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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 7/1/2008 **, and ending** 6/30/2009

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: The Miner Anderson Family Foundation

A Employer identification number: 26-1119005

Number and street (or P O box number if mail is not delivered to street address): c/o Foundation Source, 501 Silverside Road | Room/suite: 123

B Telephone number (see page 10 of the instructions): (800) 839-1754

City or town, state, and ZIP code: Wilmington DE 19809-1377

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)* ▶ $ 8,098,939

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	887	887		
	4 Dividends and interest from securities	301,453	301,453		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-1,266,220			
	b Gross sales price for all assets on line 6a 1,803,733				
	7 Capital gain net income (from Part IV, line 2)		0		
	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)	17	17		
	12 **Total.** Add lines 1 through 11	-963,863	302,357		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	13,646	13,646		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,900			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	39,695	1,241		38,454
	24 **Total operating and administrative expenses.** Add lines 13 through 23	55,241	14,887		38,454
	25 Contributions, gifts, grants paid	405,000			405,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	460,241	14,887		443,454
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,424,104			
	b **Net investment income** (if negative, enter -0-)		287,470		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	4,074,174	1,918,188	1,918,188
	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)			
	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)	4,524,996	5,258,102	4,664,564
	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)	1,800,000	1,798,776	1,516,187
	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)	10,399,170	8,975,066	8,098,939
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)	0	0	
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	10,399,170	8,975,066	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	10,399,170	8,975,066	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,399,170	8,975,066	

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	10,399,170
2	Enter amount from Part I, line 27a	2	-1,424,104
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	8,975,066
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	8,975,066

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	Publicly-traded Securities	P	Various	Various
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	1,803,733		3,069,953	-1,266,220
b				
c				
d				
e				

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 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	-1,266,220
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	15,535	5,809,576	0 002674
2006			0 000000
2005			0 000000
2004			0 000000
2003			0 000000

2 **Total** of line 1, column (d)	2	0 002674
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 002674
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	8,206,442
5 Multiply line 4 by line 3	5	21,944
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,875
7 Add lines 5 and 6	7	24,819
8 Enter qualifying distributions from Part XII, line 4	8	443,454

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 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		1	2,875
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,875
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,875
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 9,566		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	9,566
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	6,691
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶	3,000 **Refunded** ▶	11	3,691

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?	1a		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)?	1b		X
*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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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	
4 a 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	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*	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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA, 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*	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 on page 27)? *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

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

		Line	Yes	No
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 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 ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754
Located at ▶ 501 Silverside Road, Suite 123, Wilmington, DE ZIP+4 ▶ 19809-1377

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.

			Line	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	N/A	
	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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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 ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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

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

		Yes	No
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)? **5b**	N/A	
	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? ☐ Yes ☒ No *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** *If you answered "Yes" to 6b, also file Form 8870*		X
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? **7b**	N/A	

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 ATTACHMENT				

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 ▶

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 ▶

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	
Total. Add lines 1 through 3 ▶	0

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	4,157,690
b	Average of monthly cash balances	1b	2,760,574
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,413,149
d	**Total** (add lines 1a, b, and c)	1d	8,331,413
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	
3	Subtract line 2 from line 1d	3	8,331,413
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	124,971
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,206,442
6	**Minimum investment return.** Enter 5% of line 5	6	410,322

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	410,322
2a	Tax on investment income for 2008 from Part VI, line 5	2a	2,875		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,875
3	Distributable amount before adjustments Subtract line 2c from line 1			3	407,447
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	407,447
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	407,447

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	443,454
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	0
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	443,454
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	2,875
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	440,579

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

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

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				407,447
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only			16,025	
b	Total for prior years 20____, 20____, 20___		0		
3	Excess distributions carryover, if any, to 2008				
a	From 2003				
b	From 2004				
c	From 2005				
d	From 2006				
e	From 2007				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 443,454				
a	Applied to 2007, but not more than line 2a			16,025	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2008 distributable amount				407,447
e	Remaining amount distributed out of corpus	19,982			
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	19,982			
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			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) (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)	0			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	19,982			
10	Analysis of line 9				
a	Excess from 2004 . . . 0				
b	Excess from 2005 . . . 0				
c	Excess from 2006 . . . 0				
d	Excess from 2007 . . . 0				
e	Excess from 2008 . . . 19,982				

