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

2010

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

For calendar year 2010, or tax year beginning SEP 1, 2010, and ending AUG 31, 2011

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 RUDGE FOUNDATION C/O NORTHERN TRUST BANK		A Employer identification number 51-0403419
Number and street (or P.O. box number if mail is not delivered to street address) 1525 S. GREENFIELD ROAD	Room/suite	B Telephone number 480-483-1170
City or town, state, and ZIP code MESA, AZ 85206		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 993,972. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		239,869.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		35,253.	35,253.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		222,668.			
b Gross sales price for all assets on line 6a	494,722.				
7 Capital gain net income (from Part IV, line 2)			222,668.		
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		332.	332.		STATEMENT 2
12 Total. Add lines 1 through 11		498,122.	258,253.		
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 3	3,700.	1,850.		1,850.
c Other professional fees	STMT 4	7,238.	7,151.		87.
17 Interest					
18 Taxes	STMT 5	1,558.	211.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		12,496.	9,212.		1,937.
25 Contributions, gifts, grants paid		53,000.			53,000.
26 Total expenses and disbursements. Add lines 24 and 25		65,496.	9,212.		54,937.
27 Subtract line 26 from line 12:		432,626.			
a Excess of revenue over expenses and disbursements			249,041.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

RUDGE FOUNDATION
C/O NORTHERN TRUST BANK

51-0403419

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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			
	2 Savings and temporary cash investments	22,918.	23,839.	23,839.
	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 7	307,526.	433,688.	471,664.
	c Investments - corporate bonds STMT 8	339,875.	420,812.	429,552.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	40,592.	60,177.	68,909.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	0.	8.	8.
	16 Total assets (to be completed by all filers)	710,911.	938,524.	993,972.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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			
	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	786,850.	786,850.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<75,939.>	151,674.	
Net Assets or Fund Balances	30 Total net assets or fund balances	710,911.	938,524.	
	31 Total liabilities and net assets/fund balances	710,911.	938,524.	

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	710,911.
2 Enter amount from Part I, line 27a	2	432,626.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,143,537.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	205,013.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	938,524.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 494,722.		272,054.	222,668.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			222,668.	
2 Capital gain net income or (net capital loss)		2		222,668.
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	39,055.	728,747.	.053592
2008	50,257.	664,492.	.075632
2007	48,450.	883,761.	.054823
2006	41,541.	927,160.	.044805
2005	35,651.	814,334.	.043779
2 Total of line 1, column (d)			2 .272631
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 .054526
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,015,868.
5 Multiply line 4 by line 3			5 55,391.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,490.
7 Add lines 5 and 6			7 57,881.
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.			8 54,937.

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		1	4,981.
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	4,981.
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	4,981.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	800.	
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	800.	
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	4,181.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NA</u>	13	X	
14	The books are in care of ► <u>HENRY & HORNE, LLP</u> Telephone no. ► <u>480-483-1170</u> Located at ► <u>7098 E. COCHISE ROAD, SUITE 100, SCOTTSDALE, AZ</u> ZIP+4 ► <u>85253</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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
HOWARD J. RUDGE	DIRECTOR			
C/O NTB; 1525 S GREENFIELD ROAD				
MESA, AZ 85206	1.00	0.	0.	0.
LOIS I. RUDGE	DIRECTOR			
C/O NTB; 1525 S GREENFIELD ROAD				
MESA, AZ 85206	1.00	0.	0.	0.

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

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

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

▶ 0

Form 990-PF (2010)

Part 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	994,785.
b Average of monthly cash balances	1b	36,553.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,031,338.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,031,338.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,470.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,015,868.
6 Minimum investment return. Enter 5% of line 5	6	50,793.

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	50,793.
2a Tax on investment income for 2010 from Part VI, line 5	2a	4,981.	
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	4,981.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	45,812.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	45,812.	
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	45,812.	

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	54,937.
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	54,937.
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	54,937.

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				45,812.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			9,911.	
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: ▶ \$ 54,937.				
a Applied to 2009, but not more than line 2a			9,911.	
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				45,026.
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				786.
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				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

Enter gross amounts unless otherwise indicated.

