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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 07/01, 2008, and ending 06/30, 2009

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization HELENA DEVEREUX FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) 444 DEVEREUX DRIVE — Room/suite

City or town, state or country, and ZIP + 4 VILLANOVA, PA 19085

D Employer identification number 30-0034707

E Telephone number (610)542-3065

G Gross receipts $ 50,056,443.

F Name and address of principal officer ROBERT Q KREIDER
444 DEVEREUX DRIVE VILLANOVA, PA 19085

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

K Type of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 2001 **M** State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
HELENA DEVEREUX FOUNDATION HOLDS ASSETS TO BENEFIT DEVEREUX FOUNDATION OPERATING PROGRAMS.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	20
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	18
5	Total number of employees (Part V, line 2a)	5	NONE
6	Total number of volunteers (estimate if necessary)	6	NONE
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

		Prior Year	Current Year
8	Contribution and grants (Part VIII, line 1h)	NONE	NONE
9	Program service revenue (Part VIII, line 2g)	NONE	NONE
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,341,545.	8,413,299.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,424,501.	NONE
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,766,046.	8,413,299.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	NONE	1,885,000.
14	Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	NONE	NONE
16a	Professional fundraising fees (Part IX, column (A), line 11e)	NONE	NONE
b	Total fundraising expenses, Part IX, column (D), line 25) ▶ NONE		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	373,154.	179,551.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	373,154.	2,064,551.
19	Revenue less expenses Subtract line 18 from line 12	8,392,892.	6,348,748.

		Beginning of Year	End of Year
20	Total assets (Part X, line 16)	101,258,000.	77,239,000.
21	Total liabilities (Part X, line 26)	1,682,000.	29,000.
22	Net assets or fund balances Subtract line 21 from line 20	99,576,000.	77,210,000.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date 4/13/10

▶ ROBERT C DUNNE - CHIEF FINANCIAL OFFICER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ | Date | Check if self-employed ▶ ☐ | Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ | EIN ▶ | Phone no ▶

May the IRS discuss this return with the preparer shown above? (See instructions) ☐ Yes ☐ No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2008)

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Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission

SEE STATEMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☒ No

If "Yes" describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code: _____) (Expenses $ 1,885,000. including grants of $ _____) (Revenue $ _____)

HELENA DEVEREUX FOUNDATION INVESTS FUNDS TRANSFERRED TO IT FROM THE DEVEREUX FOUNDATION AND USES THE EARNINGS FROM THESE INVESTMENTS TO FURTHER DEVEREUX'S MISSION.

4b (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services. (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 1,885,000. *(Must equal Part IX, Line 25, column (B))*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11		X
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b-24d and complete Schedule K If "No," go to question 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:			
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV*	28a		X
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	28b		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S Information Returns. Enter -0- if not applicable. 1a NONE			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable 1b NONE			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a NONE			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
	Note: If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O.*	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c		
6a	Did the organization solicit any contributions that were not tax deductible?	6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75?	7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year 7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		
8	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.**			
a	Did the organization make any taxable distributions under section 4966?	9a		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		X
10	**Section 501(c)(7) organizations.** Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12 10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b			
11	**Section 501(c)(12) organizations.** Enter			
a	Gross income from members or shareholders 11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b			

Part VI **Governance, Management, and Disclosure** *(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)*

Section A. Governing Body and Management

			Yes	No
	For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O See instructions.			
1a	Enter the number of voting members of the governing body 1a 20			
b	Enter the number of voting members that are independent 1b 18			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9a	Does the organization have local chapters, branches, or affiliates?	9a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	11		X

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision			
a	The organization's CEO, Executive Director, or top management official?	15a		X
b	Other officers or key employees of the organization?	15b		X
	Describe the process in Schedule O. (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ PA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ ROBERT C DUNNE CFO DEV FOUND 2012 RENAISSANCE BOULEVARD KING OF PRUSSIA, P 610-542-3063

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

[X] Check this box if the organization did not compensate any officer, director, trustee, or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
SEE SCHEDULE J-2										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total ▶								NONE	1,848,174.	259,849.

