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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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 JUL 1, 2008, and ending JUN 30, 2009
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: **GIANT EAGLE FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **101 KAPPA DRIVE**

Room/suite:

City or town, state, and ZIP code: **PITTSBURGH, PA 15238**

A Employer identification number: **20-2734721**

B Telephone number: **(412) 963-6200**

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 foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 37,619,579.**

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	4,528,007.			
2	Check <input 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	802,518.	802,518.	802,518.	STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,640,796.			
b	Gross sales price for all assets on line 6a	15,111,824.			
7	Capital gain net income (from Part IV, line 2)		2,640,796.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<51,658.>	<51,658.>	<51,658.>	STATEMENT 2
12	Total. Add lines 1 through 11	7,919,663.	3,391,656.	750,860.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees	STMT 3	101,965.	101,965.	0.
17	Interest		418.	418.	0.
18	Taxes	STMT 4	34,800.	34,800.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	15.	15.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		137,198.	137,198.	0.
25	Contributions, gifts, grants paid		3,761,851.		3,761,851.
26	Total expenses and disbursements. Add lines 24 and 25		3,899,049.	137,198.	0.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		4,020,614.		
b	Net investment income (if negative, enter -0-)		3,254,458.		
c	Adjusted net income (if negative, enter -0-)			750,860.	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	89,762.	93,926.	93,926.
	3 Accounts receivable ▶ 30,217.			
	Less: allowance for doubtful accounts ▶	23,047.	30,217.	30,217.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	94,382.	124,582.	124,582.
	10a Investments - U.S. and state government obligations STMT 8	4,461,419.	5,702,790.	5,948,869.
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	29,502,739.	32,421,380.	31,421,985.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	34,171,349.	38,372,895.	37,619,579.
	17 Accounts payable and accrued expenses	11,252.	11,114.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	11,252.	11,114.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	34,160,097.	38,361,781.	
Net Assets or Fund Balances	30 Total net assets or fund balances	34,160,097.	38,361,781.	
	31 Total liabilities and net assets/fund balances	34,171,349.	38,372,895.	

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	34,160,097.
2 Enter amount from Part I, line 27a	2	4,020,614.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	181,070.
4 Add lines 1, 2, and 3	4	38,361,781.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,361,781.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 15,111,824.		12,379,843.	2,640,796.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,640,796.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,640,796.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	7,775.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	2,688,676.	33,619,825.	.079973
2006	3,738,268.	32,821,336.	.113897
2005	3,271,530.	25,853,250.	.126542
2004			
2003			

2 Total of line 1, column (d)	2	.320412
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	.106804
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	30,860,893.
5 Multiply line 4 by line 3	5	3,296,067.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,545.
7 Add lines 5 and 6	7	3,328,612.
8 Enter qualifying distributions from Part XII, line 4	8	3,761,851.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	32,545.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	32,545.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	32,545.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	124,582.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	124,582.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	92,037.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10	X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>HOWARD PLUNG</u> Telephone no. ► <u>412-281-8771</u> Located at ► <u>4 GATEWAY CENTER, 9TH FLOOR PITTSBURGH, PA</u> ZIP+4 ► <u>15222</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If 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.

(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		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	31,199,469.
b	Average of monthly cash balances	1b	71,671.
c	Fair market value of all other assets	1c	59,716.
d	Total (add lines 1a, b, and c)	1d	31,330,856.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	31,330,856.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	469,963.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,860,893.
6	Minimum investment return. Enter 5% of line 5	6	1,543,045.

