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Form **990-PF**

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

OMB No 1545-0052

**2007**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 2007, or tax year beginning **12/01/07**, and ending **11/30/08**G Check all that apply: ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>FAY SHWAYDER FOUNDATION</b>		A Employer identification number <b>84-6041358</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>24 SHAMAN</b>	Room/suite	B Telephone number (see page 10 of the instructions) <b>206-524-1405</b>
	City or town, state, and ZIP code <b>SANTA FE NM 87506</b>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, 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) <b>\$ 2,519,219</b>		J Accounting method: <input type="checkbox"/> Cash <input checked="" 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) (see pg 11 of the instructions))

	(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 (attach schedule)	<b>435,564</b>			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	<b>39,832</b>	<b>39,832</b>		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<b>-37,097</b>			
b Gross sales price for all assets on line 6a <b>304,167</b>				
7 Capital gain net income (from Part IV, line 2)		<b>0</b>		
8 Net short-term capital gain			<b>0</b>	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	<b>438,299</b>	<b>39,832</b>	<b>0</b>	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) <b>SEE STMT 1</b>	<b>7,946</b>	<b>5,959</b>		<b>1,987</b>
b Accounting fees (attach schedule) <b>STMT 2</b>	<b>4,905</b>	<b>3,679</b>		<b>1,226</b>
c Other professional fees (attach schedule) <b>STMT 3</b>	<b>5,917</b>	<b>5,917</b>		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) <b>STMT 4</b>	<b>2,584</b>			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch.) <b>STMT 5</b>	<b>988</b>	<b>738</b>		<b>250</b>
24 Total operating and administrative expenses. Add lines 13 through 23	<b>22,340</b>	<b>16,293</b>		<b>3,463</b>
25 Contributions, gifts, grants paid	<b>439,019</b>			<b>439,019</b>
26 Total expenses and disbursements. Add lines 24 and 25	<b>461,359</b>	<b>16,293</b>	<b>0</b>	<b>442,482</b>
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<b>-23,060</b>			
b Net investment income (if negative, enter -0-)		<b>23,539</b>		
c Adjusted net income (if negative, enter -0-)			<b>0</b>	

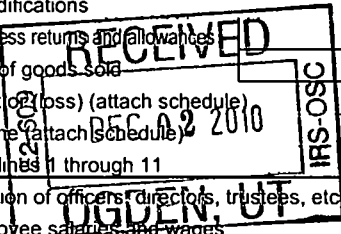
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Form 990-PF (2007)

DAA

SCANNED DEC 03 2010 Revenue

Operating and Administrative Expenses



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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing		20,770	27,433	27,433
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment, basis ▶				
		Less: accumulated depreciation (attach sch ) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) <b>SEE STATEMENT 6</b>		1,105,371	1,075,648	769,286
	14	Land, buildings, and equipment, basis ▶				
		Less: accumulated depreciation (attach sch ) ▶				
	15	Other assets (describe ▶ <b>SEE STATEMENT 7</b> )		1,722,500	1,722,500	1,722,500
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)		2,848,641	2,825,581	2,519,219
<b>Liabilities</b>	17	Accounts payable and accrued expenses		500	500	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		500	500	
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
		<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
		<b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		2,848,141	2,825,081	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)		2,848,141	2,825,081	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)		2,848,641	2,825,581	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,848,141
2	Enter amount from Part I, line 27a	2	-23,060
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,825,081
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,825,081

**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.)
<b>1a ESSENTIAL ADVISORS SEE ATTACHED</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b ESSENTIAL ADVISORS - SEE ATTACHED</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c ESSENTIAL ADV MUTUAL FUNDS</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a 82,759</b>		<b>108,936</b>	<b>-26,177</b>
<b>b 200,120</b>		<b>232,328</b>	<b>-32,208</b>
<b>c 21,288</b>			<b>21,288</b>
<b>d</b>			
<b>e</b>			

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

(i) FMV 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))
<b>a</b>			<b>-26,177</b>
<b>b</b>			<b>-32,208</b>
<b>c</b>			<b>21,288</b>
<b>d</b>			
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	<b>-37,097</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2006	6,409	1,176,484	0.005448
2005	31,475	1,071,647	0.029371
2004	1,131,551	1,575,236	0.718337
2003	114,470	2,146,840	0.053320
2002	37,294	2,025,890	0.018409

