Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

Genesis Foundation
6990 S Polo Ridge Drive
Littleton, CO 80128

A Employer identification number: 84-1481478

B Telephone number (see the instructions): 303-973-7020

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 ► [ ]

G Check all that apply: [ ] Initial return [ ] Initial Return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization [X] 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*) ► $ 2,451,978.

J Accounting method [X] 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 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)	2,800.			
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	9,843.	9,843.	9,843.	
	4 Dividends and interest from securities	28,190.	28,190.	28,190.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	19,285.			
	b Gross sales price for all assets on line 6a 924,281.				
	7 Capital gain net income (from Part IV, line 2)		19,285.		
	8 Net short-term capital gain			0.	
	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)				
	12 **Total.** Add lines 1 through 11	60,118.	57,318.	38,033.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	5,900.	2,950.		2,950.
	c Other prof fees (attach sch) See St 2	16,670.	16,670.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	547.	176.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	199.	100.		99.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	23,316.	19,896.		3,049.
	25 Contributions, gifts, grants paid Part XV	139,047.			139,047.
	26 **Total expenses and disbursements.** Add lines 24 and 25	162,363.	19,896.	0.	142,096.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-102,245.			
	b **Net investment income** (if negative, enter -0-)		37,422.		
	c **Adjusted net income** (if negative, enter -0-)			38,033.	

RECEIVED
OCT 1 6 2013
950
IRS-OSC
OGDEN, UT

SCANNED NOV 1 6 2012

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	-3,264.	30,548.	30,548.
	2 Savings and temporary cash investments	212,121.	8,589.	8,589.
	3 Accounts receivable ►			
	Less. allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ► 18,423.			
	Less: allowance for doubtful accounts ►	21,544.	18,423.	18,423.
	8 Inventories for sale or use.			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	959,612.	740,223.	1,001,293.
	c Investments – corporate bonds (attach schedule)	242,933.	421,863.	428,535.
	11 Investments – land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans.			
	13 Investments – other (attach schedule) Statement 5	698,000.	808,000.	963,523.
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 6)	12.	1,067.	1,067.
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	2,130,958.	2,028,713.	2,451,978.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,130,958.	2,028,713.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,130,958.	2,028,713.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,130,958.	2,028,713.	

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	2,130,958.
2	Enter amount from Part I, line 27a	2	-102,245.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,028,713.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,028,713.

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	Morgan Stanley - See Sch #1	P	Various	Various
b	Morgan Stanley - See Sch #1	P	Various	Various
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	382,644.		394,724.	-12,080.
b	541,637.		510,272.	31,365.
c				
d				
e				

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-12,080.
b				31,365.
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	19,285.
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 instructions) If (loss), enter -0- in Part I, line 8	3	-12,080.

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))
2010	131,426.	2,401,201.	0.054733
2009	169,155.	2,363,834.	0.071560
2008	86,710.	2,725,734.	0.031812
2007	154,316.	2,969,956.	0.051959
2006	105,500.	2,778,081.	0.037976

2	**Total** of line 1, column (d)	2	0.248040
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	0.049608
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,448,501.
5	Multiply line 4 by line 3	5	121,465.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	374.
7	Add lines 5 and 6	7	121,839.
8	Enter qualifying distributions from Part XII, line 4	8	142,096.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b		1	374.
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	374.
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	374.
6 Credits/Payments.			
a 2011 estimated tax pmts 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 475.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	475.
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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	101.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ► 101.	**Refunded** ►	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► Michael L Iiams Telephone no. ► 303-973-7020

Located at ► 6990 S Polo Ridge Drive Littleton CO ZIP + 4 ► 80123

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
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.)		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. ► 20__ , 20__ , 20__ , 20__				
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.)*		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 2011?		4b		X

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

5a During the year did the foundation pay or incur any amount to.			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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
Michael L. Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	President 0	0.	0.	0.
Nancy Iiams 6990 S Polo Ridge Drive Littleton, CO 80123	Secretary 0	0.	0.	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 N/A	
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.

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	2,456,941.
b	Average of monthly cash balances	1b	8,323.
c	Fair market value of all other assets (see instructions)	1c	20,524.
d	**Total** (add lines 1a, b, and c)	1d	2,485,788.
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	2,485,788.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	37,287.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,448,501.
6	**Minimum investment return.** Enter 5% of line 5	6	122,425.