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

1	Minimum investment return from Part X, line 6	1	1,543,045.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	32,545.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,545.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,510,500.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,510,500.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,510,500.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,761,851.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,761,851.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	32,545.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,729,306.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,510,500.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005	2,007,238.			
d From 2006	2,196,907.			
e From 2007	1,155,739.			
f Total of lines 3a through e	5,359,884.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 3,761,851.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				1,510,500.
e Remaining amount distributed out of corpus	2,251,351.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,611,235.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	7,611,235.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005	2,007,238.			
c Excess from 2006	2,196,907.			
d Excess from 2007	1,155,739.			
e Excess from 2008	2,251,351.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

00100-12

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 Paid during the year				
SEE ATTACHED SCHEDULE	NONE	EXEMPT	CHARITABLE PURPOSES	3,761,851.
Total				3,761,851.
b Approved for future payment				
NONE				
Total				0.

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

- | | | Yes | No |
|----------|--|-----|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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

Paid Preparer's Use Only	Signature of officer or trustee <u>[Signature]</u>	Date <u>5-4-10</u>	Title <u>Director</u>
	Preparer's signature <u>[Signature]</u>	Date <u>4-27-10</u>	Check if self-employed <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code	LOUIS PLUNG & COMPANY LLP 4 GATEWAY CENTER, 9TH FL PITTSBURGH, PA 15222		Preparer's identifying number <u>00325257</u> EIN <u>25-1617458</u> Phone no. <u>(412) 281-8771</u>

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

Employer identification number

GIANT EAGLE FOUNDATION

20-2734721

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

GIANT EAGLE FOUNDATION

20-2734721

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GIANT EAGLE INC. 101 KAPPA DRIVE PITTSBURGH, PA 15238	\$ 4,528,007.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

GIANT EAGLE FOUNDATION

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	194391.948 VANGUARD FIXED INCOME SECURITY FUND	P	VARIOUS	07/14/08
b	7287.26 VANGUARD INDEX TRUST	P	VARIOUS	07/14/08
c	85313.832 VANGUARD FIXED INCOME SECURITY FUND	P	VARIOUS	08/06/08
d	1675.351 VANGUARD INDEX TRUST	P	VARIOUS	08/06/08
e	80434.11 VANGUARD SHORT TERM TREASURY	P	VARIOUS	09/02/08
f	4635.356 VANGUARD TOTAL STOCK MARKET INDEX FUND	P	VARIOUS	09/02/08
g	9575.487 VANGUARD TOTAL STOCK MARKET FUND	P	VARIOUS	09/03/08
h	9302.326 VANGUARD SHORT TERM TREASURY	P	VARIOUS	09/03/08
i	2507.839 VANGUARD TOTAL INTERNATIONAL STOCK INDEX	P	VARIOUS	09/04/08
j	146048.11 VANGUARD TOTAL STOCK MARKET INDEX FUND	P	VARIOUS	09/24/08
k	195618.153 VANGUARD TOTAL STOCK MARKET INDEX FUND	P	VARIOUS	10/07/08
l	925.069 VANGUARD SHORT TERM TREASURY	P	VARIOUS	04/06/09
m	74280.409 VANGUARD SHORT TERM TREASURY	P	VARIOUS	06/25/09
n	LOSS FROM GROSVENOR INSTITUTIONAL PARTNERS			
o	LOSS FROM GROSVENOR INSTITUTIONAL PARTNERS			

(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 2,076,106.		2,054,829.	21,277.
b 220,221.		249,881.	<29,660.>
c 912,858.		899,656.	13,202.
d 52,472.		45,985.	6,487.
e 863,058.		847,776.	15,282.
f 145,921.		95,164.	50,757.
g 300,000.		196,585.	103,415.
h 100,000.		98,047.	1,953.
i 39,200.		42,608.	<3,408.>
j 4,250,000.		2,998,368.	1,251,632.
k 5,000,000.		4,033,654.	966,346.
l 10,000.		10,120.	<120.>
m 800,000.		807,170.	<7,170.>
n			<3,472.>
o			<87,109.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 21,277.
b			** <29,660.>
c			** 13,202.
d			** 6,487.
e			** 15,282.
f			** 50,757.
g			** 103,415.
h			** 1,953.
i			** <3,408.>
j			** 1,251,632.
k			** 966,346.
l			** <120.>
m			** <7,170.>
n			** <3,472.>
o			** <87,109.>