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>0.824885</b>
<b>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</b>	<b>3</b>	<b>0.164977</b>
<b>4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5</b>	<b>4</b>	<b>1,148,491</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>189,475</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>235</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>189,710</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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 on page 18.	<b>8</b>	<b>442,482</b>

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter (attach copy of ruling letter if necessary—see instructions)		
<b>b</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	<b>1</b>	<b>235</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>235</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>235</b>
<b>6</b>	Credits/Payments:		
<b>a</b>	2007 estimated tax payments and 2006 overpayment credited to 2007	<b>6a</b>	<b>1,548</b>
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>1,548</b>
<b>8</b>	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	<b>1,313</b>
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2008 estimated tax</b> <b>1,313</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.		<b>X</b>
<b>1c</b> Did the foundation file Form 1120-POL for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <b>\$</b> (2) On foundation managers <b>\$</b>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$</b>		
<b>2</b> 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.		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <b>CO</b>		
<b>b</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	<b>X</b>	
<b>9</b> 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 2007 or the taxable year beginning in 2007 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

N/A

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

11a	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 page 20 of the instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	N/A	11b	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	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 ► <b>SUSAN DEJONG</b> <b>24 SHAMAN</b> Located at ► <b>SANTE FE, NM</b> ZIP+4 ► <b>87506</b> Telephone no ►			
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		

**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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? If "Yes," list the years ► 20 , 20 , 20 , 20 <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 page 22 of the 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. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2007 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 2007.) 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 2007?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **N/A** ☐ **5b**

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

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

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

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

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

If you answered "Yes" to 6b, also file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN DEJONG 24 SHAMAN SANTA FE NM 87506	PRESIDENT 1	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

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

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

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

**1** N/A**2****3****4** N/A**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

**1** N/A**2**

All other program-related investments. See page 24 of the instructions

**3**

Total. Add lines 1 through 3



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>984,914</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>181,067</b>
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>1,165,981</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>1,165,981</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	<b>17,490</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>1,148,491</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>57,425</b>

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>57,425</b>
<b>2a</b>	Tax on investment income for 2007 from Part VI, line 5	<b>2a</b>	<b>235</b>
<b>b</b>	Income tax for 2007 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>235</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>57,190</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>57,190</b>
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>57,190</b>

**Part XII Qualifying Distributions** (see page 26 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	<b>442,482</b>
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>442,482</b>
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	<b>235</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>442,247</b>

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
<b>1</b> Distributable amount for 2007 from Part XI, line 7				<b>57,190</b>
<b>2</b> Undistributed income, if any, as of the end of 2006:				
<b>a</b> Enter amount for 2006 only				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2007:				
<b>a</b> From 2002				
<b>b</b> From 2003				
<b>c</b> From 2004				
<b>d</b> From 2005				
<b>e</b> From 2006				
<b>f</b> Total of lines 3a through e	<b>992,651</b>			
<b>4</b> Qualifying distributions for 2007 from Part XII, line 4: ▶ \$ <b>442,482</b>				
<b>a</b> Applied to 2006, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 27 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 27 of the instructions)				
<b>d</b> Applied to 2007 distributable amount				<b>57,190</b>
<b>e</b> Remaining amount distributed out of corpus	<b>385,292</b>			
<b>5</b> Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:	<b>1,377,943</b>			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
<b>e</b> Undistributed income for 2006. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
<b>f</b> Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
<b>8</b> Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)				
<b>9</b> Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	<b>1,377,943</b>			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2003				
<b>b</b> Excess from 2004				
<b>c</b> Excess from 2005				
<b>d</b> Excess from 2006				
<b>e</b> Excess from 2007	<b>385,292</b>			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling  

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

	Tax year	Prior 3 years			(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 page 28 of the 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 page 28 of the 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:  
**SUSAN DEJONG**  
**24 SHAMAN SANTE FE NM 87501**

**b** The form in which applications should be submitted and information and materials they should include:  
**NONE SPECIFIED**

**c** Any submission deadlines:  
**NONE**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
**NONE**

**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
<b>a</b> Paid during the year <b>SEE STATEMENT 8</b>				<b>439,019</b>
<b>Total</b>			<b>► 3a</b>	<b>439,019</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>► 3b</b>	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	39,832	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14		
8	Gain or (loss) from sales of assets other than inventory			18	- 37,097	
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		2,735	0
13	Total. Add line 12, columns (b), (d), and (e)				13	2,735

(See worksheet in line 13 instructions on page 29 to verify calculations )