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	122,425.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 374.		
b	Income tax for 2011. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	374.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	122,051.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	122,051.
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	122,051.

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	142,096.
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	142,096.
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	374.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	141,722.

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				122,051.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			97,322.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 142,096.				
a Applied to 2010, but not more than line 2a			97,322.	
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				44,774.
e Remaining amount distributed out of corpus	0.			
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:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				77,277.
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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Easter Seals 5755 West Alameda Avenue Lakewood, CO 80226	none	501(c)	General	55,000.
Lutheran Family Services 363 South Harlan, Suite 200 Denver, CO 80226	none	501(c)	Senior outreach and birth parent/adoption	56,000.
Littleton Public School Fdn 5776 S. Crocker St. Littleton, CO 80120	none	501(c)	General	25,547.
Mile High Baptist Church 8100 West Hampden Avenue Denver, CO 80227	none	501(c)	General	2,500.
Total			► 3a	139,047.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	9,843.	
4 Dividends and interest from securities			14	28,190.	
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	19,285.	
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)				57,318.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 57,318.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11-10-12 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Deborah L. Dye	[signature]	11-5-12		P00047248

Firm's name ► Trimble Weist Dye & Ezra CPAs — Firm's EIN ► 84-1063568

Firm's address ► 5990 Greenwood Plaza Blvd. Suite 203, Greenwood Village, CO 80111 — Phone no (303) 220-8899

Statement 1
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	$ 5,900.	$ 2,950.		$ 2,950.
Total	$ 5,900.	$ 2,950.	$ 0.	$ 2,950.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Management Fees	$ 16,668.	$ 16,668.		
PTP Portfolio Expenses	2.	2.		
Total	$ 16,670.	$ 16,670.	$ 0.	$ 0.

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
Federal Excise Tax	$ 371.			
Foreign Taxes Paid	176.	$ 176.		
Total	$ 547.	$ 176.	$ 0.	$ 0.

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
Bank Fees	$ 199.	$ 100.		$ 99.
Total	$ 199.	$ 100.	$ 0.	$ 99.

Statement 5
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Securities			
AMS stock	Cost	$ 808,000.	$ 963,523.
	Total	$ 808,000.	$ 963,523.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Purchase Interest Paid	$ 1,067.	$ 1,067.
Total	$ 1,067.	$ 1,067.

Morgan Stanley Private Wealth Management
555 California Street
San Francisco CA 94104
(415) 576-2004

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
CASH AND CASH ALTERNATIVES											
CURRENCIES											
US DOLLAR	112 00			112.00		112 00			112 00	0 01	C
BANK DEPOSITS*											
MORGAN STANLEY BANK N A	8,476 82	0 05		8,476 82		8,476 82		0 03	8,476.85	0 59	
TOTAL CASH AND CASH ALTERNATIVES				***8,588.82***		***8,588.82***		***0.03***	***8,588.85***	***0.60***	
FIXED INCOME											
CORPORATE NOTES											
BOTTLING GROUP LLC 4 625% DUE 11/15/2012 @ 100 00	160,000 00	0 81	103 30	165,281 31	103 38	165,411.20	129 89	945.56	166,356 76	11.57	C
DOW CHEMICAL CO 4 850% DUE 08/15/2012 @ 100 00	120,000.00	1.07	102 34	122,804 11	102 31	122,769 60	(34.51)	2,198.67	124,968.27	8 69	C
UST INC 6 625% DUE 07/15/2012 @ 100 00	65,000.00	2 33	102 25	66,462 69	102 86	66,862 25	399 56	1,985.66	68,847.91	4 79	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley Private Wealth Management
555 California Street
San Francisco, CA 94104
(415) 576-2004