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

ALL	SUPPORT EXEMPT PURPOSE
-----	------------------------

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

RUDGE FOUNDATION
C/O NORTHERN TRUST BANK

Employer identification number

51-0403419

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Name of organization

RUDGE FOUNDATION

C/O NORTHERN TRUST BANK

Employer identification number

51-0403419

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HOWARD RUDGE C/O NORTHERN TRUST BANK, 1525 S. GREENFIELD ROAD MESA, AZ 85206	\$ 134,025.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	HOWARD RUDGE C/O NORTHERN TRUST BANK, 1525 S. GREENFIELD ROAD MESA, AZ 85206	\$ 56,480.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	HOWARD RUDGE C/O NORTHERN TRUST BANK, 1525 S. GREENFIELD ROAD MESA, AZ 85206	\$ 49,364.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

RUDGE FOUNDATION

C/O NORTHERN TRUST BANK

51-0403419

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>DUPONT STOCK, 3,000 SHARES</u> _____ _____ _____	\$ <u>134,025.</u>	<u>09/22/10</u>
<u>2</u>	<u>CONOCO PHILLIPS, 1,000 SHARES</u> _____ _____ _____	\$ <u>56,480.</u>	<u>09/22/10</u>
<u>3</u>	<u>EXXON MOBIL, 800 SHARES</u> _____ _____ _____	\$ <u>49,364.</u>	<u>09/22/10</u>
<u> </u>	_____ _____ _____ _____	\$ _____	_____
<u> </u>	_____ _____ _____ _____	\$ _____	_____
<u> </u>	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

RUDGE FOUNDATION

C/O NORTHERN TRUST BANK

51-0403419

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
1			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
2			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
3			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
4			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NORTHERN TRUST (SEE ATTACHED STATEMENT)		P	VARIOUS	VARIOUS
b NORTHERN TRUST (SEE ATTACHED STATEMENT)		P	VARIOUS	VARIOUS
c MEDCO HELATH SOLUTIONS, 100 SHARES		P	02/13/08	09/21/10
d CONOCOPHILLIPS, 1,000 SHARES		P	08/13/99	09/28/10
e E I DU PONT DE NEMOURS, 2,975 SHARES		P	01/19/99	09/28/10
f EXXON MOBILE CORP, 690 SHARES		P	05/16/81	09/28/10
g EXXON MOBILE CORP, 10 SHARES		P	05/16/81	06/27/11
h CAPITAL GAINS DIVIDENDS				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 89,352.		90,314.	<962.>
b 156,894.		142,315.	14,579.
c 4,954.		5,015.	<61.>
d 56,889.		5,836.	51,053.
e 135,658.		27,043.	108,615.
f 42,752.		1,509.	41,243.
g 779.		22.	757.
h 7,444.			7,444.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<962.>
b			14,579.
c			<61.>
d			51,053.
e			108,615.
f			41,243.
g			757.
h			7,444.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	222,668.
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

RUDDGE FOUNDATION 23-98687

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
10. APPLE COMPUTER INC	06/21/2010	09/21/2010	2,846.16	2,777.90	68.26
40. CUMMINS ENGINE INC	06/21/2010	09/21/2010	3,593.94	3,041.20	552.74
2024.29 MFB NORTHN INTL EQTY INDEX FD					
105. ADOBE SYS INC	05/03/2010	09/21/2010	20,263.17	20,000.00	263.17
120. SYSCO CORP	07/15/2010	10/04/2010	2,707.56	2,949.45	-241.89
20. CUMMINS ENGINE INC	07/15/2010	11/22/2010	3,453.89	3,613.08	-159.19
120. TJX COS INC NEW	06/21/2010	12/23/2010	2,217.36	1,520.60	696.76
100. MFC ISHARES TR BARCLAYS 1-3 YR CR BD FD	06/21/2010	12/23/2010	5,327.69	5,550.00	-222.31
35. COLGATE PALMOLIVE CO	09/28/2010	01/24/2011	10,444.30	10,504.00	-59.70
100. MFC ISHARES TR BARCLAYS 1-3 YR CR BD FD	06/21/2010	02/02/2011	2,636.99	2,851.10	-214.11
504.13 MFB NORTHN FDS MULTI-MANAGER EMERGING MKT	09/28/2010	02/11/2011	10,430.30	10,504.00	-73.70
60. SPECTRA ENERGY CORP COM	10/07/2010	02/11/2011	11,000.00	11,983.19	-983.19
25. NIKE INC CLASS B	06/21/2010	04/11/2011	1,631.06	1,324.20	306.86
20. NIKE INC CLASS B	06/21/2010	04/26/2011	1,999.12	1,887.75	111.37
105. LOWES COMPANIES INC	06/21/2010	04/27/2011	1,604.42	1,510.20	94.22
40. BERKSHIRE HATHAWAY INC-CL	07/15/2010	06/27/2011	2,442.77	2,171.19	271.58
40. STARWOOD HOTELS & RESORTS	07/15/2010	07/06/2011	3,055.20	3,159.08	-103.88
75. PAYCHEX INC	12/23/2010	08/10/2011	1,724.07	2,449.28	-725.21
	03/10/2011	08/29/2011	1,973.61	2,517.69	-544.08
Totals -			89,352.00	90,314.00	-962.00

