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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

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

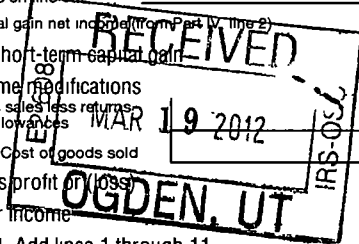
For calendar year 2011 or tax year beginning

, and ending

Name of foundation WILSON FAMILY FOUNDATION		A Employer identification number 84-1318359
Number and street (or P.O. box number if mail is not delivered to street address) 101 SOUTH THIRD STREET	Room/suite 101	B Telephone number 970-243-7806
City or town, state, and ZIP code GRAND JUNCTION, CO 81501		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ 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) \$ 1,008,342.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,000,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		15.	15.		STATEMENT 1
4 Dividends and interest from securities		6,410.	6,410.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		570.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			570.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		10.	10.		STATEMENT 3
12 Total. Add lines 1 through 11		1,007,005.	7,005.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		1,382.	657.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		402.	402.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		28.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		1,812.	1,059.		0.
25 Contributions, gifts, grants paid		305,500.			305,500.
26 Total expenses and disbursements. Add lines 24 and 25		307,312.	1,059.		305,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		699,693.			
b Net investment income (if negative, enter -0-)			5,946.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	20,842.	716,052.	716,052.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	307,201.	292,290.	292,290.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)		328,043.	1,008,342.	1,008,342.	
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		328,043.	1,008,342.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances		328,043.	1,008,342.		
31 Total liabilities and net assets/fund balances		328,043.	1,008,342.		

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)	1 328,043.
2 Enter amount from Part I, line 27a	2 699,693.
3 Other increases not included in line 2 (itemize) ▶ PRIOR YEAR DONATION CHECK VOIDED	3 1,000.
4 Add lines 1, 2, and 3	4 1,028,736.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS) ON INVESTMENTS	5 20,394.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 1,008,342.

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 CAPITAL GAINS DIVIDENDS				
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 570.			570.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			570.	
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	570.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	80,265.	304,673.	.263446
2009	48,529.	297,518.	.163113
2008	39,300.	282,442.	.139144
2007	63,760.	347,409.	.183530
2006	27,520.	335,909.	.081927
2 Total of line 1, column (d)			2 .831160
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 .166232
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 658,170.
5 Multiply line 4 by line 3			5 109,409.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 59.
7 Add lines 5 and 6			7 109,468.
8 Enter qualifying distributions from Part XII, line 4			8 305,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	59.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	59.
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	59.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		59.
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 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM WILSON Telephone no. ► 970-243-7806 Located at ► 101 SOUTH THIRD STREET, GRAND JUNCTION, CO ZIP+4 ► 81501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2011?		4b

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM L. WILSON	VICE PRESIDENT			
101 SOUTH THIRD STREET				
GRAND JUNCTION, CO 81501	0.00	0.	0.	0.
JOAN B. WILSON	PRESIDENT			
101 SOUTH THIRD STREET				
GRAND JUNCTION, CO 81501	0.00	0.	0.	0.
HOLLIS C. WILSON	SECRETARY/TREASURER			
101 SOUTH THIRD STREET				
GRAND JUNCTION, CO 81501	0.00	0.	0.	0.

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

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

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

0

Form 990-PF (2011)

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	299,746.
b	Average of monthly cash balances	1b	368,447.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	668,193.
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	668,193.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,023.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	658,170.
6	Minimum investment return. Enter 5% of line 5	6	32,909.

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

1	Minimum investment return from Part X, line 6	1	32,909.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	59.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	59.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,850.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	32,850.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	32,850.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	305,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	305,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	59.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	305,441.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				32,850.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	11,162.			
b From 2007	47,270.			
c From 2008	25,269.			
d From 2009	33,745.			
e From 2010	65,151.			
f Total of lines 3a through e	182,597.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	305,500.			
a Applied to 2010, 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 2011 distributable amount				32,850.
e Remaining amount distributed out of corpus	272,650.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	455,247.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	11,162.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	444,085.			
10 Analysis of line 9:				
a Excess from 2007	47,270.			
b Excess from 2008	25,269.			
c Excess from 2009	33,745.			
d Excess from 2010	65,151.			
e Excess from 2011	272,650.			