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

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Nicola Miner Robert Mailer Anderson

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE ATTACHMENT				
Total			▶ **3a**	405,000
b *Approved for future payment* NONE				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	887	
4 Dividends and interest from securities			14	301,453	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,266,220	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Pass-Through Income			14	17	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-963,863	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . **13** -963,863

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1		NONE	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 5/5/10 | Title President

Paid Preparer's Use Only

Preparer's signature	Date 05/05/2010	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	FOUNDATION SOURCE 55 WALLS DRIVE, FAIRFIELD, CT 06824	EIN	Phone no (800) 839-1754

The Miner Anderson Family Foundation
EIN: 26-1119005
Taxable Year Ending June 30, 2009

Form 990-PF, Part I, Line 11 – Other Income

Asset Description	Line 11 - Column (a) Revenue and Expenses Per Books	Line 11 - Column (b) Net Investment Income
HATTERAS MULTI-STRATEGY TEI FUND LP K-1 PASS-THROUGH SHARE OF PARTNERSHIP INCOME/(LOSS)	$17 00	$17 00
TOTAL OTHER INCOME:	**$17.00**	**$17.00**

The Miner Anderson Family Foundation
EIN: 26-1119005
Taxable Year Ending June 30, 2009

<u>Form 990-PF, Part I, Line 16c – Other Professional Fees</u>

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
INVESTMENT MANAGEMENT SERVICES	$13,646	$13,646	-	$0
TOTAL:	**$13,646**	**$13,646**	-	**$0**

The Miner Anderson Family Foundation
EIN: 26-1119005
Taxable Year Ending June 30, 2009

Form 990-PF, Part I, Line 18 – Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ESTIMATED TAX FOR 2009	$1,900	$0	-	$0
TOTAL:	**$1,900**	**$0**	-	**$0**

The Miner Anderson Family Foundation
EIN: 26-1119005
Taxable Year Ending June 30, 2009

Form 990-PF, Part I, Line 23 – Other expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ADMINISTRATIVE FEES	$38,454	$0	-	$38,454
K-1 PASS-THROUGH HATTERAS MULTI-STRATEGY TEI FUND LP	$1,241	$1,241	-	$0
TOTAL:	**$39,695**	**$1,241**	-	**$38,454**

The Miner Anderson Family Foundation
EIN: 26-1119005
Taxable Year Ending June 30, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
12115	ADVENT CLAYMORE CONV (AVK)	$248,996.82	$145,501 15
5994	EATON VANCE SENIOR FLOATING RATE TRUST (EFR)	$89,532.19	$62,996.94
6406	EATON VANCE FLOATING RATE INCOME TRUST (EFT)	$90,341.36	$67,775.48
12213	EATON VANCE STRUCTURED EMERGING MARKETS I (EIEMX)	$200,049.00	$126,653.34
4933	FPA Crescent Fund Inst CL Shares (FPAXO)	$100,049.00	$108,386.78
45348	FPA NEW INCOME FUND CLASS A (FPNIX)	$500,098.00	$501,543.39
87744	GMO INTERNATIONAL EQUITY ALLOCATION III (GIEAX)	$802,981.21	$712,478.75
3195	HUSSMAN STRATEGIC GROWTH FD (HSGFX)	$50,049.00	$41,501 60
9620	IVY GLOBAL NATURAL RESOURCES FUND CLASS Y (IGNYX)	$250,000.00	$141,894.54
10278	IVA INTERNATIONAL FUND CLASS I (IVIQX)	$125,098.00	$133,412.44
16057	THE JENSEN PORTFOLIO INC CLASS I SHARES (JENIX)	$350,147.00	$320,338.01
6255	LONGLEAF PARTNERS SMALL CAP FUND (LLSCX)	$150,147.00	$102,264.07
25253	LOOMIS SAYLES BOND FUND INSTITUTIONAL SHARES (LSBDX)	$350,098.00	$296,718.06
5767	OSTERWEIS FUND SRS OF PROFESSIONALLY MANAGED PT (OSTFX)	$100,049.00	$120,703.58
1739	T. ROWE PRICE NEW ERA FD (PRNEX)	$100,000.00	$60,547.91
101199	PIMCO Total Return Fund (PTTRX)	$1,050,294.00	$1,057,526.37
3185	SCHWAB HEDGED FUND SEL SHARES (SWHEX)	$50,000.00	$39,171.97
6088	THIRD AVENUE REAL ESTATE VALUE FUND (TAREX)	$150,098.00	$101,539.88
5643	VANGUARD CONVERTIBLE SECURITIES FD (VCVSX)	$50,025.00	$60,440.18
6618	VANGUARD 500 IDX FD SIGNAL SHS (VIFSX)	$450,049.00	$463,169.11
	TOTAL:	**$5,258,102**	**$4,664,564**

