



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE EUGENE C AND WILETTA F DENTON FAMILY FOUNDATION		A Employer identification number 86-0919400
Number and street (or P.O. box number if mail is not delivered to street address) 7667 E LEE STREET	Room/suite	B Telephone number 520-297-5887
City or town, state, and ZIP code TUCSON, AZ 85715		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,393,482. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		79,437.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		913.	913.		STATEMENT 1
4 Dividends and interest from securities		11,170.	11,170.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-27,335.			
b Gross sales price for all assets on line 6a 4,752,190.					
7 Capital gain net income (from Part IV, line 2)			0.		
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		-14,879.	-14,879.		STATEMENT 3
12 Total. Add lines 1 through 11		49,306.	-2,796.		
13 Compensation of officers, directors, trustees, etc		30,000.	15,000.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		1,956.	1,000.		0.
b Accounting fees STMT 5		2,640.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		2,314.	1,148.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		18,483.	16,917.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		55,393.	34,065.		0.
25 Contributions, gifts, grants paid		78,000.			78,000.
26 Total expenses and disbursements. Add lines 24 and 25		133,393.	34,065.		78,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-84,087.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

16

SCANNED MAY 18 2012

**THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION**

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-14.	2,422.	2,422.
	2 Savings and temporary cash investments	208,188.	305,397.	305,397.
	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	674.	674.	674.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,069,238.	823,964.	805,962.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	223,145.	208,666.	194,550.
14 Land, buildings, and equipment: basis ▶ 6,060. Less: accumulated depreciation STMT 10 ▶ 1,060.	5,000.	5,000.	5,000.	
15 Other assets (describe ▶ STATEMENT 11)	3,605.	79,477.	79,477.	
16 Total assets (to be completed by all filers)	1,509,836.	1,425,600.	1,393,482.	
Liabilities	17 Accounts payable and accrued expenses	1,147.	998.	
	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)	1,147.	998.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,508,689.	1,424,602.		
30 Total net assets or fund balances	1,508,689.	1,424,602.		
31 Total liabilities and net assets/fund balances	1,509,836.	1,425,600.		

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)	1,508,689.
2 Enter amount from Part I, line 27a	-84,087.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,424,602.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,424,602.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,752,190.		4,779,541.	-27,335.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-27,335.

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	-27,335.
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	86,413.	1,500,111.	.057604
2009	88,520.	1,400,832.	.063191
2008	70,334.	1,766,877.	.039807
2007	71,160.	1,882,225.	.037806
2006	70,200.	1,636,691.	.042891

2 Total of line 1, column (d)	2	.241299
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	.048260
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,490,983.
5 Multiply line 4 by line 3	5	71,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	71,955.
8 Enter qualifying distributions from Part XII, line 4	8	78,000.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
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	0.
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	0.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	674.	
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	674.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	674.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 674. Refunded <input type="checkbox"/>	11	0.	

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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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) <input checked="" type="checkbox"/> AZ		
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

**THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION**

86-0919400

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 ► THE FOUNDATION Telephone no. ► 520-297-5887 Located at ► 7667 E LEE STREET, TUCSON, AZ ZIP+4 ► 85715			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	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	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? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		30,000.	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 VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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.

Form 990-PF (2011)

**THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION**

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	1,205,023.
b	Average of monthly cash balances	1b	261,450.
c	Fair market value of all other assets	1c	47,215.
d	Total (add lines 1a, b, and c)	1d	1,513,688.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,513,688.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,705.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,490,983.
6	Minimum investment return. Enter 5% of line 5	6	74,549.

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	74,549.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74,549.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	74,549.
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	74,549.

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	78,000.
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	78,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	78,000.

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.

**THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION**

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				74,549.
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				
b From 2007				
c From 2008				
d From 2009				
e From 2010				10,715.
f Total of lines 3a through e	10,715.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$				78,000.
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				74,549.
e Remaining amount distributed out of corpus	3,451.			
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	14,166.			
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	14,166.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				10,715.
e Excess from 2011				3,451.