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

[illegible]



84-6041358

**Federal Statements**

FYE: 11/30/2008

**Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 7,946	\$ 5,959	\$	\$ 1,987
TOTAL	\$ 7,946	\$ 5,959	\$ 0	\$ 1,987

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 4,905	\$ 3,679	\$	\$ 1,226
TOTAL	\$ 4,905	\$ 3,679	\$ 0	\$ 1,226

**Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT FEES	\$ 5,917	\$ 5,917	\$	\$
TOTAL	\$ 5,917	\$ 5,917	\$ 0	\$ 0

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$	\$	\$	\$
FEDERAL EXCISE TAX	2,584			
TOTAL	\$ 2,584	\$ 0	\$ 0	\$ 0

**Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
MISCELLANEOUS EXPENSES	988	738		250
TOTAL	\$ 988	\$ 738	\$ 0	\$ 250

**Federal Statements****Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
STOCK AND BOND PORTFOLIO	\$ 1,105,371	\$ 1,075,648	MARKET	\$ 769,286
TOTAL	<u>\$ 1,105,371</u>	<u>\$ 1,075,648</u>		<u>\$ 769,286</u>

**Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
MUSICAL INSTRUMENTS LOANED TO UNIVER	\$ 1,722,500	\$ 1,722,500	\$ 1,722,500
TOTAL	<u>\$ 1,722,500</u>	<u>\$ 1,722,500</u>	<u>\$ 1,722,500</u>



**Federal Statements****Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
NONE	
TOTAL	0

**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

Name of Manager	Amount
NONE	
TOTAL	0

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description
NONE SPECIFIED

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**

Description
NONE

**Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description
NONE

## SHWAYFOUND FAY SHWAYDER FOUNDATION

84-6041358

FYE: 11/30/2008

## Federal Statements

11/15/2010 2:11 PM

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year

Name	Address	Relationship	Status	Purpose	Amount
COMPASSION BEYOND BORDERS	P.O. BOX 22991			EDUCATION FOR GIRLS	500
SANTA FE NM 87502					
FUTURES FOR CHILDREN	9600 TENNYSON ST NE			SUPPORT CHILDREN'S PROGRAMS	72
ALBUQUERQUE NM 87122					
CANTICUM NOVUM	208 GRANT AVE			SUPPORT CHAMBER ORCHESTRA	250
SANTA FE NM 87501					
HORSE SHELTER	100 AB OLD CASH			RESCUE ABUSED HORSES	250
CERRILLOS NM 87010					
KNME	1130 UNIVERSITY			SUPPORT PUBLIC TV	100
ALBUQUERQUE NM 87102					
SANTA FE OPERA	P.O. BOX 2408			SUPPORT THE OPERA	600
SANTA FE NM 87504					
PUBLIC CITIZEN	215 PENNSYLVANIA			DEFENDING DEMOCRACY	100
WASHINGTON DC 20003					
TOM NEE MEMORIAL-LA JOLLA	9500 GILMAN DR			SUPPORT LA JOLLA SYMPHONY	250
LA JOLLA CA 92093					
SITE SANTA FE	1606 PASEO PERALTA			SUPPORT CONTEMPORARY ARTS	1,330
SANTA FE NM 87501					
ACLU OF NEW MEXICO	621 OLD SANTA FE TRL #16			PROTECT CIVIL LIBERTIES	10,000
SANTA FE NM 87505					
BANARD COLLEGE	3009 BROADWAY			SUPPORT EDUCATION	5,000
NEW YORK NY 10027					
CURTIS INSTITUTE OF MUSIC	1726 LOCUST STREET			SUPPORT MUSICAL ARTS	5,000
PHILADELPHIA PA 19103					
PLANNED PARENTHOOD OF NEW	719 SAN MATEO NE			FAMILY PLANNING	2,000
ALBUQUERQUE NM 87108					
DOCTORS WITHOUT BORDERS	333 7TH AVE, ZND FLOOR			MEDICAL HELP FOR NEEDY	2,000
NEW YORK NY 1001-5004					
AMNESTY INTERNATIONAL	5 PENN PLAZA - 16TH FLOOR			PROTECT HUMAN RIGHTS	2,000
NEW YORK NY 10001					
MUSEUM OF NEW MEXICO FOUN	P.O. BOX 2065			MUSEUM SUPPORT	2,000
SANTA FE NM 87504					
SANTA FE CHAMBER MUSIC FE	P.O. BOX 2227			SUPPORT CHAMBER MUSIC	2,000
SANTA FE NM 87504					
THE FOOD DEPOT	1222 SILER ROAD			FOOD FOR THE NEEDY	2,000
SANTA FE NM 87507					