The Miner Anderson Family Foundation
EIN: 26-1119005
Taxable Year Ending June 30, 2009

Form 990-PF, Part II, Line 13 - Investments - Other

Asset Description	Line 13 - Column (b) Book Value	Line 13 - Column (c) Fair Market Value
THIRTEEN PARTNERS OFFSHORE LTD (13PARTNERS)	$600,000.00	$543,258.13
HATTERAS MULTI-STRATEGY TEI FUND LP (419992110)	$598,776.00	$477,521.28
Fortress Partners Offshore Fund LP (FORTRESS)	$600,000.00	$495,408 00
TOTAL INVESTMENTS - OTHER:	**$1,798,776**	**$1,516,187**

AMENDED AND RESTATED BYLAWS

OF

THE MINER ANDERSON FAMILY FOUNDATION

(a Delaware corporation not for profit and without capital stock)

ARTICLE I
Offices

Section 1.01 *Location.* The principal office of the Corporation within or without the State of Delaware shall be located at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

ARTICLE II
Members

Section 2.01 *Members* The Directors of the Corporation shall be the Members of the Corporation for all purposes. All actions, consents and approvals taken by the Directors shall be and be deemed to be taken by them as the Members and as the Directors of the Corporation for all purposes, whether or not the specific action, consent or approval specifically references them as acting as Members at the time. All meetings of the Board of Directors shall be and be deemed to be meetings of the Directors acting both as the Directors and as the Members of the Corporation. The Corporation shall have no shareholders.

ARTICLE III
Board of Directors

Section 3.01 *Power of Board and Qualification of Directors.* The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Each director shall be at least eighteen years of age.

Section 3.02 *Number of Directors* The number of directors constituting the entire Board shall not be less than one (1) nor more than five (5). The number of directors may be increased or decreased (but not to less than one (1) nor to more than five (5)) at any time and from time to time by amendment of the Bylaws or by action of a majority vote of the entire Board, except that in no case may any decrease in the number of directors shorten the term of any incumbent director Directors need not be residents of the State of Delaware.

Section 3.03 *Election and Term of Directors* The initial Board of Directors shall be comprised of those directors named in the Organization Action in Writing of the Incorporator Directors shall be elected at every third consecutive regular annual meeting of the Board of Directors (each such third annual meeting an "Election Meeting"). If the election of the directors shall not be held at such a meeting, such election shall be held as soon thereafter as is conveniently possible. Each director shall hold office for a term ending no later than the date of the next Election Meeting and until his or her successor has been elected and qualified or until his or her death or until he or she shall resign or be removed.

Section 3.04 *Newly-Created Directorships and Vacancies.* Newly created directorships resulting from an increase in the number of directors elected may be filled by vote of a majority of the Board of Directors then in office Vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the Board of Directors then in office. A director elected to fill a vacancy shall hold office until the next Election Meeting and until his or her successor shall have been elected and qualified.

A person may accept his or her directorship election by accessing the Administrator's system at the website designated in Section 5 08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator The election of a person to fill a newly-created directorship or a vacancy shall be effective only in the event that such person has accepted his or her election, in the manner described in the immediately preceding sentence, within the 60-day period commencing on the date that notice of such election has been sent to such person via electronic means or otherwise.