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

2

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

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

GIANT EAGLE FOUNDATION

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	GAIN FROM MELLON PRIVATE EQUITY IV			
b	LOSS FROM MELLON PRIVATE EQUITY IV			
c	GAIN FROM MELLON PRIVATE EQUITY V			
d	GAIN FROM MELLON PRIVATE EQUITY V			
e	SECTION 1256 LOSS FROM PARTNERSHIPS			
f	SECTION 1256 LOSS FROM PARTNERSHIPS			
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			19.
b			<582.>
c			1,272.
d			1,021.
e			<1,400.>
f			<934.>
g	341,988.		341,988.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 19.
b			<582.>
c			** 1,272.
d			1,021.
e			** <1,400.>
f			<934.>
g			341,988.
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,640,796.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	7,775.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
DIVIDENDS FROM PARTNERSHIPS	5,603.	0.	5,603.	
INTEREST FROM PARTNERSHIPS	9,023.	0.	9,023.	
MELLON BANK, N.A. - DIVIDENDS	822,308.	341,988.	480,320.	
MELLON BANK, N.A. - INTEREST	307,572.	0.	307,572.	
TOTAL TO FM 990-PF, PART I, LN 4	1,144,506.	341,988.	802,518.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
LOSS FROM PARTNERSHIP INTERESTS	<51,661.>	<51,661.>	<51,661.>	
MISCELLANEOUS INCOME	3.	3.	3.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<51,658.>	<51,658.>	<51,658.>	

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES-MELLON BANK	86,465.	86,465.	0.	0.
INVESTMENT FEES-YANNI PARTNERS	15,500.	15,500.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	101,965.	101,965.	0.	0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAX EXPENSE	34,800.	34,800.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	34,800.	34,800.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PA REGISTRATION	15.	15.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	15.	15.	0.	0.	

FOOTNOTES				STATEMENT	6
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PAGE 9, PART XIII, LINE 3E - EXCESS DISTRIBUTIONS CARRYOVER
 THE GIANT EAGLE FOUNDATION, EIN 25-6033905, MADE AN ELECTION
 UPON DISSOLUTION TO TRANSFER ITS EXCESS DISTRIBUTIONS CARRY-
 OVER OF \$102,608 TO TAXPAYER, WHICH IS ITS SUCCESSOR. THE
 GIANT EAGLE FOUNDATION MADE THIS ELECTION UNDER REGULATIONS
 SECTION 53.4942(A)-3(D)(2) IN LINE WITH REV.RUL 78-387.
 GIANT EAGLE FOUNDATION 2006 EXCESS DISTRIBUTION CARRYOVER 2,156,249.
 TRANSFER FROM THE GIANT EAGLE FOUNDATION-2006 CARRYOVER 40,658.

REVISED 2006 EXCESS DISTRIBUTIONS CARRYOVER 2,196,907.

GIANT EAGLE FOUNDATION 2007 EXCESS DISTRIBUTION CARRYOVER 1,093,789.
 TRANSFER FROM THE GIANT EAGLE FOUNDATION-2007 CARRYOVER 10,646.
 TRANSFER FROM THE GIANT EAGLE FOUNDATION-2008 CARRYOVER 51,304.

