SCANNED MAY 2 3 2012

ENVELOPE POSTMARK DATE MAY 1 0 2012

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 12/01, 2010, and ending 11/30, 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: RLC FOUNDATION 618738017

A Employer identification number: 74-2139793

Number and street (or P O box number if mail is not delivered to street address): C/O DEVRA OCHS, 2555 E. CEDAR AV

Room/suite:

B Telephone number (see page 10 of the instructions): (303) 733-5179

City or town, state, and ZIP code: DENVER, CO 80209

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,929,985.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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	101,512.	101,512.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	197,778.			
	b Gross sales price for all assets on line 6a 1,253,474.				
	7 Capital gain net income (from Part IV, line 2)		197,778.		
	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) (attach schedule)				
	11 Other income (attach schedule)	1,067.	1,067.		STMT 1
	12 **Total.** Add lines 1 through 11	300,357.	300,357.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,750.	NONE	NONE	1,750.
	c Other professional fees (attach schedule) STMT 3	28,082.	21,061.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	1,574.	578.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	31,406.	21,639.	NONE	1,750.
	25 Contributions, gifts, grants paid	210,000.			210,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	241,406.	21,639.	NONE	211,750.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	58,951.			
	b **Net investment income** (if negative, enter -0-)		278,718.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	96,141.	117,188.	117,188.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STMT 5	2,354,872.	2,425,032.	2,834,083.
c Investments - corporate bonds (attach schedule) STMT 13	1,033,351.	999,915.	978,714.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ STMT 14)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,484,364.	3,542,135.	3,929,985.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
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. ▶ X			
27 Capital stock, trust principal, or current funds	3,484,364.	3,542,135.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	3,484,364.	3,542,135.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,484,364.	3,542,135.	

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	3,484,364.
2 Enter amount from Part I, line 27a	2	58,951.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,543,315.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	1,180.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,542,135.

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 PART IV DETAIL			
b				
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				

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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	197,778.
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		3	

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	200,514.	3,786,777.	0.05295109799
2008	4,944.	3,301,010.	0.00149772342
2007	219,104.	4,080,165.	0.05369978910
2006	200,760.	4,549,905.	0.04412399819
2005	322,905.	4,230,956.	0.07631963084

2	**Total** of line 1, column (d)	2	0.22859223954
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	0.04571844791
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,051,477.
5	Multiply line 4 by line 3	5	185,227.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,787.
7	Add lines 5 and 6	7	188,014.
8	Enter qualifying distributions from Part XII, line 4	8	211,750.

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.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	2,787.
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	
3	Add lines 1 and 2	3	2,787.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,787.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a 1,336.		
b	Exempt foreign organizations-tax withheld at source — 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 1,454.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	2,790.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	3.
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	
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (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.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 16			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DEVRA OCHS Telephone no. ▶ (303) 733-5179
Located at ▶ 2555 E. CEDAR AVENUE, DENVER, CO ZIP + 4 ▶ 80209

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ STMT 17			

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

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

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

		Yes	No
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)? **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?	☐ Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
SEE STATEMENT 18		-0-	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
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	4,018,836.
b	Average of monthly cash balances	1b	94,339.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,113,175.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,113,175.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	61,698.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,051,477.
6	**Minimum investment return.** Enter 5% of line 5	6	202,574.

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	202,574.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,787.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,787.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	199,787.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	199,787.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	199,787.

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	211,750.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	211,750.
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	2,787.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	208,963.

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				199,787.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			121,644.	
b Total for prior years 20 08 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005 ...... NONE				
b From 2006 ...... NONE				
c From 2007 ...... NONE				
d From 2008 ...... NONE				
e From 2009 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 211,750.				
a Applied to 2009, but not more than line 2a			121,644.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				90,106.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
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				109,681.
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006 ... NONE				
b Excess from 2007 ... NONE				
c Excess from 2008 ... NONE				
d Excess from 2009 ... NONE				
e Excess from 2010 ... NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	101,377.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	197,778.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b			14	1,067.	
c CALAMOS MARKET NEU			14	14.	
d CREDIT SUISSE COMM			14	21.	
e MERGER			14	100.	
12 Subtotal. Add columns (b), (d), and (e)				300,357.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 300,357.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