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ NONE

		Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ NONE

Part VIII Statement of Revenue 30-0034707

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns 1a				
	b Membership dues 1b				
	c Fundraising events 1c				
	d Related organizations 1d				
	e Government grants (contributions) . . 1e				
	f All other contributions, gifts, grants, and similar amounts not included above . 1f				
	g Noncash contributions included in lines 1a-1f $				
	h Total. Add lines 1a-1f . . . . . ▶	NONE			
Program Service Revenue		Business Code			
	2a				
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f . . . . . ▶	NONE			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . . . . STMT 2. . ▶	2,862,072.	2,862,072.		
	4 Income from investment of tax-exempt bond proceeds . . . ▶	NONE			
	5 Royalties . . . . . ▶	NONE			
		(i) Real / (ii) Personal			
	6a Gross Rents				
	b Less rental expenses . . .				
	c Rental income or (loss) . .				
	d Net rental income or (loss). . . . . ▶	NONE			
		(i) Securities / (ii) Other			
	7a Gross amount from sales of assets other than inventory	47,194,371.			
	b Less cost or other basis and sales expenses	41,643,144.			
	c Gain or (loss)	5,551,227.			
	d Net gain or (loss) . . . . . ▶	5,551,227.			
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . a				
	b Less direct expenses . . . . . b				
	c Net income or (loss) from fundraising events . . . . . ▶	NONE			
	9a Gross income from gaming activities See Part IV, line 19 . . . . . a				
	b Less direct expenses . . . . . b				
	c Net income or (loss) from gaming activities. . . . . ▶	NONE			
	10a Gross sales of inventory, less returns and allowances . . . . . a				
	b Less cost of goods sold . . . . . b				
	c Net income or (loss) from sales of inventory. . . . . ▶	NONE			
	Miscellaneous Revenue	Business Code			
	11a				
	b				
	c				
	d All other revenue				
	e Total. Add lines 11a-11d . . . . . ▶	NONE			
	12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e . . . . . ▶	8,413,299.	2,862,072.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S See Part IV, line 21 . .	1,885,000.	1,885,000.		
2 Grants and other assistance to individuals in the U.S See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	NONE	NONE	NONE	NONE
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages	NONE			
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	NONE			
9 Other employee benefits	NONE			
10 Payroll taxes	NONE			
11 Fees for services (non-employees)				
a Management	NONE			
b Legal	NONE			
c Accounting	NONE			
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees	102,000.		102,000.	
g Other	NONE			
12 Advertising and promotion	NONE			
13 Office expenses	NONE			
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	NONE			
17 Travel	NONE			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	NONE			
20 Interest	NONE			
21 Payments to affiliates . . . . . STMT. 3 . . .	4,000.		4,000.	
22 Depreciation, depletion, and amortization	NONE			
23 Insurance	NONE			
24 Other expenses. Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a INVESTMENT EXPENSES	73,551.		73,551.	
b				
c				
d				
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	2,064,551.	1,885,000.	179,551.	NONE
26 **Joint Costs.** Check here ▶ ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sales or use		8	
	9	Prepaid expenses and deferred charges		9	680,000.
	10a	Land, buildings, and equipment cost basis. 10a			
	b	Less accumulated depreciation Complete Part VI of Schedule D 10b		10c	
	11	Investments - publicly traded securities STMT 4	101,258,000.	11	76,559,000.
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	101,258,000.	16	77,239,000.
Liabilities	17	Accounts payable and accrued expenses	1,682,000.	17	29,000.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	1,682,000.	26	29,000.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	91,360,000.	27	70,795,000.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets	8,216,000.	29	6,415,000.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	99,576,000.	33	77,210,000.
	34	Total liabilities and net assets/fund balances	101,258,000.	34	77,239,000.

Part XI Financial Statements and Reporting

				Yes	No
1	Accounting method used to prepare the Form 990. [ ] Cash [X] Accrual [ ] Other				
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a			X
b	Were the organization's financial statements audited by an independent accountant?	2b		X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c		X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a			X
b	If "Yes," did the organization undergo the required audit or audits?	3b			

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
HELENA DEVEREUX FOUNDATION	30-0034707

Part I Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is (Please check only **one** organization)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H)

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state. _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).** (see instructions)

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☒ Type I b ☐ Type II c ☐ Type III - Functionally Integrated d ☐ Type III - Other

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
		11g(i)	X
(ii)	A family member of a person described in (i) above?	11g(ii)	X
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	X

h Provide the following information about the organizations the organization supports

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
SEE STATEMENT	5								
Total									1,885,000.

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						

12 Gross receipts from related activities, etc. (See instructions) 12

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here . . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) . . . . . 14 %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f . . . . . 15 %

16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **10%-facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organzation meets the "facts-and-circumstances"" test. The organization qualifies as a publicly supported organization . . . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a **33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

Part II **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically importantly land area
☐ Preservation of certified historic structure

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization'scollections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather thanto be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	8,216,347.				
b Contributions	3,125.				
c Investment earnings or losses	-1,204,280.				
d Grants or scholarships	600,192.				
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	6,415,000.				

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ 100.0000 %
c Term endowment ▶ _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c))* ▶				

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 15)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Amount
Federal income taxes	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	8,413,299.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,064,551.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	6,348,748.
4	Net unrealized gains (losses) on investments	4	-27,420,283.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	1,885,000.
9	Total adjustments (net) Add lines 4-8	9	-25,535,283.
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-19,186,535.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	6,189,000.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	-2,224,299.		
e	Add lines 2a through 2d			2e	-2,224,299.
3	Subtract line 2e from line 1			3	8,413,299.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	
5	Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)			5	8,413,299.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	106,000.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d	-1,958,551.		
e	Add lines 2a through 2d			2e	-1,958,551.
3	Subtract line 2e from line 1			3	2,064,551.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1.				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)			5	2,064,551.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X; Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b.