REVISED 2007 EXCESS DISTRIBUTIONS CARRYOVER 1,155,739.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
TRANSFER OF ASSETS OF ASSETS FROM THE GIANT EAGLE FOUNDATION, EIN#25-6033905	181,070.
TOTAL TO FORM 990-PF, PART III, LINE 3	181,070.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY BONDS 3.875% 4/15/29	X		5,702,790.	5,948,869.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,702,790.	5,948,869.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,702,790.	5,948,869.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
16533.946 SHARES VANGUARD SHORT TERM BOND INDEX FUND	COST	163,198.	170,630.
MELLON PRIVATE EQUITY FUND IV	COST	507,808.	515,100.
MELLON PRIVATE EQUITY FUND V	COST	464,218.	421,200.
GROSVENOR INSTITUTIONAL PARTNERS, LP	COST	3,896,962.	3,344,992.
ISRAEL BOND VAR% 5/1/10	COST	35,000.	34,998.
ISRAEL BOND 4.75% 10/15/15	COST	1,000,000.	1,000,000.
ISRAEL BOND 11/1/16	COST	500,000.	499,980.
ISRAEL BOND 5/1/12	COST	920,000.	920,000.
1914482.662 VANGUARD SHORT TERM TREASURY FUND	COST	20,443,062.	20,676,413.
181270.327 VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	COST	2,993,241.	2,166,180.
74299.939 VANGUARD TOTAL STOCK MARKET INDEX FUND	COST	1,497,891.	1,672,492.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,421,380.	31,421,985.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 10
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NAME OF CONTRIBUTOR	ADDRESS
GIANT EAGLE, INC.	101 KAPPA DRIVE, PITTSBURGH, PA 15238

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES PORTER 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
GERALD CHAIT 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
EDWARD MORAVITZ 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
NORMAN WEIZENBAUM 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
DAVID SHAPIRA 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
DONALD S. PLUNG 4 GATEWAY CENTER 9TH FLOOR PITTSBURGH, PA 15222	DIRECTOR	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

**GIANT EAGLE FOUNDATION
CHARITABLE DONATIONS PAID
FOR YEAR ENDED JUNE 30, 2009**

PAID TO	CHARITABLE AMOUNT
ACHIEVEMENT CENTERS FOR CHILDREN HIGHLAND HILLS, OH	10,000 00
ACID PITTSBURGH, PA	1,000.00
ADAGIO HEALTH, INC. PITTSBURGH, PA	5,000.00
AGENCY FOR JEWISH LEARNING PITTSBURGH, PA	100,000.00
AKRON-CANTON REGIONAL FOODBANK AKRON, OH	8,333.33
ALLEGHENY VALLEY SCHOOL CORAOPOLIS, PA	5,000.00
ALTA HOUSE CLEVELAND, OH	3,000 00
ALZHEIMERS ASSOCIATION CLEVELAND, OH	4,000.00
AMERICAN FRIENDS OF BEIT ISSIE SHAPIRO NEW YORK, NY	15,000.00
AMERICAN FRIENDS OF ISRAEL PITTSBURGH, PA	180.00
AMERICAN FRIENDS OF UNION OF PROGRESSIVE JEWS NEW YORK, NY	10,000.00
AMERICAN HEART ASSOCIATION PITTSBURGH, PA	10,000.00
AMERICAN RED CROSS PITTSBURGH, PA	10,000.00
ANTI-DEFAMATION LEAGUE CLEVELAND, OH	3,000.00
AUGUST WILSON CENTER PITTSBURGH, PA	30,000.00
BEACON STREET PERFORMING ARTS IN MINISTRY CLEVELAND, OH	6,000.00
BECK CENTER FOR THE ARTS LAKEWOOD, OH	3,000.00
BELLEFAIRE JCB SHAKER HEIGHTS, OH	4,000.00
BELLFLOWER CENTER CLEVELAND, OH	3,000.00
BETHLEHEM HAVEN PITTSBURGH, PA	2,000.00
BIG BROTHERS BIG SISTERS OF GREATER CLEVELAND CLEVELAND, OH	3,000.00
BOYS HOPE - GIRLS HOPE GARFIELD HEIGHTS, OH	4,000.00
CANCER CARING CENTER PITTSBURGH, PA	5,000.00
CARNEGIE MELLON UNIVERSITY PITTSBURGH, PA	600,000.00
CARNEGIE MUSEUM OF NATURAL HISTORY PITTSBURGH, PA	10,000.00
CARNEGIE MUSEUMS OF PITTSBURGH PITTSBURGH, PA	10,000.00
CARRIAGE HOUSE CHILDREN'S CENTER PITTSBURGH, PA	5,000.00

