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

OMB No 1545 0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 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

The Piton Investment Fund
370-17th Street #5300
Denver, CO 80202-5653

A Employer identification number

81-0587194

B Telephone number (see the instructions)

(303) 628-3800

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

▶ \$ 73,398,340.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)				
	2	Ch ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	401,821.	401,821.	401,821.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	-2,256,132.			
	b	Gross sales price for all assets on line 6a	1,119,358.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			311,957.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
	See Statement 1	45,508.	45,508.	45,508.		
12	Total. Add lines 1 through 11	-1,808,803.	447,329.	759,286.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	88,503.	8,850.		79,653.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	17,242.	1,724.		15,518.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 2	4,200.	2,100.		2,100.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instr) See Stm 3	20,647.	15,907.		4,721.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy	163,244.	16,324.		146,920.
	21	Travel, conferences, and meetings	34,250.	3,425.		30,825.
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	399,538.	371,007.		28,531.
	24	Total operating and administrative expenses. Add lines 13 through 23	727,624.	419,337.		308,268.
	25	Contributions, gifts, grants paid Part XV	856,500.			856,500.
26	Total expenses and disbursements. Add lines 24 and 25	1,584,124.	419,337.	0.	1,164,768.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-3,392,927.				
b	Net investment income (if negative, enter -0)		27,992.			
c	Adjusted net income (if negative, enter -0)			759,286.		

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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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 7				
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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-2,256,132.
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 the instructions) If (loss), enter -0- in Part I, line 8	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	311,957.

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 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 (column (b) divided by column (c))
2009	1,590,280.	70,633,002.	0.022515
2008	2,236,155.	61,359,367.	0.036444
2007	2,043,013.	74,361,503.	0.027474
2006	2,345,506.	46,509,675.	0.050430
2005	4,933,589.	33,749,930.	0.146181

2 Total of line 1, column (d)	2	0.283044
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	0.056609
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	75,214,135.
5 Multiply line 4 by line 3	5	4,257,797.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	280.
7 Add lines 5 and 6	7	4,258,077.
8 Enter qualifying distributions from Part XII, line 4	8	1,164,768.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	560.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0.
3 Add lines 1 and 2		3	560.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	560.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	12,184.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,184.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,624.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 11,624. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> CO		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>The Piton Investment Fund</u> Telephone no <u>(303) 628-3800</u> Located at <u>370-17th Street, #5300 Denver CO</u> ZIP + 4 <u>80202</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
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

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Form 990-PF (2010)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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 8		86,700.	21,750.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 The Foundation was formed to make distributions to exempt organizations for charitable and educational purposes.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2010)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	72,511,558.
b Average of monthly cash balances	1b	3,815,841.
c Fair market value of all other assets (see instructions)	1c	32,129.
d Total (add lines 1a, b, and c)	1d	76,359,528.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	76,359,528.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,145,393.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	75,214,135.
6 Minimum investment return. Enter 5% of line 5	6	3,760,707.

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

1 Minimum investment return from Part X, line 6	1	3,760,707.
2a Tax on investment income for 2010 from Part VI, line 5	2a	560.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	560.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,760,147.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	3,760,147.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,760,147.

Part XIV Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	1,164,768.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,164,768.
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 instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,164,768.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,760,147.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 2,670,025.				
b From 2006 47,160.				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	2,717,185.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 1,164,768.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				1,164,768.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	2,595,379.			2,595,379.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	121,806.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	74,646.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	47,160.			
10 Analysis of line 9				
a Excess from 2006 47,160.				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

N/A

- 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)

- 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 organization had \$5,000 or more in assets at any time during the year – see instructions.)
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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))

See Statement 9

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

None

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

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

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

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

- c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 10				
Total			3a	856,500.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	401,821.	
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	-2,256,132.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Partnership Income			14	45,508.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-1,808,803.	
13 Total. Add line 12, columns (b), (d), and (e)					-1,808,803.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

The Piton Investment Fund

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership Income	\$ 45,508.	\$ 45,508.	\$ 45,508.
Total	\$ 45,508.	\$ 45,508.	\$ 45,508.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting services	\$ 4,200.	\$ 2,100.		\$ 2,100.
Total	\$ 4,200.	\$ 2,100.	\$ 0.	\$ 2,100.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes - investments	\$ 15,383.	\$ 15,383.		
Income tax	19.			
Payroll taxes	5,245.	524.		\$ 4,721.
Total	\$ 20,647.	\$ 15,907.	\$ 0.	\$ 4,721.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Employee insurance benefits	\$ 9,261.	\$ 926.		\$ 8,335.
Investment fees	367,837.	367,837.		
Other expenses	21,741.	2,174.		19,567.
Payroll account fees	699.	70.		629.
Total	\$ 399,538.	\$ 371,007.	\$ 0.	\$ 28,531.

