/22/09	100000	102,378 00	103,000 00	103,000 00	-622 00	-622 00	S
Total for 5/14/2010					103,000 00	103,000 00	-622 00	-622 00	
060505104	BANK AMER CORP								
Sold		10/22/10	5000	57,304 02					
Acq		09/14/94	5000	57,304 02	30,792 30	30,792 30	26,511 72	26,511 72	L
Total for 10/22/2010					30,792 30	30,792 30	26,511 72	26,511 72	
064058100	THE BANK OF NEW YORK MELLON CORP								
Sold		05/04/10	1750	53,498 34					
Acq		06/08/09	1750	53,498 34	48,912 50	48,912 50	4,585 84	4,585 84	S
Total for 5/4/2010					48,912 50	48,912 50	4,585 84	4,585 84	
073902CE6	BEAR STEARNS CO INC 4 500% 10/28/10								
Sold		10/28/10	100000	100,000 00					
Acq		05/20/09	100000	100,000 00	102,621 00	102,621 00	-2,621 00	-2,621 00	L
Total for 10/28/2010					102,621 00	102,621 00	-2,621 00	-2,621 00	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)

6/10/2011 13:48:49

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2010 - 4/30/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
075887109	BECTON DICKINSON AND COMPANY								
Sold		05/04/10	1200	90,040 48					
Acq		04/28/09	1200	90,040 48	74,973 96	74,973 96	15,066 52	15,066 52	L
Total for 5/4/2010					74,973 96	74,973 96	15,066 52	15,066 52	
084670702	BERSHIRE HATHAWAY INC								
Sold		05/04/10	1250	95,731 88					
Acq		04/16/08	1250	95,731 88	107,875 00	107,875 00	-12,143 12	-12,143 12	L
Total for 5/4/2010					107,875 00	107,875 00	-12,143 12	-12,143 12	
126650100	CVS/CAREMARK CORPORATION								
Sold		05/04/10	1400	51,086 96					
Acq		06/08/09	1400	51,086 96	42,756 00	42,756 00	8,330 96	8,330 96	S
Total for 5/4/2010					42,756 00	42,756 00	8,330 96	8,330 96	
12673P105	CA INC								
Sold		10/22/10	4200	95,212 80					
Acq		05/04/10	4200	95,212 80	93,281 58	93,281 58	1,931 22	1,931 22	S
Total for 10/22/2010					93,281 58	93,281 58	1,931 22	1,931 22	
14912L2W0	CATERPILLAR FINL SVC 5 050% 12/01/10								
Sold		12/01/10	250000	250,000 00					
Acq		01/17/07	250000	250,000 00	248,360 00	248,360 00	1,640 00	1,640 00	L
Total for 12/1/2010					248,360 00	248,360 00	1,640 00	1,640 00	
165167107	CHESAPEAKE ENERGY CORP COM								
Sold		05/04/10	2000	46,900 21					
Acq		04/28/09	2000	46,900 21	39,340 00	39,340 00	7,560 21	7,560 21	L
Total for 5/4/2010					39,340 00	39,340 00	7,560 21	7,560 21	
166764100	CHEVRON CORP								
Sold		10/22/10	500	42,209 53					
Acq		05/15/03	500	42,209 53	16,762 50	16,762 50	25,447 03	25,447 03	L
Total for 10/22/2010					16,762 50	16,762 50	25,447 03	25,447 03	
17275R102	CISCO SYSTEMS INC								
Sold		12/30/10	4300	86,950 55					
Acq		10/22/10	300	6,066 32	7,034 19	7,034 19	-967 87	-967 87	S
Acq		05/04/10	4000	80,884 23	106,600 00	106,600 00	-25,715 77	-25,715 77	S
Total for 12/30/2010					113,634 19	113,634 19	-26,683 64	-26,683 64	
17275R102	CISCO SYSTEMS INC								
Sold		12/30/10	4300	86,950 55					
Acq		05/04/10	4000	80,884 23	106,600 00	106,600 00	-25,715 77	-25,715 77	S
Acq		10/22/10	300	6,066 32	7,034 19	7,034 19	-967 87	-967 87	S
Total for 12/30/2010					113,634 19	113,634.19	-26,683 64	-26,683 64	

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)
HILL, VIRGINIA W. FDN TUA
 Trust Year 5/1/2010 - 4/30/2011

Account Id: 0101562400

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
194162103	COLGATE PALMOLIVE CO								
Sold		10/22/10	900	69,174 63					
Acq		02/19/97	900	69,174 63	23,928 75	23,928 75	45,245 88	45,245 88	L
Total for 10/22/2010					23,928 75	23,928 75	45,245 88	45,245 88	
233835AK3	DAIMLERCHRYSLER NA 8 000% 6/15/10								
Sold		06/15/10	150000	150,000 00					
Acq		06/28/00	150000	150,000 00	152,166 00	152,166 00	-2,166 00	-2,166 00	L
Total for 6/15/2010					152,166 00	152,166 00	-2,166 00	-2,166 00	
25746U109	DOMINION RES INC VA								
Sold		05/04/10	2500	104,465 23					
Acq		02/06/09	2500	104,465 23	92,220 24	92,220 24	12,244 99	12,244 99	L
Total for 5/4/2010					92,220 24	92,220 24	12,244 99	12,244 99	
278865100	ECOLAB INC								
Sold		05/04/10	6200	299,916 21					
Acq		02/28/05	6200	299,916 21	195,601 94	195,601 94	104,314 27	104,314 27	L
Total for 5/4/2010					195,601 94	195,601 94	104,314 27	104,314 27	
30231G102	EXXON MOBIL CORPORATION								
Sold		10/22/10	900	59,560 99					
Acq		06/22/99	900	59,560 99	33,453 87	33,453 87	26,107 12	26,107 12	L
Total for 10/22/2010					33,453 87	33,453 87	26,107 12	26,107 12	
339128100	JP MORGAN MID CAP VALUE-I 758								
Sold		05/04/10	6909 871	148,976 82					
Acq		03/07/05	6909 871	148,976 82	161,000 00	161,000 00	-12,023 18	-12,023 18	L
Total for 5/4/2010					161,000 00	161,000 00	-12,023 18	-12,023 18	
34354P105	FLOWERVE CORP COM								
Sold		12/30/10	900	107,038 16					
Acq		05/04/10	900	107,038 16	100,556 91	100,556 91	6,481 25	6,481 25	S
Total for 12/30/2010					100,556 91	100,556 91	6,481 25	6,481 25	
34354P105	FLOWERVE CORP COM								
Sold		12/30/10	900	107,038 16					
Acq		05/04/10	900	107,038 16	100,556 91	100,556 91	6,481 25	6,481 25	S
Total for 12/30/2010					100,556 91	100,556 91	6,481 25	6,481 25	
35906A108	FRONTIER COMMUNICATIONS CORPORATION								
Sold		07/21/10	0 1708	1 26					
Acq		10/28/03	0.1708	1 26	1 39	1 39	-0 13	-0 13	L
Total for 7/21/2010					1 39	1 39	-0 13	-0 13	
35906A108	FRONTIER COMMUNICATIONS CORPORATION								
Sold		10/22/10	1032	8,989 49					
Acq		09/04/02	48 0079	418 18	348.05	354 41	70 13	63 77	L
Acq		09/26/02	168 0278	1,463 65	1,194 24	1,216 49	269 41	247 16	L
Acq		09/27/02	84 0139	731 82	575 03	586 15	156 79	145 67	L