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

Dena T. Ochs | 4/23/12 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Richard A. Boyer, Jr, CPA Assistant Vice President	Richard A. Boyer Jr	04/1?/2012		P00236817
Firm's name ▶ BOKF, N.A.			Firm's EIN ▶ 73-0780382	
Firm's address ▶ P.O. BOX 1620 TULSA, OK 74101-1620			Phone no 918-619-1544	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					6,137.	
		2. AFLAC INC PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
115.00		90.00					25.00	
		6. AFLAC INC PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
228.00		271.00					-43.00	
		184. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					05/17/2010	12/03/2010
8,703.00		8,866.00					-163.00	
		1. ADVANCE AUTO PARTS PROPERTY TYPE: SECURITIES					01/24/2011	02/24/2011
61.00		64.00					-3.00	
		68. ADVANCE AUTO PARTS PROPERTY TYPE: SECURITIES					01/24/2011	07/07/2011
4,042.00		4,330.00					-288.00	
		12. AGILENT TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
402.00		318.00					84.00	
		1. AKAMAI TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					11/05/2010	02/24/2011
40.00		53.00					-13.00	
		93. AKAMAI TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES					11/05/2010	03/15/2011
3,252.00		4,655.00					-1,403.00	
		88. ALTERA CORP PROPERTY TYPE: SECURITIES					04/26/2011	11/08/2011
3,357.00		4,150.00					-793.00	
		4. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
224.00		157.00					67.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4. AMERISOURCEBERGEN CORP COM PROPERTY TYPE: SECURITIES					04/20/2010	02/24/2011
146.00		122.00					24.00	
		24.00145 AMGEN INC PROPERTY TYPE: SECURITIES					12/03/2010	03/02/2011
1,238.00		1,297.00					-59.00	
		42.99855 AMGEN INC PROPERTY TYPE: SECURITIES					12/03/2010	03/02/2011
2,217.00		2,324.00					-107.00	
		86. AMGEN INC PROPERTY TYPE: SECURITIES					12/03/2010	10/13/2011
4,922.00		4,647.00					275.00	
		41. AMGEN INC PROPERTY TYPE: SECURITIES					12/03/2010	11/07/2011
2,389.00		2,216.00					173.00	
		2. APACHE CORPORATION PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
238.00		202.00					36.00	
		2. APACHE CORPORATION PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
197.00		202.00					-5.00	
		32. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					08/01/2006	12/03/2010
10,155.00		2,143.00					8,012.00	
		1. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					10/07/2009	02/24/2011
340.00		190.00					150.00	
		4. AUTODESK INC PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
175.00		107.00					68.00	
		8. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
396.00		325.00					71.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
92.00		81.00					11.00	
		3. BCE INC PROPERTY TYPE: SECURITIES					11/05/2010	02/24/2011
108.00		101.00					7.00	
		22. BAIDU INC SPONS ADR REPSTG ORD SHS C PROPERTY TYPE: SECURITIES					11/05/2008	02/23/2011
2,566.00		489.00					2,077.00	
		1. BAIDU INC SPONS ADR REPSTG ORD SHS CL PROPERTY TYPE: SECURITIES					11/05/2008	02/24/2011
117.00		22.00					95.00	
		347.962 BANCO SANTANDER S A-ADR PROPERTY TYPE: SECURITIES					05/25/2010	12/03/2010
3,814.00		3,533.00					281.00	
		517.038 BANCO SANTANDER S A-ADR PROPERTY TYPE: SECURITIES					07/09/2009	12/03/2010
5,667.00		6,019.00					-352.00	
		128. BANK AMER CORP COM PROPERTY TYPE: SECURITIES					12/04/2009	12/03/2010
1,478.00		2,075.00					-597.00	
		401. BANK AMER CORP COM PROPERTY TYPE: SECURITIES					06/29/2009	12/03/2010
4,632.00		6,337.00					-1,705.00	
		18. BANK AMER CORP COM PROPERTY TYPE: SECURITIES					10/31/2008	02/16/2011
265.00		431.00					-166.00	
		18. BANK AMER CORP COM PROPERTY TYPE: SECURITIES					10/31/2008	08/09/2011
124.00		431.00					-307.00	
		40. BARRICK GOLD CORPORATION PROPERTY TYPE: SECURITIES					12/03/2010	04/29/2011
2,039.00		2,168.00					-129.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		162. BAXTER INTERNATIONAL INC PROPERTY TYPE: SECURITIES					05/16/2007	12/03/2010
8,064.00		8,774.00					-710.00	
		4. BECKMAN INSTRUMENTS INC NEW PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
331.00		276.00					55.00	
		123. BECKMAN INSTRUMENTS INC NEW PROPERTY TYPE: SECURITIES					10/23/2009	06/23/2011
10,259.00		6,612.00					3,647.00	
		149. BOEING CO PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
9,875.00		6,715.00					3,160.00	
		6. BOEING CO PROPERTY TYPE: SECURITIES					10/31/2008	02/16/2011
435.00		309.00					126.00	
		68. BROADCOM CORP CL-A PROPERTY TYPE: SECURITIES					06/17/2009	02/23/2011
2,728.00		1,728.00					1,000.00	
		1. BROADCOM CORP CL-A PROPERTY TYPE: SECURITIES					06/17/2009	02/24/2011
41.00		25.00					16.00	
		107. BROADCOM CORP CL-A PROPERTY TYPE: SECURITIES					06/17/2009	04/26/2011
4,324.00		2,718.00					1,606.00	
		303.03 CALVERT SHRT DURATN INCME-I FD 05 PROPERTY TYPE: SECURITIES					11/08/2010	02/10/2011
5,000.00		5,079.00					-79.00	
		42. CATERPILLAR INC PROPERTY TYPE: SECURITIES					03/15/2011	10/20/2011
3,512.00		4,187.00					-675.00	
		2. CERNER CORP PROPERTY TYPE: SECURITIES					03/15/2010	02/24/2011
195.00		168.00					27.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. CHESAPEAKE ENERGY CORP PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
307.00		277.00					30.00	
		10. CHUBB CORP PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
579.00		514.00					65.00	
		.9 CITIGROUP INC PROPERTY TYPE: SECURITIES					03/31/2011	05/11/2011
39.00		40.00					-1.00	
		2. CITRIX SYS INC PROPERTY TYPE: SECURITIES					02/19/2010	02/24/2011
135.00		90.00					45.00	
		77. CITRIX SYS INC PROPERTY TYPE: SECURITIES					02/19/2010	08/15/2011
4,767.00		3,455.00					1,312.00	
		3. COGNIZANT TECHNLGY SLTNS COR CL A PROPERTY TYPE: SECURITIES					07/22/2009	02/24/2011
223.00		88.00					135.00	
		92. COGNIZANT TECHNLGY SLTNS COR CL A PROPERTY TYPE: SECURITIES					07/22/2009	11/08/2011
6,517.00		2,687.00					3,830.00	
		1410.437 COLUMBIA MID CAP VAL-Z FD# PROPERTY TYPE: SECURITIES					10/23/2008	02/10/2011
20,000.00		12,545.00					7,455.00	
		24. COMCAST CORP-CL A PROPERTY TYPE: SECURITIES					05/05/2009	02/16/2011
596.00		387.00					209.00	
		. COMPANHIA DE BEBIDAS-PRF ADR PROPERTY TYPE: SECURITIES						06/13/2011
2.00							2.00	
		417. CONAGRA INC PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
9,102.00		7,064.00					2,038.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		200. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
12,711.00		9,518.00					3,193.00	
		1. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					02/23/2011	02/24/2011
77.00		79.00					-2.00	
		4. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					08/31/2010	02/16/2011
454.00		297.00					157.00	
		53. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					11/05/2010	07/07/2011
5,804.00		4,405.00					1,399.00	
		8. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
401.00		251.00					150.00	
		10. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
455.00		314.00					141.00	
		146. DEERE & COMPANY PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
11,430.00		4,561.00					6,869.00	
		1. DEERE & COMPANY PROPERTY TYPE: SECURITIES					11/05/2010	02/24/2011
89.00		79.00					10.00	
		12. DEERE & COMPANY PROPERTY TYPE: SECURITIES					11/05/2010	10/20/2011
829.00		946.00					-117.00	
		54. DEERE & COMPANY PROPERTY TYPE: SECURITIES					08/04/2010	10/20/2011
3,730.00		3,648.00					82.00	
		6. DEVON ENERGY CORPORATIOIN PROPERTY TYPE: SECURITIES					10/31/2008	08/09/2011
401.00		480.00					-79.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		118. DIAGEO PLC SPON ADR NEW PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
8,501.00		6,741.00					1,760.00	
		13. DIRECTV - CLASS A PROPERTY TYPE: SECURITIES					01/14/2009	02/24/2011
589.00		271.00					318.00	
		120. DIRECTV - CLASS A PROPERTY TYPE: SECURITIES					01/14/2009	11/08/2011
5,457.00		2,504.00					2,953.00	