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				
AMERICAN CANCER SOCIETY 2754 COMPASS DR, STE 328 GRAND JUNCTION, CO 81506	NONE		TO PROMOTE MEDICAL RESEARCH	5,000.
CATHOLIC OUTREACH 245 SOUTH 1ST STREET GRAND JUNCTION, CO 81501	NONE		ASSISTANCE FOR HOMELESS AND LOW INCOME INDIVIDUALS	18,000.
CLIFTON ELEMENTARY SCHOOL 3276 F ROAD CLIFTON, CO 81520	NONE		TO PROMOTE LITERACY EDUCATION	10,000.
COLORADO CHAPTER MULTIPLE SCLEROSIS SOCIETY 900 SOUTH BROADWAY DENVER, CO 80209	NONE		TO PROMOTE MEDICAL RESEARCH	2,000.
COLORADO ENERGY ASSISTANCE FOUNDATION 225 EAST 16TH AVE, STE 200 DENVER, CO 80203-1612	NONE		TO PROVIDE ENERGY FOR THE UNDERPRIVILEGED	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	305,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(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			14	15.		
4 Dividends and interest from securities			14	6,410.		
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			14	10.		
8 Gain or (loss) from sales of assets other than inventory			14	570.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		7,005.		0.
13 Total. Add line 12, columns (b), (d), and (e)						7,005.

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

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

[illegible]

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

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

OMB No 1545-0047

2011

Name of the organization

Employer identification number

WILSON FAMILY FOUNDATION

84-1318359

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
WILSON FAMILY FOUNDATION	84-1318359

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM & JOAN WILSON 101 SOUTH THIRD ST, STE 101 GRAND JUNCTION, CO 81501	\$ 1,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WILSON FAMILY FOUNDATION**84-1318359**

