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EXTENSION GRANTED TO 02/16/10

Return of Private Foundation

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

2008

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

For calendar year 2008, or tax year beginning JUL 1, 2008, and ending JUN 30, 2009

G Check all that apply. ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation THE REEVES FOUNDATION, INC.		A Employer identification number 58-1792933
	Number and street (or P O box number if mail is not delivered to street address) 115 SUMMIT AVENUE		B Telephone number 908-273-2312
	Room/suite		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	City or town, state, and ZIP code SUMMIT, NJ 07901		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21,761,322.		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received			N/A		
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	1,042.	1,042.		STATEMENT 1	
	4 Dividends and interest from securities	429,781.	429,781.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	139,865.				
	b Gross sales price for all assets on line 6a	4,993,644.				
	7 Capital gain net income (from Part IV line 2)		139,865.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	58,484.	58,484.		STATEMENT 3		
12 Total Add lines 1 through 11	629,172.	629,172.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	135,000.	47,250.		87,750.	
	14 Other employee salaries and wages	83,236.	29,133.		54,103.	
	15 Pension plans, employee benefits	46,694.	16,343.		30,351.	
	16a Legal fees					
	b Accounting fees	STMT 4	10,975.	3,841.		7,134.
	c Other professional fees	STMT 5	39,597.	39,597.		0.
	17 Interest		6,294.	6,294.		0.
	18 Taxes	STMT 6	33,200.	10,882.		19,796.
	19 Depreciation and depletion		2,102.	0.		
	20 Occupancy		59,405.	20,792.		38,613.
	21 Travel, conferences, and meetings		42,701.	14,945.		27,756.
	22 Printing and publications		922.	323.		599.
	23 Other expenses	STMT 7	205,860.	187,591.		18,001.
	24 Total operating and administrative expenses Add lines 13 through 23		665,986.	376,991.		284,103.
	25 Contributions, gifts, grants paid		1,158,778.			1,158,778.
26 Total expenses and disbursements Add lines 24 and 25		1,824,764.	376,991.		1,442,881.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-1,195,592.				
b Net investment income (if negative enter -0-)			252,181.			
c Adjusted net income (if negative, enter -0-)				N/A		

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

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	300.	300.	300.
	2 Savings and temporary cash investments	89,247.	35,058.	35,058.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,713.	17,997.	17,997.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	24,808,768.	22,468,372.	20,482,673.
	14 Land, buildings, and equipment basis ▶ 66,034.			
	Less: accumulated depreciation STMT 9 ▶ 43,420.	24,716.	22,614.	22,614.
	15 Other assets (describe ▶ STATEMENT 10)	13,401.	1,202,680.	1,202,680.
	16 Total assets (to be completed by all filers)	24,940,145.	23,747,021.	21,761,322.
	17 Accounts payable and accrued expenses	2,087.	3,035.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	3,131.	4,651.	
	23 Total liabilities (add lines 17 through 22)	5,218.	7,686.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	24,934,927.	23,739,335.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	24,934,927.	23,739,335.	
	31 Total liabilities and net assets/fund balances	24,940,145.	23,747,021.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	24,934,927.
2 Enter amount from Part I, line 27a	2	-1,195,592.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	23,739,335.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,739,335.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,993,644.		4,923,934.	139,865.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			139,865.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	139,865.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	1,376,712.	30,044,604.	.045822
2006	1,318,933.	29,149,386.	.045247
2005	1,255,425.	27,157,429.	.046228
2004	1,170,518.	25,246,915.	.046363
2003	1,071,435.	24,005,669.	.044633

2 Total of line 1, column (d)	2	.228293
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.045659
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	24,556,560.
5 Multiply line 4 by line 3	5	1,121,228.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,522.
7 Add lines 5 and 6	7	1,123,750.
8 Enter qualifying distributions from Part XII, line 4	8	1,442,881.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		1	2,522.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	2,522.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,522.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 17,078.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	17,078.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	14,556.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	14,556. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) SC, NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► J.E. REEVES, JR. Telephone no ► 908-273-2312
 Located at ► 115 SUMMIT AVENUE, SUMMIT, NJ ZIP+4 ► 07901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J.E. REEVES, JR. 115 SUMMIT AVE., SUMMIT, NJ	PRES. / TREAS.		*	
	40.00	135,000.	20,019.	0.
CAROLYN STRONG 115 SUMMIT AVE., SUMMIT, NJ	V. PRES. / SEC			
	20.00	0.	0.	0.
JANE R. MAHELIS 115 SUMMIT AVE., SUMMIT, NJ	DIRECTOR			
	20.00	0.	0.	0.
* MEDICAL INS. PREMIUMS AND DENTAL				

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
NONE - NOT A PRIVATE OPERATING FOUNDATION	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	23,608,451.
b	Average of monthly cash balances	1b	78,775.
c	Fair market value of all other assets	1c	* 1,243,292.
d	Total (add lines 1a, b, and c)	1d	24,930,518.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	24,930,518.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	373,958.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,556,560.
6	Minimum investment return. Enter 5% of line 5	6	1,227,828.