Valuation Currency: USD

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
WELLS FARGO CO SR UNS GLOBAL 4 375% DUE 01/31/2013 @ 100 00	65,000 00	1 05	103.56	67,314.81	103 35	67,177 50	(137 31)	1,184.90	68,362 40	4 75	C
TOTAL CORPORATE NOTES				421,862 92		422,220 55	357 63	6,314.79	428,535 34	29 79	
TOTAL FIXED INCOME				***421,862.92***		***422,220.55***	***357.63***	***6,314.79***	***428,535.34***	***29.79***	
EQUITIES											
COMMON STOCKS											
Energy											
Oil & Gas Equipment & Services											
WEATHERFORD INTL LTD	1,200 00		11 53	13,833.96	14 64	17,568 00	3,734 04		17,568 00	1 22	C
Integrated Oil & Gas											
CHEVRON CORPORATION	600 00	3 24	84 91	50,945.96	106 40	63,840 00	12,894.04		63,840.00	4 44	C
CONOCOPHILLIPS	400 00	2 64	53 91	21,562.97	72 87	29,148 00	7,585.03		29,148.00	2.03	C
Integrated Oil & Gas				72,508.93		92,988 00	20,479 07		92,988 00	6 46	
Oil & Gas Exploration & Production											
DEVON ENERGY CORP COM STK	200 00	0 68	70 90	14,179.76	62 00	12,400 00	(1,779.76)		12,400.00	0.86	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured.*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley
Private Wealth Management

Official Statement

Morgan Stanley Private Wealth Management
555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Oil & Gas Storage & Transportation											
WILLIAMS COS THE COM	625 00	0 80	21 06	13,162 06	33.02	20,637 50	7,475 44		20,637 50	1.43	C
Energy				113,684.71		143,593 50	29,908.79		143,593.50	9 98	
Materials											
Diversified Chemicals											
DOW CHEMICAL CORP COM STK	400 00	1 00	24 87	9,947 96	28 76	11,504 00	1,556 04		11,504.00	0 80	C
ACCRUAL CASH DIVIDEND DOW CHEMICAL CORP COM STK EX DATE 12/28/2011 PAY DATE 01/30/2012								100.00	100.00	0 01	C
Diversified Chemicals				9,947.96		11,504.00	1,556 04	100.00	11,604.00	0.81	
Industrial Gases											
AIR PRODS & CHEMS INC COM	150 00	2 32	81.52	12,228 00	85.19	12,778 50	550.50		12,778.50	0 89	C
ACCRUAL CASH DIVIDEND AIR PRODS & CHEMS INC COM EX DATE 12/29/2011 PAY DATE 02/13/2012								87.00	87.00	0.01	C
Industrial Gases				12,228.00		12,778 50	550 50	87.00	12,865.50	0 89	
Materials				22,175 96		24,282 50	2,106.54	187 00	24,469 50	1 70	

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured.*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley Private Wealth Management
555 California Street
San Francisco, CA 94104
(415) 576-2004

Valuation Currency: USD

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Industrials											
Aerospace & Defense											
HONEYWELL INTERNATIONA L INC COM STK	400 00	1 49	34.02	13,606 48	54 35	21,740 00	8,133 52		21,740 00	1.51	C
Industrial Conglomerates											
3 M CO	250 00	2 20	81 02	20,254.51	81 73	20,432 50	177.99		20,432.50	1 42	C
Construction & Farm Machinery											
CATERPILLAR INC COM	200 00	1 84	85 22	17,044 00	90 60	18,120 00	1,076.00		18,120.00	1 26	C
Railroads											
UNION PACIFIC CORP	500 00	2 40	39 80	19,899 95	105 94	52,970 00	33,070 05		52,970.00	3.68	C
ACCRUAL CASH DIVIDEND UNION PACIFIC CORP EX DATE 11/28/2011 PAY DATE. 01/02/2012								300 00	300.00	0 02	C
Railroads				19,899.95		52,970 00	33,070.05	300.00	53,270.00	3 70	
Industrials				70,804 94		113,262 50	42,457 56	300 00	113,562.50	7.89	

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co. LLC Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured.*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Official Statement

Morgan Stanley Private Wealth Management
555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Valuation Currency: USD