The directors may appoint one or more successors by executing a consent designating such successors and the conditions for their appointment and such appointment may be effective immediately or upon the occurrence of some future event In the event of the death of the last remaining director and in the event that the last remaining director has not designated his successor or such designated successor is unwilling or unable to serve, the executor, administrator or legal representative of the deceased director may appoint one or more successor directors. If the Corporation does not have at least one director, then the Corporation shall dissolve and, in accordance with the terms of Article EIGHTH of the Corporation's Certificate of Incorporation, all of the Corporation's assets shall be distributed to those public charities and in such proportions as designated as the Corporation's year-end charities on the Corporation's Year-End Charity List maintained on the Administrator's website, less all costs and expenses related thereto, and further, the Administrator shall be authorized to take any and all necessary actions that may be required under applicable law and the Corporation's Certificate of Incorporation to effect such dissolution.

Section 3.05 *Resignation.* Any director may resign from office at any time by delivering (i) a resignation in writing to the Board of Directors or to the President or to either Co-President of the Corporation and (ii) a copy of such resignation to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 3.06 *Removal of Directors.* Any one or more of the directors may be removed with or without cause at any time by vote of a majority of the Board of Directors, provided that written notice of such removal is given to any director so removed and a copy of such notice is delivered to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator.

Section 3 07 *Meetings of the Board* An annual meeting of the Board of Directors shall be held each year at such time and place as may be fixed by the President or by the Co-Presidents jointly, as the case may be, for the transaction of such business as may properly come before the meeting, and, in the case of an Election Meeting, for the election of officers and directors. Regular meetings of the Board of Directors may be held at such times as may be fixed by the President or by the Co-Presidents jointly, as the case may be Special meetings of the Board may be called by or at the direction of the President or at the direction of the Co-Presidents jointly, as the case may be, or by a majority of the directors in office.

No notice need be given of regular meetings of the Board of Directors for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. In any event, notice of any special meeting shall be given to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. Notice need not be given to any director who submits a written waiver of notice signed by him before or after the time stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he or she attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver or notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given (i) to the Administrator by accessing the Administrator"s system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator, and (ii) in the manner described above to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to other directors.

The President, a single Co-President if one of the Co-Presidents is absent, or both Co-Presidents, as the case may be, if present and acting, shall preside at all meetings. Otherwise, any other director chosen by the Board shall preside.

Section 3.08 *Quorum and Voting.* Unless a greater proportion is required by law, by the Certificate of Incorporation, or by the Bylaws adopted by a unanimous vote of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of a specified item of business. Except as otherwise provided by law by the Certificate of Incorporation or by these Bylaws, the vote of a majority of the directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 3.09 *Written Consent of Directors, Meeting by Conference Telephone or by Comparable Medium.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing Each consent so adopted by members of the Board shall be filed with the minutes of the proceedings of the Board and a copy of each such consent shall be printed and delivered to the Administrator by accessing the Administrator"s system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator.
To the extent permitted by law, any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone, Internet chat room or similar communications equipment allowing all persons participating in the meeting to hear or to otherwise communicate with each other at the same time Participation by such means shall constitute presence in person at a meeting

Section 3.10 *Compensation of Directors.* Directors shall not receive any stated salaries for their services, providing that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other legally permitted capacity and receiving reasonable compensation therefor At all times, such compensation shall not exceed what is ordinarily considered to be reasonable compensation for services rendered.

Section 3.11 *Records* Minutes shall be kept of each meeting of the Board of Directors. Copies of the minutes of each meeting shall be filed with the corporate records of the Corporation and a copy of such minutes shall be delivered to the Administrator by accessing the Administrator"s system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator.

ARTICLE IV
Officers, Agents and Employees

Section 4.01 *General Provisions* The officers of the Corporation shall be one (1) President or two (2) Co-Presidents, as the case may be, one (1) Secretary and may consist of an unlimited number of Vice-Presidents, and the Board may give any of them further designation or alternate titles as it considers desirable.