The Piton Investment Fund

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Statement 5
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Income Tax Receivable	\$ 12,184.	
Total	\$ 12,184.	\$ 0.

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

Unrealized gains and losses	Total	\$ 3,606,787.
		\$ 3,606,787.

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	Pimco ST Fund	Purchased	Various	Various
2	Pimco ST Fund	Purchased	Various	Various
3	Pimco LD Fund	Purchased	Various	Various
4	Pimco LD Fund	Purchased	Various	Various
5	Horizon Asset Fund	Purchased	Various	Various
6	Horizon Asset Fund	Purchased	Various	Various
7	Lateef Mgt Fund	Purchased	Various	Various
8	Lateef Mgt Fund	Purchased	Various	Various
9	Tontine Capital Fund	Purchased	Various	Various
10	Longleaf Fund	Purchased	Various	Various
11	Capital Guardian Fund	Purchased	Various	Various
12	Davidson Kempner Partnership	Purchased	Various	Various
13	Davidson Kempner Partnership	Purchased	Various	Various
14	Newport Asia Partnership	Purchased	Various	Various
15	Newport Asia Partnership	Purchased	Various	Various

<u>Item</u>	<u>(e) Gross Sales</u>	<u>(f) Deprec. Allowed</u>	<u>(g) Cost Basis</u>	<u>(h) Gain (Loss)</u>	<u>(i) FMV 12/31/69</u>	<u>(j) Adj. Bas. 12/31/69</u>	<u>(k) Excess (i) - (j)</u>	<u>(l) Gain (Loss)</u>
1	19,124.		0.	19,124.				\$ 19,124.
2	6,016.		0.	6,016.				6,016.
3	7,433.		0.	7,433.				7,433.
4	11,707.		0.	11,707.				11,707.
5	104,088.		0.	104,088.				104,088.
6	0.		1,756.	-1,756.				-1,756.
7	2,592.		0.	2,592.				2,592.
8	654,576.		0.	654,576.				654,576.
9	0.		3340781.	-3340781.				-3340781.
10	116,428.		0.	116,428.				116,428.
11	77,762.		0.	77,762.				77,762.
12	15,760.		0.	15,760.				15,760.
13	103,872.		0.	103,872.				103,872.
14	0.		30,039.	-30,039.				-30,039.

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Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
15	0.		2,914.	-2,914.				\$ -2,914.
Total								<u>\$ -2256132.</u>

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Samuel Gary 13 Village Road Englewood, CO 80113	Director/Chair. 0	\$ 0.	\$ 0.	\$ 0.
Ronald W. Williams 300 Gilpin Street Denver, CO 80218	Dir/ViceCh 0	0.	0.	0.
David J. Younggren 2135 E. Grand Avenue Englewood, CO 80113	Dir, Sec/Treas 0	0.	0.	0.
Terry Minger 370-17th Street, #5300 Denver, CO 80202-5653	Dir/Pres./CEO 0	53,550.	13,250.	0.
Nancy Gary 13 Village Road Englewood, CO 80113	Director 0	0.	0.	0.
Rob Gary 370-17th Street, #5300 Denver, CO 80202-5653	Director 0	0.	0.	0.
Tim Howard 370-17th Street, #5300 Denver, CO 80202-5653	Director 0	0.	0.	0.
Meredith Miller 370-17th Street, #5300 Denver, CO 80202-5653	Dir of Programs 0	33,150.	8,500.	0.
Total		<u>\$ 86,700.</u>	<u>\$ 21,750.</u>	<u>\$ 0.</u>

The Piton Investment Fund

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Statement 9
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Samuel Gary
 Ronald W. Williams

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Piton Foundation 370 17th Street, Suite 5300 Denver, CO 80202	Related	501 (c) (3)	General operating	\$ 173,250.
University of Colorado Hospital 12401 E. 17th Ave., Mail Stop F485 Aurora, CO 80045	None	Public	General operating	5,000.
Alliance for Choice in Education 1201 E. Colfax Ave., Suite 302 Denver, CO 80218	None	Public	General operating	10,000.
Global Giving Foundation 1023 15th St. NW Washington, DC 20005	None	Public	General operating	1,000.
Mile High Chapter Theatre Company 5103 Scranton St Denver, CO 80239	None	Public	General operating	500.
The Hennagir Trust 2148 Glenarm Place Denver, CO 80205	None	Public	General operating	5,000.
The Samaritan Institute 2696 So. Colorado Blvd., Suite 380 Denver, CO 80222	None	Public	General operating	5,000.
Sisters of Loreto 4000 S. Wadsworth Blvd. Littleton, CO 80123	None	Public	General operating	2,500.
Mizel Museum 400 S. Kearney St. Denver, CO 80224	None	Public	General operating	1,000.