N/A

-

☐ 4942(i)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2011)

THE EUGENE C AND WILETTA F DENTON

Form 990-PF (2011)

FAMILY FOUNDATION

86-0919400 Page 11

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				
ALZHEIMER'S ASSN TUCSON, AZ		501(C)(3)	USE AS NEEDED	5,000.
AMERICAN RED CROSS TUCSON, AZ		501(C)(3)	USE AS NEEDED	1,000.
ARIZONA CHILDREN'S ASSN TUCSON, AZ		501(C)(3)	USE AS NEEDED	4,000.
BOY SCOUTS OF AMERICA TUCSON, AZ		501(C)(3)	USE AS NEEDED	5,000.
COMMUNITY HOME REPAIR PROJECTS TUCSON, AZ		501(C)(3)	USE AS NEEDED	3,000.
Total	SEE CONTINUATION SHEET(S)			78,000.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

**THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION**

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 Balika Baker **Date** 5/11/12 **Title** Sec./Treas.

May the IRS discuss this return with the preparer shown below (see instr. 7)?
☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name E JOE MAY	Preparer's signature <u>E Joe May</u>	Date <u>5/9/12</u>	Check <input type="checkbox"/> if self-employed	PTIN P00162892
Firm's name MAY HIMMER & COMPANY, PLLC			Firm's EIN 20-5222844	
Firm's address 7493 N ORACLE #223 TUCSON, AZ 85704			Phone no. 520-795-3112	

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

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Employer identification number

86-0919400

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

**THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION**

Employer identification number

86-0919400

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	DENTON CHARITABLE REMAINDER UNITRUST 8520 N ASPEN TUCSON, AZ 85704	\$ 79,437.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Employer identification number

86-0919400

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

**THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION**

Employer identification number

86-0919400

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION**

86-0919400

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
EASTER SEALS BLAKE FDTN TUCSON, AZ		501(C)(3)	USE AS NEEDED	5,000.
EDUCATIONAL ENRICHMENT FUND TUCSON, AZ		501(C)(3)	USE AS NEEDED	1,000.
EMERGE CENTER FOR DOMESTIC ABUSE TUCSON, AZ		501(C)(3)	USE AS NEEDED	10,000.
EPILEPSY FUND TUCSON, AZ		501(C)(3)	USE AS NEEDED	1,000.
HANDI DOGS TUCSON, AZ		501(C)(3)	USE AS NEEDED	1,500.
HUMANE SOCIETY TUCSON, AZ		501(C)(3)	USE AS NEEDED	1,500.
INDIVIDUAL ACHIEVEMENTS ASSN TUCSON, AZ		501(C)(3)	USE AS NEEDED	1,000.
INTERFAITH COMMUNITY SERVICES TUCSON, AZ		501(C)(3)	USE AS NEEDED	11,000.
MOBILE MEALS OF TUCSON TUCSON, AZ		501(C)(3)	USE AS NEEDED	15,000.
PIMA COUNCIL ON AGING TUCSON, AZ		501(C)(3)	USE AS NEEDED	3,000.
Total from continuation sheets				60,000.

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

86-0919400

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
SPECIAL OLYMPICS TUCSON, AZ		501(C)(3)	USE AS NEEDED	1,000.
THOREI CENTER TUCSON, AZ		501(C)(3)	USE AS NEEDED	1,500.
TROTT TUCSON, AZ		501(C)(3)	USE AS NEEDED	3,500.
TUCSON CHILDREN'S MUSEUM TUCSON, AZ		501(C)(3)	USE AS NEEDED	2,000.
UNITY OF TUCSON TUCSON, AZ		501(C)(3)	USE AS NEEDED	1,000.
YOUTH ON THEIR OWN TUCSON, AZ				1,000.
Total from continuation sheets				