A person may accept his or her election to serve as an officer of the Corporation by accessing the Administrator"s system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. The election of a person to serve as an officer of the Corporation shall be effective only in the event that such person has accepted his or her election, in the manner described in the immediately preceding sentence, within the 60-day period commencing on the date that notice of such election has been sent to such person via electronic means or otherwise

Section 4.02 *Term of Office of President or Co-Presidents.* The President or both Co-Presidents shall be elected by the Board of Directors at each and every Election Meeting. The President or each Co-President, as the case may be, shall hold office for a term ending no later than the date of the next Election Meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.03 *Term of Office of Vice-Presidents.* Each Vice-President may be elected by the Board of Directors, in its discretion, at each and every Election Meeting or at any time the Board determines. Each Vice-President shall hold office for a term ending no later than the date of the next Election Meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.04 *Term of Office of Secretary.* The Secretary may be elected by the Board of Directors, in its discretion, at each and every Election Meeting or at any time the Board determines. The Secretary shall hold office for a term ending no later than the date of the next Election Meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.05 *Vacancies and Removal of the President or Co-Presidents.* If the office of President becomes vacant for any reason, the Board shall promptly fill such vacancy. The President or Co-Presidents so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his, her or their predecessor or predecessors and until his, her or their successor or successors are elected and qualified. Any officer may be removed by the Board with or without cause at any time.

Section 4.06 *Vacancies and Removal of Vice-Presidents.* If the office of Vice-President becomes vacant for any reason, the Board, in its discretion, may fill such vacancy. Any officer so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his or her predecessor. A Vice-President may be removed by the Board with or without cause at any time.

Section 4.07 *Vacancies and Removal of the Secretary.* If the office of Secretary becomes vacant for any reason, the Board, in its discretion, may fill such vacancy. Any officer so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his or her predecessor. The Secretary may be removed by the Board with or without cause at any time.

Section 4.08 *Resignation.* Any officer may resign at any time by giving written notice to the Corporation and by giving a copy of such notice to the Administrator by accessing the Administrator"s system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation and the Administrator.

Section 4.09 *Power and Duties of Officers* Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws and, to the extent not so provided, as generally pertain to their respective offices.

> *A* *President and Co-Presidents.* Only a director of the Corporation may serve as the President or as a Co-President thereof. If at any time a Co-President shall resign or be removed from the Board of Directors, the remaining Co-President shall continue to serve as the President of the Corporation and the office of President shall not be deemed vacant. If at any time a President alone or the Co-Presidents jointly shall resign or be removed from the Board of Directors, the office of President shall be deemed vacant and the Board shall promptly fill such vacancy pursuant to the terms of Section 4.05 hereof.
>
> The President alone or the Co-Presidents jointly shall serve as chief executive officer of the Corporation. The President alone or the Co-Presidents jointly shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and

shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

In addition, the President alone or the Co-Presidents jointly shall have the custody of, and shall be responsible for, all funds and securities of the Corporation. He, she or they shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the President alone or the Co-Presidents jointly shall render a statement of accounts He, she or they shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of President, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The President or each Co-President shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require, for which he or she shall be reimbursed.

Moreover, unless otherwise directed by the Board of Directors, the President or each Co-President, as the case may be, shall have the authority to make all decisions regarding charitable contributions made or to be made by the Corporation Unless otherwise directed, the President or each Co-President may, in his or her sole discretion and at any time and from time to time, delegate (subject to his or her revocation of such delegation) such authority to one or more of the other officers of the Corporation and may limit the amount that each such authorized officer may contribute to any one charitable organization in a fiscal year. In addition, unless otherwise directed, the President or each Co-President may, in his or her sole discretion at any time and from time to time, authorize (subject to his or her revocation of such authorization) one or more persons to make charitable contributions on behalf of the Corporation in such an amount as prescribed by the President or by each Co-President.

Unless otherwise directed, the President alone or the Co-Presidents jointly may, in his, her or their sole discretion and at any time and from time to time, delegate his, her or their investment authority concerning the Corporation"s assets to one and only one other officer of the Corporation at any given time.

B *Vice-President* The Vice-President shall perform such duties and have such powers as the President or as each Co-President may from time to time provide, subject to the powers and the supervision of the Board of Directors and, in the absence of the President or the Co-Presidents, as the case may be, or in the event of his, her or their inability or refusal to act, as the Board of Directors may prescribe by standing or special resolution.

C *Secretary* The Secretary shall perform such duties and have such powers as the President alone or the Co-Presidents jointly may from time to time provide, subject to the powers and the supervision of the Board of Directors and, in the absence of the President or the Co-Presidents, as the case may be, or in the event of his, her or their inability or refusal to act, as the Board of Directors may prescribe by standing or special resolution.

In addition, the Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his or her signature.