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

Use duplicate copies of Part III if additional space is needed

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

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COLORADO SPECIAL OLYMPICS PO BOX 13979 DENVER, CO 80201-3979	NONE		TO PROVIDE SPORTS OPPORTUNITIES FOR DISABLED PERSONS	2,000.
COMMUNITY FOOD BANK 486 MORNING GLORY LANE GRAND JUNCTION, CO 81504	NONE		TO PROVIDE FOOD TO LOW INCOME FAMILIES	15,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001-5004	NONE		TO PROVIDE MEDICAL CARE	2,500.
GRAND JUNCTION RESCUE MISSION 550 SOUTH AVENUE GRAND JUNCTION, CO 81501	NONE		TO PROVIDE SHELTER FOR THE HOMELESS	5,000.
GRAND VALLEY SENIOR DAYBREAK 599 THIRTY ROAD GRAND JUNCTION, CO 81504	NONE		TO PROMOTE ACTIVITIES FOR SENIOR CITIZENS	5,000.
HABITAT FOR HUMANITY PO BOX 4947 GRAND JUNCTION, CO 81502-4947	NONE		TO PROVIDE HOUSING ASSISTANCE FOR LOW INCOME FAMILIE	10,000.
HOMEWARD BOUND HOMELESS SHELTER 2853 NORTH AVENUE GRAND JUNCTION, CO 81501	NONE		TO PROVIDE ASSISTANCE FOR THE HOMELESS	23,000.
HOSPICE AND PALLIATIVE CARE OF WESTERN COLORADO 3090 N 12TH ST, UNIT B GRAND JUNCTION, CO 81506	NONE		TO PROVIDE ASSISTANCE TO TERMINALLY ILL PATIENTS	12,000.
KAFM 1310 UTE AVENUE GRAND JUNCTION, CO 81501	NONE		TO PROVIDE OPERATIONAL SUPPORT	500.
LATIMER HOUSE 1003 MAIN STREET GRAND JUNCTION, CO 81501	NONE		TO PROVIDE SUPPORT FOR DOMESTIC VIOLENCE	5,000.
Total from continuation sheets				268,500.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MAKE A WISH FOUNDATION GIFT PROCESSING CENTER WASHINGTON, DC 20090-7104	NONE		TO PROVIDE SUPPORT TO TERMINALLY ILL PATIENTS	2,000.
MARCH OF DIMES 634 MAIN STREET GRAND JUNCTION, CO 81501	NONE		TO PROVIDE HEALTH CARE FOR DISABLED CHILDREN	2,000.
MARILLAC CLINIC, INC 2333 NORTH 6TH STREET GRAND JUNCTION, CO 81501	NONE		TO PROVIDE MEDICAL SUPPORT TO THOSE W/O INSURANCE	10,000.
MESA LAND TRUST 1006 MAIN STREET GRAND JUNCTION, CO 81501	NONE		TO PROVIDE FOR PROTECTION OF UNDEVELOPED LAND	5,000.
MOAA SCHOLARSHIP GOLF PO BOX 3313 GRAND JUNCTION, CO 81502	NONE		TO PROVIDE SCHOLARSHIP ASSISTANCE	1,000.
MOUNTAIN STATES LEGAL FOUNDATION 2596 SOUTH LEWIS WAY LAKEWOOD, CO 80227	NONE		TO PROVIDE LEGAL SERVICES FOR LOW INCOME INDIVIDUALS	5,000.
MUSEUM OF WESTERN COLORADO PO BOX 20000 GRAND JUNCTION, CO 81502-5020	NONE		TO PROVIDE SUPPORT FOR THE MUSEUM AND THE ARTS	5,000.
NATIONAL JEWISH HOSPITAL 1400 JACKSON ST, ROOM M112 DENVER, CO 80206-9825	NONE		TO PROMOTE HEALTH CARE	5,000.
OSU FOUNDATION 850 SW 35TH STREET CORVALLIS, OR 97333-4015	NONE		TO PROMOTE HIGHER EDUCATION	2,500.
PARTNERS OF THE GRAND VALLEY 1169 COLORADO AVENUE GRAND JUNCTION, CO 81501	NONE		TO PROVIDE MENTORS FOR YOUTH	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SALVATION ARMY PO BOX 578 GRAND JUNCTION, CO 81502	NONE		TO PROVIDE SUPPORT FOR HOMELESS ASSISTANCE	15,000.