		297. DOW CHEMICAL CO PROPERTY TYPE: SECURITIES					02/25/2010	12/03/2010
9,855.00		8,377.00					1,478.00	
		128. DR PEPPER SNAPPLE GROUP INC PROPERTY TYPE: SECURITIES					06/02/2010	08/15/2011
4,751.00		4,838.00					-87.00	
		8. DUKE ENERGY CORP PROPERTY TYPE: SECURITIES					10/31/2008	02/16/2011
142.00		136.00					6.00	
		629. E M C CORP MASS PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
13,832.00		6,460.00					7,372.00	
		2. E M C CORP MASS PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
54.00		35.00					19.00	
		248. EAST WEST BANCORP INC COM PROPERTY TYPE: SECURITIES					08/18/2010	12/03/2010
4,473.00		4,215.00					258.00	
		407. EBAY INC COM PROPERTY TYPE: SECURITIES					08/18/2010	12/03/2010
11,934.00		9,288.00					2,646.00	
		2. EDWARDS LIFESCIENCES CORP COM PROPERTY TYPE: SECURITIES					06/02/2010	02/24/2011
169.00		106.00					63.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		232. EL PASO CORP COM PROPERTY TYPE: SECURITIES					08/15/2011	11/08/2011
5,786.00		4,456.00					1,330.00	
		300. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES					03/27/2007	02/10/2011
18,288.00		12,897.00					5,391.00	
		1. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES					11/05/2008	02/24/2011
54.00		32.00					22.00	
		99. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES					11/05/2008	03/15/2011
5,128.00		3,156.00					1,972.00	
		2. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
93.00		81.00					12.00	
		2. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
166.00		126.00					40.00	
		4. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
277.00		252.00					25.00	
		1. FAMILY DLR STORES INC PROPERTY TYPE: SECURITIES					12/06/2010	02/24/2011
50.00		51.00					-1.00	
		1. F5 NETWORKS INC PROPERTY TYPE: SECURITIES					04/20/2010	02/24/2011
115.00		66.00					49.00	
		57. F5 NETWORKS INC PROPERTY TYPE: SECURITIES					04/20/2010	08/15/2011
4,796.00		3,765.00					1,031.00	
		332. FORD MTR CO DEL COM PAR $0.01 PROPERTY TYPE: SECURITIES					11/05/2010	02/23/2011
4,900.00		4,737.00					163.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		12. FREEPORT-MCM COPPER GOLD CL B PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
661.00		500.00					161.00	
		4. FREEPORT-MCM COPPER GOLD CL B PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
172.00		167.00					5.00	
		10. GENERAL DYNAMICS CORPORATION PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
601.00		669.00					-68.00	
		50000. GENERAL ELEC CAP CORP @ 4.375% D PROPERTY TYPE: SECURITIES					05/13/2005	11/21/2011
50,000.00		49,545.00					455.00	
		134. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					06/02/2010	01/24/2011
4,869.00		4,960.00					-91.00	
		2. GOLDMAN SACHS GROUP, INC. PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
233.00		366.00					-133.00	
		171. HEINZ HJ COMPANY PROPERTY TYPE: SECURITIES					05/06/2010	12/03/2010
8,288.00		7,942.00					346.00	
		220. HERSHEY FOODS CORP PROPERTY TYPE: SECURITIES					05/27/2009	12/03/2010
10,345.00		7,726.00					2,619.00	
		95. HESS CORP PROPERTY TYPE: SECURITIES					06/29/2010	12/03/2010
7,057.00		4,980.00					2,077.00	
		364. HOME DEPOT INC PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
12,036.00		7,094.00					4,942.00	
		166. HOSPIRA INC PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
9,397.00		4,560.00					4,837.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1. ILLUMINA INC PROPERTY TYPE: SECURITIES					01/24/2011	02/24/2011
68.00		71.00					-3.00	
		62. ILLUMINA INC PROPERTY TYPE: SECURITIES					01/24/2011	08/15/2011
3,322.00		4,387.00					-1,065.00	
		2. INFOSYS TECHNOLOGIES-SP ADR PROPERTY TYPE: SECURITIES					02/09/2009	02/24/2011
132.00		58.00					74.00	
		78. INFOSYS TECHNOLOGIES-SP ADR PROPERTY TYPE: SECURITIES					02/09/2009	04/26/2011
5,148.00		2,261.00					2,887.00	
		6. INTEL CORP PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
129.00		121.00					8.00	
		10. INTEL CORP PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
200.00		201.00					-1.00	
		105. INTERNATIONAL BUSINESS MACHINESCORP PROPERTY TYPE: SECURITIES					08/07/2008	12/03/2010
15,248.00		13,335.00					1,913.00	
		3. INTERNATIONAL BUSINESS MACHINESCORP PROPERTY TYPE: SECURITIES					02/09/2009	02/24/2011
478.00		289.00					189.00	
		4. INTERNATIONAL BUSINESS MACHINESCORP PROPERTY TYPE: SECURITIES					08/07/2008	08/09/2011
665.00		517.00					148.00	
		242. INTUIT PROPERTY TYPE: SECURITIES					10/12/2009	12/03/2010
11,314.00		6,985.00					4,329.00	
		18. INTUIT PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
749.00		543.00					206.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		7. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					02/01/2008	12/03/2010
272.00		333.00					-61.00	
		10. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					02/01/2008	02/16/2011
479.00		475.00					4.00	
		6. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					02/01/2008	08/09/2011
209.00		285.00					-76.00	
		50000. JP MORGAN CHASE @ 4.600% DUE 01/ PROPERTY TYPE: SECURITIES					10/05/2005	01/17/2011
50,000.00		49,395.00					605.00	
		32. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					12/03/2010	01/21/2011
2,047.00		1,989.00					58.00	
		67. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES					12/03/2010	02/07/2011
4,342.00		4,163.00					179.00	
		140. KROGER COMPANY PROPERTY TYPE: SECURITIES					12/03/2010	02/23/2011
3,227.00		2,981.00					246.00	
		141. KROGER COMPANY PROPERTY TYPE: SECURITIES					12/03/2010	06/21/2011
3,462.00		3,002.00					460.00	
		10. KROGER COMPANY PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
219.00		238.00					-19.00	
		2. LAS VEGAS SANDS CORP PROPERTY TYPE: SECURITIES					08/04/2010	02/24/2011
88.00		58.00					30.00	
		127. LAS VEGAS SANDS CORP PROPERTY TYPE: SECURITIES					08/04/2010	03/15/2011
4,703.00		3,670.00					1,033.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3. ESTEE LAUDER COMPANY PROPERTY TYPE: SECURITIES					08/04/2010	02/24/2011
274.00		190.00					84.00	
		195. LILLY ELI & CO PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
6,646.00		6,222.00					424.00	
		27. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES					12/03/2010	04/26/2011
2,137.00		1,873.00					264.00	
		35. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES					12/03/2010	07/08/2011
2,816.00		2,428.00					388.00	
		54. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES					12/03/2010	08/17/2011
3,857.00		3,746.00					111.00	
		62. LOEWS CORP PROPERTY TYPE: SECURITIES					12/03/2010	04/27/2011
2,678.00		2,372.00					306.00	
		2. LOEWS CORP PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
71.00		72.00					-1.00	
		1. LUBRIZOL CORP PROPERTY TYPE: SECURITIES					02/19/2010	02/24/2011
106.00		78.00					28.00	
		45. LUBRIZOL CORP PROPERTY TYPE: SECURITIES					02/19/2010	03/15/2011
6,024.00		3,524.00					2,500.00	
		78. M & T BK CORP COM PROPERTY TYPE: SECURITIES					05/22/2009	12/03/2010
6,183.00		3,724.00					2,459.00	
		3. MARATHON OIL CORP COM PROPERTY TYPE: SECURITIES					02/23/2011	02/24/2011
144.00		148.00					-4.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.5 MARATHON PETROLEUM CORP PROPERTY TYPE: SECURITIES					02/23/2011	07/08/2011
20.00		20.00						
		44. MARATHON PETROLEUM CORP PROPERTY TYPE: SECURITIES					02/23/2011	07/12/2011
1,740.00		1,753.00					-13.00	
		1. MCDONALDS CORP PROPERTY TYPE: SECURITIES					11/05/2010	02/24/2011
75.00		79.00					-4.00	
		6. MCKESSON HBOC INC COM PROPERTY TYPE: SECURITIES					10/19/2010	02/16/2011
478.00		366.00					112.00	
		2. MCKESSON HBOC INC COM PROPERTY TYPE: SECURITIES					10/19/2010	08/09/2011
147.00		122.00					25.00	
		1. MEAD JOHNSON NUTRITION PROPERTY TYPE: SECURITIES					12/06/2010	02/24/2011
59.00		62.00					-3.00	
		85. MERCK & CO INC/NJ PROPERTY TYPE: SECURITIES					07/22/2009	12/06/2010
2,978.00		2,230.00					748.00	