## Federal Statements

11/15/2010 2:11 PM

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
SANTA FE COMMUNITY FOUNDA	516 ALTO ST.				
SANTA FE NM 87501				COMMUNITY DEVELOPMENT	277,067
DENVER ART MUSEUM	100 W. 14TH AVE PKY			SCROLLS FOR DISPLAY	126,500
DENVER CO 80204					439,019
TOTAL					

## **Statement Reporting Distribution of Property Valued at Fair Market Value**

Organization: Fay Shwayder Foundation

TIN: 84-6041358

Tax Year Ending: 11/30/2008

### **Attachment to Form 990-PF, Part I, Line 25, Column (a)**

1. Date of Distribution: April 17, 2008
2. Description of Property: Collection of various Japanese Hanging Scrolls.
3. Donee Organization: Denver Art Museum.
4. Book Value of Property: \$126,500. Method of determining book value: Fair market value on January 24, 2008 – the date the property was donated to the foundation.
5. Fair Market Value: \$126,500. Method for determining the fair market value was donor's basis on the date received as inherited property which was January 24, 2008.



Essential Investment Partners

REALIZED GAINS AND LOSSES  
FAY SHWAYDER FOUNDATION  
ATTN SUSAN M DEJONG

951

From 12-01-07 Through 11-30-08

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
10-31-07	12-14-07	1	XTO Energy Inc	39		36	-3	
07-27-05	12-19-07	128	Mathews International Corp	4,959		6,018		1,059
12-14-06	01-02-08	0	Total System Services Inc	3		2		-1
12-21-05	01-24-08	9	NVR Inc	6,506		5,390		-1,116
06-20-06	01-24-08	4	NVR Inc.	2,041		2,396		355
07-27-05	03-04-08	165	Brown & Brown Inc	3,592		2,910		-683
07-27-05	03-11-08	118	Altria Group Inc	5,874		8,886		3,011
05-03-07	03-11-08	13	Altria Group Inc	916		979		
07-27-05	03-12-08	123	Donaldson Co Inc	3,920		5,073	63	1,153
08-01-05	03-18-08	3,420	PIMCO Real Return Fund	38,530		39,149		618
09-01-05	03-18-08	9,977	PIMCO Real Return Fund	115		114		-1
10-03-05	03-18-08	35,184	PIMCO Real Return Fund	404		403		-1
11-01-05	03-18-08	34,903	PIMCO Real Return Fund	393		399		7
12-01-05	03-18-08	74,513	PIMCO Real Return Fund	829		853		24
12-15-05	03-18-08	48,840	PIMCO Real Return Fund	538		559		21
12-15-05	03-18-08	43,906	PIMCO Real Return Fund	483		502		19
01-03-06	03-18-08	22,986	PIMCO Real Return Fund	255		263		8
02-01-06	03-18-08	6,599	PIMCO Real Return Fund	73		76		2
03-01-06	03-18-08	6,353	PIMCO Real Return Fund	70		73		2
04-03-06	03-18-08	7,635	PIMCO Real Return Fund	83		87		5
05-01-06	03-18-08	6,976	PIMCO Real Return Fund	75		80		4
06-01-06	03-18-08	21,422	PIMCO Real Return Fund	231		245		14
07-03-06	03-18-08	30,337	PIMCO Real Return Fund	325		347		22
08-01-06	03-18-08	18,081	PIMCO Real Return Fund	196		207		11
09-01-06	03-18-08	12,458	PIMCO Real Return Fund	137		143		6
10-02-06	03-18-08	14,992	PIMCO Real Return Fund	164		172		7
11-01-06	03-18-08	12,860	PIMCO Real Return Fund	140		147		7
12-01-06	03-18-08	3,726	PIMCO Real Return Fund	41		43		2
12-15-06	03-18-08	26,503	PIMCO Real Return Fund	287		303		16
12-15-06	03-18-08	0,102	PIMCO Real Return Fund	1		1		0
01-03-07	03-18-08	4,245	PIMCO Real Return Fund	45		49		3
02-01-07	03-18-08	3,666	PIMCO Real Return Fund	39		42		3
03-01-07	03-18-08	3,525	PIMCO Real Return Fund	38		40		2
04-02-07	03-18-08	4,065	PIMCO Real Return Fund	44		47	2	47
05-01-07	03-18-08	15,184	PIMCO Real Return Fund	166		174	8	174
06-01-07	03-18-08	35,748	PIMCO Real Return Fund	380		409	29	409