The Piton Investment Fund

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Jewish Family Service of Colorado 3201 So. Tamarac Dr. Denver, CO 80231	None	Public	General operating	\$ 10,000.
The Montana Land Reliance P.O. Box 355 Helena, MT 59624	None	Public	General operating	2,500.
University of Colorado Foundation 4740 Walnut St. Boulder, CO 80301	None	Public	General operating	1,750.
Warren Village 1323 Gilpin St. Denver, CO 80218	None	Public	General operating	500.
Focus Points Family Resource Center 2501 E. 48th Ave. Denver, CO 80216	None	Public	General operating	500.
Junior Achievement Rocky Mountain 1445 Market St. Denver, CO 80202	None	Public	General operating	550.
Rye Country Day School Cedar Street Rye, NY 10580	None	Public	General operating	250.
Mackintosh Academy 7018 S. Pierce St. Littleton, CO 80120	None	Public	General operating	10,000.
Brothers Redevelopment Inc 2250 Eaton St. Garden Level Suite B Denver, CO 80214	None	Public	General operating	1,000.
Community College of Aurora 16000 E. Centretch Pkwy, A-200 Aurora, CO 80011	None	Public	General operating	1,000.
Denver Academy 4400 E. Iliff Ave. Denver, CO 80222	None	Public	General operating	3,250.

The Piton Investment Fund

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
New York Foundation for the Arts 20 Jay Street, 7th Floor Brooklyn, NY 11201	None	Public	General operating	\$ 1,000.
Montana Tech Foundation 1300 West Park St. Butte, MT 59701	None	Public	General operating	1,000.
Landmark School P.O. Box 227 Prides Crossing, MA 01965	None	Public	General operating	250.
Riverview School 551 Route 6A East Sandwich, MA 02537	None	Public	General operating	1,500.
John Lynch Foundation P.O. Box 172247 Tampa, FL 33672	None	Public	General operating	2,500.
Hope Communities 2543 California Denver, CO 80205	None	Public	General operating	2,000.
Flathead Lakers P.O. Box 70 Polson, MT 59860	None	Public	General operating	2,000.
Denver Children's Home 1501 Albion St. Denver, CO 80220	None	Public	General operating	5,000.
Sierra Club 85 Second St., 2nd Fl San Francisco, CA 94105	None	Public	General operating	1,000.
Children's Museum of Denver 2121 Children's Museum Dr Denver, CO 80211	None	Public	General operating	200.
Syracuse University 820 Comstock Ave. Syracuse, NY 13244	None	Public	General operating	5,500.
Colorado I Have a Dream Foundation 1836 Grant St. Denver, CO 80203	None	Public	General operating	6,000.

The Piton Investment Fund

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Denver Scholarship Foundation 303 E. 17th Ave., #2000 Denver, CO 80203	None	Public	General operating	\$ 25,000.
Violence Intervention Program 2010 Zonal Ave. Los Angeles, CA 90033	None	Public	General operating	5,000.
The Montecahto Club 34593 Eagle View Lane Polson, MT 59860	None	Public	General operating	700.
Friends of DSA 7111 Montview Blvd. Denver, CO 80220	None	Public	General operating	1,000.
Colorado Conservation Trust 1551 Ogden St. Denver, CO 80218	None	Public	General operating	2,500.
The Kempe Foundation 13123 E. 16th Ave., B390 Aurora, CO 80045	None	Public	General operating	5,000.
Montechanto Rural Fire District 35408 Montana Highway 35 Polson, MT 59860	None	Public	General operating	250.
Make-A-Wish Foundation of Colorado 7951 E. Maplewood Ave., Suite 126 Greenwood Village, CO 80111	None	Public	General operating	2,500.
ASF Annual Conservation Fund P.O. Box 807 Calais, ME 04619	None	Public	General operating	250.
University of Colorado Depression Center 1600 Broadway, Suite 1030 Denver, CO 80202	None	Public	General operating	5,000.
Colorado Fourteeners Initiative 607 10th Street, Suite 107N Golden, CO 80401	None	Public	General operating	250.