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Consumer Discretionary											
Restaurants											
YUM' BRANDS INC	375 00	1 14	23 72	8,895 70	59 01	22,128 75	13,233.05		22,128.75	1 54	C
DIRECTV GROUP INC CL A	400 00		24 92	9,967.96	42 76	17,104.00	7,136 04		17,104.00	1.19	C
Movies & Entertainment											
WALT DISNEY CO (HOLDING COMPANY)	650 00	0 60	39 45	25,645.62	37 50	24,375 00	(1,270 62)		24,375.00	1.69	C
ACCRUAL CASH DIVIDEND WALT DISNEY CO (HOLDING COMPANY) EX DATE 12/14/2011 PAY DATE· 01/18/2012								390 00	390.00	0 03	C
Movies & Entertainment				25,645 62		24,375.00	(1,270 62)	390.00	24,765.00	1 72	
Consumer Discretionary				44,509.28		63,607.75	19,098 47	390 00	63,997.75	4.45	
Consumer Staples											
Soft Drinks											
PEPSICO INC	300 00	2 06	62 21	18,662 01	66 35	19,905 00	1,242.99		19,905.00	1 38	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured.*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley Private Wealth Management
555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
ACCRUAL CASH DIVIDEND PEPSICO INC EX DATE 11/30/2011 PAY DATE 01/03/2012								154 50	154.50	0 01	C
Soft Drinks				18,662 01		19,905 00	1,242 99	154.50	20,059 50	1.39	
Packaged Foods											
HEINZ H J CO COM	600 00	1 66	47 41	28,446.72	54 04	32,424 00	3,977 28		32,424.00	2.25	C
ACCRUAL CASH DIVIDEND HEINZ H J CO COM EX DATE 12/20/2011 PAY DATE 01/10/2012								288.00	288 00	0 02	C
Packaged Foods				28,446 72		32,424 00	3,977 28	288.00	32,712.00	2 27	
Tobacco											
PHILIP MORRIS INTL	1,150 00	3 08	33 73	38,783.80	78 48	90,252 00	51,468 20		90,252 00	6.27	C
ACCRUAL CASH DIVIDEND PHILIP MORRIS INTL EX DATE 12/20/2011 PAY DATE 01/10/2012								885.50	885.50	0 06	C
Tobacco				38,783.80		90,252 00	51,468 20	885.50	91,137.50	6.34	
Consumer Staples				85,892.53		142,581.00	56,688 47	1,328.00	143,909.00	10 00	

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured.*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley Private Wealth Management
555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Health Care											
Health Care Equipment											
BAXTER INTERNATIONAL INC USD1 COM	200 00	1 34	52 53	10,505.02	49 48	9,896 00	(609 02)		9,896 00	0 69	C
ACCRUAL CASH DIVIDEND BAXTER INTERNATIONAL INC USD1 EX DATE 12/07/2011 PAY DATE 01/04/2012								67.00	67.00	0 00	C
COVIDIEN PLC	350 00	0.90	48.28	16,896 50	45 01	15,753 50	(1,143.00)		15,753 50	1.10	C
Health Care Equipment				27,401 52		25,649 50	(1,752.02)	67 00	25,716.50	1 79	
Pharmaceuticals											
ABBOTT LABS NPV	700 00	1 92	50 63	35,443 10	56 23	39,361 00	3,917.90		39,361.00	2 74	C
JOHNSON & JOHNSON	550 00	2 16	54 39	29,915 88	65 58	36,069 00	6,153.12		36,069.00	2.51	C
Pharmaceuticals				65,358 98		75,430.00	10,071 02		75,430.00	5 24	
Health Care				92,760.50		101,079.50	8,319 00	67.00	101,146 50	7.03	
Financials											
Banks											
HSBC HOLDINGS PLC ADR	333 00	1 85	18 49	6,156.35	38 10	12,687 30	6,530.95		12,687.30	0 88	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured.*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley Private Wealth Management
555 California Street
San Francisco, CA 94104
(415) 576-2004