		118. MERCK & CO INC/NJ PROPERTY TYPE: SECURITIES					12/03/2010	12/21/2010
4,310.00		4,159.00					151.00	
		1363. MITSUBISHI UFJ FINL GRP-ADR PROPERTY TYPE: SECURITIES					12/09/2008	12/03/2010
6,483.00		7,854.00					-1,371.00	
		317. MOLEX CLASS A PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
5,791.00		3,907.00					1,884.00	
		8. MORGAN STANLEY DEAN WITTER PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
246.00		283.00					-37.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.143 MOTOROLA SOLUTIONS INC PROPERTY TYPE: SECURITIES					12/03/2010	01/12/2011
5.00		6.00					-1.00	
		69. MOTOROLA SOLUTIONS INC PROPERTY TYPE: SECURITIES					12/03/2010	04/28/2011
3,170.00		2,658.00					512.00	
		51. MOTOROLA SOLUTIONS INC PROPERTY TYPE: SECURITIES					08/12/2011	10/26/2011
2,341.00		1,994.00					347.00	
		.25 MOTOROLA MOBILITY HOLDINGS INC PROPERTY TYPE: SECURITIES					12/03/2010	01/11/2011
8.00		5.00					3.00	
		102. MOTOROLA MOBILITY HOLDINGS INC PROPERTY TYPE: SECURITIES					12/03/2010	01/13/2011
3,374.00		1,981.00					1,393.00	
		390. MOTOROLA MOBILITY HOLDINGS INC PROPERTY TYPE: SECURITIES					03/14/2011	08/15/2011
14,894.00		8,783.00					6,111.00	
		100. NRG ENERGY INC PROPERTY TYPE: SECURITIES					12/03/2010	05/25/2011
2,463.00		1,920.00					543.00	
		6. NETAPP INC PROPERTY TYPE: SECURITIES					12/17/2009	02/24/2011
302.00		203.00					99.00	
		41. NETAPP INC PROPERTY TYPE: SECURITIES					12/17/2009	03/15/2011
1,878.00		1,389.00					489.00	
		94. NETAPP INC PROPERTY TYPE: SECURITIES					12/17/2009	08/15/2011
4,153.00		3,184.00					969.00	
		1. NETFLIX INC PROPERTY TYPE: SECURITIES					06/02/2010	02/24/2011
212.00		110.00					102.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		24. NETFLIX INC PROPERTY TYPE: SECURITIES					06/02/2010	03/15/2011
5,010.00		2,629.00					2,381.00	
		1. NEWMONT MINING CORP PROPERTY TYPE: SECURITIES					11/02/2009	02/24/2011
56.00		43.00					13.00	
		52. NEWMONT MINING CORP PROPERTY TYPE: SECURITIES					11/02/2009	03/15/2011
2,664.00		2,229.00					435.00	
		162. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES					07/28/2008	12/03/2010
8,239.00		10,349.00					-2,110.00	
		241. NORDSTROM INC PROPERTY TYPE: SECURITIES					10/25/2010	12/03/2010
10,023.00		9,163.00					860.00	
		15153.11 NORTHERN MID CAP INDEX FUND FD# PROPERTY TYPE: SECURITIES					05/02/2006	05/04/2011
198,506.00		177,442.00					21,064.00	
		11312.131 MFB NORTHN INTL EQTY INDEX FD PROPERTY TYPE: SECURITIES					07/06/2006	05/04/2011
128,845.00		136,764.00					-7,919.00	
		184. NORTHROP CORP PROPERTY TYPE: SECURITIES					10/07/2009	12/03/2010
11,710.00		8,333.00					3,377.00	
		28. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES					12/03/2010	06/30/2011
2,909.00		2,547.00					362.00	
		465. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
13,238.00		7,459.00					5,779.00	
		170. PENNEY JC CO. PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
5,810.00		3,364.00					2,446.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1. PERRIGO CO PROPERTY TYPE: SECURITIES					06/02/2010	02/24/2011
73.00		57.00					16.00	
		36. PHILIP MORRIS INTERNATIONAL PROPERTY TYPE: SECURITIES					12/03/2010	02/25/2011
2,239.00		2,083.00					156.00	
		1. PIONEER NATURAL RESOURCES CO PROPERTY TYPE: SECURITIES					02/23/2011	02/24/2011
100.00		101.00					-1.00	
		44. PIONEER NATURAL RESOURCES CO PROPERTY TYPE: SECURITIES					02/23/2011	10/20/2011
3,505.00		4,445.00					-940.00	
		37. PITNEY-BOWES INC PROPERTY TYPE: SECURITIES					12/03/2010	04/28/2011
969.00		843.00					126.00	
		41. PITNEY-BOWES INC PROPERTY TYPE: SECURITIES					12/03/2010	07/21/2011
919.00		934.00					-15.00	
		113. POLO RALPH LAUREN CORP PROPERTY TYPE: SECURITIES					12/29/2008	12/03/2010
12,665.00		4,738.00					7,927.00	
		40. PRECISION CASTPARTS CORP PROPERTY TYPE: SECURITIES					06/17/2009	02/23/2011
5,630.00		3,238.00					2,392.00	
		16. PROGRESSIVE CORP OHIO PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
326.00		267.00					59.00	
		148. QEP RESOURCES INC PROPERTY TYPE: SECURITIES					01/28/2009	12/03/2010
5,454.00		3,485.00					1,969.00	
		177. QUESTAR CORP PROPERTY TYPE: SECURITIES					11/18/2010	12/03/2010
3,076.00		3,048.00					28.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		148. QUESTAR CORP PROPERTY TYPE: SECURITIES					01/28/2009	12/03/2010
2,572.00		1,786.00					786.00	
		50. ROCKWELL INTL CORP NEW PROPERTY TYPE: SECURITIES					03/15/2011	10/20/2011
3,141.00		4,235.00					-1,094.00	
		130. SPX CORP PROPERTY TYPE: SECURITIES					01/29/2010	12/03/2010
8,933.00		7,091.00					1,842.00	
		310. SAFEWAY INC NEW PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
6,737.00		6,526.00					211.00	
		2. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES					02/19/2010	02/24/2011
267.00		138.00					129.00	
		50. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES					02/19/2010	11/08/2011
6,606.00		3,446.00					3,160.00	
		3. SANDISK CORP PROPERTY TYPE: SECURITIES					08/04/2010	02/24/2011
145.00		137.00					8.00	
		88. SANDISK CORP PROPERTY TYPE: SECURITIES					08/04/2010	04/26/2011
4,447.00		4,030.00					417.00	
		2. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
186.00		133.00					53.00	
		301. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES					02/05/2009	12/03/2010
4,794.00		4,112.00					682.00	
		1045. MFC SELECT SECTOR SPDR TR UTILS PROPERTY TYPE: SECURITIES					09/19/2003	05/04/2011
34,798.00		22,812.00					11,986.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4. SILVER WHEATON CORP PROPERTY TYPE: SECURITIES					02/23/2011	02/24/2011
159.00		161.00					-2.00	
		12. SOUTHERN CO PROPERTY TYPE: SECURITIES					10/31/2008	08/09/2011
446.00		422.00					24.00	
		2. TJX COMPANYS (NEW) PROPERTY TYPE: SECURITIES					05/08/2009	02/24/2011
99.00		56.00					43.00	
		8. TJX COMPANYS (NEW) PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
408.00		321.00					87.00	
		10. TARGET CORP PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
475.00		495.00					-20.00	
		115. TECK COMINCO LTD - CLASS B PROPERTY TYPE: SECURITIES					11/02/2009	02/23/2011
6,077.00		3,255.00					2,822.00	
		350. TEXAS INSTRUMENTS INC PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
11,455.00		6,293.00					5,162.00	
		87. TIME WARNER INC PROPERTY TYPE: SECURITIES					02/16/2010	12/03/2010
2,643.00		2,492.00					151.00	
		855. US BANCORP DEL NEW COM NEW PROPERTY TYPE: SECURITIES					04/25/2008	02/10/2011
23,649.00		29,537.00					-5,888.00	
		285. UNILEVER N V NEW YORK SHS N PROPERTY TYPE: SECURITIES					06/10/2009	12/03/2010
8,510.00		7,067.00					1,443.00	
		2. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES					10/31/2008	02/16/2011
196.00		135.00					61.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES					10/31/2008	08/09/2011
178.00		135.00					43.00	
		12. UNITEDHEALTH GROUP INC COM PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
521.00		312.00					209.00	
		1797.484 VANGUARD SMALL CAP VALUE INDEX PROPERTY TYPE: SECURITIES					10/23/2008	02/10/2011
30,000.00		17,625.00					12,375.00	
		26. VIACOM INC - CLASS B PROPERTY TYPE: SECURITIES					12/03/2010	05/26/2011
1,299.00		1,040.00					259.00	
		358. VODAFONE GROUP PLC - SP ADR PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
9,229.00		5,860.00					3,369.00	
		50000. WAL-MART STORES @ 4.125% DUE 02/ PROPERTY TYPE: SECURITIES					04/29/2005	02/15/2011
50,000.00		49,280.00					720.00	
		10. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
489.00		346.00					143.00	
		88. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					02/23/2011	11/08/2011
4,797.00		4,327.00					470.00	
		291. ZIONS BANCORPORATION PROPERTY TYPE: SECURITIES					08/31/2009	12/03/2010
6,024.00		8,162.00					-2,138.00	
		224. MARVELL TECHNOLOGY GROUP ORD PROPERTY TYPE: SECURITIES					12/17/2009	01/24/2011
4,465.00		4,333.00					132.00	
		23. ALCON INC COM SHS PROPERTY TYPE: SECURITIES					11/02/2009	01/24/2011