Section 4.10 *Agents and Employees* The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 4.11 *Compensation of Officers, Agents and Employees*. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered to the Corporation, such amount to be fixed by the Board, or, if the Board delegates power to any officer or officers, then by such officer or officers. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE V
Miscellaneous

Section 5 01 *Fiscal Year* The fiscal year of the Corporation shall begin on July 1 and end on June 30.

Section 5.02 *Corporate Seal*. The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words Corporate Seal and Delaware and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile thereof to be affixed or impressed or reproduced in any manner.

Section 5.03 *Checks, Notes, Contracts* The President or each Co-President, as the case may be, shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money, to enter into contracts, or to execute and deliver other documents and instruments.

Section 5.04 *Books and Records* The Corporation shall keep at its office or at any other designated office (1) correct and complete books and records of accounts, (2) minutes of the proceedings of its Board of Directors, and (3) a current list or record containing the names and addresses of all directors and officers of the Corporation Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5.05 *Amendments of Certificate of Incorporation and Bylaws*. The Certificate of Incorporation may be amended in whole or in part by a unanimous vote of the Board of Directors pursuant to the procedure outlined in title 8, section 242(b)(3) of the Delaware General Corporation Law. The Bylaws of the Corporation may be adopted, amended or repealed, in whole or in part by a unanimous vote of the Board of Directors of the Corporation

Section 5.06 *Indemnification and Insurance* The Corporation shall indemnify any director, officer, employee or agent, any former director, officer, employee or agent, any person who may have served at its request as a director, officer, employee or agent of another corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), to which he or she may be or is made a party by reason of being or having been such director, officer, employee or agent if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter as to which he or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

The Corporation may pay expenses (including attorneys fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorney's fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its directors and officers to the full extent such indemnification is permitted by law.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in title 8, section 145 (a) and (b) of the Delaware General Corporation Law. Such determination shall be made (1) by a majority vote of the directors who are no parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification or advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the disinterested directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The indemnification or advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The Board of Directors may authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a director, officer, employee or agent whether or not the Corporation would have the power to indemnify such person against that liability under law.

Notwithstanding anything herein to the contrary, the Corporation shall not indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as amended (the Code). Further, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 5.07 *Electronic Signatures* Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Section 5.08 *Delivery of Instruments to the Administrator* All documents or other instruments required to be delivered to the Administrator by accessing the Administrator's system shall be delivered by accessing the website located at www.foundationsource.com or such other website as the Administrator may hereafter designate

All documents or other instruments required to be delivered to the Administrator via the United States Postal Service hereunder shall be sent to the Administrator's mailing address listed on the website located at www.foundationsource.com or on such other website as the Administrator may hereafter designate

Section 5 09 *References to the Administrator* Any reference to the Administrator herein shall refer to Foundation Source Philanthropic Services Inc., a Delaware corporation, or any successor thereto

Am. Bylaws

ARTICLE VI
Charitable Contribution Approval

Scction 6.01 *Charitable Contribution Approval by Grant Evaluator.* The President or each Co-President of the Corporation, officers designated by the President or by each Co-President of the Corporation, and committees designated by the President or by each Co-President of the Corporation that are composed exclusively of members of the Board of Directors shall have the power and authority to approve, make and cause to be made charitable contributions by the Corporation. All charitable contributions approved by any of the foregoing (each a .Grant Evaluator.), shall for all purposes be, and be deemed to be, duly authorized by the Board of Directors and the Corporation. The President or each Co-President, as the case may be, or the Board of Directors may at any time appoint or remove an individual or committee as a Grant Evaluator provided that such appointment or removal shall not be effective unless and until notice thereof is provided to the Administrator in the manner specified by it.

Article VII
Split Interest Trust Contributions

At any time the Foundation is the beneficiary of a split-interest charitable trust ("Charitable Trust") and a grantor of such Charitable Trust is also serving as a Foundation officer or director (a "Disqualified Grantor"), the following terms shall apply:

7.01 *Segregation of Contributions.* Any and all funds received by the Foundation from such Charitable Trust and all income earned thereon shall be segregated and held in a separate fund.