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)

6/10/2011 13:48:49

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2010 - 4/30/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
35906A108	FRONTIER COMMUNICATIONS CORPORATION								
Sold		10/22/10	1032	8,989.49					
Acq		09/30/02	84.0139	731.82	551.70	562.82	180.12	169.00	L
Acq		09/03/02	48.0079	418.18	342.86	349.22	75.32	68.96	L
Acq		10/28/03	168.0278	1,463.65	1,343.72	1,365.97	119.93	97.68	L
Acq		08/30/02	72.0119	627.28	519.08	528.61	108.20	98.67	L
Acq		08/28/02	168.0278	1,463.65	1,249.98	1,272.23	213.67	191.42	L
Acq		10/28/03	191.8611	1,671.25	1,537.14	1,562.54	134.11	108.71	L
Total for 10/22/2010					7,661.80	7,798.44	1,327.69	1,191.05	
36962GWB6	GENERAL ELEC CAP COR 6 125% 2/22/11								
Sold		02/22/11	225000	225,000.00					
Acq		07/30/01	225000	225,000.00	227,828.25	227,828.25	-2,828.25	-2,828.25	L
Total for 2/22/2011					227,828.25	227,828.25	-2,828.25	-2,828.25	
370334104	GENERAL MILLS INC								
Sold		12/30/10	3100	110,141.14					
Acq		10/22/10	3100	110,141.14	115,753.69	115,753.69	-5,612.55	-5,612.55	S
Total for 12/30/2010					115,753.69	115,753.69	-5,612.55	-5,612.55	
370334104	GENERAL MILLS INC								
Sold		12/30/10	3100	110,141.14					
Acq		10/22/10	3100	110,141.14	115,753.69	115,753.69	-5,612.55	-5,612.55	S
Total for 12/30/2010					115,753.69	115,753.69	-5,612.55	-5,612.55	
38143UBE0	GOLDMAN SACHS GROUP 4 500% 6/15/10								
Sold		06/15/10	125000	125,000.00					
Acq		06/21/05	125000	125,000.00	124,743.75	124,743.75	256.25	256.25	L
Total for 6/15/2010					124,743.75	124,743.75	256.25	256.25	
42822Q100	HEWITT ASSOCS INC								
Sold		10/01/10	2000	100,920.00					
Acq		05/04/10	2000	100,920.00	79,669.60	79,669.60	21,250.40	21,250.40	S
Total for 10/1/2010					79,669.60	79,669.60	21,250.40	21,250.40	
428236103	HEWLETT PACKARD CO								
Sold		05/04/10	1115	56,508.69					
Acq		02/06/09	1115	56,508.69	40,072.73	40,072.73	16,435.96	16,435.96	L
Total for 5/4/2010					40,072.73	40,072.73	16,435.96	16,435.96	
458140100	INTEL CORP								
Sold		05/04/10	500	11,254.81					
Acq		02/19/97	500	11,254.81	9,625.00	9,625.00	1,629.81	1,629.81	L
Total for 5/4/2010					9,625.00	9,625.00	1,629.81	1,629.81	
459200101	INTERNATIONAL BUSINESS MACHS CORP								
Sold		05/04/10	1000	126,963.15					
Acq		04/16/08	700	88,874.20	83,172.74	83,172.74	5,701.46	5,701.46	L

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2010 - 4/30/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
459200101	INTERNATIONAL BUSINESS MACHS CORP								
Sold		05/04/10	1000	126,963 15					
Acq		12/21/01	300	38,088 95	36,621 00	36,621 00	1,467 94	1,467 94	L
Total for 5/4/2010					119,793 74	119,793 74	7,169 41	7,169 41	
459506101	INTERNATIONAL FLAVORS & FRAGRANCES								
Sold		02/24/11	2000	110,089 88					
Acq		05/04/10	2000	110,089 88	99,139 80	99,139 80	10,950 08	10,950 08	S
Total for 2/24/2011					99,139 80	99,139 80	10,950 08	10,950 08	
464286400	ISHARES MSCI BRAZIL								
Sold		10/22/10	1400	106,468 19					
Acq		05/04/10	1400	106,468 19	96,157 50	96,157 50	10,310 69	10,310 69	S
Total for 10/22/2010					96,157 50	96,157 50	10,310 69	10,310 69	
464286871	ISHARES MSCI HONG KONG INDEX								
Sold		10/22/10	6300	119,382 97					
Acq		05/04/10	6300	119,382 97	96,449 22	96,449 22	22,933 75	22,933 75	S
Total for 10/22/2010					96,449 22	96,449 22	22,933 75	22,933 75	
464287655	ISHARES RUSSELL 2000								
Sold		05/04/10	2400	170,421 11					
Acq		06/01/06	2400	170,421 11	174,878 63	174,878 63	-4,457 52	-4,457 52	L
Total for 5/4/2010					174,878 63	174,878 63	-4,457 52	-4,457 52	
478160104	JOHNSON & JOHNSON								
Sold		05/04/10	450	29,007 31					
Acq		12/21/01	425	27,395 79	25,032 50	25,032 50	2,363 29	2,363 29	L
Acq		03/18/02	25	1,611 52	1,622 50	1,622 50	-10 98	-10 98	L
Total for 5/4/2010					26,655 00	26,655 00	2,352 31	2,352 31	
565849106	MARATHON OIL CORP								
Sold		05/04/10	2350	76,021 45					
Acq		06/08/09	850	27,497 12	27,063 07	27,063 07	434 05	434 05	S
Acq		04/28/09	1500	48,524 33	43,918 50	43,918 50	4,605 83	4,605 83	L
Total for 5/4/2010					70,981 57	70,981 57	5,039 88	5,039 88	
585055106	MEDTRONIC INC								
Sold		05/04/10	500	21,605 63					
Acq		01/13/98	500	21,605 63	11,702 50	11,702 50	9,903 13	9,903 13	L
Total for 5/4/2010					11,702 50	11,702 50	9,903 13	9,903 13	
585055106	MEDTRONIC INC								
Sold		10/22/10	2000	71,420 39					
Acq		01/13/98	2000	71,420 39	46,810 00	46,810 00	24,610 39	24,610 39	L
Total for 10/22/2010					46,810 00	46,810 00	24,610 39	24,610 39	
594918104	MICROSOFT CORP								
Sold		05/04/10	2000	59,579 99					
Acq		03/18/02	400	11,916 00	12,357 80	12,357 80	-441 80	-441 80	L

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual
funds or CTF's - See Tax Transaction Detail)