RUDGE FOUNDATION 23-98687
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
25000. GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 0	03/19/2008	09/13/2010	25,000.00	25,821.50	-821.50
55. BHP LTD SPONSORED ADR	06/22/2009	09/21/2010	4,001.73	2,947.45	1,054.28
25. CHEVRONTXACO CORP COM	12/05/2000	09/21/2010	1,983.22	1,035.16	948.06
195. CISCO SYS INC	02/21/2001	09/21/2010	4,208.50	5,151.25	-942.75
45. COSTCO WHSL CORP NEW	06/10/2008	09/21/2010	2,751.25	3,174.30	-423.05
50. DANAHER CORP	06/22/2009	09/21/2010	2,051.97	1,497.97	554.00
45. EMERSON ELECTRIC CO	12/04/2008	09/21/2010	2,356.16	1,494.45	861.71
100. JOHNSON & JOHNSON	09/08/2004	09/21/2010	6,186.91	5,143.41	1,043.50
35. NATIONAL-OILWELL INC	03/16/2009	09/21/2010	1,495.17	1,013.25	481.92
456.43 MFB NORTHN INTL EQTY INDEX FD	12/04/2008	09/21/2010	4,568.87	3,300.00	1,268.87
130. EXXON MOBIL CORP COM	01/26/2004	09/28/2010	8,054.66	5,638.96	2,415.70
100. HEWLETT PACKARD CO COM	05/16/2003	10/04/2010	4,053.18	1,779.81	2,273.37
119. SCHWAB CHARLES CORP COMMON STOCK NEW	06/22/2009	11/02/2010	1,830.90	2,043.73	-212.83
36. SCHWAB CHARLES CORP COMMON STOCK NEW	12/04/2008	11/03/2010	550.29	598.32	-48.03
5. CISCO SYS INC	02/21/2001	11/22/2010	97.45	132.08	-34.63
130. CISCO SYS INC	03/20/2003	11/22/2010	2,541.12	3,062.42	-521.30
111.36 MFB NORTHN FDS MULTI-MANAGER GLOBAL REALE	12/21/2009	01/24/2011	2,000.00	1,428.73	571.27
190.56 MFB NORTHERN FUNDS BD INDEX FD	12/21/2009	01/24/2011	1,999.00	1,936.88	62.12
100. TEVA PHARMACEUTICALS INDS LTD ADR	03/16/2009	02/28/2011	4,999.13	4,534.00	465.13
60. PEPSICO INC	03/16/2009	03/08/2011	3,816.41	2,947.20	869.21
25000. ABBOTT LABS 3.75% DUE 03-15-2011 03-15-2011/03-1	03/19/2008	03/15/2011	25,000.00	25,568.50	-568.50
947.87 MFB NORTHERN FUNDS BD INDEX FD	03/13/2008	03/17/2011	10,000.00	9,630.36	369.64
10. CHEVRONTXACO CORP COM	12/05/2000	04/11/2011	1,096.73	414.06	682.67
Totals					