3,759.00		3,277.00					482.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		329. WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES					10/27/2008	12/03/2010
7,037.00		4,083.00					2,954.00	
		2. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES					10/23/2009	02/16/2011
160.00		183.00					-23.00	
		2. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES					10/23/2009	08/09/2011
103.00		183.00					-80.00	
TOTAL GAIN(LOSS)		....					197,778.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	1,067.	1,067.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (ALLOCABLE	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-NOT SUBJE	28,082.	21,061.
TOTALS	28,082.	21,061.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	286.	286.
FEDERAL ESTIMATES - PRINCIPAL	996.	
FOREIGN TAXES ON NONQUALIFIED	292.	292.
TOTALS	1,574.	578.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COLUMBIA MIDCAP VALUE-Z	82,455.	118,388.
WM BLAIR INTL GROWTH	101,000.	122,078.
NORTHERN MID CAP INDEX FUND		
NORTHERN INTL EQU		
VANGUARD SMA CP VAL	92,375.	143,664.
VANGUARD GRWTH INDX	80,000.	112,457.
VANGUARD SMALL CAP IND	40,000.	56,812.
HARBOR INTERNATIONAL INSTL	100,000.	120,830.
LAZARD EMRG MKTS	69,000.	81,275.
EMERSON ELECTRIC CO		
EXXON MOBIL CORP	4,984.	7,803.
TRANSOCEAN LTD	5,974.	3,814.
US BANCORP		
BECTON DICKINSON & CO	7,700.	7,378.
ABBOTT LABORATORIES		
CISCO SYSTEMS INC	10,013.	11,165.
UTILITIES SELECT SECTOR SPDR		
ISHARES S&P MIDCAP 400/GRWTH	89,233.	151,020.
ISHARES MSCI EMERGING MKT	57,624.	68,017.
ISHARES S&P 500 GROWTH INDEX	81,641.	91,786.
ISHARES RUSSELL 2000 FD	30,149.	38,865.
ISHARES MSCI EAFE SMALL CAP	74,396.	73,160.
CALAMOS MARKET NEUTRAL-A	15,120.	17,313.
CREDIT SUISSE COMM RENT	40,702.	33,192.
DIAMOND HILL LONG/SHORT	45,628.	56,249.
FIDELITY LEVERAGED CO	26,486.	41,318.
MERGER	30,987.	33,641.
PIMCO ALL ASSET-INST	42,645.	51,222.
CALDWELL & ORKIN MKT	40,600.	38,220.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HUSSMAN STRATEGIC	41,400.	40,600.
IVY ASSET STRATEGY FD	31,600.	37,263.
FREEPORT-MCMORAN COPPER	6,153.	12,593.
BOEING CO	7,511.	10,029.
GENERAL DYNAMICS CORP	9,482.	10,107.
UNION PACIFIC CORP	13,594.	18,614.
AMERICAN TOWER CORP CL-A	8,773.	15,340.
DISNEY - THE WALT DISNEY CO	9,683.	11,544.
DARDEN RESTAURANTS INC	5,630.	11,403.
YUM! BRANDS INC	3,586.	6,725.
COMCAST CORP-CLA	5,219.	7,322.
TJX COMPANIES INC	9,253.	17,708.
TARGET CORP	6,249.	7,852.
KIMBERLY-CLARK CORP	4,332.	5,003.
KROGER CO	5,358.	5,888.
APACHE CORP	26,790.	26,352.
DEVON ENERGY CORPORATION	12,188.	10,212.
CHESAPEAKE ENERGY CORP	4,924.	5,119.
OCCIDENTAL PETROLEUM CORP	13,669.	19,384.
SCHLUMBERGER LTD	5,824.	8,964.
BANK OF AMERICA CORP	11,449.	4,396.
NORTHERN TRUST CORP	5,927.	4,215.
GOLDMAN SACHS GROUP INC	19,798.	15,050.
JP MORGAN CHASE & CO	21,928.	14,680.
AFLAC INC	7,798.	7,776.
CHUBB CORP	4,747.	7,418.
LOEWS CORP	15,166.	16,025.
PROGRESSIVE CORP	5,018.	6,601.
WELLPOINT INC	5,104.	8,889.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BECKMAN COULTER INC		
PFIZER INC	17,332.	20,491.
EXPRESS SCRIPTS INC	8,589.	11,595.
UNITED HEALTH GROUP INC	9,166.	14,485.
AGILENT TECHNOLOGIES	6,052.	9,525.
CORNING INC	7,474.	7,418.
INTEL CORP	9,592.	13,999.
EMC CORP MASS	6,403.	10,907.
AUTODESK INC	6,673.	12,333.
AUTOMATIC DATA PROCESSING	6,093.	8,736.
INTUIT INC	8,014.	16,345.
DUKE ENERGY CORP	11,084.	12,635.
SOUTHERN CO	12,089.	14,051.
NORTHROP GRUMMAN CORP		
MOLEX INC- CL A		
DEERE & CO		
VODAFONE GROUP PLC-SP ADR		
TIME WARNER INC	7,762.	9,158.
HOME DEPOT INC		
PENNY - JC PENNY CO INC		
RALPH LAUREN CORP	4,308.	4,398.
CONAGRA FOODS INC		
DIAGEO PLC-SPONSORED ADR		
HERSHEY CO	4,369.	4,730.
UNILEVER N V		
SAFEWAY INC		
CONOCOPHILLIPS	4,400.	3,994.
WEATHERFORD INTL LTD		
EAST WEST BANCORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MITSUBISHI UNF FINL		
ZIONS BANCORPORATION		
BANCO SANTANDERS S A-ADR		
M & T BANK CORP		
MORGAN STANLEY	6,169.	4,141.
SCHWAB CORP		
BAXTER INTERNATIONAL INC		
HOSPIRA INC		
ELI LILLY & CO		
APPLE INC COM	2,854.	5,733.
INTL BUSINESS MACHINES CORP	14,633.	23,688.
TEXAS INSTRUMENTS		
ORACLE CORP		
QUESTAR CORP		
NEWMONT MINING CORP		
TECK COMINCO LTD		
PRECISION CASTPARTS CORP		
MCDONALD'S CORP	5,052.	6,686.
AMAZON.COM INC	1,323.	4,615.
GENERAL MILLS		
AUTOZONE INC	4,182.	8,210.
TALISMAN ENERGY CO	14,875.	11,329.
HJ HEINZ CO		
ALCON INC		3,617.
MERCK & CO INC	5,992.	6,078.
BAIDU INC SPONS	948.	7,073.
MCKESSON CORP	5,739.	7,643.
BROADCOM CORP		
COGNIZANT TECH SOLUTIONS		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIRECTV		
MARVELL TECHNOLOGY GROUP LTD		
AKAMAI TECHNOLOGIES		
AMERISOURCEBERGEN CORP	3,785.	4,607.
BCE INC	4,094.	4,781.
CERNER CORP	3,618.	5,244.
CHIPOTLE MEXICAN GRILL	4,701.	8,682.
CITRIX SYSTEMS INC		
CUMMINS INC	5,552.	7,128.
DOW CHEMICAL		
DR PEPPER SNAPPLE GROUP INC		
EBAY INC		
EDWARDS LIFESCIENCES CORP	2,603.	3,235.
FAMILY DOLLAR STORES	5,367.	7,071.
F5 NETWORKS INC		
FORD MOTOR CO		
HESS CORP	4,186.	4,938.
INFOSYS TECHNOLOGIES-SP ADR		
LAS VEGAS SANDS CORP		
ESTEE LAUDER COMPANIES	3,919.	7,315.
LUBRIZOL CORP		
MEAD JOHNSON NUTRITION	4,887.	6,858.
NETAPP INC		
NETFLIX INC		
NEXTERA ENERGY INC		
NORDSTROM INC		
PERRIGO CO	2,629.	4,503.
QEP RESOURCES INC		
SPX CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SALESFORCE.COM INC		
SANDISK CORP		
INVESCO REAL ESTATE	12,043.	25,544.
INGERSOLL-RAND PLC	6,080.	4,736.
ALTERA CORPORATION		
AMGEN INC	9,082.	9,787.
ANGLOGOLD ASHANTI-SPON ADR	18,612.	18,513.
AON	10,170.	11,033.
BARRICK GOLD CORP	14,310.	13,960.
BIOGEN IDEC INC	4,342.	5,403.
CVS CAREMARK	7,529.	9,011.
CA INC	21,322.	18,783.
CANADIAN NATURAL RESOURCES	10,167.	9,074.
CHEVRON CORP	4,280.	4,421.
CITIGROUP INC	15,417.	9,700.
COCA-COLA CO	4,262.	4,572.
COMPANHIA DE BEBIDAS-PRF ADR	4,073.	4,332.
CONCHO RESOURCES INC	4,273.	4,268.
CONSOLIDATED EDISON	4,979.	5,051.
DOLLAR TREE INC	4,397.	6,845.
EL PASO CORP		
GENERAL MOTORS	8,588.	5,237.
GENWORTH FINANCIAL INC CL A	7,254.	3,855.
GREEN MOUNTAIN COFFEE ROASTE	5,815.	3,198.
HALIBURTON CO	4,109.	3,680.
HANSEN NATURAL CORP	4,984.	4,979.
HARTFORD FINANCIAL SVCS GRP	13,553.	11,952.
JOHNSON CONTROLS	6,007.	5,918.
LINCOLN NATIONAL CORP	6,045.	4,884.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MARATHON OIL CORP	2,621.	2,488.
MASTERCAD INC - CLASS A	4,370.	4,869.
METLIFE	12,079.	9,475.
MICROSOFT CORP	8,872.	8,467.
MOTOROLA SOLUTIONS	13,369.	15,354.
NRG ENERGY INC	4,167.	4,271.
NOBLE ENERGY INC	8,081.	9,347.
PACCAR INC	5,324.	6,207.
PHILIP MORRIS INTERNATIONAL	6,017.	7,929.
PITNEY BOWES INC	4,304.	3,521.
RAYTHEON COMPANY	7,524.	7,382.
REYNOLDS AMERICAN INC	4,057.	4,646.
ROSS STORES INC	4,970.	5,167.
SANOFI	14,341.	15,684.
SILVER WHEATON CORP	4,390.	3,660.
STARBUCKS CORP	4,364.	5,000.
TEVA PHARMACEUTICAL	9,248.	8,120.
TIFFANY & CO	5,913.	4,693.
UNUM GROUP	10,092.	10,062.
VANGUARD DEV MKTS INDX-INV	128,700.	106,874.
VANGUARD MID CAP INDX-INSTL	171,575.	154,929.
VIACOM CLASS B	15,166.	16,964.
WELLS FARGO & COMPANY	11,179.	10,060.
MERGER		
COSTCO WHOLESALE	4,519.	4,606.
DOMINION RESOURCES	4,528.	4,491.
VF CORP	4,543.	4,715.
WHOLE FOODS MARKET INC	5,653.	5,652.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TOTALS	2,425,032.	2,834,083.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PIMCO TOTAL RETURN INS FD#0035	220,000.	222,746.
TEMPLETON GLOBAL BD-ADV	155,000.	150,241.
FNMA@4.625% DUE 10/15/2013	50,427.	53,966.
GENERAL ELEC CAP CORP		
GOLDMAN SACHS GROUP INC	49,878.	51,099.
JP MORGAN CHASE		
LEHMAN BROTHERS HLDGS	48,251.	12,875.
MERRILL LYNCH & CO	50,297.	49,415.
METLIFE	49,295.	52,120.
TARGET	50,483.	50,634.
WAL-MART STORES		
NATIONAL RURAL UTIL COOP	51,500.	53,957.
CALAMOS CONVERTIBLE	30,000.	28,596.
CALVERT SH TM DURATION	24,921.	23,821.
VANGUARD INTERMED INDX	100,000.	107,615.
CISCO SYSTEMS INC @ 3.150%	49,811.	53,267.
UNIVERSITY CO ENTERPRISE REV	50,052.	50,027.
PIMCO EMG LOCAL	20,000.	18,335.
TOTALS	999,915.	978,714.