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

1	Minimum investment return from Part X, line 6	1	1,227,828.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	2,522.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,522.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,225,306.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,225,306.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,225,306.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,442,881.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,442,881.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,522.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,440,359.

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

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*Cash in transit	\$1,200,000
Fixed Assets	22,615
Prepays	17,997
Dividends Receivable	2,680
Total	<u>\$1,243,292</u>

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,225,306.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			1,416,287.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 1,442,881.				
a Applied to 2007, but not more than line 2a			1,416,287.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				26,594.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				1,198,712.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHARITABLE CONTRIBUTIONS THRU WILSHIRE U.S. PRIVATE MARKETS FUND IV, LP				10.
SEE ATTACHED STATEMENT A	N/A	PUBLIC CHARITY	SEE ATTACHED	1158741.
CHARITABLE CONTRIBUTIONS THRU WILSHIRE U.S. PRIVATE MARKETS FUND VI, LP				7.
CHARITABLE CONTRIBUTIONS THRU CHISHOLM FUND PARTNERS, LP				2.
CHARITABLE CONTRIBUTIONS THRU TIFF REALTY AND RESOURCES II, LLC				17.
CHARITABLE CONTRIBUTIONS THRU TIFF REALTY AND RESOURCES 2008, LLC				1.
Total				1158778.
b Approved for future payment				
SEE ATTACHED STATEMENT B	N/A	PUBLIC CHARITY	SEE ATTACHED	2062489.
Total				0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	3,563.792 SHS ARTIO INTERNATIONAL EQUITY FUND	P	VARIOUS	VARIOUS
b	1,955.417 SHS DODGE AND COX FUNDS	P	VARIOUS	VARIOUS
c	269,919.375 SHS PIMCO TOTAL RETURN FUND	P	VARIOUS	VARIOUS
d	9,749.304 SHS VANGUARD 500 INDEX FUND	P	VARIOUS	VARIOUS
e	CHISHOLM FUND PARTNERS LP	P	VARIOUS	VARIOUS
f	WILSHIRE ASSOCIATES PRIVATE MARKETS FUND II	P	VARIOUS	VARIOUS
g	WILSHIRE U.S. PRIVATE MARKET FUND IV, L.P.	P	VARIOUS	VARIOUS
h	WILSHIRE NON-U.S. PRIVATE MARKETS FUND IV, L.P.	P	VARIOUS	VARIOUS
i	WILSHIRE PRIVATE MARKET FUND VI, L.P.	P	VARIOUS	VARIOUS
j	WILSHIRE EUROPEAN PRIVATE MARKETS FUND VI, L.P.	P	VARIOUS	VARIOUS
k	4,960.862 SHS OF WINSTON GLOBAL FUND, LTD.	P	VARIOUS	VARIOUS
l	2,643.705 SHS OF WINSTON HEDGED EQUITY FUND, LTD.	P	VARIOUS	VARIOUS
m	TIFF REALTY AND RESOURCES 2008, LLC	P	VARIOUS	VARIOUS
n	TIFF REALTY AND RESOURCES II, LLC	P	VARIOUS	VARIOUS
o	FARALLON CAPITAL	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,000.		56,080.	-6,080.
b 50,000.		77,894.	-27,894.
c 2,755,000.		2,890,226.	-135,226.
d 700,000.		1,012,982.	-312,982.
e			25,215.
f			-4,021.
g			104,049.
h			19,416.
i			-6,312.
j			7,249.
k 700,000.		519,095.	180,905.
l 500,000.		367,657.	132,343.
m			18.
n			70,904.
o			25,996.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-6,080.
b			-27,894.
c			-135,226.
d			-312,982.
e			25,215.
f			-4,021.
g			104,049.
h			19,416.
i			-6,312.
j			7,249.
k			180,905.
l			132,343.