SEE PAGE 5

Part XIV Supplemental Information *(continued)*

SCHEDULE D PART XI

RECONCILIATION OF CHANGE IN NET ASSETS FROM FORM 990 TO FIN'L STMTS

SPENDING RULE SETTLEMENT $1,885,000

SCHEDULE D PART XII

RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STMTS W REVENUE PER RETURN

SPENDING RULE SETTLEMENT -$2,150,283

INVESTMENT EXPENSE -73,551

ROUNDING -443

SCHEDULE D PART XIII

RECONCILIATION OF EXPENSES PER AUDITED FIN'L STMTS W EXPENSES PER RETURN

TRANSFER OF FUNDS TO DEVEREUX FOUNDATION -$1,855,000

INVESTMENT EXPENSES -73,551

SCHEDULE D PAGE 4

RECONCILIATIONS

A SPENDING RULE APPROVAL IS APPLIED UNDER WHICH APPROXIMATELY 5% OF THE 3-YEAR AVERAGE INVESTMENT BALANCES HELD BY THE HELENA DEVEREUX FOUNDATION IS MADE AVAILABLE TO SUPPORT OPERATIONS OF DEVEREUX. THE 5% TARGET IS BASED ON TOTAL RETURN OF THE PORTFOLIO AND THEREFORE INCORPORATES INTEREST AND DIVIDENDS RECEIVED, AS WELL AS REALIZED AND UNREALIZED GAINS. FOR THE YEAR ENDED JUNE 30, 2009, INTEREST AND DIVIDENDS WERE $2,862,072 AND REALIZED GAINS WERE $5,551,227, FOR A TOTAL RETURN OF $8,413,299 (SEE PART VIII - STATEMENT OF REVENUE). MANAGEMENT CONSIDERS THE FULL AMOUNT AS "RELATED OR EXEMPT FUNCTION REVENUE."

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the U.S.

▶ Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DEVEREUX FOUNDATION 2012 RENAISSANCE BOULEVARD			1,885,000.				SPENDING RULE SETTLE

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 1

3 Enter total number of other organizations . . . . . ▶

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2008

JSA
8E1288 2 000

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e.g , maid, chauffeur, chef)		
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply			
	☐ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☐ Compensation survey or study		
	☐ Form 990 of other organizations	☐ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a			
a	Receive a severance payment or change of control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of.			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8		X

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	(i)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
ROBERT Q KREIDER	(ii)	387,169.	150,000.	4,761.	49,406.	24,291.	615,627.	NONE
	(i)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
ROBERT C DUNNE	(ii)	184,467.	42,300.	1,937.	NONE	30,787.	259,491.	NONE
	(i)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
DOLORES MCLAUGHLIN ESQ	(ii)	191,514.	38,000.	5,053.	NONE	28,206.	262,773.	NONE
	(i)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
LAWRENCE W WILLIAMS	(ii)	142,343.	28,400.	5,817.	NONE	23,289.	199,849.	NONE
	(i)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
MARGARET M MCGILL	(ii)	243,488.	58,800.	2,697.	26,491.	28,331.	359,807.	NONE
	(i)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
ALLEN THOMAS	(ii)	197,349.	37,300.	6,000.	NONE	28,510.	269,159.	NONE
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

COMPENSATION FROM OTHER NON-EXEMPT ORGANIZATIONA

SCHEDULE J PART II

ROBERT KREIDER, ROBERT DUNNE, STEVEN MANSH, DOLORES MCLAUGHLIN, LAWRENCE WILLIAMS, MARGARET MCGILL AND ALLEN THOMAS RECEIVED COMPENSATION FROM THE DEVEREUX FOUNDATION IN THE FOLLOWING CAPACITIES:

ROBERT KREIDER - PRESIDENT AND CEO

ROBERT C DUNNE - SR VP AND CFO

STEVEN MANSH - TREASURER

DOLORES MCLAUGHLIN - VP AND GENERAL COUNSEL

LAWRENCE W WILLIAMS - VP FOR AUDIT AND COMPLIANCE

ALLEN THOMAS - VICE PRESIDENT OF PLANNED GIVING

ALLEN THOMAS LEFT HIS EMPLOYMENT AT THE DEVEREUX FOUNDATION IN MARCH 2009. MARGARET MCGILL IS NO LONGER A MEMBER OF THE BOARD OF THE HELENA DEVEREUX FOUNDATION BUT IS A SR. VP AND COO OF THE DEVEREUX FOUNDATION.

