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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE PATOCS FOUNDATION

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

Room/suite

303 RHINEFORTE DRIVE

City or town, state, and ZIP code

CHURCHVILLE, MD 21028-1521

A Employer identification number

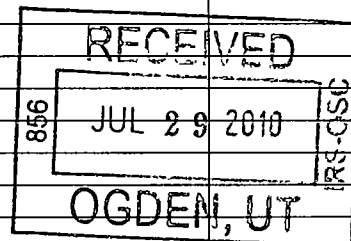
52-2067644

B Telephone number (see page 10 of the instructions)

(302) 530-8947

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 ☐H 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) ☐ \$ 3,930,471.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 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)	29,239.			
2 Check ☒ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments	1,476.	1,476.		STMT 1
4 Dividends and interest from securities	176,120.	176,120.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	175,566.			
b Gross sales price for all assets on line 6a	4,534,975.			
7 Capital gain net income (from Part IV, line 2)		175,566.		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	382,401.	353,162.		
13 Compensation of officers, directors, trustees, etc.	NONE			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	4,800.	2,400.	NONE	2,400.
c Other professional fees (attach schedule)	4,509.	4,509.		
17 Interest	59.	59.		
18 Taxes (attach schedule) (see page 14 of the instructions)	26,236.	521.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	35,604.	7,489.	NONE	2,400.
25 Contributions, gifts, grants paid	412,000.			412,000.
26 Total expenses and disbursements Add lines 24 and 25	447,604.	7,489.	NONE	414,400.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-65,203.			
b Net investment income (if negative, enter -0-)		345,673.		
c Adjusted net income (if negative, enter -0-)			-0-	



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. **STMT 6

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Operating and Administrative Expenses

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Part II Balance Sheets

Attached schedule(s) must be attached to the return. 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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	93,411.	1,712,409.	1,712,409.
	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 15 of the instructions)	NONE		STMT 7
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 8	4,367,778.	1,983,981.	1,683,109.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 9	NONE	700,000.	534,953.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,461,189.	4,396,390.	3,930,471.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,461,189.	4,396,390.	
	30 Total net assets or fund balances (see page 17 of the instructions)	4,461,189.	4,396,390.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,461,189.	4,396,390.		

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	4,461,189.
2 Enter amount from Part I, line 27a	2	-65,203.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	404.
4 Add lines 1, 2, and 3	4	4,396,390.
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	4,396,390.

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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	175,566.	
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)			3		
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. }					
				-220,399.	

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.

(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))
2007	315,075.	5,981,589.	0.052674
2006	530,250.	5,633,703.	0.094121
2005	12,500.	436,558.	0.028633
2004	174,718.	368,196.	0.474524
2003	62,200.	351,596.	0.176908
2 Total of line 1, column (d)			2 0.826860
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.165372
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 4,739,413.
5 Multiply line 4 by line 3			5 783,766.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,457.
7 Add lines 5 and 6			7 787,223.
8 Enter qualifying distributions from Part XII, line 4			8 414,400.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	6,913.
Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	
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-)		3	6,913.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		4	NONE
6 Credits/Payments		5	6,913.
a 2008 estimated tax payments and 2007 overpayment credited to 2008		6a	10,000.
b Exempt foreign organizations-tax withheld at source		6b	NONE
c Tax paid with application for extension of time to file (Form 8868)		6c	NONE
d Backup withholding erroneously withheld		6d	
7 Total credits and payments Add lines 6a through 6d		7	10,000.
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	3,087.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax		11	3,087. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ NONE (2) On foundation managers \$ NONE		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ NONE		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>M. SCOT KAUFMAN</u> Telephone no ▶ <u>302-530-8947</u>			
Located at ▶ <u>303 RHINEFORTE DRIVE, CHURCHVILLE, MD</u> ZIP + 4 ▶ <u>21028-1521</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐			
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☒ Yes ☐ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 1b ☒ X		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? N/A ☐ Yes ☐ 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 page 20 of the instructions) 2b ☐ N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2008 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 2008) 3b ☐ N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a ☐ X		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? 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))? ☐ 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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☒ X

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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) **N/A**

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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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 22 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
SEE STATEMENT 11		NONE	NONE	NONE

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 ☐ NONE

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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** (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 **NONE****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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 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 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,874,633.
b	Average of monthly cash balances	1b	1,936,954.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,811,587.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,811,587.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	72,174.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,739,413.
6	Minimum investment return. Enter 5% of line 5	6	236,971.