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
TORONTO DOMINION BK CAD COM NPV	300 00	2 67	73 30	21,988 53	74 81	22,443 00	454.47		22,443.00	1.56	C
Banks				28,144 88		35,130.30	6,985 42		35,130.30	2 44	
Diversified Financial Services											
JPMORGAN CHASE & CO	500 00	1 00	38 39	19,197 48	33 25	16,625 00	(2,572.48)		16,625.00	1.16	C
Consumer Finance											
AMER EXPRESS CO COM	600 00	0 72	48 64	29,185 71	47 17	28,302 00	(883 71)		28,302 00	1 97	C
Life & Health Insurance											
AFLAC INC USD 10 COM	700 00	1 32	15 99	11,192.93	43 26	30,282.00	19,089.07		30,282.00	2.11	C
Reinsurance											
RENAISSANCE RE HLDGS LTD COM	300 00	0 94	69 19	20,755 84	74 37	22,311.00	1,555.16		22,311.00	1.55	C
Financials				108,476.84		132,650 30	24,173.46		132,650.30	9 22	
Information Technology											
Internet Software & Services											
GOOGLE	50 00		435 85	21,792 50	645 90	32,295 00	10,502 50		32,295.00	2 25	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC. Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured.*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley Private Wealth Management
555 California Street
San Francisco, CA 94104
(415) 576-2004

Valuation Currency: USD

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
IT Consulting & Services											
INTL BUSINESS MACHS CORP	150 00	3 00	129 47	19,420.50	183 88	27,582 00	8,161 50		27,582.00	1.92	C
Systems Software											
ORACLE CORP	800 00	0 24	18 24	14,593.56	25 65	20,520 00	5,926.44		20,520.00	1.43	C
Telecommunications Equipment											
QUALCOMM INC	550 00	0 86	53 22	29,269 02	54 70	30,085 00	815.98		30,085.00	2 09	C
Computer Hardware											
APPLE INC	100 00		93 95	9,395 47	405 00	40,500 00	31,104.53		40,500.00	2.82	C
Semiconductors											
INTEL CORP	1,100 00	0 84	21 40	23,537 00	24 25	26,675 00	3,138.00		26,675.00	1.85	C
Information Technology				118,008 05		177,657 00	59,648.95		177,657.00	12 35	
Telecommunication Services											
Integrated Telecommunication Services											
AT&T INC ISIN US00206R1023	2,050 00	1 76	25 08	51,410 57	30 24	61,992 00	10,581 43		61,992.00	4.31	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley Private Wealth Management
555 California Street
San Francisco, CA 94104
(415) 576-2004

Valuation Currency: USD

Portfolio Valuation By Position
14-78K05 : GENESIS FOUNDATION
12/31/2011
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Wireless Telecommunication Services											
AMERICA MOVIL SAB DE CV	850 00	0 29	14 31	12,159 68	22 60	19,210 00	7,050 32		19,210.00	1.34	C
Telecommunication Services				63,570.25		81,202 00	17,631.75		81,202.00	5.65	
TOTAL COMMON STOCKS				719,883 06		979,916 05	260,032.99	2,272 00	982,188.05	68.28	
EXCHANGE TRADED FUNDS											
VANGUARD MSCI EMERG ING MARKETS ETF	500 00	0 82	40 68	20,339 95	38 21	19,105 00	(1,234 95)		19,105.00	1 33	C
TOTAL EQUITIES				***740,223.01***		***999,021.05***	***258,798.04***	***2,272.00***	***1,001,293.05***	***69.61***	
TOTAL PORTFOLIO				**1,170,674.75**		**1,429,830.42**	**259,155.67**	**8,586.82**	**1,438,417.24**	**100.00**	

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information.
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information.
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated.
**Bank Deposits are at Morgan Stanley Bank, N A and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley & Co LLC Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley
Private Wealth Management
A division of Morgan Stanley Smith Barney

Tax Year 2011

GENESIS FOUNDATION

Account Number: 014 78K056

REALIZED GAIN/(LOSS) SUMMARY

This Realized Gain and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided. To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor; to add cost basis information, you should inform your Private Wealth Advisor. Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events.

Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ALCOA INC COM	013817101	400.000	09/16/2010	09/06/2011	$4,665.50	$4,467.00	$198.50
AT&T CORP SER B FLOATER DUE 11/15/2011 @ 100 .00	001957BC2	75,000.000	01/04/2011	09/26/2011	$75,636.00	$75,706.88	$(70.88)
AT&T CORP SER B FLOATER DUE 11/15/2011 @ 100 .00	001957BC2	100,000.000	01/04/2011	10/11/2011	$100,651.00	$100,651.00	$0.00
BANK OF AMERICA CORP	060505104	600.000	01/07/2011	06/09/2011	$6,407.99	$8,559.06	$(2,151.07)
BHP BILLITON LTD ADR	088606108	100.000	02/16/2011	11/18/2011	$7,230.36	$9,341.99	$(2,111.63)
BHP BILLITON LTD ADR	088606108	100.000	09/06/2011	11/18/2011	$7,230.36	$8,024.00	$(793.64)
BOTTLING GROUP LLC 4.625% DUE 11/15/2012 @ 1 00.00	10138MAB1	25,000.000	02/23/2011	11/18/2011	$25,902.85	$25,938.21	$(35.36)
COVIDIEN PLC	G2554F113	250.000	08/03/2011	11/18/2011	$11,516.85	$12,068.9[illegible]	$(552.07)
HEINZ H J CO COM	423074103	200.000	09/16/2010	03/02/2011	$9,794.79	$9,482.2[illegible]	$312.55
LAZARD LTD COM	G54050102	500.000	01/07/2011	07/26/2011	$18,045.20	$20,603.[illegible]	$(2,55[illegible] 8.25
MERCK & CO	58933Y105	200.000	08/04/2010	08/03/2011	$6,474.11	$7,037.98	$(563.87)
MERCK & CO	58933Y105	250.000	10/07/2010	08/03/2011	$8,092.65	$9,283.78	$(1,191.13)
MERCK & CO	58933Y105	300.000	09/16/2010	08/03/2011	$9,711.17	$10,899.99	$(1,188.82)
NEWMONT MINING CORP USD1.6 COM	651639106	150.000	09/16/2010	05/16/2011	$8,002.61	$9,456.00	$(1,453.39)
TEXTRON INC COM	883203101	500.000	07/13/2010	06/09/2011	$10,598.89	$9,164.95	$1,433.94
WAL MART STORES INC	931142103	100.000	10/07/2010	02/16/2011	$5,460.39	$5,417.51	$42.88
WAL MART STORES INC	931142103	200.000	01/14/2010	01/07/2011	$10,821.83	$10,917.98	$(96.15)
WAL MART STORES INC	931142103	200.000	02/16/2010	02/16/2011	$10,920.77	$10,698.00	$222.77
WAL MART STORES INC	931142103	200.000	10/07/2010	03/02/2011	$10,364.78	$10,835.02	$(470.24)
WALGREEN CO COM	931422109	600.000	06/09/2011	09/06/2011	$20,937.61	$26,317.98	$(5,380.37)
WILLIAMS COS THE COM	969457100	200.000	05/19/2010	05/16/2011	$5,965.36	$4,060.78	$1,904.58
WILLIAMS COS THE COM	969457100	275.000	06/17/2010	06/09/2011	$8,212.98	$5,791.31	$2,421.67
Total Short Term					$382,644.05	394,724.03	$(12,0[illegible]1.98