FORM 990PF, PART II - OTHER ASSETS
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DESCRIPTION
OTHER ASSETS
TOTALS

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
TIMING DIFFERENCE		1,180.
	TOTAL	1,180.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
CO

STATEMENT 16

FINANCIAL ACCOUNTS LOCATED IN THE FOLLOWING FOREIGN COUNTRIES
==

Canada
Brazil
South Africa
Japan
France
Israel
United Kingdom
Ireland
Netherlands Antilles
Switzerland

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
DEVRA OCHS
ADDRESS:
255 E CEDAR AV
DENVER, CO 80237
TITLE:
TREAS./ASST.SEC
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
STANLEY D. COHEN
ADDRESS:
27 FOXTAIL CIR
ENGLEWOOD, CO 80113
TITLE:
VICE PRES./SECERTARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
FRANK R. COHEN
ADDRESS:
8100 E UNION AV UNIT 1803
,

RLC FOUNDATION 618738017 74-2139793

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
184. ABBOTT LABORATORIES	05/17/2010	12/03/2010	8,703.00	8,866.00	-163.00
1. ADVANCE AUTO PARTS	01/24/2011	02/24/2011	61.00	64.00	-3.00
68. ADVANCE AUTO PARTS	01/24/2011	07/07/2011	4,042.00	4,330.00	-288.00
1. AKAMAI TECHNOLOGIES INC	11/05/2010	02/24/2011	40.00	53.00	-13.00
93. AKAMAI TECHNOLOGIES	11/05/2010	03/15/2011	3,252.00	4,655.00	-1,403.00
88. ALTERA CORP	04/26/2011	11/08/2011	3,357.00	4,150.00	-793.00
4. AMERISOURCEBERGEN CORP	04/20/2010	02/24/2011	146.00	122.00	24.00
24.00145 AMGEN INC	12/03/2010	03/02/2011	1,238.00	1,297.00	-59.00
86. AMGEN INC	12/03/2010	10/13/2011	4,922.00	4,647.00	275.00
41. AMGEN INC	12/03/2010	11/07/2011	2,389.00	2,216.00	173.00
3. BCE INC	11/05/2010	02/24/2011	108.00	101.00	7.00
347.962 BANCO SANTANDER S	05/25/2010	12/03/2010	3,814.00	3,533.00	281.00
128. BANK AMER CORP COM	12/04/2009	12/03/2010	1,478.00	2,075.00	-597.00
40. BARRICK GOLD	12/03/2010	04/29/2011	2,039.00	2,168.00	-129.00
303.03 CALVERT SHRT DURATN					
INCME-I FD 0512	11/08/2010	02/10/2011	5,000.00	5,079.00	-79.00
42. CATERPILLAR INC	03/15/2011	10/20/2011	3,512.00	4,187.00	-675.00
2. CERNER CORP	03/15/2010	02/24/2011	195.00	168.00	27.00
.9 CITIGROUP INC	03/31/2011	05/11/2011	39.00	40.00	-1.00
. COMPANHIA DE BEBIDAS-PRF		06/13/2011	2.00		2.00
1. CONOCOPHILLIPS	02/23/2011	02/24/2011	77.00	79.00	-2.00
4. CUMMINS ENGINE INC	08/31/2010	02/16/2011	454.00	297.00	157.00
53. CUMMINS ENGINE INC	11/05/2010	07/07/2011	5,804.00	4,405.00	1,399.00
1. DEERE & COMPANY	11/05/2010	02/24/2011	89.00	79.00	10.00
12. DEERE & COMPANY	11/05/2010	10/20/2011	829.00	946.00	-117.00
297. DOW CHEMICAL CO	02/25/2010	12/03/2010	9,855.00	8,377.00	1,478.00
248. EAST WEST BANCORP INC	08/18/2010	12/03/2010	4,473.00	4,215.00	258.00
407. EBAY INC COM	08/18/2010	12/03/2010	11,934.00	9,288.00	2,646.00
2. EDWARDS LIFESCIENCES	06/02/2010	02/24/2011	169.00	106.00	63.00
232. EL PASO CORP COM	08/15/2011	11/08/2011	5,786.00	4,456.00	1,330.00
1. FAMILY DLR STORES INC	12/06/2010	02/24/2011	50.00	51.00	-1.00
1. F5 NETWORKS INC	04/20/2010	02/24/2011	115.00	66.00	49.00
Totals					

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RLC FOUNDATION 618738017 74-2139793

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
332. FORD MTR CO DEL COM	11/05/2010	02/23/2011	4,900.00	4,737.00	163.00
134. GENERAL MILLS INC	06/02/2010	01/24/2011	4,869.00	4,960.00	-91.00
171. HEINZ HJ COMPANY	05/06/2010	12/03/2010	8,288.00	7,942.00	346.00
95. HESS CORP	06/29/2010	12/03/2010	7,057.00	4,980.00	2,077.00
1. ILLUMINA INC	01/24/2011	02/24/2011	68.00	71.00	-3.00
62. ILLUMINA INC	01/24/2011	08/15/2011	3,322.00	4,387.00	-1,065.00
32. KIMBERLY CLARK CORP	12/03/2010	01/21/2011	2,047.00	1,989.00	58.00
67. KIMBERLY CLARK CORP	12/03/2010	02/07/2011	4,342.00	4,163.00	179.00
140. KROGER COMPANY	12/03/2010	02/23/2011	3,227.00	2,981.00	246.00
141. KROGER COMPANY	12/03/2010	06/21/2011	3,462.00	3,002.00	460.00
2. LAS VEGAS SANDS CORP	08/04/2010	02/24/2011	88.00	58.00	30.00
127. LAS VEGAS SANDS CORP	08/04/2010	03/15/2011	4,703.00	3,670.00	1,033.00
3. ESTEE LAUDER COMPANY	08/04/2010	02/24/2011	274.00	190.00	84.00
27. LOCKHEED MARTIN CORP	12/03/2010	04/26/2011	2,137.00	1,873.00	264.00
35. LOCKHEED MARTIN CORP	12/03/2010	07/08/2011	2,816.00	2,428.00	388.00
54. LOCKHEED MARTIN CORP	12/03/2010	08/17/2011	3,857.00	3,746.00	111.00
62. LOEWS CORP	12/03/2010	04/27/2011	2,678.00	2,372.00	306.00
3. MARATHON OIL CORP COM	02/23/2011	02/24/2011	144.00	148.00	-4.00
.5 MARATHON PETROLEUM CORP	02/23/2011	07/08/2011	20.00	20.00	
44. MARATHON PETROLEUM	02/23/2011	07/12/2011	1,740.00	1,753.00	-13.00
1. MCDONALDS CORP	11/05/2010	02/24/2011	75.00	79.00	-4.00
6. MCKESSON HBOC INC COM	10/19/2010	02/16/2011	478.00	366.00	112.00
2. MCKESSON HBOC INC COM	10/19/2010	08/09/2011	147.00	122.00	25.00
1. MEAD JOHNSON NUTRITION	12/06/2010	02/24/2011	59.00	62.00	-3.00
118. MERCK & CO INC/NJ	12/03/2010	12/21/2010	4,310.00	4,159.00	151.00
.143 MOTOROLA SOLUTIONS	12/03/2010	01/12/2011	5.00	6.00	-1.00
69. MOTOROLA SOLUTIONS INC	12/03/2010	04/28/2011	3,170.00	2,658.00	512.00
51. MOTOROLA SOLUTIONS INC	08/12/2011	10/26/2011	2,341.00	1,994.00	347.00
.25 MOTOROLA MOBILITY	12/03/2010	01/11/2011	8.00	5.00	3.00
102. MOTOROLA MOBILITY	12/03/2010	01/13/2011	3,374.00	1,981.00	1,393.00
390. MOTOROLA MOBILITY	03/14/2011	08/15/2011	14,894.00	8,783.00	6,111.00
100. NRG ENERGY INC	12/03/2010	05/25/2011	2,463.00	1,920.00	543.00
1. NETFLIX INC	06/02/2010	02/24/2011	212.00	110.00	102.00
24. NETFLIX INC	06/02/2010	03/15/2011	5,010.00	2,629.00	2,381.00
241. NORDSTROM INC	10/25/2010	12/03/2010	10,023.00	9,163.00	860.00
Totals					

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RLC FOUNDATION 618738017 74-2139793

