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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

7667 E LEE STREET

A Employer identification number

86-0919400

B Telephone number

520-297-5887

City or town, state, and ZIP code

TUCSON, AZ 85715

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: Cash Accrual
 Other (specify)

→ \$ 1,393,482. (Part I, column (d) must be on cash basis.)

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 ► 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 8 Interest on savings and temporary cash investments				
3	Dividends and interest from securities	913.	913.	STATEMENT 1	
5a	Gross rents	11,170.	11,170.	STATEMENT 2	
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	-27,335.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications 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.		
		30,000.	15,000.	0.	
13	Compensation of officers, directors, trustees, etc	1,956.	1,000.	0.	
14	Other employee salaries and wages	2,640.	0.	0.	
15	Pension plans, employee benefits RECEIVED OCIN, UT				
16a	Legal fees	STMT 4			
b	Accounting fees	STMT 5			
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

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
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.
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.
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	1,508,689.
2	Enter amount from Part I, line 27a	2	-84,087.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,424,602.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,424,602.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a					
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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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.

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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.	1 2 3 4 5	0. 0. 0. 0. 0.
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		
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-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:	6a 6b 6c 6d	674. 0. 0. 0. 0.
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7 8 9 10 11	674. 0. 0. 674. 0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 674. Refunded ►		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a 1b 1c	Yes X Yes X	
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>				
c	Did the foundation file Form 1120-POL for this year?			
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 3 4a 4b 5	X X X X X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
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? <i>If "Yes," attach the statement required by General Instruction T</i>	N/A	6 7 8b 9 10	
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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 <i>General Instruction G</i> ? If "No," attach explanation			
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 X		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► THE FOUNDATION Located at ► 7667 E LEE STREET, TUCSON, AZ	Telephone no. ► 520-297-5887 ZIP+4 ► 85715
15		► 15 ► N/A
16	Yes	No 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

	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	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. ► _____, _____, _____, _____	2b	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
	4b X	

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 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

X

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

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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	
2	0.
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.

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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.

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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			0.	
a Enter amount for 2010 only				
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.			0.	
a Applied to 2010, but not more than line 2a				
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:	14,166.			
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 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.			

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

 4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

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

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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:

SEE STATEMENT 13

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:

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Form 990-PF (2011)

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	913.	
4 Dividends and interest from securities				14	11,170.	
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				01	-14,879.	
8 Gain or (loss) from sales of assets other than inventory						-27,335.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)			0.		-2,796.	-27,335.
13 Total. Add line 12, columns (b), (d), and (e)				13		-30,131.

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

THE EUGENE C AND WILETTA F DENTON
FAMILY FOUNDATION

Form 990-PF (2011)

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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.		

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.

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			May the IRS discuss this return with the preparer shown below (see instr.)?	
 Signature of officer or trustee		5/11/12	Sec./Treas.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	Date	Title			

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

OMB No. 1545-0047

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

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 foundation

Check 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 (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.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

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

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

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	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		501(C)(3)	USE AS NEEDED	
<u>TUCSON, AZ</u>				<u>1,000.</u>
THOREI CENTER		501(C)(3)	USE AS NEEDED	
<u>TUCSON, AZ</u>				<u>1,500.</u>
TROTT		501(C)(3)	USE AS NEEDED	
<u>TUCSON, AZ</u>				<u>3,500.</u>
TUCSON CHILDREN'S MUSEUM		501(C)(3)	USE AS NEEDED	
<u>TUCSON, AZ</u>				<u>2,000.</u>
UNITY OF TUCSON		501(C)(3)	USE AS NEEDED	
<u>TUCSON, AZ</u>				<u>1,000.</u>
YOUTH ON THEIR OWN				
<u>TUCSON, AZ</u>				<u>1,000.</u>
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.)
a	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 ALPHADEX 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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-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.)
a 3056	FIRST TRUST GBL COPPER FD	P	VARIOUS	06/08/11
b 7758	FIRST TRUST MTRLS ALPHADEX 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 AKTIENGESELLSCHAFT	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 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

3

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	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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-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.

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-PP PAGE 1

990-076

Asset No	Description	Date Acquired	Method	Life	C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Year Deduction	Current Sec 179 Expense	Ending Accumulated Depreciation
1	ORGANIZATION COSTS	01/01/99		.000	HY16	5,000.				5,000.		0.	0.	
2	START UP COSTS	06/25/98		60M	HY43	1,060.				1,060.		0.	0.	1,060.
	* TOTAL 990-EF PG 1 DEPR & AMORT					6,060.				6,060.		0.	0.	1,060.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THE EUGENE C AND WILETTA F DENTON FAMILY

86-0919400

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
	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
	15,295.	15,295.		0.
INVESTMENT FEES	3,028.	1,514.		0.
BD OF DIRECTORS EXPENSES				
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.

THE EUGENE C AND WILETTA F DENTON FAMILY

86-0919400

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.
TO FORM 990-PF, PART II, LINE 15	38.	79,476.	79,476.
	3,605.	79,477.	79,477.

STATEMENT(S) 8, 9, 10, 11

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

CLIENT STATEMENT | For the Period December 1-31, 2011

**Morgan Stanley
SmithBarney**

Holdings

**Portfolio Management Active Assets Account
450-040938-047**

**THE DENTON FAMILY FOUNDATION
6750 N ORACLE RD**

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in a trade date basis. 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		
				Estimated Annual Income Accrued Interest \$125.00 \$0.00

CASH, DEPOSITS AND MONEY MARKET FUNDS
23.8%
\$252,416.47

Bank deposits are at Morgan Stanley 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		
Share Price							4,855.60	3.46

Share Price \$17.580

CONTINUED

CLIENT STATEMENT | For the Period December 1-31, 2011

Sill Ballay

Holdings

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

INTERESTED PARTY COPY

COMMON STOCKS (CONTINUED)

TOTAL VALUE (includes accrued interest)