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	FROM CAMPBELL STRATEGIC ALLOC K-1			
b	FROM CAMPBELL STRATEGIC ALLOC K-1			
c	FROM GREENHAVEN CONT COMMODITY K-1			
d	283 AMAZON.COM INC	P	VARIOUS	VARIOUS
e	180 APPLE INC	P	VARIOUS	VARIOUS
f	640 BAKER HUGHES INC	P	03/15/11	04/28/11
g	1355 CAMECO CORP	P	02/04/11	03/14/11
h	1226 CHICAGO BRIDGE & IRON	P	03/15/11	05/11/11
i	1050 COGNIZANT TECH SOLUTIONS	P	03/08/11	05/11/11
j	3744 ELEMENTS ROGERS	P	04/28/11	05/06/11
k	1120 FASTENAL CO	P	03/08/11	05/11/11
l	3609 FIRST TR MORNINGSTAR DIV	P	09/27/10	01/14/11
m	3385 FIRST TRST CONSUMER DISCR ETF	P	10/08/10	02/22/11
n	3294 FIRST TRUST DJ INTERNET IDX	P	VARIOUS	VARIOUS
o	11339 FIRST TRUST FNCL ALPHADDEX ETF	P	VARIOUS	VARIOUS

(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			-3,072.
b			2,719.
c			369.
d	60,377.	59,066.	1,311.
e	67,455.	68,073.	-618.
f	49,346.	45,309.	4,037.
g	39,553.	58,603.	-19,050.
h	47,558.	45,382.	2,176.
i	83,125.	81,766.	1,359.
j	45,564.	49,383.	-3,819.
k	73,751.	70,092.	3,659.
l	57,398.	54,928.	2,470.
m	69,518.	59,171.	10,347.
n	114,261.	118,644.	-4,383.
o	172,979.	159,480.	13,499.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,072.
b			2,719.
c			369.
d			1,311.
e			-618.
f			4,037.
g			-19,050.
h			2,176.
i			1,359.
j			-3,819.
k			3,659.
l			2,470.
m			10,347.
n			-4,383.
o			13,499.

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
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

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	3056 FIRST TRUST GBL COPPER FD	P	VARIOUS	06/08/11
b	7758 FIRST TRUST MTRLS ALPHADDEX ETF	P	VARIOUS	VARIOUS
c	4331 FIRST TRUST NASDAQ 100 TECH	P	01/14/11	06/22/11
d	3417 FIRST TRUST S&P REIT INDEX	P	07/20/11	08/03/11
e	1112 GREENHAVEN CONT COMMODITY	P	03/18/11	05/06/11
f	1001 INDUSTRIAL SEL SEC SPDR FD	P	VARIOUS	01/14/11
g	1540 INTREPID POTASH	P	01/14/11	03/11/11
h	716 IPATH DJ AIG AGG	P	03/18/11	05/06/11
i	1718 IQ SO KOREA SMALL CAP ETF	P	VARIOUS	09/19/11
j	3866 ISHARES BARCLAYS 1-3 YR CR POST	P	VARIOUS	VARIOUS
k	2738 ISHARES BARCLAYS 1-3 YR TSY BD	P	VARIOUS	VARIOUS
l	920 ISHARES INC MSCI THAILAND	P	01/14/11	01/21/11
m	464 ISHARES MSCI BRIC INDEX	P	07/29/10	01/14/11
n	4352 ISHARES MSCI INDONESIA INV	P	VARIOUS	VARIOUS
o	1854 ISHARES MSCI SWEDEN INDEX	P	02/04/11	05/11/11

(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	122,571.		132,816.	-10,245.
b	182,664.		183,791.	-1,127.
c	108,145.		118,628.	-10,483.
d	52,093.		56,487.	-4,394.
e	37,574.		38,825.	-1,251.
f	35,919.		32,265.	3,654.
g	51,970.		59,317.	-7,347.
h	43,728.		45,591.	-1,863.
i	46,591.		60,623.	-14,032.
j	404,196.		404,886.	-690.
k	230,692.		231,190.	-498.
l	56,224.		59,266.	-3,042.
m	22,995.		20,831.	2,164.
n	117,089.		132,163.	-15,074.
o	64,294.		58,510.	5,784.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-10,245.
b			-1,127.
c			-10,483.
d			-4,394.
e			-1,251.
f			3,654.
g			-7,347.
h			-1,863.
i			-14,032.
j			-690.
k			-498.
l			-3,042.
m			2,164.
n			-15,074.
o			5,784.