**CHARITABLE DONATIONS PAID
FOR YEAR ENDED JUNE 30, 2009**

PAID TO	CHARITABLE AMOUNT
CATHOLIC CHARITIES PITTSBURGH, PA	5,000.00
CATHOLIC DIOCESE OF CLEVELAND CLEVELAND, OH	58,333.33
CENTER FOR FAMILIES AND CHILDREN CLEVELAND, OH	5,000.00
CHAMPION OF CHILDREN COLUMBUS, OH	5,000.00
CHILDREN'S INSTITUTE PITTSBURGH, PA	10,000.00
CITY MISSION CLEVELAND, OH	5,000.00
CITY OF ROCKY RIVER ROCKY RIVER, OH	5,000.00
CITY THEATRE PITTSBURGH, PA	25,000.00
CLEVELAND CENTRAL CATHOLIC HIGH SCHOOL CLEVELAND, OH	15,000.00
CLEVELAND FOODBANK CLEVELAND, OH	20,000.00
CLEVELAND HEARING AND SPEECH CENTER CLEVELAND, OH	3,000.00
CLEVELAND INSTITUTE OF ART CLEVELAND, OH	3,000.00
CLEVELAND INSTITUTE OF MUSIC CLEVELAND, OH	3,000.00
CLEVELAND MUSEUM OF ART CLEVELAND, OH	10,000.00
CLEVELAND MUSEUM OF NATURAL HISTORY CLEVELAND, OH	5,000.00
CLEVELAND ORCHESTRA CLEVELAND, OH	12,500.00
CLEVELAND PLAY HOUSE CLEVELAND, OH	5,000.00
CLEVELAND RAPE CRISIS CENTER CLEVELAND, OH	4,000.00
CLEVELAND SCHOLARSHIP PROGRAMS, INC. CLEVELAND, OH	10,000.00
CLEVELAND SIGHT CENTER CLEVELAND, OH	5,000.00
COMMUNITY DAY SCHOOL PITTSBURGH, PA	30,000.00
CONGREGATION BETH SHALOM PITTSBURGH, PA	7,950.00
CORNUCOPIA, INC./NATURE'S BIN LAKEWOOD, OH	5,000.00
CRAY YOUTH AND FAMILY SERVICES NEW CASTLE, PA	5,000.00
CRISIS SHELTER OF LAWRENCE COUNTY NEW CASTLE, PA	5,000.00
CUYAHOGA COUNTY PUBLIC LIBRARY PARMA, OH	5,000.00
DANCE ALLOY THEATER PITTSBURGH, PA	1,000.00
DIABETES ASSOCIATION OF CLEVELAND CLEVELAND, OH	3,000.00