6/10/2011 13:48:50

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2010 - 4/30/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
594918104	MICROSOFT CORP								
Sold		05/04/10	2000	59,579.99					
Acq		12/21/01	1600	47,663.99	53,904.00	53,904.00	-6,240.01	-6,240.01	L
Total for 5/4/2010					66,261.80	66,261.80	-6,681.81	-6,681.81	
594918104	MICROSOFT CORP								
Sold		10/22/10	3600	91,295.17					
Acq		09/18/03	1200	30,431.72	35,064.00	35,064.00	-4,632.28	-4,632.28	L
Acq		09/04/02	200	5,071.95	4,789.90	4,789.90	282.05	282.05	L
Acq		09/03/02	200	5,071.95	4,753.90	4,753.90	318.05	318.05	L
Acq		08/28/02	400	10,143.91	9,971.96	9,971.96	171.95	171.95	L
Acq		03/18/02	1600	40,575.63	49,431.20	49,431.20	-8,855.57	-8,855.57	L
Total for 10/22/2010					104,010.96	104,010.96	-12,715.79	-12,715.79	
617446DX4	MORGAN ST DEAN WITTE 8.000% 6/15/10								
Sold		06/15/10	200000	200,000.00					
Acq		06/28/00	200000	200,000.00	201,516.00	201,516.00	-1,516.00	-1,516.00	L
Total for 6/15/2010					201,516.00	201,516.00	-1,516.00	-1,516.00	
654902204	NOKIA CORPORATION - ADR								
Sold		05/04/10	4000	47,202.00					
Acq		06/08/09	4000	47,202.00	60,240.00	60,240.00	-13,038.00	-13,038.00	S
Total for 5/4/2010					60,240.00	60,240.00	-13,038.00	-13,038.00	
693390304	PIMCO LOW DURATION FDI 36								
Sold		04/25/11	46685.341	490,196.08					
Acq		10/22/10	46685.341	490,196.08	500,000.00	500,000.00	-9,803.92	-9,803.92	S
Total for 4/25/2011					500,000.00	500,000.00	-9,803.92	-9,803.92	
693475105	PNC FINANCIAL SERVICES GROUP								
Sold		04/25/11	1600	98,334.11					
Acq		05/04/10	1600	98,334.11	106,963.04	106,963.04	-8,628.93	-8,628.93	S
Total for 4/25/2011					106,963.04	106,963.04	-8,628.93	-8,628.93	
713448108	PEPSICO INC								
Sold		10/22/10	300	19,512.48					
Acq		10/22/97	200	13,008.32	7,799.50	7,799.50	5,208.82	5,208.82	L
Acq		08/18/00	100	6,504.16	4,408.00	4,408.00	2,096.16	2,096.16	L
Total for 10/22/2010					12,207.50	12,207.50	7,304.98	7,304.98	
717081103	PFIZER INC								
Sold		05/04/10	3500	60,234.33					
Acq		01/13/98	3500	60,234.33	91,093.33	91,093.33	-30,859.00	-30,859.00	L
Total for 5/4/2010					91,093.33	91,093.33	-30,859.00	-30,859.00	
718172109	PHILIP MORRIS INTERNATIONAL IN								
Sold		05/04/10	1800	87,951.55					
Acq		04/28/09	1800	87,951.55	66,905.10	66,905.10	21,046.45	21,046.45	L
Total for 5/4/2010					66,905.10	66,905.10	21,046.45	21,046.45	

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 0101562400

HILL, VIRGINIA W. FDN TUA
Trust Year 5/1/2010 - 4/30/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
742718109	PROCTER & GAMBLE CO								
Sold		10/22/10	600	37,931 42					
Acq		02/16/06	600	37,931 42	36,291 00	36,291 00	1,640 42	1,640 42	L
Total for 10/22/2010					36,291 00	36,291 00	1,640 42	1,640 42	
806857108	SCHLUMBERGER LTD								
Sold		10/22/10	800	53,673 65					
Acq		05/23/00	800	53,673 65	30,078 00	30,078 00	23,595 65	23,595 65	L
Total for 10/22/2010					30,078 00	30,078 00	23,595 65	23,595 65	
81211K100	SEALED AIR CORP COM								
Sold		12/30/10	3800	96,822 36					
Acq		05/04/10	3800	96,822 36	81,433 62	81,433 62	15,388 74	15,388 74	S
Total for 12/30/2010					81,433 62	81,433 62	15,388 74	15,388 74	
81211K100	SEALED AIR CORP COM								
Sold		12/30/10	3800	96,822 36					
Acq		05/04/10	3800	96,822 36	81,433 62	81,433 62	15,388 74	15,388 74	S
Total for 12/30/2010					81,433 62	81,433 62	15,388 74	15,388 74	
871829107	SYSCO CORP								
Sold		05/04/10	3800	116,366 19					
Acq		09/28/01	2400	73,494 44	61,488 00	61,488 00	12,006 44	12,006 44	L
Acq		04/14/03	1200	36,747 22	32,640 00	32,640 00	4,107 22	4,107 22	L
Acq		07/30/01	200	6,124 54	5,524 00	5,524 00	600 54	600 54	L
Total for 5/4/2010					99,652 00	99,652 00	16,714 19	16,714 19	
880208400	TEMPLETON GLOBAL BOND FD-ADV 616								
Sold		05/04/10	27437 368	369,855 72					
Acq		12/23/09	27437 368	369,855 72	345,436 46	345,436 46	24,419 26	24,419 26	S
Total for 5/4/2010					345,436 46	345,436 46	24,419 26	24,419 26	
89417E109	TRAVELERS COS INC								
Sold		05/04/10	1000	49,971 05					
Acq		02/16/06	1000	49,971 05	43,450 00	43,450 00	6,521 05	6,521 05	L
Total for 5/4/2010					43,450 00	43,450 00	6,521 05	6,521 05	
921937843	VANGUARD INTRM TRM BD IND SGNL1350								
Sold		04/25/11	42553 191	476,170 21					
Acq		10/22/10	42553 191	476,170 21	500,000 00	500,000 00	-23,829 79	-23,829 79	S
Total for 4/25/2011					500,000 00	500,000 00	-23,829 79	-23,829 79	
G2554F105	COVIDIEN PLC								
Sold		10/22/10	1775	70,075 99					
Acq		05/04/10	1775	70,075 99	83,620 07	83,620 07	-13,544 08	-13,544 08	S
Total for 10/22/2010					83,620 07	83,620 07	-13,544 08	-13,544 08	
H5833N103	NOBLE CORPORATION								
Sold		12/30/10	3000	105,590 41					
Acq		10/22/10	1300	45,755 84	44,613 01	44,613 01	1,142 83	1,142 83	S

Wells Fargo

Page 8 of 8

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

6/10/2011 13:48:51

Account Id: 0101562400

HILL, VIRGINIA W FDN TUA
 Trust Year 5/1/2010 - 4/30/2011

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
H5833N103	NOBLE CORPORATION								
Sold		12/30/10	3000	105,590 41					
Acq		05/04/10	1700	59,834 57	64,939 83	64,939 83	-5,105 26	-5,105 26	S
Total for 12/30/2010					109,552 84	109,552 84	-3,962 43	-3,962 43	
H5833N103	NOBLE CORPORATION								
Sold		12/30/10	3000	105,590 41					
Acq		05/04/10	1700	59,834 57	64,939 83	64,939 83	-5,105 26	-5,105 26	S
Acq		10/22/10	1300	45,755 84	44,613 01	44,613 01	1,142 83	1,142 83	S
Total for 12/30/2010					109,552 84	109,552 84	-3,962 43	-3,962 43	
Total for Account: 0101562400					6,605,775 68	6,605,912 32	368,859 13	368,722 49	
Total Proceeds:						Fed	State		
6,974,634.81					S/T Gain/Loss	-40 55	-40 55		
					L/T Gain/Loss	368,899 68	368,763 04		