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
28. OCCIDENTAL PETROLEUM	12/03/2010	06/30/2011	2,909.00	2,547.00	362.00
1. PERRIGO CO	06/02/2010	02/24/2011	73.00	57.00	16.00
36. PHILIP MORRIS	12/03/2010	02/25/2011	2,239.00	2,083.00	156.00
1. PIONEER NATURAL	02/23/2011	02/24/2011	100.00	101.00	-1.00
44. PIONEER NATURAL	02/23/2011	10/20/2011	3,505.00	4,445.00	-940.00
37. PITNEY-BOWES INC	12/03/2010	04/28/2011	969.00	843.00	126.00
41. PITNEY-BOWES INC	12/03/2010	07/21/2011	919.00	934.00	-15.00
177. QUESTAR CORP	11/18/2010	12/03/2010	3,076.00	3,048.00	28.00
50. ROCKWELL INTL CORP NEW	03/15/2011	10/20/2011	3,141.00	4,235.00	-1,094.00
130. SPX CORP	01/29/2010	12/03/2010	8,933.00	7,091.00	1,842.00
3. SANDISK CORP	08/04/2010	02/24/2011	145.00	137.00	8.00
88. SANDISK CORP	08/04/2010	04/26/2011	4,447.00	4,030.00	417.00
4. SILVER WHEATON CORP	02/23/2011	02/24/2011	159.00	161.00	-2.00
87. TIME WARNER INC	02/16/2010	12/03/2010	2,643.00	2,492.00	151.00
26. VIACOM INC - CLASS B	12/03/2010	05/26/2011	1,299.00	1,040.00	259.00
88. YUM BRANDS INC COM	02/23/2011	11/08/2011	4,797.00	4,327.00	470.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			229,934.00	207,194.00	22,740.00
Totals			229,934.00	207,194.00	22,740.00

RLC FOUNDATION 618738017 74-2139793

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
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
2. AFLAC INC	10/23/2009	02/16/2011	115.00	90.00	25.00
6. AFLAC INC	10/23/2009	08/09/2011	228.00	271.00	-43.00
12. AGILENT TECHNOLOGIES	10/23/2009	08/09/2011	402.00	318.00	84.00
4. AMERICAN TOWER CORP CL	10/23/2009	02/16/2011	224.00	157.00	67.00
2. APACHE CORPORATION	10/23/2009	02/16/2011	238.00	202.00	36.00
2. APACHE CORPORATION	10/23/2009	08/09/2011	197.00	202.00	-5.00
32. APPLE COMPUTER INC	08/01/2006	12/03/2010	10,155.00	2,143.00	8,012.00
1. APPLE COMPUTER INC	10/07/2009	02/24/2011	340.00	190.00	150.00
4. AUTODESK INC	10/23/2009	02/16/2011	175.00	107.00	68.00
8. AUTOMATIC DATA	10/23/2009	02/16/2011	396.00	325.00	71.00
2. AUTOMATIC DATA	10/23/2009	08/09/2011	92.00	81.00	11.00
22. BAIDU INC SPONS ADR					
REPSTG ORD SHS CL A	11/05/2008	02/23/2011	2,566.00	489.00	2,077.00
1. BAIDU INC SPONS ADR					
REPSTG ORD SHS CL A	11/05/2008	02/24/2011	117.00	22.00	95.00
517.038 BANCO SANTANDER S	07/09/2009	12/03/2010	5,667.00	6,019.00	-352.00
401. BANK AMER CORP COM	06/29/2009	12/03/2010	4,632.00	6,337.00	-1,705.00
18. BANK AMER CORP COM	10/31/2008	02/16/2011	265.00	431.00	-166.00
18. BANK AMER CORP COM	10/31/2008	08/09/2011	124.00	431.00	-307.00
162. BAXTER INTERNATIONAL	05/16/2007	12/03/2010	8,064.00	8,774.00	-710.00
4. BECKMAN INSTRUMENTS INC	10/23/2009	02/16/2011	331.00	276.00	55.00
123. BECKMAN INSTRUMENTS	10/23/2009	06/23/2011	10,259.00	6,612.00	3,647.00
149. BOEING CO	10/27/2008	12/03/2010	9,875.00	6,715.00	3,160.00
6. BOEING CO	10/31/2008	02/16/2011	435.00	309.00	126.00
68. BROADCOM CORP CL-A	06/17/2009	02/23/2011	2,728.00	1,728.00	1,000.00
1. BROADCOM CORP CL-A	06/17/2009	02/24/2011	41.00	25.00	16.00
107. BROADCOM CORP CL-A	06/17/2009	04/26/2011	4,324.00	2,718.00	1,606.00
10. CHESAPEAKE ENERGY CORP	10/23/2009	02/16/2011	307.00	277.00	30.00
10. CHUBB CORP	10/23/2009	08/09/2011	579.00	514.00	65.00
2. CITRIX SYS INC	02/19/2010	02/24/2011	135.00	90.00	45.00
77. CITRIX SYS INC	02/19/2010	08/15/2011	4,767.00	3,455.00	1,312.00
3. COGNIZANT TECHNLGY	07/22/2009	02/24/2011	223.00	88.00	135.00
Totals					

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
92. COGNIZANT TECHNLGY	07/22/2009	11/08/2011	6,517.00	2,687.00	3,830.00
1410.437 COLUMBIA MID CAP					
VAL-Z FD#0983	10/23/2008	02/10/2011	20,000.00	12,545.00	7,455.00
24. COMCAST CORP-CL A	05/05/2009	02/16/2011	596.00	387.00	209.00
417. CONAGRA INC	10/27/2008	12/03/2010	9,102.00	7,064.00	2,038.00
200. CONOCOPHILLIPS	10/27/2008	12/03/2010	12,711.00	9,518.00	3,193.00
8. DARDEN RESTAURANTS INC	10/23/2009	02/16/2011	401.00	251.00	150.00
10. DARDEN RESTAURANTS INC	10/23/2009	08/09/2011	455.00	314.00	141.00
146. DEERE & COMPANY	10/27/2008	12/03/2010	11,430.00	4,561.00	6,869.00
54. DEERE & COMPANY	08/04/2010	10/20/2011	3,730.00	3,648.00	82.00
6. DEVON ENERGY	10/31/2008	08/09/2011	401.00	480.00	-79.00
118. DIAGEO PLC SPON ADR	10/27/2008	12/03/2010	8,501.00	6,741.00	1,760.00
13. DIRECTV - CLASS A	01/14/2009	02/24/2011	589.00	271.00	318.00
120. DIRECTV - CLASS A	01/14/2009	11/08/2011	5,457.00	2,504.00	2,953.00
128. DR PEPPER SNAPPLE	06/02/2010	08/15/2011	4,751.00	4,838.00	-87.00
8. DUKE ENERGY CORP	10/31/2008	02/16/2011	142.00	136.00	6.00
629. E M C CORP MASS	10/27/2008	12/03/2010	13,832.00	6,460.00	7,372.00
2. E M C CORP MASS	10/23/2009	02/16/2011	54.00	35.00	19.00
300. EMERSON ELECTRIC CO	03/27/2007	02/10/2011	18,288.00	12,897.00	5,391.00
1. EXPRESS SCRIPTS INC	11/05/2008	02/24/2011	54.00	32.00	22.00
99. EXPRESS SCRIPTS INC	11/05/2008	03/15/2011	5,128.00	3,156.00	1,972.00
2. EXPRESS SCRIPTS INC	10/23/2009	08/09/2011	93.00	81.00	12.00
2. EXXON MOBIL CORP COM	10/23/2009	02/16/2011	166.00	126.00	40.00
4. EXXON MOBIL CORP COM	10/23/2009	08/09/2011	277.00	252.00	25.00
57. F5 NETWORKS INC	04/20/2010	08/15/2011	4,796.00	3,765.00	1,031.00
12. FREEPORT-MCM COPPER	10/23/2009	02/16/2011	661.00	500.00	161.00
4. FREEPORT-MCM COPPER	10/23/2009	08/09/2011	172.00	167.00	5.00
10. GENERAL DYNAMICS	10/23/2009	08/09/2011	601.00	669.00	-68.00
50000. GENERAL ELEC CAP					
CORP @ 4.375% DUE 11/21/2011	05/13/2005	11/21/2011	50,000.00	49,545.00	455.00
2. GOLDMAN SACHS GROUP,	10/23/2009	08/09/2011	233.00	366.00	-133.00
220. HERSHEY FOODS CORP	05/27/2009	12/03/2010	10,345.00	7,726.00	2,619.00
364. HOME DEPOT INC	10/27/2008	12/03/2010	12,036.00	7,094.00	4,942.00
166. HOSPIRA INC	10/27/2008	12/03/2010	9,397.00	4,560.00	4,837.00
2. INFOSYS TECHNOLOGIES-SP	02/09/2009	02/24/2011	132.00	58.00	74.00
Totals					