**CHARITABLE DONATIONS PAID
FOR YEAR ENDED JUNE 30, 2009**

PAID TO	CHARITABLE AMOUNT
DOMESTIC VIOLENCE CENTER CLEVELAND, OH	5,000.00
EASTER SEALS OF WESTERN PA PITTSBURGH, PA	2,000.00
EL BARIO CLEVELAND, OH	4,000.00
EXTRA MILE FOUNDATION PITTSBURGH, PA	30,000.00
FAMILY TRANSITIONAL HOUSING, INC. CLEVELAND, OH	5,000.00
FRIENDSHIP CIRCLE OF PITTSBURGH PITTSBURGH, PA	1,000.00
GATEWAY REHABILITATION CENTER PITTSBURGH, PA	12,500.00
GATHERING PLACE BEACHWOOD, OH	10,000.00
GILDA'S CLUB OF WESTERN PENNSYLVANIA PITTSBURGH, PA	10,000.00
GREAT LAKES SCIENCE CENTER CLEVELAND, OH	5,000.00
GREATER PITTSBURGH COUNCIL PITTSBURGH, PA	5,000.00
HABITAT FOR HUMANITY CLEVELAND, OH	10,000.00
HAP ENTERPRISES BEAVER, PA	1,500.00
HATTIE LARLHAM FOUNDATION MANTUA, OH	5,000.00
HILLEL ACADEMY PITTSBURGH, PA	25,000.00
HILLEL JEWISH UNIVERSITY CENTER PITTSBURGH, PA	25,000.00
HIRAM HOUSE CHAGRIN FALLS, OH	5,000 00
HISTORICAL SOCIETY OF WESTERN PENNSYLVANIA PITTSBURGH, PA	5,000.00
HORTICULTURAL SOCIETY OF WESTERN PENNSYLVANIA PITTSBURGH, PA	5,000.00
IDEASTREAM CLEVELAND, OH	5,000.00
JEWISH ASSOCIATION ON AGING PITTSBURGH, PA	5,000.00
JEWISH COMMUNITY CENTER OF GREATER PITTSBURGH PITTSBURGH, PA	50,000.00
JEWISH COMMUNITY FEDERATION OF CLEVELAND CLEVELAND, OH	25,000.00
JEWISH FAMILY SERVICE ASSOCIATION OF CLEVELAND BEECHWOOD, OH	5,000.00
JEWISH FAMILY SERVICES COLUMBUS, OH	2,500.00
JEWISH NATIONAL FUND PITTSBURGH, PA	25,000.00
JEWISH RESIDENTIAL SERVICES PITTSBURGH, PA	25,000 00
JOB EXPLORATION TRAINING AKRON CENTER AKRON, OH	7,600.00

**CHARITABLE DONATIONS PAID
FOR YEAR ENDED JUNE 30, 2009**

PAID TO	CHARITABLE AMOUNT
JOSEPH'S HOME CLEVELAND, OH	5,000.00
JUVENILE DIABETES FOUNDATION PITTSBURGH, PA	5,000.00
KOLLEL - JEWISH LEARNING CENTER PITTSBURGH, PA	35,000.00
LADIES HOSPITAL AID SOCIETY PITTSBURGH, PA	3,000.00
LAKEWOOD DEPARTMENT OF HUMAN SERVICES LAKEWOOD, OH	7,500.00
LEUKEMIA & LYMPHOMA SOCIETY CLEVELAND, OH	5,000.00
LEUKEMIA & LYMPHOMA SOCIETY PITTSBURGH, PA	3,500.00
LIFESHARE ELYRIA, OH	5,000.00
LINCOLN ELEMANTARY SCHOOL LAKEWOOD, OH	8,000.00
LITTLE SISTERS OF THE POOR PITTSBURGH, PA	5,000.00
LITTLEST HEROES CHESTERLAND, OH	3,000.00
MAGNIFICAT HIGH SCHOOL ROCKY RIVER, OH	5,000.00
MAKE-A-WISH FOUNDATION PITTSBURGH, PA	7,500.00
MAKE-A-WISH FOUNDATION N.E. OHIO AND KENTUCKY CLEVELAND, OH	5,000.00
MALACHI HOUSE CLEVELAND, OH	6,000.00
MATTRESS FACTORY PITTSBURGH, PA	5,000.00
MAY DUGAN MULTI-SERVICE CENTER CLEVELAND, OH	5,000.00
MENTAL HEALTH ASSOC. IN WESTMORELAND COUNTY GREENSBURG, PA	1,000.00
MENTAL HEALTH SERVICES FOR HOMELESS PERSONS CLEVELAND, OH	5,000.00
METRO CATHOLIC HIGH SCHOOL CLEVELAND, OH	5,000.00
NATIONAL AVIARY PITTSBURGH, PA	20,000.00
NCCJ DIVERSITY CENTER OF N.E. OHIO CLEVELAND, OH	3,000.00
NATIONAL COUNCIL OF JEWISH WOMEN PITTSBURGH, PA	1,000.00
OPEN STAGE THEATRE PITTSBURGH, PA	5,000.00
PENNSYLVANIA RESOURCE COUNCIL PITTSBURGH, PA	5,000.00
PERSAD CENTER PITTSBURGH, PA	10,000.00
PHIPPS CONSERVATORY PITTSBURGH, PA	20,000.00
PITTSBURGH AIDS TASK FORCE PITTSBURGH, PA	7,500.00