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)

1	Minimum investment return from Part X, line 6	1	236,971.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	6,913.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,913.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	230,058.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	230,058.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	230,058.

Part XII Qualifying Distributions (see page 25 of the 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	414,400.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	414,400.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	414,400.

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

AS AMENDED

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				230,058.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	370,090.			
e From 2007	315,075.			
f Total of lines 3a through e	685,165.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 414,400.				
a Applied to 2007, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	414,400.			
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	230,058.			230,058.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	869,507.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 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)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	869,507.			
10 Analysis of line 9				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	140,032.			
d Excess from 2007	315,075.			
e Excess from 2008	414,400.			

Form **990-PF** (2008)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2008

(b) 2007

(c) 2006

(d) 2005

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 page 27 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))

M. SCOT KAUFMAN

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

N/A

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

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 12				
Total			▶ 3a	412,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses AS AMENDED

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2008

Name of estate or trust

THE PATOCS FOUNDATION

Employer identification number

52-2067644

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-220,399.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	-220,399.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	395,965.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	395,965.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-220,399.
14 Net long-term gain or (loss):			
a Total for year	14a		395,965.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14 ▶	15		175,566.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,200	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34		

Schedule D (Form 1041) 2008

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

THE PATOCS FOUNDATION

52-2067644

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-220,399.
--	------------------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

Employer identification number

Schedule D-1 (Form 1041) 2008

FORM 990-PF - PART IV AS AMENDED
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,312,933.		GOLDMAN SACHS - ST - SEE ATTACHED PROPERTY TYPE: SECURITIES 2,482,239.				P	VARIOUS -169,306.	VARIOUS
2,166,588.		GOLDMAN SACHS - LT - SEE ATTACHED PROPERTY TYPE: SECURITIES 1,770,623.				P	VARIOUS 395,965.	VARIOUS
55,454.		BEAR STEARNS - SEE ATTACHED PROPERTY TYPE: SECURITIES 106,547.				P	VARIOUS -51,093.	VARIOUS
TOTAL GAIN (LOSS)							----- 175,566. =====	

AS AMENDED

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
M. SCOT KAUFMAN INTEREST	1,476.	1,476.
	-----	-----
TOTAL	1,476.	1,476.
	=====	=====

AS AMENDED

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BEAR STEARNS DIVIDENDS - 09417	47,425.	47,425.
BEAR STEARNS DIVIDENDS - 27838	13,378.	13,378.
CITIGROUP DIVIDENDS	10,241.	10,241.
GOLDMAN SACHS DIVIDENDS	65,989.	65,989.
GOLDMAN SACHS INTEREST	39,087.	39,087.
	-----	-----
TOTAL	176,120.	176,120.
	=====	=====

AS AMENDED

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ERNST & YOUNG	4,800.	2,400.		2,400.
	-----	-----	-----	-----
TOTALS	4,800.	2,400.	NONE	2,400.
	=====	=====	=====	=====

AS AMENDED

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BEAR STEARNS MANAGEMENT FEES	4,459.	4,459.
GOLDMAN SACHS MANAGEMENT FEES	50.	50.
	-----	-----
TOTALS	4,509.	4,509.
	=====	=====

AS AMENDED

FORM 990PF, PART I - INTEREST EXPENSE
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BEAR STEARNS	59.	59.
	-----	-----
TOTALS	59.	59.
	=====	=====

AS AMENDED

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
2007 BALANCE DUE	15,715.	
FOREIGN TAXES	521.	521.
2008 Q1 ESTIMATE	10,000.	
-----	-----	-----
TOTALS	26,236.	521.
	=====	=====

AS AMENDED

FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.
=====

BORROWER: M. SCOT KAUFMAN

ORIGINAL AMOUNT: 22,747.