The Piton Investment Fund

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Samaritan Institute 2696 So. Colorado Blvd, Suite 380 Denver, CO 80222	None	Public	General operating	\$ 5,000.
Cherry Hills Land Preserve P.O. Box 522 Englewood, CO 80151	None	Public	General operating	5,000.
Mi Casa Resource Center 360 Acoma St. Denver, CO 80223	None	Public	General operating	5,000.
American Farmland Trust 1200 18th St., N.W. Suite 800 Washington, DC 20036	None	Public	General operating	5,000.
Eagle Valley Land Trust P.O. Box 3016 Edwards, CO 81632	None	Public	General operating	1,000.
Common Cause 1133 19th St. NW Washington, DC 20078	None	Public	General operating	500.
Rocky Mountain PBS P.O. Box 173704 Denver, CO 80217	None	Public	General operating	1,000.
National Civic League 1889 York St. Denver, CO 80206	None	Public	General operating	250.
Denver Museum of Nature and Science 2001 Colorado Blvd. Denver, CO 80205	None	Public	General operating	500.
Mountain States Children's Home P.O. Box 1097 Longmont, CO 80502	None	Public	General operating	1,000.
Judi's House 1741 Gaylord St. Denver, CO 80206	None	Public	General operating	500.
Seeking Common Ground P.O. Box 101958 Denver, CO 80250	None	Public	General operating	1,000.

The Piton Investment Fund

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Regis University 3333 Regis University Blvd. B-16 Denver, CO 80221	None	Public	General operating	\$ 1,000.
Denver Center for the Performing Arts 1101 13th St. Denver, CO 80204	None	Public	General operating	5,000.
The Salvation Army P.O. Box 17607 Denver, CO 80217	None	Public	General operating	1,000.
Colorado Open Lands 274 Union Blvd., Suite 320 Lakewood, CO 80228	None	Public	General operating	1,300.
Colorado Open Golf Foundation 20309 E. 48th Place Denver, CO 80249	None	Public	General operating	1,500.
Parents Challenge 2 N Cascade Ave., Suite 1280 Colorado Springs, CO 80903	None	Public	General operating	500.
Boulder Shelter for the Homeless 4869 N. Broadway Boulder, CO 80304	None	Public	General operating	500.
Youth Directions, Inc 1400 Simms St., #106 Golden, CO 80401	None	Public	General operating	5,000.
Stepping Stones Childrens Center P.O. Box 1310 Crested Butte, CO 80401	None	Public	General operating	5,000.
The Piton Foundation 370 17th Street, Suite 5300 Denver, CO 80202	Related	501(c)(3)	Grant	500,000.

Total \$ 856,500.

Statement 11
Form 990-PF, Part XVII, Line 2b
Organization Affiliated with Tax Exempt Organization(s)

(a) <u>Name of Organization</u>	(b) Type of <u>Organization</u>	(c) <u>Description of Relationship</u>
The Piton Foundation	Operating Found	The Piton Investment Fund was reorganized as of 11/30/10, and The Piton Foundation holds the sole membership interest in The Piton Investment Fund. The foundations also now have the same directors.

The Piton Investment Fund

81-0587194

Balance Sheet - Investments
11/30/11

Part II, Line 10c

Pimco Short Term Fund	\$ 5,408,024

Total bond funds	\$ 5,408,024
	=====

Part II, Line 10b

Credit Suisse Lateef Mgt	\$ 5,859,144
Semper Vic Partners Fund	4,226,389
E*Trade Fund	67,698
Davidson Kempner Fund	4,742,093
Viking Global Fund	3,223,789
King Street Capital HSBC Fund	5,436,978
ICAP Offshore Fund	2,149,120
Third Avenue Value Fund	2,814,107
Artisan Int'l Fund	3,745,931
Harbor Int'l Fund	3,111,468
Highfields Capital Fund	5,791,500
Convexity Capital Offshore Fund	9,222,467
Longleaf Partners Fund	4,626,121
Indus Asia Pacific Fund	3,097,238
Newport Asia Institutional Fund	3,102,636
Capital Guardian Fund	3,012,004

Total equity funds	\$64,228,683
	=====

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print File by the due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	The Piton Investment Fund	81-0587194
	Number, street, and room or suite number. If a P.O. box, see instructions	
	370-17th Street #5300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Denver, CO 80202-5653	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 ► The Piton Investment Fund

Telephone No ► (303) 628-3800 FAX No ► (303) 628-3833

- 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 7/15, 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
► ☒ tax year beginning 12/01, 20 10, 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	\$	560.
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	\$	12,184.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

BAA For Paperwork Reduction Act Notice, see Instructions.Form **8868** (Rev. 1-2011)