HILL FOUNDATION
Income - May 2010 - April 2011
Charitable Distributions
EIN 84-6081879

Description	Date	Amount	Project
9HEALTH SERVICES INC	1/25/2011	\$ 10,000 00	Support the mission of 9Health Fair which is to promote health awareness and to encourage individuals to assume responsibility for their own health
ACCESS HOUSING INC	2/23/2011	\$ 5,000 00	Support mission to help homeless families in the Denver metro area, regain their independence, achieve economic self-sufficiency and secure permanent housing We do this through a comprehensive continuum of care and collaboration with community partners
ADOPTION ALLIANCE	5/21/2010	\$ 5,000 00	Our mission is to advocate for a child's right to a loving family and we prepare families for the joys and challenges of parenting adopted and foster children through awareness, education, partnerships and placement services We place children of any race, color, or national or ethnic origin
ALLIANCE FOR CHOICE IN EDUCATION	5/21/2010	\$ 5,000 00	To provide quality and diversity of educational choices to Denver inner city children by promoting greater accessibility to private schools through scholarships
ALZHEIMER'S ASSOCIATION COLORADO	4/5/2011	\$ 7,500 00	To eliminate Alzheimer's disease through the advancement of research, provide and enhance care and support for all affected, reduce the risk of dementia through the promotion of brain health
AMERICA SCORES DENVER	12/9/2010	\$ 5,000 00	An after school program that uses the sport of soccer as a motivator for a unique team based approach for enhancing early literacy, community service and leadership among at risk elementary school students
AMERICAN CANCER SOCIETY GREAT WEST DIVISION	12/9/2010	\$ 5,000 00	Supporting programs seeking cures and remedies for cancer
AMERICAN COUNCIL OF THE BLIND OF CO	5/21/2010	\$ 5,000 00	" dedicated to promoting the independence, equality, and opportunities for all blind and visually impaired individuals in the state of Colorado "
AMERICAN DIABETES ASSOCIATION COLORADO AREA	5/21/2010	\$ 7,500 00	To prevent and cure diabetes and to improve the lives of all people affected by diabetes
AMERICAN INDIAN COLLEGE FUND	9/22/2010	\$ 5,000 00	Goal to raise scholarship funds for American Indian students at qualified tribal colleges and universities
AMERICAN RED CROSS MILE HIGH CHAPTER	2/23/2011	\$ 10,000 00	To provide relief to victims of disaster and help people prevent, prepare for, and respond to emergencies
ANCHOR CENTER FOR BLIND CHILDREN	1/25/2011	\$ 10,000 00	To teach life skills to young children with visual impairments and provide services to their families
ARTREACH	5/21/2010	\$ 5,000 00	Committed to changing lives through the arts, by providing year around arts programs to at risk and underserved populations
ARVADA CENTER FOR THE ARTS AND HUMANITIES	2/23/2011	\$ 5,000 00	To support the nationally recognized Accessibility Program
ASSISTANCE LEAGUE OF DENVER	4/5/2011	\$ 4,000 00	To fund the Hospital Equipment Lending Program
ASSOCIATION FOR COMMUNITY LIVING	4/5/2011	\$ 5,000 00	To promote health communities
ATTENTION HOMES	9/3/2010	\$ 2,500 00	Support providing residential treatment, counseling, and safe shelter to at-risk youth / teens in Boulder Colorado
AUDIO INFO NETWORK OF COLORADO	9/3/2010	\$ 2,500 00	Dedicated to normalizing the lives of Colorado's blind, visually impaired and print disabled residents of all ages by providing access to newspapers, magazines, and
AUTISM SOCIETY OF COLORADO	7/30/2010	\$ 2,500 00	Help Provide information, support and advocacy for individuals with autism and related syndromes and their families
BABY BUDS	12/9/2010	\$ 2,500 00	Support thrift store, commercial cleaning services, and job training and life skills development program in Denver Colorado
BAL SWAN CHILDREN'S CENTER	4/5/2011	\$ 7,500 00	Bal Swan Children's Center is a preschool that provides a welcoming environment for children of diverse backgrounds and abilities Building on each child's strengths and successes, the Center provides early intervention therapies and education services for children from infancy through six years of age
BAYAUD INDUSTRIES	5/21/2010	\$ 15,000 00	To assist homeless people to get back on their feet
BAYAUD INDUSTRIES	4/5/2011	\$ 15,000 00	To assist homeless people to get back on their feet
BENT COUNTY HEALTHCARE CENTER	9/3/2010	\$ 5,000 00	To provide the highest quality of care to our elders and facilitate opportunities to enhance education, health, and wellness for our community and those we serve
BIG BROTHERS BIG SISTERS OF COLORADO	9/22/2010	\$ 5,000 00	To help children reach their full potential through professionally supported one-to-one volunteer mentoring relationships with measurable impact
BONFILS BLOOD CENTER FOUNDATION	9/22/2010	\$ 5,000 00	To develop and strengthen partnership with the community, to save and enhance lives
BOULDER VALLEY WOMEN'S HEALTH CENTER	5/21/2010	\$ 7,500 00	To promote womens health issues
BOYS AND GIRLS CLUBS OF SAN LUIS VALLEY INC	12/9/2010	\$ 5,000 00	To inspire and enable the young people of Moffat County to realize their full potential as productive, responsible and caring citizens
BREAKTHROUGH KENT DENVER	4/5/2011	\$ 7,500 00	" to increase educational opportunity for motivated, low-income middle school students, and to train and encourage talented high school and college students to pursue careers in education "
BROTHERS REDEVELOPMENT INC	9/3/2010	\$ 7,500 00	Provides affordable, safe, accessible housing and housing services to the poor, elderly and disabled of Colorado
BUTTERFLY PAVILION	5/21/2010	\$ 5,000 00	To support the operations of the Butterfly Pavilion
CARE AND SHARE FOOD BANK	7/30/2010	\$ 10,000 00	Support food security to people and families at risk
CARRIAGE HOUSE COMMUNITY TABLE	5/21/2010	\$ 6,000 00	To support programs benefiting adult homeless
CASA OF THE PIKES PEAK REGION, INC	1/25/2011	\$ 10,000 00	To provide a voice in court for children who are victims of abuse, neglect or domestic conflict and to promote community awareness of these issues to ensure safe and permanent homes

HILL FOUNDATION
Income - May 2010 - April 2011
Charitable Distributions
EIN 84-6081879