PURPOSE OF LOAN: DIVIDENDS PAID IN ERROR TO M. SCOT KAUFMAN

BEGINNING BALANCE DUE NONE

TOTAL BEGINNING RECEIVABLES DUE FROM OFFICERS, ETC. NONE
=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
BEAR STEARNS #27838	969,134.	NONE	NONE
BEAR STEARNS #09417	3,390,273.	NONE	NONE
CITIGROUP	8,371.	8,371.	59,840.
GOLDMAN SACHS	NONE	1,975,610.	1,623,269.
	-----	-----	-----
TOTALS	4,367,778.	1,983,981.	1,683,109.
	=====	=====	=====

AS AMENDED

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
GOLDMAN SACHS HEDGE FUND	NONE	700,000.	534,953.
TOTALS	NONE	700,000.	534,953.
	=====	=====	=====

AS AMENDED

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----DIFFERENCE BETWEEN 1099 & MONTHLY STMTS 404.
-----TOTAL 404.
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

AS AMENDED

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PATRICIA D. KAUFMAN 303 RHINEFORTE DRIVE CHURCHVILLE, MD 21028-1521	VP & SECY 1.	NONE	NONE	NONE
M. SCOT KAUFMAN 303 RHINEFORTE DRIVE CHURCHVILLE, MD 21028-1521	PRESIDENT 1.	NONE	NONE	NONE
GRAND TOTALS				
		NONE	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

AS AMENDED

RECIPIENT NAME AND ADDRESS

AND

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT 12

NONE

UNRESTRICTED

412,000.

501(C) (3) & 170(B) (1) (A)

TOTAL CONTRIBUTIONS PAID

412,000.

ATTACHMENT TO 990PF

THE PATOCS FOUNDATION
52-2067644
12/31/2008

FORM 990PF, PART XIII: SECTION 4942(h)(2) ELECTION AS TO THE TREATMENT
OF QUALIFYING DISTRIBUTIONS

=====

Pursuant to the IRC Sec. 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the above referenced Foundation hereby elects to treat current-year distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

_____ 1. Undistributed Income from the tax years ending:

Tax Year	Amount
----------	--------

X _____ 2. Corpus



Signature

M. Scot Kaufman

Name

President

Title

AS AMENDED



Period Covering
Jan 01 08 to Dec 31 08

Account Number
003-51985-7

Account Name
THE PATOCS FOUNDATION

REALIZED GAINS AND LOSSES

YEAR TO DATE GAINS AND LOSSES

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sales Proceeds	Cost Or Other Basis	FX Gain Loss	Total Gain Loss	Holding Period
ALTRIA GROUP, INC. CMN	Dec 03 07	May 12 08	187.00	4,018.60	4,361	0.00	(342.40)	ST
ANGLO AMERICAN PLC ADR CMN	Dec 03 07	May 12 08	878.00	29,151.80	28,863.00	0.00	288.80	ST
ASTRAZENECA PLC SPONS ADR SPONSORED ADR CMN	Dec 03 07	May 12 08	205.00	8,379.30	9,668.00	0.00	(1,288.70)	ST
AT&T INC CMN	Dec 03 07	May 12 08	251.00	8,796.47	9,608.00	0.00	188.47	ST
AXA-UP AMERICAN DEPOSITORY SHARES	Dec 03 07	May 12 08	598.00	22,107.93	24,199.00	0.00	(2,051.07)	ST
BANCO BILBAO VIZCAYA S A ADR SPONSORED ADR CMN US\$3.3296	Dec 03 07	May 12 08	389.00	9,130.78	9,636.00	0.00	(505.22)	ST
BB&T CORPORATION CMN	Dec 03 07	May 12 08	522.00	18,329.55	24,143.00	0.00	(5,813.45)	ST
BB&T CORPORATION CMN	Dec 03 07	May 12 08	671.00	23,632.48	24,077.00	0.00	(444.52)	ST
BRISTOL-MYERS SQUIBB COMPANY CMN	Dec 03 07	May 12 08	329.00	7,084.32	9,676.00	0.00	(2,591.68)	ST
CARNIVAL CORPORATION CMN	Dec 03 07	May 12 08	216.00	8,756.59	9,690.00	0.00	(933.41)	ST
CBS CORPORATION CMN CLASS B	Dec 03 07	May 12 08	356.00	8,746.87	9,651.00	0.00	(904.13)	ST
CHUNGHWA TELECOM COMPANY LTD SPONSORED ADR CMN	Dec 03 07	May 12 08	1,344.00	33,683.00	29,048.00	0.00	4,635.00	ST
CINCINNATI FINANCIAL CRP CMN	Dec 03 07	May 12 08	243.00	8,611.87	9,675.00	0.00	(1,063.13)	ST
CITIGROUP INC. CMN	Dec 03 07	May 12 08	878.00	20,747.02	28,860.00	0.00	(8,112.98)	ST
COMERICA INC CMN	Dec 03 07	May 12 08	632.00	25,047.02	28,990.00	0.00	(3,942.98)	ST
CREDIT SUISSE GROUP SPON ADR SPONSORED ADR CMN	Dec 03 07	May 12 08	160.00	8,740.75	9,632.00	0.00	(891.25)	ST
DEUTSCHE BANK AKTIENGESELLSCHA CMN	Dec 03 07	May 12 08	111.00	13,249.99	14,541.00	0.00	(1,291.01)	ST