SCHEDULE J-2 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the Organization

HELENA DEVEREUX FOUNDATION

Employer Identification number

30-0034707

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ELVA FERRARI CHAIRMAN	2.	X						NONE	NONE	NONE
CHARLES S ACKERMAN TRUSTEE	2.	X						NONE	NONE	NONE
MARILYN BENOIT MD TRUSTEE	2.	X						NONE	NONE	NONE
DR TAMI BENTON TRUSTEE	2.	X						NONE	NONE	NONE
CHRISTOPHER D BUTLER TRUSTEE	2.	X						NONE	NONE	NONE
WILLIAM CHRISTOPHER TRUSTEE	2.	X						NONE	NONE	NONE
SAMUEL G COPPERSMITH ESQ TRUSTEE	2.	X						NONE	NONE	NONE
THOMAS F DONOVAN TRUSTEE	2.	X						NONE	NONE	NONE
ROBERT D ELLIS ESQ TRUSTEE	2.	X						NONE	NONE	NONE
FRANCIS GENUARDI TRUSTEE	2.	X						NONE	NONE	NONE
ROBERT GOTTLIEB TRUSTEE	2.	X						NONE	NONE	NONE
JOHN R GUNN TRUSTEE	2.	X						NONE	NONE	NONE
PETER R HAJE TRUSTEE	2.	X						NONE	NONE	NONE
MARGUERITE D HARK TRUSTEE	2.	X						NONE	NONE	NONE
THOMAS HAYS TRUSTEE	2.	X						NONE	NONE	NONE
ALBA E MARTINEZ ESQ TRUSTEE	2.	X						NONE	NONE	NONE
LARRY J OVERTON TRUSTEE	2.	X						NONE	NONE	NONE
JAMES H SCHWAB ESQ TRUSTEE	2.	X						NONE	NONE	NONE
JOHN C TAYLOR III ESQ TRUSTEE	2.	X						NONE	NONE	NONE
K LISA YANG TRUSTEE	2.	X						NONE	NONE	NONE
ROBERT Q KREIDER PRESIDENT	2.			X				NONE	541,930.	73,697.

SCHEDULE J-2 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the Organization

HELENA DEVEREUX FOUNDATION

Employer Identification number

30-0034707

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ROBERT C DUNNE SR VP AND CFO	2.			X				NONE	228,704.	30,787.
STEVEN H MANSH TREASURER	2.			X				NONE	120,779.	20,538.
DOLORES MCLAUGHLIN ESQ VP GENL COUNSEL AND SECRETARY	2.			X				NONE	234,567.	28,206.
LAWRENCE W WILLIAMS VP FOR AUDIT AND COMPLIANCE	2.			X				NONE	176,560.	23,289.
MARGARET M MCGILL TREASURER	2.			X				NONE	304,985.	54,822.
ALLEN THOMAS SECRETARY	2.			X				NONE	240,649.	28,510.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

FORM 990 PART IV LINE 12

CHECKLIST OF REQUIRED SCHEDULES

THE HELENA DEVEREUX FOUNDATION (HDF) IS PART OF THE CONSOLIDATED GROUP OF DEVEREUX AND IS NOT AUDITED INDEPENDENTLY.

Name of the organization: HELENA DEVEREUX FOUNDATION

Employer identification number: 30-0034707

FORM 990 PART IV LINE 28A

CHECKLIST OF REQUIRED SCHEDULES

LARRY OVERTON IS NO LONGER A MEMBER OF THE BOARD OF TRUSTEES AS OF FEBURARY 2009.

Name of the organization: HELENA DEVEREUX FOUNDATION

Employer identification number: 30-0034707

FORM 990 PART VI SECTION A10

GOVERNING BODY AND MANAGEMENT

FORM 990 IS PROVIDED IN HARD COPY TO ALL BOARD OF TRUSTEE MEMBERS APPROXIMATELY TWO MONTHS BEFORE THE FILING DEADLINE. BOARD MEMBERS ARE REQUESTED TO PROVIDE COMMENTS OR QUESTIONS TO THE CFO BY A SPECIFIC DATE, APPROXIMATELY THREE WEEKS FROM THEIR RECEIVING THE DOCUMENT. THE COMMENTS ARE REVIEWED BY THE CFO, AND WHERE APPROPRIATE, CHANGES ARE MADE TO THE FORM 990 PRIOR TO FILING. ADDITIONALLY, THE CFO REVIEWS IMPORTANT ISSUES REGARDING THE 990 AT THE BOARD'S MARCH MEETING AND GIVES THE BOARD THE OPPORTUNITY TO RAISE ANY FURTHER QUESTIONS OR CONCERNS. THE FINAL VERSION OF FORM 990 IS FILED BY THE MAY 15 DEADLINE.