**CHARITABLE DONATIONS PAID
FOR YEAR ENDED JUNE 30, 2009**

PAID TO	CHARITABLE AMOUNT
PITTSBURGH BALLET THEATRE PITTSBURGH, PA	25,000.00
PITTSBURGH CULTURAL TRUST PITTSBURGH, PA	10,000.00
PITTSBURGH OPERA PITTSBURGH, PA	30,000.00
PITTSBURGH PUBLIC THEATER PITTSBURGH, PA	7,500.00
PITTSBURGH SYMPHONY ORCHESTRA PITTSBURGH, PA	185,000.00
PITTSBURGH ZOO PITTSBURGH, PA	16,666.66
PLAYHOUSE SQUARE FOUNDATION CLEVELAND, OH	10,000.00
PREVENT BLINDNESS OHIO CLEVELAND, OH	3,000.00
PROJECT LEARN CLEVELAND, OH	3,000.00
PROJECT LOVE BEACHWOOD, OH	3,000.00
PROVIDENCE HOUSE CLEVELAND, OH	6,000.00
RADIO INFORMATION SERVICE PITTSBURGH, PA	5,000.00
RIVERVIEW TOWERS PITTSBURGH, PA	30,000.00
ROCKY RIVER COMMUNITY CHALLENGE ROCKY RIVER, OH	3,000.00
RSVP OF GREATER CLEVELAND CLEVELAND, OH	3,000.00
SALVATION ARMY CLEVELAND, OH	8,000.00
SALVATION ARMY PITTSBURGH, PA	20,000.00
SECOND HARVEST OF MAHONING VALLEY YOUNGSTOWN, OH	5,000.00
SENATOR JOHN HEINZ HISTORY CENTER PITTSBURGH, PA	5,000.00
SETON HILL UNIVERSITY GREENSBURG, PA	5,000.00
SPROUT FUND PITTSBURGH, PA	3,000.00
ST. MARTIN DE PORRES HIGH SCHOOL CLEVELAND, OH	25,000.00
STELLA MARIS, INC. CLEVELAND, OH	7,500.00
SUSAN G. KOMEN FOR THE CURE PITTSBURGH, PA	15,000.00
SUSTAINABLE PITTSBURGH PITTSBURGH, PA	5,000.00
THREE RIVERS ADOPTION COUNCIL PITTSBURGH, PA	1,000.00
TRANSITIONAL HOUSING, INC. CLEVELAND, OH	5,000.00
UNITED CEREBRAL PALSY CLEVELAND, OH	5,000.00

**CHARITABLE DONATIONS PAID
FOR YEAR ENDED JUNE 30, 2009**

PAID TO	CHARITABLE AMOUNT
UNITED JEWISH FEDERATION PITTSBURGH, PA	1,348,333.33
UNITED NEGRO COLLEGE FUND PITTSBURGH, PA	5,000.00
UNITED WAY OF LAWRENCE COUNTY NEW CASTLE, PA	1,000.00
UNIVERSITY OF PITTSBURGH PITTSBURGH, PA	162,250.00
URBAN COMMUNITY SCHOOL CLEVELAND, OH	10,000.00
VOCATIONAL GUIDANCE SERVICES CLEVELAND, OH	5,000.00
WARREN CIVIC MUSIC ASSOCIATION WARREN, OH	200.00
WEST SIDE CATHOLIC CENTER CLEVELAND, OH	5,000.00
WEST SIDE ECUMENICAL MINISTRY CLEVELAND, OH	5,000.00
YESHIVA SCHOOLS PITTSBURGH, PA	35,000.00
YMCA OF LAKEWOOD CLEVELAND, OH	10,000.00
YMCA OF PITTSBURGH PITTSBURGH, PA	40,000.00
YOUNG AUDIENCES CLEVELAND, OH	4,000.00
YOUNGSTOWN SYMPHONY YOUNGSTOWN, OH	7,500.00
YOUTH CHALLENGE WESTLAKE, OH	2,000.00
YWCA OF GREATER CLEVELAND CLEVELAND, OH	2,000.00
32 MASONIC LEARNING CENTER NEW CASTLE, PA	2,500.00
CONTRIBUTION PASSED THROUGH FROM MELLON PRIVATE EQUITYFUND IV, LP #16-1676738	4.00
TOTAL FOR YEAR ENDED JUNE 30, 2009	<u>3,761,850.65</u>