Description	Date	Amount	Project
CATHOLIC CHARITIES LEGAL SERVICES ARCHDIOCESE OF MIAMI INC	3/10/2011	\$ 15,000 00	To help people, strengthen families and build communities
CATHOLIC CHARITIES OF COLORADO SPRINGS	5/21/2010	\$ 5,000 00	To support the various charitable services provided by the organization in central Colorado
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF DENVER	5/21/2010	\$ 6,000 00	Exists to support the education of disadvantaged children by improving their school experience during their stay in Denver's homeless shelters and increasing their probability of success
CENTRAL CITY OPERA	4/5/2011	\$ 50,000 00	Presenting professional opera in Colorado, training talented young singers, providing education and outreach programs, and preserving the Opera House and other Central City properties
CEREBRAL PALSY OF COLORADO INC	5/21/2010	\$ 2,000 00	Exists to support the education of disadvantaged children by improving their school experience during their stay in Denver's homeless shelters and increasing their probability of success
CHERRY CREEK CHORALE	4/5/2011	\$ 2,000 00	Supporting the Cherry Creek Chorale
CHILD AND MIGRANT SERVICES INC	12/9/2010	\$ 10,000 00	To coordinate and provide direct community services for migrant and settled farm workers and their families of Mesa County
CHILDREN'S ADVOCACY AND FAMILY	7/30/2010	\$ 7,500 00	The Center for Child and Family Advocacy is focused on the treatment and prevention of child abuse and family violence
CHILDREN'S OUTREACH PROJECT	5/21/2010	\$ 5,000 00	To support the organization's mission to offer inclusive, quality, early childhood education to typical, accelerated, and developmentally delayed children
CHILDREN'S OUTREACH PROJECT	3/10/2011	\$ 7,500 00	To support the organization's mission to offer inclusive quality, early childhood education to typical, accelerated and developmentally delayed children
CHILDRENS MUSEUM OF DENVER	4/5/2011	\$ 7,500 00	To support the museums operations and services to the children of Denver, Colorado
CHRISTIAN HEALING NETWORK MI ZION MEDICAL CLINIC	12/9/2010	\$ 7,500 00	
CHURCH OF THE HOLY GHOST	4/5/2011	\$ 20,000 00	To assist the poor and the homeless
CITYWILD	1/25/2011	\$ 5,000 00	To provide low income culturally diverse youth with outdoor & environmental learning opportunities
COLORADO AIDS PROJECT	5/21/2010	\$ 5,000 00	To improve the lives of people infected and affected by HIV and AIDS and to prevent HIV infection
COLORADO BALLET	9/22/2010	\$ 5,000 00	To contribute to the quality of life in the community through the performance of major international dance works, the development of new choreography and the nurturing of artistic expression
COLORADO COALITION FOR THE HOMELESS	12/9/2010	\$ 25,000 00	To work collaboratively toward the prevention of homelessness and the creation of lasting solutions for homeless and at risk families, children and individuals throughout Colorado
COLORADO COUNCIL FOR ECONOMIC EDUCATION	9/3/2010	\$ 5,000 00	The Colorado Council for Economic Education envisions an America where each school-age child will be taught the basic decision-making skills necessary to realize his or her full potential. In a free society, the key to unlocking the power of each individual can be found in the logic of economic reasoning
COLORADO FOUNDATION OF DENTISTRY FOR THE HANDICAPPED	1/25/2011	\$ 5,000 00	Supporting programs providing dental services to the handicapped
COLORADO HOMELESS FAMILIES	7/30/2010	\$ 5,000 00	Supporting programs to help the homeless in Colorado
COLORADO METH PROJECT	4/5/2011	\$ 5,000 00	
COLORADO NEUROLOGICAL INSTITUTE	2/23/2011	\$ 10,000 00	Founded in 1988, CNI is a 501(c)(3) nonprofit organization and the largest, most comprehensive neuroscience center in the Rocky Mountain region. With a membership of over 50 physicians and specialists, CNI offers a team of highly trained neurological experts with years of experience and a dedication to compassionate, expert care every step of the way. Our patients come from across Colorado, the nation and the world for treatment of neurological conditions such as brain and spinal tumors, epilepsy, stroke, multiple sclerosis, hearing loss, movement disorders, traumatic brain injury and many other disorders
COLORADO SPRINGS ECUMENICAL SOCIAL MINISTRIES	5/21/2010	\$ 5,000 00	In brief Promotes self-sufficiency and restores dignity by providing food, medicine, housing, job placement, educational programs, and spiritual encouragement
COLORADO STATE UNIVERSITY	3/10/2011	\$ 30,000 00	To serve society through teaching, research and outreach
COLORADO STATEWIDE PARENT COALITION	1/25/2011	\$ 5,000 00	To promote educational opportunities for children and their families
COLORADO UPLIFT	5/21/2010	\$ 10,000 00	Dedication to build long-term, life-changing relationships with urban youth
COLORADO UPLIFT	4/5/2011	\$ 10,000 00	Dedication to build long-term, life-changing relationships with urban youth
COLORADO VINCENTIAN VOLUNTEERS	12/9/2010	\$ 5,000 00	We are a community of faith and action that responds to the Gospel call in the spirit of St. Vincent de Paul. We are young men and women, ages 22-30, who serve Denver's poor, elderly, homeless, developmentally disabled and troubled youth. Our year-long program offers an opportunity for spiritual, emotional, professional growth, and a way of discerning and living one's Christian vocation
COLORADO Volunteers IN JUVENILE & CRIMINAL JUSTICE	5/21/2010	\$ 5,000 00	Support programs to achieve justice for juveniles
COMMUNITY FOOD SHARE	9/22/2010	\$ 10,000 00	To ensure that people in Boulder and Broomfield counties are food secure
COMMUNITY HEALTH SERVICES	9/22/2010	\$ 10,000 00	Support non-profit health centers
CONFLICT CENTER	1/25/2011	\$ 5,000 00	Teaches that conflict and differences are inevitable but that violence is not
CRAIG HOSPITAL	7/30/2010	\$ 10,000 00	Craig Hospital in Denver, Colorado is exclusively dedicated to spinal cord injury (SCI) and traumatic brain injury (TBI) rehabilitation, and research
CRESTONE YOUTH PLAZA INC	4/5/2011	\$ 2,500 00	Support youth development in Crestone, Colorado

HILL FOUNDATION
Income - May 2010 - April 2011
Charitable Distributions
EIN 84-6081879