CONTINUED ON NEXT PAGE

SCHEDULE #1

Morgan Stanley

Private Wealth Management

A division of Morgan Stanley Smith Barney

Tax Year 2011

GENESIS FOUNDATION

Account Number: 014 78K056

REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
AFLAC INC USD.10 COM	001055102	200.000	03/16/2009	11/18/2011	$8,406.83	$3,197.98	$5,208.85
ALCOA INC COM	013817101	100.000	02/16/2010	09/06/2011	$1,166.38	$1,354.74	$(188 36)
ALCOA INC COM	013817101	300.000	02/16/2010	06/09/2011	$4,679.40	$4,064.22	$615.18
AMERICA MOVIL SAB DE CV	02364W105	50.000	12/03/2008	11/18/2011	$1,211 47	$715.27	$496.20
AMERICA MOVIL SAB DE CV	02364W105	75 000	09/15/2008	06/09/2011	$3,673 23	$3,476.25	$196 98
AMERICA MOVIL SAB DE CV	02364W105	150 000	09/15/2008	11/18/2011	$3,634.43	$3,476 25	$158.18
AMERICA MOVIL SAB DE CV	02364W105	200 000	04/11/2005	06/09/2011	$9,795.27	$3,431.33	$6,363.94
APPLE INC	037833100	50.000	11/11/2008	11/18/2011	$18,902.13	$4,697.74	$14,204.39
BANK OF AMERICA CORP	060505104	600.000	06/08/2010	06/09/2011	$6,408.00	$9,047.58	$(2,639.58)
CISCO SYSTEMS INC	17275R102	400.000	06/04/2001	08/03/2011	$6,105.28	$7,824.00	$(1,718.72)
CISCO SYSTEMS INC	17275R102	600.000	09/07/2005	08/03/2011	$9,157.92	$11,046.00	$(1,888 08)
CISCO SYSTEMS INC	17275R102	1,000.000	06/25/2002	08/03/2011	$15,263.21	$13,579.00	$1,684.21
DIRECTV GROUP INC CL A	25490A101	150.000	03/10/2008	01/07/2011	$6,301.90	$3,638.63	$2,663.27
DIRECTV GROUP INC CL A	25490A101	200.000	06/04/2009	01/07/2011	$8,402.54	$4,471.00	$3,931 54
GENERAL ELEC CO	369604103	500.000	10/08/2009	09/06/2011	$7,547.20	$8,144.95	$(597.75)
GENERAL ELEC CO	369604103	2,000.000	01/04/2010	09/06/2011	$30,188.82	$31,140.00	$(951 18)
INTEL CORP	458140100	200.000	12/19/2000	06/09/2011	$4,363.92	$7,087.50	$(2,723.58)
INTEL CORP	458140100	300.000	06/04/2001	06/09/2011	$6,545.87	$8,640.00	$(2,094.13)
INTEL CORP	458140100	400 000	10/24/2002	06/09/2011	$8,727.83	$6,500.00	$2,227 83
ISHARES TR S&P EURO PLUS COM STK	464287861	250 000	01/29/2010	08/10/2011	$8,464 19	$9,148 35	$(684 16)
ISHARES TR S&P EURO PLUS COM STK	464287861	500.000	01/27/2010	08/10/2011	$16,928.37	$18,781.95	$(1,853.58)
ISHARES TR S&P EURO PLUS COM STK	464287861	750 000	07/13/2010	08/10/2011	$25,392.56	$26,054 93	$(662 37)
JPMORGAN CHASE & CO 6.750% DUE 02/01/2011 @ 100.00	46625HAJ9	175,000.000	11/03/2008	02/01/2011	$175,000.00	$175,000.00	$0 00
MERCK & CO	58933Y105	200.000	07/13/2010	08/03/2011	$6,474.11	$7,303.98	$(829.87)
METLIFE INC COMM STOCK	59156R108	500.000	07/13/2010	09/06/2011	$14,623.21	$20,453.60	$(5,830 39)
MICROSOFT CORP USD 0 01	594918104	250.000	04/09/2010	11/18/2011	$6,321.88	$7,565.00	$(1,243 12)
MICROSOFT CORP USD 0 01	594918104	500.000	07/13/2010	11/18/2011	$12,643 75	$12,565.00	$78.75
OCCIDENTAL PETE CORP	674599105	100.000	07/13/2010	09/06/2011	$8,208.17	$8,249.99	$(41.82)
OCCIDENTAL PETE CORP	674599105	200 000	06/08/2010	09/06/2011	$16,416.34	$15,892.00	$524.34
TEXTRON INC COM	883203101	1,000.000	02/16/2010	06/09/2011	$21,197.79	$18,889 90	$2,307.89
VANGUARD MSCI EMERG ING MARKETS ETF	922042858	500.000	02/01/2010	11/18/2011	$19,751.62	$19,550.00	$201.62
WAL MART STORES INC	931142103	50.000	01/14/2010	02/16/2011	$2,730.19	$2,729 50	$0.69
WEATHERFORD INTL LTD	H27013103	500.000	03/16/2009	11/18/2011	$7,544 85	$5,764.15	$1,780.70
WILLIAMS COS THE COM	969457100	25.000	05/19/2010	06/09/2011	$746.64	$507.60	$239.04
WILLIAMS COS THE COM	969457100	800.000	01/04/2006	05/16/2011	$23,861.46	$19,320.00	$4,541.46
YUM! BRANDS INC	988498101	300.000	02/08/2005	01/07/2011	$14,849 98	$6,963 00	$7,886 98
Total Long Term					$541,636.74	$510,271.39	$31,365.35
Total Short And Long Term					$924,280.79	$904,995.42	$19,285.37

SCHEDULE #1

20OP01 016887