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 }

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

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	882 ISHARES MSCI TURKEY INDEX	P	01/14/11	01/27/11
b	3360 ISHARES S&P LATIN AMER 40 INDEX	P	VARIOUS	VARIOUS
c	1733 ISHARES S&P MIDCAP 400 VALUE	P	VARIOUS	08/03/11
d	41 ISHARES S&P PFD STK INDEX	P	07/23/10	01/14/11
e	946 ISHARES MSCI MEXICO MKT INDEX	P	01/14/11	01/27/11
f	1087 MARKET VECTORS ETF	P	VARIOUS	05/06/11
g	981 MCDONALDS CORP	P	VARIOUS	VARIOUS
h	1761 MVRAR ETG STRMTLS ETF	P	03/18/11	05/06/11
i	1382 PROSHARES SHORT S&P 500	P	08/03/11	08/10/11
j	1187 ROYAL CARIBBEAN CRUISES	P	01/14/11	04/20/11
k	1235 RYDEX S&P EQ WEIGHT ETF	P	VARIOUS	12/05/11
l	1516 RYDEX S&P MIDCAP 400	P	VARIOUS	VARIOUS
m	3000 RYDEX RUSS MIDCAP EQ WEIGHT	P	VARIOUS	VARIOUS
n	480 SIEMANS AKTIENGESSELLSCHAFT	P	09/24/10	01/10/11
o	4033 SPDR BARCLAYS CAP 1-3 MONT	P	VARIOUS	VARIOUS

(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 55,219.		59,301.	-4,082.
b 178,650.		157,602.	21,048.
c 134,197.		142,837.	-8,640.
d 1,602.		1,585.	17.
e 58,777.		59,211.	-434.
f 52,472.		53,917.	-1,445.
g 84,309.		75,123.	9,186.
h 46,964.		40,780.	6,184.
i 64,859.		59,235.	5,624.
j 44,889.		59,206.	-14,317.
k 57,794.		57,756.	38.
l 111,487.		124,035.	-12,548.
m 88,198.		92,828.	-4,630.
n 55,159.		51,218.	3,941.
o 184,926.		184,966.	-40.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-4,082.
b			21,048.
c			-8,640.
d			17.
e			-434.
f			-1,445.
g			9,186.
h			6,184.
i			5,624.
j			-14,317.
k			38.
l			-12,548.
m			-4,630.
n			3,941.
o			-40.

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 }

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

2

3

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	5393 SPDR BARCLAYS CAP CONVERT	P	VARIOUS	VARIOUS
b	1554 SPDR S&P EMERG EUROPE ETF	P	03/02/11	03/15/11
c	1150 SPDR S&P METALS & MINING	P	03/02/11	03/11/11
d	989 SPDR S&B OIL & GAS	P	03/18/11	08/03/11
e	866 STANLEY BLACK & DECKER	P	01/14/11	02/22/11
f	1088 STARWOOD HTLS & RESORTS	P	12/06/10	01/04/11
g	1143 VANGUARD EMRG MKTS ETF	P	09/24/10	01/14/11
h	3509 VANGUARD ST CORP POSITION	P	VARIOUS	VARIOUS
i	629 WISDOMTREE TRUST EMRG MKT	P	VARIOUS	01/14/11
j	444 WISDOMTREE TRUST EMRG MKT	P	01/12/10	01/14/11
k	1351 ISHARES S&P PFD STK INDEX	P	01/12/10	01/14/11
l	2997 FIRST TRUST CONSUMER DISCRET	P	10/08/10	06/20/10
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 219,335.		225,133.	-5,798.
b 78,650.		81,647.	-2,997.
c 77,251.		81,554.	-4,303.
d 59,430.		59,660.	-230.
e 65,331.		59,260.	6,071.
f 67,103.		65,199.	1,904.
g 55,307.		51,285.	4,022.
h 273,801.		273,296.	505.
i 37,522.		31,743.	5,779.
j 26,486.		22,897.	3,589.
k 52,789.		50,792.	1,997.
l 62,053.		52,389.	9,664.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-5,798.
b			-2,997.
c			-4,303.
d			-230.
e			6,071.
f			1,904.
g			4,022.
h			505.
i			5,779.
j			3,589.
k			1,997.
l			9,664.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-27,335.
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