m			18.
n			70,904.
o			25,996.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ADVISORY RESEARCH SMALL/MID CAP VALUE EQUITY FUND	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			-172,359.
b	238,644.		238,644.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-172,359.
b			238,644.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	139,865.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	OFFICE EQUIPMENT							
	081588	SL	5.00	16	10,500.		10,500.	0.
2	COMPUTER PERIPHERAL							
	091589	SL	5.00	16	2,805.		2,805.	0.
3	COMPUTER PERIPHERAL							
	021593	SL	5.00	16	228.		228.	0.
4	COMPUTER							
	121592	SL	5.00	16	1,690.		1,690.	0.
6	PRINTER							
	061593	SL	5.00	16	648.		648.	0.
7	OFFICE FURNITURE							
	063088	SL	7.00	16	2,184.		2,184.	0.
8	PHONE SYSTEMS							
	091589	SL	7.00	16	2,550.		2,549.	0.
9	CABINETS AND LOCKS							
	061590	SL	7.00	16	1,630.		1,630.	0.
10	MICROWAVE							
	111591	SL	7.00	16	101.		101.	0.
11	RUGS							
	121590	SL	31.50	16	5,933.		3,308.	188.
12	COMPUTER & PRINTER							
	053196	SL	5.00	16	2,658.		2,658.	0.
13	COPIER							
	081596	SL	5.00	16	1,200.		1,200.	0.
14	FAX MACHINE							
	013098	SL	5.00	16	300.		300.	0.
15	COMPUTER & PRINTER							
	033198	SL	5.00	16	1,783.		1,783.	0.
16	SIDEWALK IMPROVEMENTS							
	081597	SL	39.00	16	500.		143.	13.
17	COMPUTER CABLE AND EQUIPMENT							
	101598	SL	5.00	16	220.		220.	0.
18	COMPUTER CABLE AND EQUIPMENT							
	113098	SL	5.00	16	250.		250.	0.
19	ROOF IMPROVEMENTS							
	101598	SL	39.00	16	200.		49.	5.
20	ROOF							
	031699	SL	39.00	16	18,350.		4,376.	471.
21	TYPEWRITER							
	012301	SL	5.00	16	149.		149.	0.
22	BLINDS							
	051501	SL	39.00	16	410.		79.	11.
23	COPIER							
	090401	SL	5.00	16	695.		695.	0.
24	COMPUTER							
	111501	SL	5.00	16	850.		850.	0.
25	COMPUTER							
	031403	SL	5.00	16	900.		900.	0.
26	BOILER							
	110106	SL	7.00	16	7,816.		1,861.	1,117.
27	COMPUTER							
	081507	SL	5.00	16	885.		162.	177.
28	PRINTER							
	063008	SL	5.00	16	599.			120.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
HILLTOP COMMUNITY BANK	1,042.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,042.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ADVISORY RESEARCH SMALL/MID CAP VALUE EQUITY FUND II, L.P. - DIVIDENDS	7,118.	0.	7,118.
ARTISAN MID CAP FUND - CAPITAL GAIN DIVIDENDS	8,961.	8,961.	0.
CHISHOLM FUND PARTNERS, L.P. - DIVIDENDS	3,195.	0.	3,195.
CHISHOLM FUND PARTNERS, L.P. - INTEREST	2,865.	0.	2,865.
DODGE & COX INTERNATIONAL STOCK FUND - CAPITAL GAIN DIVIDENDS	91,339.	91,339.	0.
ING INTERNATIONAL SMALL CAP MULTI-MANAGER I FUND - CAPITAL GAIN DIVIDENDS	48.	48.	0.
OTHER DIVIDENDS	339,624.	0.	339,624.
PIMCO TOTAL RETURN FUND - CAPITAL GAIN DIVIDENDS	138,296.	138,296.	0.
TIFF REALTY AND RESOURCES 2008, LLC - DIVIDENDS	13.	0.	13.
TIFF REALTY AND RESOURCES 2008, LLC - INTEREST	213.	0.	213.
TIFF REALTY AND RESOURCES II, LLC - DIVIDENDS	5,280.	0.	5,280.
TIFF REALTY AND RESOURCES II, LLC - INTEREST	27,429.	0.	27,429.
UNITED STATES TREASURY	13.	0.	13.
VANGUARD - INTEREST	2,888.	0.	2,888.
WILSHIRE ASSOCIATES PRIVATE MARKET FUND II - DIVIDENDS	2,692.	0.	2,692.
WILSHIRE ASSOCIATES PRIVATE MARKET FUND II - INTEREST	5,831.	0.	5,831.
WILSHIRE EUROPEAN PRIVATE MARKETS FUND VI, L.P. - DIVIDENDS	858.	0.	858.
WILSHIRE EUROPEAN PRIVATE MARKETS FUND VI, L.P. - INTEREST	2,960.	0.	2,960.