Name of the organization: HELENA DEVEREUX FOUNDATION

Employer identification number: 30-0034707

FORM 990 PART VI SECTION B12C

POLICIES - CONFLICT OF INTEREST

HDF FOLLOWS THE POLICIES OF DEVEREUX, ITS CONTROLLING ENTITY. DEVEREUX REPRESENTATIVES DEALING WITH CLIENTS, PARENTS, GUARDIANS, VENDORS, COMPETITORS OR ANYONE WHO DOES OR SEEKS TO DO BUSINESS WITH DEVEREUX ARE TO ACT IN DEVEREUX'S BEST INTERESTS, EXCLUDING ANY PERSONAL PREFERENCE OR ADVANTAGE. REPRESENTATIVES SHALL MAKE PROMPT AND FULL DISCLOSURE TO HIS/HER MANAGER AND TO AUDIT SERVICES VIA THE DEVEREUX CONFLICT OF INTEREST FORM OF ANY PROSPECTIVE OR ACTUAL SITUATION THAT INVOLVES, MAY INVOLVE, OR MIGHT APPEAR TO INVOLVE A CONCLICT OF INTEREST. EXAMPLES OF POTENTIAL CONFLICTS INCLUDE:

A. OWNERSHIP OR FINANCIAL INTEREST BY A REPRESENTATIVE OR FAMILY MEMBER IN ANY BUSINESS PARTNER OR COMPETITOR OF DEVEREUX.

B. SERVING AS AM OFFICER, DIRECTOR, EMPLOYEE, CONSULTANT OR AGENT TO ANY BUSINESS PARTNER OR COMPETITOR OF DEVEREUX.

C. ACTING AS A BROKER, FINDER OR ANY OTHER INTERMEDIARY FOR THE BENEFIT OF A THIRD PARTY IN A TRANSACTION POTENTIALLY INVOLVING DEVEREUX.

MEMBERS OF THE SAME FAMILY OR LIVING WITHIN THE SAME DOMICILE MAY BE EMPLOYED BY DEVEREUX IN THE SAME CENTER OR DEPARTMENT UNLESS THE CENTER DIRECTOR OR DEPARTMENT HEAD FINDS SUCH EMPLOYMENT IS NOT IN DEVEREUX'S BEST INTEREST. RELATIVES OF SENIOR MANAGEMENT OR TRUSTEES, AS WELL AS THOSE WORKING IN HUMAN RESOURCES, PAYROLL, AND AUDIT SERVICES SHALL NOT BE HIRED BY DEVEREUX IN ANY CAPACITY UNLESS APPROVED IN ADVANCE BY THE PRESIDENT/CEO.

Name of the organization: HELENA DEVEREUX FOUNDATION

Employer identification number: 30-0034707

IT IS THE RESPONSIBILITY OF EACH DEVEREUX EMPLOYEE TO REPORT ANY ACTUAL OR PERCEIVED CONFLICT OF INTEREST TO MANAGEMENT, HUMAN RESOURCES, THE VICE PRESIDENT OF AUDIT & COMPLIANCE OR THE EMPLOYEE HELPLINE.

ANNUALLY, A COPY OF THIS BUSINESS ETHICS POLICY WILL BE MAILED TO TRUSTEES, OFFICERS, DIRECTORS AND KEY PERSONNEL ALONG WITH THE ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT, WHICH MUST BE SIGNED AND RETURNED TO AUDIT SERVICES WITHIN 30 DAYS. THE ANNUAL DISCLOSURE REQUIRES AN ACKNOWLEDGEMENT OF UNDERSTANDING DEVEREUX'S BUSINESS ETHICS POLICY, AS WELL AS DISCLOSURE OF ANY CONFLICT, OR APPEARANCE OF A CONFLICT, BETWEEN PERSONAL INTERESTS AND THE INTERESTS OF DEVEREUX.

A SECOND REQUEST WILL BE SENT TO THOSE EMPLOYEES WHO HAVE NOT RETURNED THE ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENTS WITHIN 30 DAYS. A LIST OF EMPLOYEES FAILING TO COMPLY WITH THIS PROCEDURE WILL BE SENT TO THE APPROPRIATE EXECUTIVE DIRECTOR, OR PRESIDENT/CEO FOR CORPORATE, IF THE FORM IS NOT RECEIVED WITHIN 60 DAYS. FAILURE TO COMPLY OR FALSIFICATION OF DISCLOSURE MAY RESULT IN DISCIPLINARY ACTION, INCLUDING POSSIBLE DISMISSAL.

NEWLY HIRED EMPLOYEES IN THE CATEGORIES IDENTIFIED ABOVE WILL BE GIVEN THIS POLICY ON THE FIRST DAY OF THEIR EMPLOYMENT AND WILL BE IMMEDIATELY REQUIRED TO COMPLETE THE ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT.