RLC FOUNDATION 618738017 74-2139793

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
78. INFOSYS TECHNOLOGIES-S	02/09/2009	04/26/2011	5,148.00	2,261.00	2,887.00
6. INTEL CORP	10/23/2009	02/16/2011	129.00	121.00	8.00
10. INTEL CORP	10/23/2009	08/09/2011	200.00	201.00	-1.00
105. INTERNATIONAL	08/07/2008	12/03/2010	15,248.00	13,335.00	1,913.00
3. INTERNATIONAL BUSINESS	02/09/2009	02/24/2011	478.00	289.00	189.00
4. INTERNATIONAL BUSINESS	08/07/2008	08/09/2011	665.00	517.00	148.00
242. INTUIT	10/12/2009	12/03/2010	11,314.00	6,985.00	4,329.00
18. INTUIT	10/23/2009	08/09/2011	749.00	543.00	206.00
7. JP MORGAN CHASE & CO	02/01/2008	12/03/2010	272.00	333.00	-61.00
10. JP MORGAN CHASE & CO	02/01/2008	02/16/2011	479.00	475.00	4.00
6. JP MORGAN CHASE & CO	02/01/2008	08/09/2011	209.00	285.00	-76.00
50000. JP MORGAN CHASE @					
4.600% DUE 01/17/2011	10/05/2005	01/17/2011	50,000.00	49,395.00	605.00
10. KROGER COMPANY	10/23/2009	08/09/2011	219.00	238.00	-19.00
195. LILLY ELI & CO	10/27/2008	12/03/2010	6,646.00	6,222.00	424.00
2. LOEWS CORP	10/23/2009	08/09/2011	71.00	72.00	-1.00
1. LUBRIZOL CORP	02/19/2010	02/24/2011	106.00	78.00	28.00
45. LUBRIZOL CORP	02/19/2010	03/15/2011	6,024.00	3,524.00	2,500.00
78. M & T BK CORP COM	05/22/2009	12/03/2010	6,183.00	3,724.00	2,459.00
85. MERCK & CO INC/NJ	07/22/2009	12/06/2010	2,978.00	2,230.00	748.00
1363. MITSUBISHI UFJ FINL	12/09/2008	12/03/2010	6,483.00	7,854.00	-1,371.00
317. MOLEX CLASS A	10/27/2008	12/03/2010	5,791.00	3,907.00	1,884.00
8. MORGAN STANLEY DEAN	10/23/2009	02/16/2011	246.00	283.00	-37.00
6. NETAPP INC	12/17/2009	02/24/2011	302.00	203.00	99.00
41. NETAPP INC	12/17/2009	03/15/2011	1,878.00	1,389.00	489.00
94. NETAPP INC	12/17/2009	08/15/2011	4,153.00	3,184.00	969.00
1. NEWMONT MINING CORP	11/02/2009	02/24/2011	56.00	43.00	13.00
52. NEWMONT MINING CORP	11/02/2009	03/15/2011	2,664.00	2,229.00	435.00
162. NEXTERA ENERGY INC	07/28/2008	12/03/2010	8,239.00	10,349.00	-2,110.00
15153.11 NORTHERN MID CAP					
INDEX FUND FD#0629	05/02/2006	05/04/2011	198,506.00	177,442.00	21,064.00
11312.131 MFB NORTHN INTL	07/06/2006	05/04/2011	128,845.00	136,764.00	-7,919.00
184. NORTHROP CORP	10/07/2009	12/03/2010	11,710.00	8,333.00	3,377.00
465. ORACLE CORPORATION	10/27/2008	12/03/2010	13,238.00	7,459.00	5,779.00
170. PENNEY JC CO.	10/27/2008	12/03/2010	5,810.00	3,364.00	2,446.00
Totals					

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RLC FOUNDATION 618738017 74-2139793

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
113. POLO RALPH LAUREN	12/29/2008	12/03/2010	12,665.00	4,738.00	7,927.00
40. PRECISION CASTPARTS	06/17/2009	02/23/2011	5,630.00	3,238.00	2,392.00
16. PROGRESSIVE CORP OHIO	10/23/2009	02/16/2011	326.00	267.00	59.00
148. QEP RESOURCES INC	01/28/2009	12/03/2010	5,454.00	3,485.00	1,969.00
148. QUESTAR CORP	01/28/2009	12/03/2010	2,572.00	1,786.00	786.00
310. SAFEWAY INC NEW	10/27/2008	12/03/2010	6,737.00	6,526.00	211.00
2. SALESFORCE.COM INC	02/19/2010	02/24/2011	267.00	138.00	129.00
50. SALESFORCE.COM INC	02/19/2010	11/08/2011	6,606.00	3,446.00	3,160.00
2. SCHLUMBERGER LTD	10/23/2009	02/16/2011	186.00	133.00	53.00
301. SCHWAB CHARLES CORP	02/05/2009	12/03/2010	4,794.00	4,112.00	682.00
1045. MFC SELECT SECTOR	09/19/2003	05/04/2011	34,798.00	22,812.00	11,986.00
12. SOUTHERN CO	10/31/2008	08/09/2011	446.00	422.00	24.00
2. TJX COMPANYS (NEW)	05/08/2009	02/24/2011	99.00	56.00	43.00
8. TJX COMPANYS (NEW)	10/23/2009	08/09/2011	408.00	321.00	87.00
10. TARGET CORP	10/23/2009	08/09/2011	475.00	495.00	-20.00
115. TECK COMINCO LTD -	11/02/2009	02/23/2011	6,077.00	3,255.00	2,822.00
350. TEXAS INSTRUMENTS INC	10/27/2008	12/03/2010	11,455.00	6,293.00	5,162.00
855. US BANCORP DEL NEW	04/25/2008	02/10/2011	23,649.00	29,537.00	-5,888.00
285. UNILEVER N V NEW YORK	06/10/2009	12/03/2010	8,510.00	7,067.00	1,443.00
2. UNION PACIFIC CORP	10/31/2008	02/16/2011	196.00	135.00	61.00
2. UNION PACIFIC CORP	10/31/2008	08/09/2011	178.00	135.00	43.00
12. UNITEDHEALTH GROUP INC	10/23/2009	08/09/2011	521.00	312.00	209.00
1797.484 VANGUARD SMALL					
CAP VALUE INDEX INST FD	10/23/2008	02/10/2011	30,000.00	17,625.00	12,375.00
358. VODAFONE GROUP PLC -	10/27/2008	12/03/2010	9,229.00	5,860.00	3,369.00
50000. WAL-MART STORES @					
4.125% DUE 02/15/2011	04/29/2005	02/15/2011	50,000.00	49,280.00	720.00
10. YUM BRANDS INC COM	10/23/2009	08/09/2011	489.00	346.00	143.00
291. ZIONS BANCORPORATION	08/31/2009	12/03/2010	6,024.00	8,162.00	-2,138.00
224. MARVELL TECHNOLOGY	12/17/2009	01/24/2011	4,465.00	4,333.00	132.00
23. ALCON INC COM SHS	11/02/2009	01/24/2011	3,759.00	3,277.00	482.00
329. WEATHERFORD INTL LTD	10/27/2008	12/03/2010	7,037.00	4,083.00	2,954.00
2. TRANSOCEAN LTD	10/23/2009	02/16/2011	160.00	183.00	-23.00
2. TRANSOCEAN LTD	10/23/2009	08/09/2011	103.00	183.00	-80.00
Totals					

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RLC FOUNDATION 618738017 74-2139793

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
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			1,017,403.00	848,502.00	168,901.00
Totals			1,017,403.00	848,502.00	168,901.00

FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
42.99855 AMGEN INC	12/03/2010	03/02/2011	2,324.00	2,217.00	-107.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	807.00	
CALAMOS CONVERTIBLE-I FD #0627	971.00	
PIMCO TOTAL RETURN	3,496.00	
VANGUARD INTERMED INDX-INST FD#0504	862.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		6,137.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		6,137.00

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **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 . . . . ▶ [X]
- 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	Name of exempt organization RLC FOUNDATION 618738017	**Employer identification number** 74-2139793
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DEVRA OCHS, 2555 E. CEDAR AV	
	City, town or post office, state, and ZIP code For a foreign address, see instructions DENVER, CO 80209	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

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

- The books are in the care of ▶ DEVRA OCHS

Telephone No. ▶ (303)733-5179 FAX No. ▶

- 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 07/16, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year 20 ___ or
▶ [X] tax year beginning 12/01, 2010, and ending 11/30, 20 11.

2 If the 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**	$ 2,787.
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**	$ 1,336.
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**	$ 1,454.

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.