AMENDED



Period Covering
Jan 01 08 to Dec 31 08

Account Number
003-51985-7

Account Name
THE PATOCS FOUNDATION

REALIZED GAINS AND LOSSES

YEAR TO DATE GAINS AND LOSSES

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sales Proceeds	Cost Or Other Basis	FX Gain/Loss	Total Gain/Loss	Holding Period
DOW CHEMICAL CO CMN	Dec 03 07	May 12 08	348.00	14,525.43	14,449.00	0.00	76.43	ST
E.I. DU PONT DE NEMOURS AND C CMN	Dec 03 07	May 12 08	205.00	10,122.88	9,664.00	0.00	458.88	ST
EMBARQ CORPORATION CMN	Dec 03 07	May 12 08	479.00	21,118.99	24,163.00	0.00	(3,044.01)	ST
ENVI S P A SPON ADR SPONSORED ADR CMN	Dec 03 07	May 12 08	340.00	26,910.84	24,147.00	0.00	2,763.84	ST
FANNIE MAE COMMON STOCK CMN	Dec 03 07	May 12 08	666.00	18,562.91	24,202.00	0.00	(5,639.09)	ST
FIFTH THIRD BANCORP CMN	Dec 03 07	May 12 08	956.00	20,247.96	28,821.00	0.00	(8,573.04)	ST
GENIECO CORP CMN	May 12 08	May 12 08	396.00	11,901.67	14,466.00	0.00	(2,564.33)	ST
GENERAL ELECTRIC CO CMN	Oct 05 06	May 12 08	10,000.00	324,098.18	365,877.00	0.00	(41,778.82)	LT
GLAXOSMITHKLINE PLC SPONSORED ADR CMN	Dec 03 07	May 12 08	454.00	19,948.64	24,144.00	0.00	(4,195.36)	ST
HEWLETT-PACKARD CO CMN	Sep 28 07	May 12 08	10,000.00	497,609.21	500,759.00	0.00	(3,149.79)	ST
HSBC HOLDINGS PLC SPONSORED ADR CMN	Dec 03 07	May 12 08	286.00	24,710.26	24,133.00	0.00	577.26	ST
ING GROEP N V SPONS ADR SPONSORED ADR CMN	Dec 03 07	May 12 08	626.00	24,004.71	24,096.00	0.00	(91.29)	ST
KEYCORP CMN	Dec 03 07	May 12 08	1,112.00	27,183.12	28,790.00	0.00	(1,606.88)	ST
MARSHALL & ILISLEY CORPORATION CMN	Dec 03 07	May 12 08	465.00	11,857.43	14,452.00	0.00	(2,594.57)	ST
MASCO CORPORATION CMN	Dec 03 07	May 12 08	650.00	12,005.43	14,424.00	0.00	(2,418.57)	ST
MATTEL INC CMN	Dec 03 07	May 12 08	490.00	9,432.44	9,638.00	0.00	(205.56)	ST
MC DONALDS CORP CMN	Sep 13 07	May 12 08	10,000.00	607,782.59	547,218.00	0.00	60,564.59	ST