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 20090-6231	NONE		TO PROVIDE MEDICAL CARE TO CLEFT PALATE PATIENTS	1,500.
SUSAN G. KOMEN RALLY FOR THE CURE 1835 FRANKLIN STREET DENVER, CO 80218	NONE		TO PROMOTE BREAST CANCER RESEARCH	5,000.
UNITED SERVICE ORGANIZATIONS 422 WHITE AVE, SUITE 337 GRAND JUNCTION, CO 81501	NONE		TO PROMOTE WELFARE OF MILITARY PERSONNEL	5,000.
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	NONE		TO PROMOTE HIGHER EDUCATION	1,000.
VESTIBULAR DISORDERS ASSOCIATION PO BOX 13305 PORTLAND, OR 97213	NONE		TO PROMOTE MEDICAL RESEARCH	1,000.
WESTERN COLORADO BOTANICAL GARDENS 641 STRUTHERS AVENUE GRAND JUNCTION, CO 81501	NONE		TO PROVIDE SUPPORT FOR BOTANICAL GARDENS	1,000.
WESTERN COLORADO CENTER FOR THE ARTS 1803 NORTH 7TH STREET GRAND JUNCTION, CO 81501	NONE		TO PROMOTE THE ARTS	2,500.
WESTERN COLORADO COMMUNITY FOUNDATION 225 NORTH 5TH ST, STE 505 GRAND JUNCTION, CO 81501	NONE		TO PROMOTE COMMUNITY CHARITIES IN WESTERN COLORADO	5,000.
WESTERN COLORADO MATH AND SCIENCE CENTER 2660 UNAWEEP AVENUE GRAND JUNCTION, CO 81503	NONE		TO PROMOTE MATH AND SCIENCE EDUCATION	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WESTERN COLORADO SUICIDE PREVENTION FOUNDATION PO BOX 4329 GRAND JUNCTION, CO 81502	NONE		TO PREVENT SUICIDE	2,500.
WESTERN SLOPE FOOD BANK OF THE ROCKIES 734 SCARLET DRIVE GRAND JUNCTION, CO 81505	NONE		TO PROVIDE FOOD TO LOW INCOME FAMILIES	15,000.
WESTERN SLOPE HONOR FLIGHT PO BOX 3950 GRAND JUNCTION, CO 81502	NONE		TO HELP WORLD WAR II VETERANS TRAVEL TO MEMORIAL	4,500.
AMERICAN ASSOCIATION FOR THE ADVANCEMENT OF SCIENCE 1200 NEW YORK AVENUE, NW WASHINGTON, DC 20005	NONE		TO PROMOTE SCIENTIFIC RESEARCH	500.
COLORADO DISCOVERABILITY PO BOX 1924 GRAND JUNCTION, CO 81502	NONE		TO PROMOTE ATHLETIC ALTERNATIVES FOR HANDICAPPED INDIVIDUALS	2,000.
MESA COUNTY CHAPTER RED CROSS - JAPANESE RELIEF FUND 506 GUNNISON AVE GRAND JUNCTION, CO 81501	NONE		EARTHQUAKE RELIEF	25,000.
DOMESTIC VIOLENCE PROJECT 1003 MAIN STREET GRAND JUNCTION, CO 81501	NONE		TO COMBAT DOMESTIC VIOLENCE	11,000.
GRAND JUNCTION AUDOBON SOCIETY PO BOX 1211 GRAND JUNCTION, CO 81502	NONE		TO PROMOTE NATURE EDUCATION	2,000.
GRAND JUNCTION ROTARY CLUB PO BOX 1888 GRAND JUNCTION, CO 81502	NONE		TO PROMOTE LOCAL CHARITABLE EFFORTS	5,000.
KIDS AID OF MESA COUNTY	NONE		TO PROVIDE FOOD FOR NEEDY CHILDREN	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KIDS VOTING 2523 PATTERSON ROAD GRAND JUNCTION, CO 81505	NONE		POLITICAL AND CIVIC EDUCATION FOR STUDENTS	1,000.
MESA COUNTY LIBRARY FOUNDATION PO BOX 3668 GRAND JUNCTION, CO 81505	NONE		TO PROMOTE LITERACY EDUCATION	1,000.
SALVATION ARMY - TOYS FOR TOTS PO BOX 578 GRAND JUNCTION, CO 81502	NONE		TO PROVIDE TOYS AT CHRISTMAS FOR NEEDY CHILDREN	10,000.
CLIFTON ELEMENTARY SCHOOL- CLIFTON BIKES 3276 F ROAD GRAND JUNCTION, CO 81520	NONE		TO PROVIDE BICYCLES FOR NEEDY CHILDREN	7,500.
Total from continuation sheets				