ALL EMPLOYEES DISCLOSING A CONFLICT OR POTENTIAL CONFLICT MUST HAVE THE CONFLICT OF INTEREST DISCLOSURE STATEMENT SIGNED BY THE EXECUTIVE

Name of the organization: HELENA DEVEREUX FOUNDATION

Employer Identification number: 30-0034707

DIRECTOR AT THEIR LOCATION (PRESIDENT/CEO FOR CORPORATE STAFF) PRIOR TO SENDING IT TO AUDIT SERVICES.

ALL ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENTS IDENTIFYING A CONFLICT OR POTENTIAL CONFLICT WILL BE REVIEWED BY THE VICE PRESIDENT OF AUDIT & COMPLIANCE AND ANY OTHER OFFICERS OR SENIOR MANAGEMENT DETERMINED TO BE APPROPRIATE, AND SUBMITTED TO THE AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF TRUSTEES FOR REVIEW.

Name of the organization: HELENA DEVEREUX FOUNDATION

Employer identification number: 30-0034707

FORM 990 PART VI SECTION B15

POLICIES - DETERMINING COMPENSATION

HDF DOES NOT COMPENSATE ITS TRUSTEES OR OFFICERS.

Name of the organization: HELENA DEVEREUX FOUNDATION

Employer identification number: 30-0034707

FORM 990 PART VI SECTION C LINE 19

DISCLOSURE

HDF'S FORM 990 IS AVAILABLE TO THE PUBLIC THROUGH POSTING ON GUIDESTAR. IT IS ALSO AVAILABLE UPON REQUEST. HDF IS AUDITED AS PART OF DEVEREUX'S CONSOLIDATED GROUP AND DOES NOT HAVE ITS OWN AUDITED FINANCIAL STATEMENTS.

Name of the organization: HELENA DEVEREUX FOUNDATION

Employer identification number: 30-0034707

SCHEDULE J-2 PART I

CONTIN OF OFFICERS, DIRECTORS, TRUSTEES, KEY & HIGHEST COMPED EMPLOYEES

HDF IS A SUPPORTING ORGANIZATION OF DEVEREUX AND MANAGES AND INVESTS FUNDS TO SUPPORT DEVEREUX'S ACTIVITIES. THE BOARD OF TRUSTEES OF DEVEREUX IS ALSO THE BOARD OF HDF. THE FOLLOWING OFFICERS OF DEVEREUX ARE OFFICERS OF HDF IN THE CAPACITIES GIVEN:

ROBERT Q KREIDER, PRESIDENT

ROBERT C DUNNE, SR VP & CFO/CONTROLLER

STEVEN H MANSH, TREASURER

DOLORES MCLAUGHLIN, ESQ., VICE PRESIDENT, GENERAL COUNSEL & SECRETARY

LAWRENCE WILLIAMS, VICE PRESIDENT FOR AUDIT AND COMPLIANCE

HDF DOES NOT MAINTAIN SEPARATE FACILITIES AND OPERATES AT ONE OF DEVEREUX'S TWO CORPORATE SITES, AT 444 DEVEREUX DRIVE, VILLANOVA, PA 19085. HDF DOES NOT REIMBURSE DEVEREUX FOR THE USE OF FACILITIES OR SHARED STAFF.

DURING FY09, DEVEREUX TRANSFERRED $9,600 TO THE HELENA DEVEREUX FOUNDATION. AS SETTLEMENT UNDER DEVEREUX'S SPENDING RULE, THE HELENA DEVEREUX FOUNDATION TRANSFERRED $1,885,000 TO DEVEREUX.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
DEVEREUX FOUNDATION 23-1390618 2012 RENAISSANCE BLVD KING OF PRUSSIA, PA 19406	MENTAL HEALTH	PA	501(C)(3)	3	N/A
DEVEREUX CLEO WALLACE 84-0406820 8405 CHURCH RANCH BLVD WESTMINSTER, CO 80021	MENTAL HEALTH	CO	501(C)(3)	3	DEV FOUND
DEVEREUX CLEO WALLACE FOUNDATION 74-2277635 8405 CHURCH RANCH BLVD WESTMINSTER, CO 80021	INVESTMENTS	CO	501(C)(3)	11-I	CLEO WALLACE
DEVEREUX PROFESSIONAL GROUP 74-0406760 CO DEVEREUX TX 1150 DEVEREUX D LEAGUE CITY, TX 77573	INACTIVE	TX	501(C)(3)	11-I	DEV FOUND
DEVEREUX KIDS INC 59-3593023 5850 TG LEE BLVD STE 400 ORLANDO, FL 32822	INACTIVE	FL	501(C)(3)	7	DEV FOUND

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations? Yes	(H) No	(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner? Yes	(J) No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
DEVEREUX PROPERTIES INC 23-1682903 PO BOX 638 VILLANOVA, PA 19085	INACTIVE	PA	DEVEREUX FOUND	C CORP			100.0000