7.02 *Fund Committee.* Each separate fund created pursuant to Section 7.01 above, shall be administered and distributed by a separate fund committee consisting of one or more members of the Board, other than the Disqualified Grantor. Such committee members shall be selected by the majority vote of the Board, other than the Disqualified Grantor, and shall serve until his or her successor has been designated or until his or her death or until he or she shall resign or be removed.

7.03 *Disqualified Grantor Not to Participate.* The Disqualified Grantor, despite being an officer or member of the Board shall have no right to vote or otherwise participate in any decision relating to the composition of the separate fund committee, the administration of the separate fund, or the use or distributions of any principal of or income from such separate fund In addition, the Disqualified Grantor shall have no right to participate in any decision relating to amendments of the Foundation's governing instruments that would alter the conditions in this Article VII or otherwise affect any separate fund or any separate fund committee.

THE MINER ANDERSON FAMILY FOUNDATION

I hereby certify that the above is a true, accurate and complete copy of the Bylaws of The Miner Anderson Family Foundation, as amended by unanimous written consent of the Board of Directors on June 1, 2009.

By: ____________________ Date: 5/5/10
Name: Nicola Miner
Title: President/Secretary

The Miner Anderson Family Foundation
EIN: 26-1119005
Taxable Year Ending June 30, 2009

Form 990-PF, Part VIII, Line 1 - List all foundation officers, directors, trustees, foundation managers and their compensation

(a) - Name and address	(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
Nicola Miner c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	President / Director / Secretary <1 hour(s) per week	$0 00	$0 00	$0.00
Robert Mailer Anderson c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director <1 hour(s) per week	$0.00	$0 00	$0.00

The Miner Anderson Family Foundation
EIN: 26-1119005
Taxable Year Ending June 30, 2009

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN CONSERVATORY THEATRE FOUNDATION 30 GRANT AVE FL 6, SAN FRANCISCO, CA 94108-5880	N/A	509(a)(1)	ANNUAL FUND	$10,000 00
AMERICAN CONSERVATORY THEATRE FOUNDATION 30 GRANT AVE FL 6, SAN FRANCISCO, CA 94108-5880	N/A	509(a)(1)	ENDOWED ACTOR'S SALARY FUND	$60,000.00
ANDERSON VALLEY HISTORICAL SOCIETY PO BOX 676, BOONVILLE, CA 95415-0676	N/A	509(a)(1)	ENCLOSURE PROJECT	$10,000 00
INDEPENDENT ARTS & MEDIA 601 VAN NESS AVE E PMB 821, SAN FRANCISCO, CA 94102-3200	N/A	509(a)(1)	NEW EXECUTIVE DIRECTOR SALARY	$25,000 00
INTERSECTION 446 VALENCIA ST, SAN FRANCISCO, CA 94103-3415	N/A	509(a)(2)	LITQUAKE PROGRAM	$20,000 00
SAN FRANCISCO DAY SCHOOL 350 MASONIC AVE, SAN FRANCISCO, CA 94118-4419	N/A	509(a)(1)	ANNUAL FUND AND FINANCIAL AID DIVISION	$75,000 00
SAN FRANCISCO DAY SCHOOL 350 MASONIC AVE, SAN FRANCISCO, CA 94118-4419	N/A	509(a)(1)	FINANCIAL AID DIVISION	$50,000 00
SAN FRANCISCO DAY SCHOOL 350 MASONIC AVE, SAN FRANCISCO, CA 94118-4419	N/A	509(a)(1)	LEARNING RESOURCE PROGRAM	$50,000 00

The Miner Anderson Family Foundation
EIN: 26-1119005
Taxable Year Ending June 30, 2009

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAN FRANCISCO DAY SCHOOL 350 MASONIC AVE, SAN FRANCISCO, CA 94118-4419	N/A	509(a)(1)	CHARITABLE EVENT	$15,000 00
SAN FRANCISCO MUSEUM OF MODERN ART 151 3RD ST, SAN FRANCISCO, CA 94103-3107	N/A	509(a)(1)	IN SUPPORT OF LARRY SULTANT'S WORK AT THE PHOTOGRAPHY DEPARTMENT	$40,000 00
TIPPING POINT COMMUNITY 703 MARKET STREET, SAN FRANCISCO, CA 94103-2102	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$50,000 00
			TOTAL:	**$405,000**