Description	Date	Amount	Project
CURIOUS THEATER	5/21/2010	\$ 2,500 00	To engage the community in important contemporary issues through provocative modern theatre
DENTAL AID INC	1/25/2011	\$ 3,500 00	Dental Aid was the first not-for-profit comprehensive dental clinic in the United States. Thirty-five years later, in 2009, Dental Aid provided nearly 8,400 children and adults with affordable, high-quality, comprehensive dental care, subsidizing the market equivalent of \$1.9 million dollars in care for its patients.
DENVER ACADEMY	5/13/2010	\$ 10,000 00	Denver Academy leads as a center of excellence for the education of students with learning differences. We help our students develop their intellectual, social, creative, physical and ethical potentials within a nurturing environment so they may acquire the skills and confidence to be successful in life.
DENVER AREA COUNCIL BOY SCOUTS OF AMERICA	5/21/2010	\$ 3,000 00	To prepare young people to make ethical choices over their lifetimes by instilling in them the values of the Scout Oath Law.
DENVER CASA CHILD ADVOCATES	12/9/2010	\$ 5,000 00	The Mission of Denver CASA is to advocate for the best interest of abused and neglected children in Denver Juvenile Court through the services of specially selected and trained community volunteers from diverse cultural and ethnic backgrounds.
DENVER CHILDREN'S ADVOCACY CENTER	2/23/2011	\$ 5,000 00	In brief: to reduce the trauma of abuse, provide assessment & treatment opportunities, & improve the evaluation, investigation & prosecution systems.
DENVER MUSEUM OF NATURE AND SCIENCE	4/5/2011	\$ 5,000 00	Support the museum mission.
DENVER RESCUE MISSION			To return the poor and homeless to society as self-sufficient community members.
DENVER RESCUE MISSION	9/22/2010	\$ 20,000 00	Supporting programs to serve the needs of homeless people in Denver.
DENVER SCHOLARSHIP FOUNDATION	7/30/2010	\$ 10,000 00	Supporting scholarships in Denver, Colorado.
DOCTORS CARE	5/21/2010	\$ 10,000 00	To provide access to quality primary and specialty outpatient and inpatient medical care for medically underserved children and adults and very low income families living in Douglas, Arapahoe, and Elbert Counties.
DOMINICAN SISTERS HOME HEALTH AGENCY	4/5/2011	\$ 10,000 00	Continue to strive to provide high quality care to those who are uninsured or who have exhausted Medicare/Medicaid benefits.
EDUCATION FOUNDATION INC. NATIONAL GUARD ASSOC OF COLO	7/30/2010	\$ 2,000 00	"... a dual language, community based private elementary school that focuses on providing a quality education for children of families with limited financial resources."
EL COMITE DE LONGMONT	2/23/2011	\$ 5,000 00	Serving the needs of Latinos in Longmont and the surrounding communities.
FAMILY TREE	9/22/2010	\$ 5,000 00	Support the mission to help people overcome child abuse, domestic violence and homelessness to become safe, strong and self-reliant.
FIRST STEPS NORTH COLORADO MEDICAL	3/10/2011	\$ 5,000 00	The NCMC Foundation's First Steps program is committed to providing support to women throughout their pregnancies.
FOODWORKS COMPA FOOD MINISTRIES	1/25/2011	\$ 7,500 00	Food for the needy. Our mission is to supply and support food pantries that supply food for needy families in the Denver.
FOSTERING HOPE FOUNDATION	12/9/2010	\$ 2,500 00	To support and advocate for foster parents who have responded to the challenge of caring for abandoned, neglected and abused children.
FREEDOM SERVICE DOGS, INC	9/3/2010	\$ 4,000 00	To rescue dogs from shelters and train them to assist people with disabilities, thus increasing their independence and peace of mind.
GIRL SCOUTS OF COLORADO	12/9/2010	\$ 7,500 00	To build girls of courage, confidence, and character, who make the world a better place.
GOODWILL INDUSTRIES OF DENVER	9/3/2010	\$ 5,000 00	To create opportunities for individuals to change their lives and the lives of others while building a strong and sustainable community by utilizing education, employment and empowerment to foster economic independence.
HABITAT FOR HUMANITY OF COLORADO	12/9/2010	\$ 10,000 00	To assist Colorado Habitat for Humanity affiliates in increasing production of affordable housing.
HEP C CONNECTION	3/10/2011	\$ 5,000 00	To fund educational programs about HCV.
HILLTOP COMMUNITY RESOURCES INC	12/9/2010	\$ 10,000 00	To provide leadership for community based services that foster self-sufficiency and enrich quality of life.
HISTORIC DENVER INC THE MOLLY BROWN HOUSE MUSEUM	12/9/2010	\$ 10,000 00	To preserve Denver's significant historic fabric: its distinctive architecture and its cultural landscapes.
HOPE COMMUNITIES	12/9/2010	\$ 5,000 00	We offer low-income individuals and families in greater Denver a bridge to cross as they work towards a better future.
HOSPICE & PALLIATIVE CARE OF WESTERN COLORADO	12/9/2010	\$ 5,000 00	To provide open access to care for uninsured and underinsured patients.
HOWARD DENTAL CENTER	3/10/2011	\$ 15,000 00	Dedicated to providing compassionate, professional dental care in a private setting for men, women, and children with HIV/AIDS.
INTERNATIONAL HEARING DOG INC.	9/22/2010	\$ 5,000 00	To train dogs to assist people who are deaf or hard of hearing, with and without multiple disabilities, at no cost to the recipient.
INVEST IN KIDS	12/9/2010	\$ 15,000 00	To partner with communities to improve the health and well-being of Colorado's children, through effective, research based programs.
JEWISH FAMILY SERVICES OF COLORADO	12/9/2010	\$ 7,500 00	Provides comprehensive professional assistance consistent with Jewish traditions, values and culture to the Jewish community and to the community at large in order to enhance their ability to cope in our complex society.
KARIS COMMUNITY	5/21/2010	\$ 5,000 00	To provide transitional, community living opportunity for restoring basic life skills and improving the social well-being of individuals recovering from serious and persistent mental illness.
KBDI-12 COLORADO PUBLIC TELEVISION	6/21/2010	\$ 5,000 00	To support Colorado Public Television programming.
KID'S IN NEED OF DENTISTRY	5/21/2010	\$ 7,500 00	Support for dentistry services to children in need.

HILL FOUNDATION
Income - May 2010 - April 2011
Charitable Distributions
EIN 84-6081879