JSA
0F0970 2 000

RUDGE FOUNDATION 23-98687
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
170. CISCO SYS INC	03/20/2003	04/11/2011	2,970.59	2,384.25	586.34
1471.85 PIMCO COMMODITY					
REALRETURN STRATEGY FUND	05/03/2010	05/11/2011	13,644.00	11,936.71	1,707.29
180. MICROSOFT CORP COM	12/05/2000	05/23/2011	4,341.16	5,433.37	-1,092.21
55. J P MORGAN CHASE & CO	06/22/2009	07/06/2011	2,232.96	1,840.30	392.66
20. THE TRAVELERS COMPANIES	06/21/2010	07/06/2011	1,171.37	1,038.20	133.17
25. WELLS FARGO & CO NEW	12/04/2008	07/06/2011	699.24	694.00	5.24
105. WALT DISNEY CO	09/17/2007	07/15/2011	4,127.13	3,546.00	581.13
105. EMERSON ELECTRIC CO	03/16/2009	08/10/2011	4,504.24	3,184.05	1,320.19
21. PEPSICO INC	03/16/2009	08/29/2011	1,341.71	1,031.52	310.19
19. PEPSICO INC	03/16/2009	08/30/2011	1,218.41	933.28	285.13
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			156,893.00	142,315.00	14,578.00
Totals			156,893.00	142,315.00	14,578.00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	42,697.	7,444.	35,253.
TOTAL TO FM 990-PF, PART I, LN 4	42,697.	7,444.	35,253.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION INCOME	332.	332.	
TOTAL TO FORM 990-PF, PART I, LINE 11	332.	332.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HENRY & HORNE LLP	3,700.	1,850.		1,850.
TO FORM 990-PF, PG 1, LN 16B	3,700.	1,850.		1,850.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	7,063.	7,063.		0.
DELAWARE ENTITY SERVICES	175.	88.		87.
TO FORM 990-PF, PG 1, LN 16C	7,238.	7,151.		87.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	211.	211.		0.
FEDERAL EXCISE TAX	1,347.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,558.	211.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN FMV AND COST BASIS FOR STOCK CONTRIBUTED	205,013.
TOTAL TO FORM 990-PF, PART III, LINE 5	205,013.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS HELD AT NORTHERN TRUST	433,688.	471,664.
TOTAL TO FORM 990-PF, PART II, LINE 10B	433,688.	471,664.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS & BOND FUNDS HELD AT NORTHERN TRUST	420,812.	429,552.
TOTAL TO FORM 990-PF, PART II, LINE 10C	420,812.	429,552.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE FUNDS HELD AT NORTHERN TRUST	COST	34,003.	38,581.
COMMODITIES HELD AT NORTHERN TRUST	COST	26,174.	30,328.
TOTAL TO FORM 990-PF, PART II, LINE 13		60,177.	68,909.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NET UNSETTLED SALES AND PURCHASES	0.	8.	8.
TO FORM 990-PF, PART II, LINE 15	0.	8.	8.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BUCKNELL UNIVERSITY ONE DENT DRIVE LEWISBURG, PA 17837	NONE SCHOLARSHIP FUNDS	UNIVERSITY	10,000.
CHW FOUNDATION, EAST VALLEY FOR MERCY GILBERT MEDICAL CENTER 1727 W. FRYE ROAD, SUITE 30 CHANDLER, AZ 85224	NONE GENERAL OPERATING	501(C)(3)	1,000.
DENVER MUSEUM OF NATURE & SCIENCE 2001 COLORADO BLVD DENVER, CO 80205	NONE GENERAL OPERATING	501(C)(3)	1,000.
EAST VALLEY FRESH START WOMEN'S FOUNDATION 1130 E. MCDOWELL ROAD PHOENIX, AZ 85006	NONE GENERAL OPERATING	501(C)(3)	2,500.
LITERARY SOCIETY OF THE EAST VALLEY 2398 E. CAMELBACK ROAD, SUITE 400 PHOENIX, AZ 85016	NONE GENERAL OPERATING	501(C)(3)	5,000.
HABITAT FOR HUMANITY OF NEW CASTLE COUNTY 1920 HUTTON STREET WILMINGTON , DE 19802	NONE GENERAL OPERATING	501(C)(3)	3,000.
NATIONAL GEOGRAPHIC SOCIETY C/O LINDBLAD EXPEDITIONS, INC 96 MORTON STREET NEW YORK, NY 10014	NONE GENERAL OPERATING	501(C)(3)	1,000.
NEIGHBORS WHO CARE 10450 E. RIGGS ROAD, SUITE 113 SUN LAKES, AZ 85248	NONE GENERAL OPERATING	501(C)(3)	5,000.

SNOWMASS CHAPEL 5307 OWL CREEK ROAD ASPEN, CO 81611	NONE GENERAL OPERATING	CHURCH	13,000.
SNOWMASS WESTERN HERITAGE ASSOCIATION PO BOX 5745 SNOWMASS VILLAGE, CO 81615	NONE GENERAL OPERATING	501(C)(3)	8,000.
SUN LAKES UNITED METHODIST CHURCH 9248 EAST RIGGS ROAD SUN LAKES, AZ 85248	NONE GENERAL OPERATING	CHURCH	2,500.
WILD ANIMAL SANCTUARY 656 FURMAN WAY BOULDER, CO 80305	NONE GENERAL OPERATING	501(C)(3)	1,000.

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

53,000.