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV

			Yes	No
1	During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b	X	
c	Gift, grant, or capital contribution from other organization(s)	1c	X	
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m	X	
n	Sharing of paid employees	1n	X	
o	Reimbursement paid to other organization for expenses	1o	X	
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q	X	
r	Other transfer of cash or property from other organization(s)	1r	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(A) Name of other organization(s)	(B) Transaction type (a–r)	(C) Amount involved
(1)	DEVEREUX FOUNDATION	M	NONE
(2)	DEVEREUX FOUNDATION	M	NONE
(3)	HELENA DEVEREUX FOUNDATION	Q	1,885,000.
(4)	HELENA DEVEREUX FOUNDATION	R	9,600.
(5)	DEVEREUX FOUNDATION	O	4,000.
(6)			

Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See Instructions regarding exclusion for certain investment partnerships

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproportionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

HELENA DEVEREUX FOUNDATION (HD FOUNDATION) IS A PENNSYLVANIA NOT-FOR-PROFIT CORPORATION WHICH HOLDS CERTAIN ASSETS TO BENEFIT DEVEREUX FOUNDATION OPERATING PROGRAMS. THE PURPOSE OF THE DEVEREUX FOUNDATION IS TO PROVIDE HIGH-QUALITY HUMAN SERVICES TO CHILDREN, ADULTS, AND FAMILIES WITH SPECIAL NEEDS WHICH DERIVE FROM BEHAVIORAL, PSYCHOLOGICAL, INTELLECTUAL OR NEUROLOGICAL IMPAIRMENTS. SERVICES WILL BE PROVIDED IN A CARING AND HUMANE WAY TO FOSTER HUMAN POTENTIAL AND TO CONTRIBUTE TO THE PERSON'S HEALH, SOCIAL, PSYCHOLOGICAL AND EDUCATIONAL WELL-BEING.

A SPENDING RULE APPROVAL IS APPLIED UNDER WHICH APPROXIMATELY 5% OF THE 3-YEAR AVERAGE INVESTMENT BALANCES HELD BY THE HELENA DEVEREUX FOUNDATION IS MADE AVAILABLE TO SUPPORT OPERATIONS OF DEVEREUX. THE 5% TARGET IS BASED ON TOTAL RETURN OF THE PORTFOLIO AND THEREFORE INCORPORATES INTEREST AND DIVIDENDS RECEIVED, AS WELL AS REALIZED AND UNREALIZED GAINS. FOR THE YEAR ENDED JUNE 30, 2009, INTEREST AND DIVIDENDS WERE $2,862,072 AND REALIZED GAINS WERE $5,551,227, FOR A TOTAL RETURN OF $8,413,299 (SEE PART VIII - STATEMENT OF REVENUE). MANAGEMENT CONSIDERS THE FULL AMOUNT AS "RELATED OR EXEMPT FUNCTION REVENUE."

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INVESTMENT INCOME	2,862,072.	2,862,072.		
TOTALS	2,862,072.	2,862,072.		

FORM 990, PART IX - PAYMENTS TO AFFILIATES

DESCRIPTION	(A) TOTAL EXPENSES	(B) PROGRAM SERVICE EXP.	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING EXPENSES
TRANSFER OF FUNDS TO RELATED ORGANIZATION	4,000.		4,000.	
TOTALS	4,000.		4,000.	

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	ENDING BOOK VALUE	COST OR FMV
VANGUARD TOTAL BOND MARKET	955,893.	FMV
VANGUARD CONVERTIBLE SECUR	288,769.	FMV
REIT	211,351.	FMV
VANGUARD STOCK MKT INDEX FUND	1,738,109.	FMV
VANGUARD INSTITUTL DEVEL MKTS	1,284,713.	FMV
VANGUARD EMERGING MARKETS	439,056.	FMV
VANGUARD TOTAL BOND MARKET	10,780,451.	FMV
VANGUARD CONVERT SECURITIES	3,184,894.	FMV
REIT	1,983,038.	FMV
VANGUARD STOCK MKT INDEX FUND	18,442,717.	FMV
VANGUARD INSTITUTL DEVEL MKTS	13,189,189.	FMV
VANGUARD EMERGING MARKETS	4,566,918.	FMV
MONEY MARKET	2,056.	FMV
VANGUARD TOTAL BOND MARKET	3,965,385.	FMV
VANGUARD CONVERT SECURITIES	772,385.	FMV
REIT	406,203.	FMV
VANGUARD STOCK MKT INDEX FUND	3,632,151.	FMV
VANGUARD INSTITUTL DEVEL MKTS	2,535,575.	FMV
VANGUARD EMERGING MARKETS	763,569.	FMV
TIPS US TREAS INFLATION INDEX	7,416,965.	FMV
DOLLAR ROUNDING	-387.	
TOTALS	76,559,000.	