Description	Date	Amount	Project
KIPP COLORADO SCHOOLS SUNSHINE PEAK ACADEMY	4/5/2011	\$ 5,000 00	KSPA's goals for future college success focus on three components: academic skills, intellectual habits, and character traits. Students in each grade focus on one character trait per year to help them develop into successful adult citizens.
LEGAL CENTER FOR PEOPLE WITH DISABILITIES AND OLDER PEOPLE	5/21/2010	\$ 7,500 00	To support the Legal Center's mission to protect and promote the rights of people with disabilities and older people in Colorado through direct legal representation, advocacy, education and legislative analysis.
LITTLE SISTERS OF THE POOR	4/5/2011	\$ 15,000 00	Dedicated to providing a home, care and loving companionship to elderly men and women who cannot afford to support themselves.
MARIA DROSTE SERVICES OF COLORADO INC	2/23/2011	\$ 5,000 00	To support the Options program providing counseling services for adult and children from working-poor families.
MARYCREST ASSISTED LIVING	6/21/2010	\$ 15,000 00	Provides supportive, caring services in a home-like environment that enhances independence and quality of life for under-served older adults and persons with disabilities.
MEALS ON WHEELS OF BOULDER	3/10/2011	\$ 5,000 00	To keep people in their home as long as possible by delivering them a hot nutritionally well balanced meal.
MERCY HOUSING MOUNTAIN PLAINS	4/5/2011	\$ 10,000 00	To create and strengthen healthy communities through the provision of quality, affordable, program-enriched housing for individuals and families who are economically poor.
METRO CARING	5/21/2010	\$ 7,500 00	To support the organization's food pantry and hunger relief programs in the Denver metro area.
METRO COMMUNITY PROVIDER NETWORK	4/5/2011	\$ 10,000 00	Metro Community Provider Network (MCPN) is a non-profit healthcare organization that provides medical, dental, mental health, substance abuse, pharmacy, and community based services which include case management, outreach to the homeless, adolescent services, health education, and maternal child health to the underserved, uninsured and working families who can not afford these services.
METRO VOLUNTEERS	5/21/2010	\$ 5,000 00	To strengthen the community by connecting people with volunteer opportunities and building the effectiveness of nonprofit organizations.
METROPOLITAN STATE COLLEGE OF DENVER	1/25/2011	\$ 5,100 00	To provide a high quality education that prepares students for successful careers and lifelong learning in a multicultural, global and technological society.
MI CASA RESOURCE CENTER FOR WOMEN, INC	9/3/2010	\$ 7,500 00	To "advance the economic success of Latino families."
MILE HIGH DOWN SYNDROME ASSOCIATION	1/25/2011	\$ 5,000 00	Support general programs for down syndrome victims.
MONTROSE COUNTY SENIOR CITIZENS TRANSPORT ALL POINTS	9/3/2010	\$ 4,000 00	To provide safe, reliable transportation for older adults, the disabled and low-income workers and job seekers in Montrose and Delta counties.
NATIONAL JEWISH HEALTH	1/25/2011	\$ 5,000 00	To develop and provide innovative clinical programs, discover knowledge, and educate scientists. (In brief)
NATIONAL SPORTS CENTER FOR THE DISABLED	7/30/2010	\$ 10,000 00	Supporting disabled sports programs.
NEEDLEROCK FAMILY HEALTH OUTREACH	4/5/2011	\$ 7,500 00	To support Needlerock Family Health Clinic in Crawford where Jenny Mitchell offers health care to the underserved residents of the North Fork Valley.
NEEDLEROCK FAMILY HEALTH OUTREACH	6/21/2010	\$ 5,000 00	To support Needlerock Family Health Clinic in Crawford where Jenny Mitchell offers health care to the underserved residents of the North Fork Valley.
NEW GENESIS	3/10/2011	\$ 10,000 00	To provide a therapeutic program that guides and encourages its residents to achieve financial stability and permanent housing upon completion of their program.
NORTH METRO CHILDREN'S ADVOCACY	4/5/2011	\$ 5,000 00	To improve pregnancy outcomes, child health & development, and self-sufficiency for eligible, first-time parents - benefiting multiple generations."
NURSE FAMILY PARTNERSHIP	6/21/2010	\$ 5,000 00	" to improve pregnancy outcomes, child health & development, and self-sufficiency for eligible, first-time parents - benefiting multiple generations."
PARENT PATHWAYS	5/21/2010	\$ 13,000 00	To help teen parents access education, employment readiness, and resources to raise healthy families.
PARTNERS IN HOUSING	4/5/2011	\$ 7,500 00	To support the mission of Partners In Housing to provide homeless families with children the hope and opportunity to achieve self-sufficiency through supportive services and transitional housing.
PARTNERS IN HOUSING	5/21/2010	\$ 5,000 00	To support the mission of Partners In Housing to provide homeless families with children the hope and opportunity to achieve self-sufficiency through supportive services and transitional housing.
PEAK VISTA COMMUNITY HEALTH CENTER	2/23/2011	\$ 2,500 00	To support community health issues in the Colorado Springs area.
PEAK VISTA COMMUNITY HEALTH CENTER	5/21/2010	\$ 5,000 00	To support community health issues in the Colorado Springs area.
PHYSICALLY HANDICAPPED AMATEUR MUSICAL ACTORS LEAGUE	12/9/2010	\$ 6,000 00	To enable physically challenged performers to showcase their talents and abilities and to make the performing arts more accessible to everyone.
PIKES PEAK HOSPICE & PALLIATIVE CARE INC	1/25/2011	\$ 5,000 00	To provide therapeutic horseback riding for people with disabilities to encourage independence and improve their quality of life.
PIKES PEAK THERAPEUTIC RIDING CENTER	2/23/2011	\$ 2,500 00	To provide therapeutic horseback riding for people with disabilities to encourage independence and improve their quality of life.
PLANNED PARENTHOOD OF THE ROCK MOUNTAINS, INC	1/25/2011	\$ 4,000 00	In brief: To focus on providing education and choices in the prevention of unintended pregnancies, sexually transmitted diseases, and breast, cervical, and testicular cancers.
PROJECT ANGEL HEART	7/30/2010	\$ 7,500 00	To promote the health, dignity and self sufficiency of people living with HIV/AIDS, cancer and other life threatening illnesses by providing nutritious, home delivered meals with care and compassion.

Description	Date	Amount	Project
PROJECT WISE	6/21/2010	\$ 5,000 00	To empower low-income women through opportunities to meet personal, family and economic goals and attain a positive involvement with their community
REACH OUT AND READ COLORADO	12/9/2010	\$ 5,000 00	Support reading programs
RECORDING FOR THE BLIND AND DYSLIXIC	12/9/2010	\$ 10,000 00	To create opportunities for the individual success by providing , and promoting the effective use of, accessible educational materials
REDLINE	1/25/2011	\$ 2,500 00	RedLine is a diverse urban laboratory where art, education and community converge Our vision is to foster forms of social practice in the arts that inspire inquiry and catalyze change
REGIS JESUIT HIGH SCHOOL	5/21/2010	\$ 15,000 00	To affirm the uniqueness and dignity of individuals, inspire the pursuit of excellence, foster faith and a commitment to service and justice and strive to
REGIS UNIVERSITY	9/3/2010	\$ 30,000 00	Provide academically rigorous education that emphasizes values and service
RESOURCES, INC SUNGATEKIDS RESOURCES, INC SUNGATEKIDS	7/30/2010	\$ 5,000 00	SungateKids, serving the 18th Judicial District in the Denver area, is a child-focused facility-based program in which representatives from many disciplines, including law enforcement, child protection, prosecution, mental health, medical and victim advocacy work together to conduct interviews and make team decisions about investigation, treatment, management and prosecution of child abuse cases
RESTORATION OUTREACH PROGRAMS	4/5/2011	\$ 5,000 00	Restoration Outreach Programs consists of ROP Youth Ministries (formerly Prodigal Gatherings) and ROP Resource Ministries (formerly Heart to Hand Resource Center) These ministries are dedicated to serving the community on East Colfax in Aurora, and work closely with Restoration Worship Center, our
ROCKY MOUNTAIN COUNCIL - BOY SCOUTS OF AMERICA	5/21/2010	\$ 3,000 00	To inspire and enable the young people of Moffat County to realize their full potential as productive, responsible and caring citizens
ROCKY MOUNTAIN HDC INC	6/21/2010	\$ 5,000 00	To provide safe, habitable housing for families with very low to moderate incomes, including homeless families, throughout the state of Colorado
ROCKY MOUNTAIN MS CENTER	9/3/2010	\$ 5,000 00	Provide services to people with MS in the Denver metro area
ROCKY MOUNTAIN PARENTS AS TEACHERS	2/23/2011	\$ 8,000 00	To support the healthy development of children and families by helping parents develop the skills they need to nurture their child's development so children are prepared to enter school ready to succeed
ROCKY MOUNTAIN PBS	2/23/2011	\$ 10,000 00	General operating and program support
ROCKY MOUNTAIN STROKE ASSOCIATION	12/9/2010	\$ 7,500 00	Supporting education on stroke prevention for all and support to stroke survivors and their families throughout recovery
SAFEHOUSE DENVER	5/21/2010	\$ 10,000 00	To help women, children, and youth reclaim their right to a life free of domestic violence
SAINT FRANCIS CENTER	5/21/2010	\$ 15,000 00	Supporting the St Francis Center which is a refuge for men and women who are homeless in the metro Denver area, providing shelter along with services that enable people to meet their basic needs for daily survival and to transition out of homelessness
SAINT JOHN'S CATHEDRAL	7/30/2010	\$ 5,000 00	In brief To know Christ and to make Christ known To serve people in need, to meet the spiritual and practical needs of the Denver community
SAINT JOSEPH HOSPITAL FOUNDATION	12/9/2010	\$ 20,000 00	The Saint Joseph Hospital Foundation solicits contributions and manages funds for Saint Joseph Hospital to assist the hospital in more effectively carrying out its mission
SANGRE DE CRISTO HOSPICE & PALLIATIVE CARE	2/23/2011	\$ 5,000 00	For more than 25 years we have provided the comfort of our compassionate medical, emotional and spiritual care to people of all ages who are coping with end-of-life challenges We're here for you, too, with expert services that can ease your burden and enhance your quality of life at this vulnerable time
SAVE OUR YOUTH	9/22/2010	\$ 5,000 00	Save Our Youth transforms the lives of at-risk youth through mentor relationships providing the skills for success in educational, emotional, and spiritual development
SENIOR SERVICES SOLUTIONS PLUS	9/3/2010	\$ 4,000 00	Supporting programs for seniors
SENIOR SUPPORT SERVICES INC	3/10/2011	\$ 10,000 00	To support providing of nightly hot dinners served to hungry and homeless seniors
SENIORS INC	6/21/2010	\$ 7,500 00	Dedicated to promoting independence and ennnching the quality of life as we age
SEWALL CHILD DEVELOPMENT CENTER	4/5/2011	\$ 5,000 00	Offered a team approach to educational and therapeutic intervention for Denver's preschool children--with and without special needs
SEWALL CHILD DEVELOPMENT CENTER	5/21/2010	\$ 5,000 00	Offered a team approach to educational and therapeutic intervention for Denver's preschool children--with and without special needs
SOUTH BROADWAY CHRISTIAN CHURCH	7/30/2010	\$ 5,000 00	General operating and program support
SOUTHEAST COMMUNITY OUTREACH SECOR	1/25/2011	\$ 3,000 00	Supporting this non-profit, non-denominational organization operating in the southeast Denver Metro area dedicated to demonstrating God's compassion for those in need by providing food, personal items, monetary and budgeting assistance to individuals and families experiencing financial insecurities
ST BENEDICT HEALTH AND HEALING MINISTRY	1/25/2011	\$ 3,500 00	St Benedict Health and Healing Ministry (SBHMH) is a Colorado non-profit organization and a Diocesan Institution in the Episcopal Diocese of Colorado We strive to bring together in common mission, faith based communities to address the critical issue of health care in Boulder County SBHMH partners with local and regional health care and human services agencies in an effort to meet the needs of the 30,000 uninsured people in Boulder County