Essential Investment Partners

# REALIZED GAINS AND LOSSES FAY SHWAYDER FOUNDATION ATTN SUSAN M DEJONG

951

From 12-01-07 Through 11-30-08

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-02-07	03-18-08	30 237	PIMCO Real Return Fund	318		346	28	
08-01-07	03-18-08	26 312	PIMCO Real Return Fund	281		301	20	
08-31-07	03-18-08	15 930	PIMCO Real Return Fund	171		182	12	
09-28-07	03-18-08	8 268	PIMCO Real Return Fund	90		95	5	
10-31-07	03-18-08	11 326	PIMCO Real Return Fund	125		130	5	
11-30-07	03-18-08	16 486	PIMCO Real Return Fund	188		189	1	
12-12-07	03-18-08	140 020	PIMCO Real Return Fund	1,511		1,602	92	
12-31-07	03-18-08	16 026	PIMCO Real Return Fund	176		183	8	
01-31-08	03-18-08	17 724	PIMCO Real Return Fund	202		203	1	
02-29-08	03-18-08	14 016	PIMCO Real Return Fund	162		160	-1	
06-20-06	03-20-08	120	TJX Companies Inc	2,726		4,000		1,274
12-13-06	03-24-08	55	Abercrombie & Fitch	3,670		4,354		684
11-01-07	04-14-08	400,000	iShares Trust Russell 1000 Growth	25,250		22,049	-3,201	
11-26-07	04-14-08	200,000	iShares Trust Russell 1000 Growth	11,944		11,025	-919	
10-31-07	04-23-08	259	United Health Group	12,729		8,967	-3,762	
02-08-08	04-24-08	42	T. Rowe Price Group	2,091		2,518	428	
07-27-05	05-06-08	170	Anheuser Busch Companies Inc	7,804		8,806		1,001
12-19-05	05-06-08	22	Anheuser Busch Companies Inc	985		1,140		155
07-27-05	07-09-08	83	Harley Davidson Inc	4,429		2,932		-1,497
07-27-05	07-17-08	71	Bed Bath & Beyond Inc	3,259		2,055		-1,204
07-27-05	07-17-08	100	Bed Bath & Beyond Inc	4,590		2,895		-1,695
08-30-05	07-17-08	27	Bed Bath & Beyond Inc	1,092		782		-310
06-20-06	07-17-08	30	Bed Bath & Beyond Inc	1,108		868		-240
07-27-05	07-18-08	82	Omnicom Group Inc	3,447		3,471		24
07-27-05	07-18-08	107	Graco Inc	4,056		4,248		191
07-27-05	07-18-08	32	Wal-Mart Stores Inc	1,592		1,846		254
07-27-05	08-08-08	130	Sysco Corp	4,657		3,859		-799
12-14-06	08-21-08	306	Synovus Financial Corp	4,082		2,738		-1,344
12-14-06	08-21-08	148	Total System Services Inc	5,191		2,848		-2,343
09-21-07	09-03-08	743,771	Thornburg International Value Fund C/I	26,790		19,976	-6,814	
07-27-05	09-10-08	25	Wal-Mart Stores Inc	1,244		1,544		300



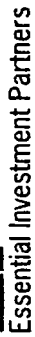
Essential Investment Partners

# REALIZED GAINS AND LOSSES FAY SHWAYDER FOUNDATION ATTN SUSAN M DEJONG

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From 12-01-07 Through 11-30-08