THE GIANT EAGLE FOUNDATION
25-6033905
TAX YEAR ENDED AUGUST 31, 2009

FORM 990-PF, PART VII-A, LINE 5

DURING THE CURRENT YEAR THE FOUNDATION MADE THE FOLLOWING DISTRIBUTIONS IN COMPLETE LIQUIDATION.

THESE DISTRIBUTIONS CONSTITUTE A FINAL DISTRIBUTION OF THE FOUNDATION'S ASSETS.

<u>RECIPIENT'S NAME AND ADDRESS</u>	<u>ASSETS DISTRIBUTED</u>	<u>COST</u>	<u>FMV</u>
GIANT EAGLE FOUNDATION	2/09 CASH	15,128	15,128
E.I.N. 20-2734721	2/09 SECURITIES	165,930	167,605
101 KAPPA DRIVE	4/09 CASH	12	12
PITTSBURGH, PA 15238		\$ <u>181,070</u>	\$ <u>182,745</u>

A RESOLUTION OF LIQUIDATION WAS ADOPTED BY THE FOUNDATION AND A COPY IS ATTACHED.

DETERMINATION OF TRUSTEES

WHEREAS, the Trustees of The Giant Eagle Foundation (the "Foundation") have the authority to distribute all of the assets of the Foundation for charitable purposes in accord with Section 5 of the Article VI, dated December 8, 1954, as amended; and

WHEREAS, the Trustees have determined that it is in the best interests of the Foundation that it distribute all of its assets to Giant Eagle Foundation during the fiscal year ended August 31, 2009.

NOW, THEREFORE, the Trustees hereby resolve to distribute all of the assets of the Foundation to Giant Eagle Foundation as of August 31, 2009

Witness

David S. Shapira

Witness

Charles M. Porter

Witness

Edward Moravitz

Witness

Norman Weizenbaum

Witness

Gerald Chait

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	Name of Exempt Organization GIANT EAGLE FOUNDATION	Employer identification number 20-2734721
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 101 KAPPA DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15238	

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

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

HOWARD PLUNG

- The books are in the care of ► **4 GATEWAY CENTER, 9TH FLOOR PITTSBURGH, PA - 15222**
Telephone No. ► **412-281-8771** 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 **FEBRUARY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**.

- 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	\$	32,545.
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	\$	124,582.
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	\$	0.

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.

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

Form **8868** (Rev. 4-2009)

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

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. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	GIANT EAGLE FOUNDATION	20-2734721
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	101 KAPPA DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PITTSBURGH, PA 15238	

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

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

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

HOWARD PLUNG

- The books are in the care of **4 GATEWAY CENTER, 9TH FLOOR PITTSBURGH, PA - 15222**

Telephone No. **412-281-8771**

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 **MAY 15, 2010**

5 For calendar year ☐, or other tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

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

FOUNDATION NEEDS ADDITIONAL INFORMATION IN ORDER TO FILE A COMPLETE TAX 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	\$	32,545.
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	\$	124,582.
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	\$	0.

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 **Earl Kase** Title **CPA**

Date **2-4-10**