HILL FOUNDATION
Income - May 2010 - April 2011
Charitable Distributions
EIN 84-6081879

Description	Date	Amount	Project
ST ELIZABETH'S SCHOOL	10/19/2010	\$ 5,000 00	St Elizabeth School is a nonpublic, coeducational, special education day program SES, while located in Baltimore City, serves students from all of Central Maryland who are 10 to 21 years of age in its Middle/High and High School programs
SUMMIT CANCER SOLUTIONS INC	1/25/2011	\$ 3,000 00	Supporting this non-profit organization dedicated to providing cancer survivors with affordable and empowering exercise programs in a healthy, positive, and non-intimidating environment within their community Cancer Fitness Institute began as Summit Cancer Solutions in 2002 - founded by 4-time breast cancer survivor Karen Hornbostel
THE ASSOCIATION FOR SENIOR CITIZENS	2/23/2011	\$ 10,000 00	The Association for Senior Citizens is a private nonprofit 501(c)(3) organization created in 1981 to serve the basic human needs of the Denver metro area senior population The ASC provides financial assistance to prevent eviction and utility shutoff and for medical, dental or optical needs The ASC has a weekly food bank and emergency food pantry and also distributes medical equipment such as wheel chairs or walkers The ASC provides clothing, blankets, toiletry items and referral services to seniors 55 and older and living below 125% of poverty The ASC is often the last safety net to keep a needy senior from going hungry or becoming homeless Our goals is to help seniors stay independent and in their own homes
THE COLORADO SYMPHONY	4/5/2011	\$ 30,000 00	General operating and program support for the Colorado Symphony
THE DENVER HOSPICE	6/21/2010	\$ 10,000 00	Hospice care provides comfort and support to patients with advanced
THE GATHERING PLACE	6/21/2010	\$ 10,000 00	Supporting the mission of The Gathering Place which is to support, educate and empower individuals and families touched by cancer through programs and services provided free of charge
THERAPEUTIC RIDING AND EDUCATION CENTER	12/9/2010	\$ 3,000 00	To enhance and improve the lives of individuals with special needs and disabilities, through the use of equine facilitated activities, communication and instruction in a safe, professional, affordable, and ethical manner
THIRD WAY CENTER INC	2/23/2011	\$ 10,000 00	To provide a continuum of services in a home-like environment where high-risk, homeless, mentally ill and disadvantaged youth can work through their problems, learn to take responsibility for their actions and become productive members of society
TRI-COUNTY FAMILY CARE CENTER, INC	1/25/2011	\$ 3,000 00	To be a single point of entry for people with general and emergency needs
UNIVERSITY OF COLORADO FOUNDATION	9/22/2010	\$ 7,500 00	Supporting Scholarships at the University
UNIVERSITY OF WYOMING FOUNDATION	2/23/2011	\$ 60,000 00	Supporting Scholarships at the University
URBAN PEAK COLORADO SPRINGS	7/30/2010	\$ 5,000 00	To help youth to overcome homelessness and other real life challenges by providing safety, respect, essential services and supportive community, empowering them to become self-reliant adults
VOLUNTEERS OF AMERICA	1/25/2011	\$ 10,000 00	To identify and serve the basic needs of the most vulnerable individuals and families in the community, according to the tradition and charter provisions of the Volunteers of America, Inc "
VSA ARTS OF COLORADO	1/25/2011	\$ 3,500 00	To promote the creative power of people with disabilities
WOMEN'S BEAN PROJECT	12/9/2010	\$ 5,000 00	To change women s lives by providing stepping stones to self-sufficiency through social enterpnse
WOMEN'S CRISIS AND FAMILY OUTREACH CENTER	6/21/2010	\$ 7,500 00	Dedicated to reducing domestic violence and family conflict through advocacy, empowerment prevention and intervention services
YOUTHBIZ	5/21/2010	\$ 5,000 00	To advance the social and economic empowerment of youth through a focus on business academics and leadership

TOTAL GRANTS PAID

\$ 1,393,600 00

Form **8868**
(Rev. January 2011)**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization HILL FOUNDATION 0101562400 WELLS FARGO BANK IM&T FIDUCIARY SVC	Employer identification number 84-6081879
	Number, street, and room or suite no. If a P.O. box, see instructions PO BOX 53456; MAC S4101-22G	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PHOENIX AZ 85072-3456	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WELLS FARGO BANK, N.A.
1740 BROADWAY MC 7300-483

- The books are in the care of ▶ **DENVER** Telephone No ▶ **720-947-6725** FAX No ▶ **CO 80274**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **12/15/11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ ☐ calendar year or
▶ ☒ tax year beginning **05/01/10**, and ending **04/30/11**

2 If this tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	27,000
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	45,135
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Paperwork Reduction Act Notice, see Instructions.
DAA

Form **8868** (Rev. 1-2011)