AS AMENDED



Period Covering
Jan 01 08 to Dec 31 08

Account Number
003-51985-7

Account Name

THE PATOCS FOUNDATION

REALIZED GAINS AND LOSSES

YEAR TO DATE GAINS AND LOSSES

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sales Proceeds	Cost Or Other Basis	FX Gain/Loss	Total Gain/Loss	Holding Period
PRIZER INC. CMN	Dec 03 07	May 12 08	1,024.00	20,326.28	24,045.00	0.00	(3,718.72)	ST
PITNEY-BOWES INC CMN	Dec 03 07	May 12 08	254.00	9,434.49	9,609.00	0.00	(174.51)	ST
PROCTER & GAMBLE COMPANY (THE) CMN	Dec 23 05	May 12 08	10,000.00	652,452.34	540,751.00	0.00	111,701.34	LT
REGIONS FINANCIAL CORPORATION CMN	Dec 03 07	May 12 08	1,107.00	23,894.01	28,848.00	0.00	(4,953.99)	ST
REYNOLDS AMERICAN INC. CMN	Dec 03 07	May 12 08	345.00	18,724.49	24,247.00	0.00	(5,522.51)	ST
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A	Dec 03 07	May 12 08	180.00	14,574.51	14,477.00	0.00	97.51	ST
STATOILHYDRO ASA SPONSORED ADR CMN	Dec 03 07	May 12 08	447.00	17,135.42	14,505.00	0.00	2,630.42	ST
SUNTRUST BANKS INC \$1.00 PAR CMN	Dec 03 07	May 12 08	207.00	11,728.55	14,515.00	0.00	(2,786.45)	ST
TAIWAN SEMICONDUCTOR MFG(ADS) LTD ADS (1 ADS=5 ORDS)	Dec 03 07	May 12 08	1,476.00	16,486.82	14,480.00	0.00	2,006.82	ST
TIFFANY & CO CMN	Oct 18 07	May 12 08	10,000.00	435,028.56	571,673.00	0.00	(136,644.44)	ST
U.S. BANCORP CMN	Dec 03 07	May 12 08	733.00	25,013.11	24,116	0.00	897	ST
VERIZON COMMUNICATIONS INC. CMN	Dec 03 07	May 12 08	336.00	12,751.12	14,485.00	0.00	(1,733.88)	ST
VERIZON FONE GROUP PLC SPONSORED ADR CMN	Dec 03 07	May 12 08	386.00	12,249.56	14,452.00	0.00	(2,202.44)	ST
WACHOVIA CORPORATION CMN	Dec 03 07	May 12 08	682.00	19,248.93	28,917.00	0.00	(9,668.07)	ST
WELLS FARGO & CO (NEW) CMN	Dec 03 07	May 12 08	455.00	13,549.82	14,519.00	0.00	(969.18)	ST
BANK OF AMERICA CORP CMN	Sep 02 03	Jun 23 08	45,491.00	1,190,037.87	863,995.00	0.00	326,042.87	LT

AS AMENDED



Period Covering
Jan 01 08 to Dec 31 08

Account Number
003-51985-7

Account Name
THE PATOCS FOUNDATION

REALIZED GAINS AND LOSSES

YEAR TO DATE GAINS AND LOSSES									
	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sales Proceeds	Cost Or Other Basis	FX Gain Loss	Total Gain Loss	Holding Period	
TOTALS	Dec 03 07	Jun 23 08	636.00	16,537.67	28,900.00	0.00	(12,262.33)	ST	
				4,479,521.47	4,452,862	0.00	226,659		
SHORT TERM GAINS				858,904.02	783,315	0.00	75,589		
SHORT TERM LOSSES				1,454,029.06	1,198,924	0.00	(244,898)		
NET SHORT TERM LOSS				2,312,933.08	2,482,239	0.00	(169,306)		
LONG TERM GAINS				1,842,490.21	1,404,746.00	0.00	437,744.21		
LONG TERM LOSSES				324,098.18	365,877.00	0.00	(41,778.82)		
NET LONG TERM GAIN				2,166,588.39	1,770,623.00	0.00	395,965.39		