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	ORGANIZATION COSTS	01/01/99		.000		HV16	5,000.				5,000.			0.	
2	START UP COSTS	06/25/98		60M		HV43	1,060.				1,060.	1,060.		0.	1,060.
	* TOTAL 990-PF PG 1 DEPR & AMORT						6,060.				6,060.	1,060.		0.	1,060.

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

SOURCE	AMOUNT
CAMPBELL STRATEGIC ALLOC FUND LP	753.
GREENHAVEN CONTINUOUS COMMODITY	4.
MORGAN STANLEY #938	156.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	913.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY #937	13.	0.	13.
MORGAN STANLEY #938	11,157.	0.	11,157.
TOTAL TO FM 990-PF, PART I, LN 4	11,170.	0.	11,170.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM CAMPBELL STRATEGIC ALLOC FD K-1	-14,879.	-14,879.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-14,879.	-14,879.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,956.	1,000.		0.
TO FM 990-PF, PG 1, LN 16A	1,956.	1,000.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	2,640.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,640.	0.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSES	2,314.	1,148.		0.
TO FORM 990-PF, PG 1, LN 18	2,314.	1,148.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	15,295.	15,295.		0.
BD OF DIRECTORS EXPENSES	3,028.	1,514.		0.
MISCELLANEOUS EXPENSES FROM K-1'S	55.	55.		0.
PENALTIES	105.	53.		0.
TO FORM 990-PF, PG 1, LN 23	18,483.	16,917.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - SEE ATTACHED STMT	823,964.	805,962.
TOTAL TO FORM 990-PF, PART II, LINE 10B	823,964.	805,962.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAMPBELL STRATEGIC ALLOCATION FUND LP	COST	208,666.	194,550.
TOTAL TO FORM 990-PF, PART II, LINE 13		208,666.	194,550.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
-------------	--	-----------	----

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATION COSTS	5,000.	0.	5,000.
START UP COSTS	1,060.	1,060.	0.
TOTAL TO FM 990-PF, PART II, LN 14	6,060.	1,060.	5,000.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
-------------	--------------	-----------	----

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS RECEIVABLE DUE FROM DENTON CHARITABLE LEAD TRUST	3,567.	1.	1.
	38.	79,476.	79,476.
TO FORM 990-PF, PART II, LINE 15	3,605.	79,477.	79,477.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HEIDE ZURLINDEN 8520 N ASPEN TUCSON, AZ 85704	PRESIDENT 15.00	15,000.	0.	0.
BALEKA BAKER 7667 E LEE STREET TUCSON, AZ 85715	SECRETARY/TREASURER 15.00	15,000.	0.	0.
ARWEN A NEWMAN 11280 E CALLE CATALINA TUCSON, AZ 85748	DIRECTOR 0.00	0.	0.	0.
SARA ZURLINDEN 8520 N ASPEN TUCSON, AZ 85704	DIRECTOR 0.00	0.	0.	0.
DONALD DENTON 3505 HOLLOW RIDGE COURT RICHARDSON, TX 75082	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		30,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BALEKA BAKER, 7667 E LEE STREET, TUCSON, AZ 85715

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

REQUESTS FOR CONSIDERATION SHOULD BE IN A TYPEWRITTEN FORMAT WITH EVIDENCE OF TAX EXEMPT STATUS AS WELL AS AN INDICATION OF THE CHARITABLE PURPOSE THE FUNDING WILL SERVE

ANY SUBMISSION DEADLINES

REQUESTS FOR CONTRIBUTIONS SHOULD BE RECEIVED NO LATER THAN NOVEMBER 1ST OF THE YEAR IN WHICH THE FUNDS ARE TO BE DISTRIBUTED

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Portfolio Management Active Assets Account
450-040938-047THE DENTON FAMILY FOUNDATION
6750 N ORACLE RD

Holdings

INTERESTED PARTY COPY

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement. Fixed income securities are sorted by maturity or pre-refunding date, and alphabetically within date.