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

SOURCE	AMOUNT
WELLS FARGO ADVISORS	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ADVISORS INNER CIRCLE FUND	323.	274.	49.
AMCAP FUND INC	109.	0.	109.
APPLIED MATERIALS	248.	0.	248.
BANK OF AMERICA CORP	13.	0.	13.
CAPITAL WORLD GROWTH AND INCOME FUND	3,806.	0.	3,806.
COLUMBIA MARSICO EQUITY FUND	46.	39.	7.
DAVIS N Y VENTURE FUND INC CLASS A	45.	0.	45.
DREYFUS INTL FUNDS EMERGING MARKETS FUND	191.	146.	45.
GROWTH FUND OF AMERICA	205.	0.	205.
HARBOR CAPITAL APPREC FUND	4.	0.	4.
HARBOR INTERNATIONAL FUND	95.	0.	95.
HOTCHKISS & WILEY MID CAP VALUE FUND	1.	0.	1.
INVESTMENT CO OF AMERICA	512.	0.	512.
OPPENHEIMER DEVELOPING MARKETS FUND	19.	0.	19.
PIMCO COMM REAL RETURN INST	389.	7.	382.
PIONEER FUND	46.	0.	46.
ROYAL GOLD INC	110.	0.	110.
SECURITY EQUITY FUND	15.	15.	0.
STANDARD & POORS 500 DEPOSITARY RECEIPTS TRUST	140.	0.	140.
T ROWE PRICE MID CAP GROWTH FUND	106.	89.	17.
T. ROWE PRICE BLUE CHIP FUND	4.	0.	4.
T. ROWE PRICE REAL ESTATE FUND	10.	0.	10.
WASHINGTON MUT FD INC CLASS A	425.	0.	425.
WASHINGTON MUT FD INC CLASS F	118.	0.	118.
TOTAL TO FM 990-PF, PART I, LN 4	6,980.	570.	6,410.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	10.	10.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10.	10.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	725.	0.		0.
INVESTMENT ADVISORY FEES	657.	657.		0.
TO FORM 990-PF, PG 1, LN 16B	1,382.	657.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	60.	60.		0.
FOREIGN TAX PAID	342.	342.		0.
TO FORM 990-PF, PG 1, LN 18	402.	402.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PUBLICATION OF LEGAL NOTICE	28.	0.		0.
TO FORM 990-PF, PG 1, LN 23	28.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA CORP	1,768.	1,768.
INVESTMENT COMPANY OF AMERICA	24,230.	24,230.
ROYAL GOLD INC	16,858.	16,858.
US GOLD CORP	34.	34.
AMCAP FUND INC	28,581.	28,581.
DAVIS N Y VENTURE FUND INC CLASS A	5,114.	5,114.
T ROWE PRICE MID CAP GROWTH FD	1,256.	1,256.
APPLIED MATERIALS CORP	8,568.	8,568.
STANDARD & POORS 500 DEPOS. RCPTS. TRUST	6,808.	6,808.
CAPITAL WORLD GROWTH AND INCOME FUND	119,288.	119,288.
GROWTH FUND OF AMERICA	27,072.	27,072.
WASHINGTON MUT INVS FD INC CLASS F	17,787.	17,787.
HOTCHKISS & WILEY MID CAP VALUE FUND	1,324.	1,324.
HARBOR FUND CAP APPRECIATION FUND INV CL	3,208.	3,208.
MARSICO FOCUSED EQUITIES FUND	2,833.	2,833.
HARBOR MID CAP GROWTH FUND	779.	779.
T. ROWE PRICE BLUE CHIP FUND	3,263.	3,263.
HARBOR INTERNATIONAL STOCK FUND	3,427.	3,427.
ADVISORS INNER CIRCLE NEW PERIMETER SMALL CAP FD	1,697.	1,697.
DREYFUS INTL FUNDS EMERGING MARKETS FD	1,561.	1,561.
HARBOR FD INTERNATIONAL GROWTH FUND	2,974.	2,974.
SECURITY EQUITY FUND	831.	831.
GOLDMAN SACHS FINL SQUARE MONEY MKT	402.	402.
PIMCO COMM REAL RETURN	1,565.	1,565.
PIONEER FUND	2,940.	2,940.
T. ROWE PRICE REAL ESTATE FUND	899.	899.
STRATTON SMALL CAP VALUE FUND	1,731.	1,731.
WASHINGTON MUTUAL INV FD	4,713.	4,713.
OPPENHEIMER DEVELOPING MARKETS FUND	779.	779.
TOTAL TO FORM 990-PF, PART II, LINE 10B	292,290.	292,290.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

WILLIAM L. WILSON
JOAN B. WILSON