AS AMENDED

Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2008 To 12/31/2008)5/4/09 12:58 pm
Page 1 of 2

AE : SHERESKY, SHERESKY AE # : 0R28

Account : Kaufman-Patocs SMA Enh Div / 220-27838

Home : 410-836-2877

Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
364 00	CIT GROUP INC NEW		12/3/07	26.410	9,613.24	3/18/08	11.912	4,336.14	(5,277.10)	
		Symbol CIT								
2,728 00	COUNTRYWIDE FINANCIAL CORP		12/3/07	10.640	29,025.92	1/10/08	5.130	13,994.42	(15,031.50)	
		Cusip 222372104000								
6 00	FAIRPOINT COMMUNICATIONS INC		12/3/07	10.378	62.27	4/3/08	7.710	46.26	(16.01)	
		Symbol FRP								
1,447.00	NATIONAL CITY CORP		12/3/07	19.860	28,737.42	3/19/08	9.393	13,591.96	(15,145.46)	
		Cusip 635405103000								
187 00	PHILIP MORRIS INTERNATIONAL INC		12/3/07	53.890	10,077.49	4/3/08	50.900	9,518.28	(559.21)	
		Symbol PM								

The information contained herein has been obtained from sources deemed to be reliable but not guaranteed for accuracy by Bear Stearns, a division of J.P. Morgan Securities Inc. All closing transactions will be treated on a FIFO basis unless an accurately specified versus purchase trailer is entered.

Unless your Investment Professional has updated all acquisition costs for securities not purchased at Bear Stearns, a division of J.P. Morgan, updated lots purchased prior to 1995, and reviewed the effects of corporate actions and journal entries, this report may contain inaccuracies. Please use your monthly statement as the Official record of your activity. Contact your Investment Professional for additional information.

AE #: 0R28

AE: SHERESKY, SHERESKY

Account: Kaufman-Patocs SMA Enh Div / 220-27838

Home : 410-836-2877

Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
1,488.00	WASHINGTON MUTUAL INC		12/3/07	19,510	29,030.88	3/18/08	9.386	13,966.45	(15,064.43)	
								-		
				:	106,547.22			55,453.51	(51,093.71)	0.00
Sub Total of Common Stock				:	106,547.22			55,453.51	(51,093.71)	0.00
Total of LONG TRANSACTIONS										
					106,547.22			55,453.51	(51,093.71)	0.00
Grand Total										

The information contained herein has been obtained from sources deemed to be reliable but not guaranteed for accuracy by Bear Stearns, a division of J.P. Morgan Securities Inc.

Unless your Investment Professional has updated all acquisition costs for securities not purchased at Bear Stearns, a division of J.P. Morgan, updated lots purchased prior to 1995, and reviewed the effects of corporate actions and journal entries, this report may contain inaccuracies. Please use your monthly statement as the Official record of your activity. Contact your Investment Professional for additional information.

Due to the reporting requirements of some financial transactions, the information on this report may not match the 1099.

AS AMENDED

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ X
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer Identification number
	THE PATOCS FOUNDATION	52-2067644
	Number, street, and room or suite no. If a P O box, see instructions.	
	303 RHINEFORTE DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	CHURCHVILLE, MD 21028-1521	

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ M. SCOT KAUFMAN

Telephone No. ▶ 302 530-8947

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2009 to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ ☒ calendar year 2008 or
- ▶ ☐ tax year beginning _____, _____, and ending _____.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 6,892.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 10,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 4-2008)

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE PATOCS FOUNDATION	Employer identification number 52-2067644
	Number, street, and room or suite no. If a P.O. box, see instructions. 303 RHINEFORTE DRIVE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHURCHVILLE, MD 21028-1521	

Check type of return to be filed (File a separate application for each return):

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **M. SCOT KAUFMAN**

Telephone No. **302 530-8947**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/2009**.

5 For calendar year **2008**, or other tax year beginning and ending .

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	6,892.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	10,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Sandra C. Hou** Title **CPA** Date **8/11/09**

ERNST & YOUNG U.S. LLP, SANDRA C. HOU
8484 WESTPARK DRIVE
MCLEAN, VA 22102

Form 8868 (Rev. 4-2008)