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES	(IV) NO	(V) YES	(V) NO	(VI) YES	(VI) NO	(VII) AMOUNT OF SUPPORT
DEVEREUX FOUNDATION	23-1390618	03	X		X		X		1,885,000.
TOTAL AMOUNT OF SUPPORT									1,885,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2008

Name of estate or trust

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

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

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

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

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

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	5,551,227.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	5,551,227.

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

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			
14 Net long-term gain or (loss):				
a Total for year	14a			5,551,227.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			5,551,227.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

HELENA DEVEREUX FOUNDATION

Employer identification number 30-0034707

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
MCSI EAFE INDEX FUND		07/16/2008	164,878.	111,438.	53,440.
MSCI EAFE INDEX FUND		07/16/2008	4,500,000.	3,041,465.	1,458,535.
MSCI EMG MKTS FREE		07/16/2008	1,755,769.	984,905.	770,864.
PASSIVE BOND MKT CTF		07/16/2008	369,005.	366,165.	2,840.
PASSIVE BOND MKT CTF		07/16/2008	3,512,000.	3,484,966.	27,034.
REIT INDEX CTF		07/16/2008	1,883,971.	1,355,007.	528,964.
RUSSELL 1000 INDEX CTF		07/16/2008	1,019,044.	927,586.	91,458.
RUSSELL 1000 INDEX CTF		07/16/2008	7,290,000.	6,635,730.	654,270.
RUSSELL 2000 INDEX CTF		07/16/2008	2,610,000.	2,205,636.	404,364.
RUSSELL 2000 INDEX CTF		07/16/2008	469,837.	397,046.	72,791.
VANGUARD TOTAL BOND MKT		12/08/2008	221.	220.	1.
VANGUARD TOTAL BOND MKT		12/08/2008	134,796.	134,509.	287.
VANGUARD TOTAL BOND MKT		12/08/2008	1,406.	1,403.	3.
VANGUARD TOTAL BOND MKT		12/08/2008	22,847.	22,798.	49.
VANGUARD TOTAL BOND MARKET		12/08/2008	503.	502.	1.
VANGUARD TOTAL BOND MKT		12/08/2008	795,298.	805,362.	-10,064.
VANGUARD TOTAL BOND MKT		12/08/2008	1,247.	1,244.	3.
VANGUARD TOTAL BOND MARKET		12/08/2008	10,995.	10,972.	23.
VANGUARD TOTAL BOND MARKET		12/08/2008	190,447.	190,043.	404.
VANGUARD TOTAL BOND MARKET		12/08/2008	3,853.	3,845.	8.
VANGUARD TOTAL BOND MARKET		04/13/2009	872.	856.	16.
VANGUARD TOTAL BOND MARKET		04/13/2009	149,344.	146,559.	2,785.
VANGUARD TOTAL BOND MARKET		04/13/2009	170,966.	167,779.	3,187.
VANGUARD TOTAL BOND MARKET		04/13/2009	5,548.	5,444.	104.
VANGUARD TOTAL BOND MARKET		04/13/2009	90,133.	88,452.	1,681.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

*HELENA DEVEREUX FOUNDATION

Employer identification number 30-00347(

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
VANGUARD TOTAL BOND MARKET		04/13/2009	1,983.	1,946.	37.
VANGUARD TOTAL BOND MARKET		04/13/2009	3,376,295.	3,361,628.	14,667.
VANGUARD TOTAL BOND MARKET		04/13/2009	4,919.	4,828.	91.
VANGUARD TOTAL BOND MARKET		04/13/2009	43,376.	42,568.	808.
VANGUARD TOTAL BOND MARKET		04/13/2009	751,325.	737,316.	14,009.
VANGUARD TOTAL BOND MARKET		04/13/2009	15,202.	14,918.	284.
VANGUARD TOTAL BOND MARKET		04/13/2009	64,351.	63,151.	1,200.
MSCI EAFE INDEX FUND		07/16/2008	55,984.	36,082.	19,902.
MSCI EAFE INDEX FUND		07/16/2008	1,480,000.	953,870.	526,130.
REIT INDEX CTF		07/16/2008	772,840.	629,562.	143,278.
RUSSELL 1000 INDEX CTF		07/16/2008	628,303.	566,777.	61,526.
RUSSELL 1000 INDEX CTF		07/16/2008	4,410,000.	3,978,158.	431,842.
RUSSELL 2000 INDEX CTF		07/16/2008	247,089.	211,077.	36,012.
RUSSELL 2000 INDEX CTF		07/16/2008	990,000.	845,712.	144,288.
PASSIVE BOND MARKET CTF		07/16/2008	618,143.	612,764.	5,379.
PASSIVE BOND MARKET CTF		07/16/2008	5,888,000.	5,836,764.	51,236.
VANGUARD TOTAL BOND MARKET		12/08/2008	419,200.	418,310.	890.
VANGUARD TOTAL BOND MARKET		04/13/2009	2,274,381.	2,237,781.	36,600.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . 5,551,227.