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.

Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	\$2,432.03			
MORGAN STANLEY BANK N.A. #	245,000.00	123.00	—	0.050
MORGAN STANLEY PRIVATE BANK NA #	4,984.44	2.00	—	0.050
BANK DEPOSITS	\$249,984.44	\$125.00		
	Percentage of Assets %	Market Value	Estimated Annual Income	Estimated Annual Income
	23.8%	\$252,416.47	\$125.00	\$0.00

CASH, DEPOSITS AND MONEY MARKET FUNDS

Bank deposits are at Morgan Stanley Private Bank, N.A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley Smith Barney.

Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FIRST TR MORNINGSTAR DIV (FDL)	6/22/11	6,529,000	\$16.628	\$108,565.52	\$114,779.82	\$6,214.30 ST		
	9/19/11	1,431,000	16.273	23,286.52	25,156.98	1,870.46 ST		
Total		7,960,000		131,852.04	139,936.80	8,084.76 ST	4,855.60	3.46

Share Price \$17.580

CONTINUED

INTERESTED PARTY COPY

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FIRST TRUST CONSUMER DISCRET (FXD)	11/8/11	3,672,000	20.387	74,861.43	72,852.48	(2,008.95) ST	462.67	0.63
Share Price: \$19.840								
FIRST TRUST DJ INTERNET IDX (FDN)	11/8/11	2,184,000	34.216	74,727.31	70,543.20	(4,184.11) ST	48.05	0.06
Share Price: \$32.300								
GLOBE SPECIALTY METALS INC COM (GSM)	8/9/11	1,128,000	19.077	21,518.86	15,103.92	(6,414.94) ST	225.60	1.49
Share Price: \$13.390, Next Dividend Payable 10/12								
GUGGENHEIM OCEAN TOMO GROWTH (OTR)	8/31/11	1,141,000	29.073	33,172.41	31,708.39	(1,464.02) ST		
	10/24/11	2,071,000	29.740	61,591.54	57,553.09	(4,038.45) ST		
Total		3,212,000		94,763.95	89,261.48	(5,502.47) ST	468.95	0.52
Share Price: \$27.790								
ISHARES BARCLAYS TIPS BD FD (TIP)	8/3/11	784,000	114.706	89,929.19	91,484.96	1,555.77 ST		
	8/3/11	936,000	114.703	107,361.63	109,221.84	1,860.21 ST		
	9/19/11	200,000	115.977	23,195.34	23,338.00	142.66 ST		
Total		1,920,000		220,486.16	224,044.80	3,558.64 ST	9,185.28	4.09
Share Price: \$116.690, Next Dividend Payable 01/12								
POWERSH DWA TECH LEAD PTF ETF (PDP)	7/25/11	3,545,000	26.781	94,939.35	84,477.35	(10,462.00) ST		
	8/24/11	804,000	22.990	18,483.96	19,159.32	675.36 ST		
Total		4,349,000		113,423.31	103,636.67	(9,786.64) ST	169.61	0.16
Share Price: \$23.830								
RYDEX S&P EQUAL WEIGHT ETF (RSP)	10/28/11	679,000	47.950	32,558.32	31,424.12	(1,134.20) ST	486.84	1.54
Share Price: \$46.280								
RYDX RUSS 1000 EQ WT (EWRI)	10/24/11	1,927,000	31.018	59,772.26	59,158.90	(613.36) ST	751.53	1.27
Share Price: \$30.700								

STOCKS

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
76.2%	\$823,963.64	\$805,962.37	\$(18,001.27) ST	\$16,654.13	2.07%
				\$0.00	

TOTAL MARKET VALUE

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
100.0%	\$823,963.64	\$1,058,378.84	\$(18,001.27) ST	\$16,779.13	1.58%
				\$0.00	

TOTAL VALUE (includes accrued interest)

\$1,058,378.84