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
12-22-06	09-11-08	70	Target Corp	4,028		3,986		-43
07-27-05	09-19-08	46	Ecolab Inc	1,555		2,284		729
12-19-05	09-24-08	183	International Game Technology Inc	5,446		2,989		-2,456
05-06-05	09-24-08	1,464,129	Laudus Rosenberg Int'l Sm Cap	23,675		20,000		-3,675
04-22-08	10-07-08	69	Sunoco Inc	3,676		1,968	-1,708	
07-27-05	10-08-08	205	SEI Investments Co	3,958		3,585		-373
07-27-05	10-13-08	118	SEI Investments Co	2,278		1,997		-281
05-16-07	10-14-08	141	US Bancorp	4,871		4,384		-487
12-21-05	10-14-08	14	Colgate-Palmolive Company	775		896		121
07-27-05	10-16-08	19	SEI Investments Co	367		303	-1,032	-63
10-31-07	10-16-08	67	SEI Investments Co	2,102		1,070	-982	
04-22-08	10-22-08	113	Hansen Natural Corp	3,655		2,673		-1,465
08-17-07	10-23-08	56	McGraw-Hill Companies	2,738		1,273		-2,848
09-25-07	10-23-08	112	McGraw-Hill Companies	5,394		2,546	-2,211	
10-31-07	10-23-08	82	McGraw-Hill Companies	4,075		1,864		-3,555
12-13-06	10-24-08	85	Abercrombie & Fitch	5,673		2,118	-1,298	
11-02-07	10-24-08	26	Abercrombie & Fitch	1,946		648		-893
07-27-05	10-28-08	113	Paychex Inc	3,914		3,021		-174
12-19-05	10-28-08	38	Expeditors International of Washington Inc	1,304		1,130		
07-27-05	10-28-08	1	Brown Forman Corp	35		51		16
05-06-05	11-24-08	871,811	Dodge & Cox Int'l	27,024		19,237	-7,787	
12-29-05	11-24-08	8,711	Dodge & Cox Int'l	305		192	-113	
12-29-05	11-24-08	1,095	Dodge & Cox Int'l	38		24	-14	
12-29-05	11-24-08	8,636	Dodge & Cox Int'l	303		191	-112	
12-29-06	11-24-08	11,531	Dodge & Cox Int'l	503		254	-249	
12-29-06	11-24-08	2,939	Dodge & Cox Int'l	128		65	-63	
12-29-06	11-24-08	9,613	Dodge & Cox Int'l	419		212	-207	
12-28-07	11-24-08	22,938	Dodge & Cox Int'l	1,059		506	-553	
12-28-07	11-24-08	6,794	Dodge & Cox Int'l	314		150	-164	
12-28-07	11-24-08	24,958	Dodge & Cox Int'l	1,152		551	-601	
05-06-05	11-24-08	171,160	Laudus Rosenberg Int'l Sm Cap	2,768		1,477		-1,291



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Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
12-19-05	11-24-08	7,171	Laudus Rosenburg Int'l Sm Cap	131		62		-69
12-19-05	11-24-08	78,450	Laudus Rosenburg Int'l Sm Cap	1,429		677		-752
12-19-05	11-24-08	89,802	Laudus Rosenburg Int'l Sm Cap	1,635		775		-860
12-18-06	11-24-08	44,908	Laudus Rosenburg Int'l Sm Cap	929		388		-541
12-18-06	11-24-08	140,320	Laudus Rosenburg Int'l Sm Cap	2,902		1,211		-1,691
12-18-06	11-24-08	169,879	Laudus Rosenburg Int'l Sm Cap	3,513		1,466		-2,047
12-17-07	11-24-08	80,486	Laudus Rosenburg Int'l Sm Cap	1,370		695	-675	
12-17-07	11-24-08	101,025	Laudus Rosenburg Int'l Sm Cap	1,719		872	-848	
12-17-07	11-24-08	250,774	Laudus Rosenburg Int'l Sm Cap	4,268		2,164	-2,104	
TOTAL GAINS							700	11,132
TOTAL LOSSES							-26,877	-43,340
TOTAL REALIZED GAIN/LOSS				-58,385	0	282,879	-26,177	-32,208



Stricklin &  
Associates, P.C.

Certified  
Public  
Accountants


1540 Emerson Street  
Denver, Colorado 80218-1428  
303/832-6112 Fax 303/832-6117  
E-Mail: cpahelp@stricklincpa.com

November 11, 2010

**ACCOUNTANTS' DISCLAIMER OF OPINION**

Board of Trustees  
The Fay Shwayder Foundation  
Denver, Colorado

The accompanying information on Amended Form 990-PF, for the year ended November 30, 2008, for the Fay Shwayder Foundation, was not audited by us and, accordingly, we do not express any opinion on it. The report was prepared on a form prescribed by the Internal Revenue Service and does not include all disclosures required for the fair presentation of the financial position and results of operations of the Fay Shwayder Foundation in accordance with generally accepted accounting principles.

  
Stricklin & Associates, P.C.  
Certified Public Accountants