WILSHIRE NON-US PRIVATE MARKETS FUND IV, L.P. - DIVIDENDS	629.	0.	629.
WILSHIRE NON-US PRIVATE MARKETS FUND IV, L.P. - INTEREST	1,150.	0.	1,150.
WILSHIRE US PRIVATE MARKETS FUND IV, L.P. - DIVIDENDS	6,159.	0.	6,159.
WILSHIRE US PRIVATE MARKETS FUND IV, L.P. - INTEREST	10,431.	0.	10,431.
WILSHIRE US PRIVATE MARKETS FUND VI, L.P. - DIVIDENDS	1,238.	0.	1,238.
WILSHIRE US PRIVATE MARKETS FUND VI, L.P. - INTEREST	9,195.	0.	9,195.
TOTAL TO FM 990-PF, PART I, LN 4	668,425.	238,644.	429,781.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WILSHIRE NON-US PRIVATE MARKETS FUND IV, L.P. - ORDINARY INCOME	23,559.	23,559.	
WILSHIRE US PRIVATE MARKETS FUND IV, L.P. - ORDINARY INCOME	6,097.	6,097.	
WILSHIRE ASSOCIATES PRIVATE MARKET FUND II - ORDINARY LOSS	-2,356.	-2,356.	
TIFF REALTY AND RESOURCES 2008, LLC - ORDINARY INCOME	30.	30.	
CHISHOLM FUND PARTNERS, LP - ORDINARY LOSS	-502.	-502.	
TIFF REALTY AND RESOURCES II, LLC - ORDINARY LOSS	-10,057.	-10,057.	
WILSHIRE US PRIVATE MARKETS FUND VI, L.P. - ORDINARY INCOME	840.	840.	
WILSHIRE EUROPEAN PRIVATE MARKETS FUND VI, L.P. - ORDINARY INCOME	56.	56.	
FARALLON CAPITAL - ORDINARY INCOME	40,419.	40,419.	
BEACON TRUST - ORDINARY INCOME	398.	398.	
TOTAL TO FORM 990-PF, PART I, LINE 11	58,484.	58,484.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,975.	3,841.		7,134.
TO FORM 990-PF, PG 1, LN 16B	10,975.	3,841.		7,134.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT CONSULTING FEES	39,597.	39,597.		0.
TO FORM 990-PF, PG 1, LN 16C	39,597.	39,597.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	14,520.	5,082.		9,438.
PAYROLL TAXES	15,935.	5,577.		10,358.
FOREIGN TAXES	223.	223.		0.
EXCISE TAXES	2,522.	0.		0.
TO FORM 990-PF, PG 1, LN 18	33,200.	10,882.		19,796.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UTILITIES	8,056.	2,820.		5,236.
TELEPHONE	3,189.	1,116.		2,073.
SERVICE CONTRACTS	1,030.	361.		669.
BANK & CUSTODY FEES	24.	8.		16.
OFFICE SUPPLIES	643.	225.		418.
MAINTENANCE	4,439.	1,554.		2,885.
COMMERCIAL INSURANCE	9,604.	3,361.		6,243.
MISCELLANEOUS	198.	69.		129.
POSTAGE	486.	170.		316.
DEDUCTIONS RELATED TO PORTFOLIO INCOME - CHISHOLM FUND PARTNERS, LP	16,158.	16,158.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME - WILSHIRE ASSOC PRIVATE MKTS FUND II	18,589.	18,589.		0.
WIRE TRANSFER FEES	25.	9.		16.
DEDUCTIONS RELATED TO PORTFOLIO INCOME - WILSHIRE US PRIVATE MARKETS FUND IV	28,988.	28,988.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME - WILSHIRE NON-US PRIVATE MKTS FD IV	4,301.	4,301.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME - TIFF REALTY AND RESOURCES 2008, NONDEDUCTIBLE EXPENSES	9,012. 268.	9,012. 0.		0. 0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME - WILSHIRE US PRIVATE MARKETS FUND VI	16,535.	16,535.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME - WILSHIRE EUR. PVT MARKETS FUND VI	4,137.	4,137.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME - TIFF REALTY AND RESOURCES II, LLC	32,416.	32,416.		0.
SECTION 59 (E)(2) EXP	43,614.	43,614.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME - ADVISORY RESEARCH SMALL/MID CAP	4,148.	4,148.		0.
TO FORM 990-PF, PG 1, LN 23	205,860.	187,591.		18,001.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
38,438.445 SHS PIMCO TOTAL RETURN DOM. FIXED	COST	411,516.	401,682.
CHISHOLM FUND PARTNERS, LP	COST	437,287.	406,569.
WILSHIRE ASSC PRIVATE MRKT FUND II	COST	345,463.	380,687.
38,874.418 SHS VANGUARD 500 INDEX	COST	4,031,569.	2,720,821.
FARALLON CAPITAL OFFSHORE CL A	COST	66,415.	1,843,605.
WILSHIRE US PRIVATE MRKT FUND IV	COST	1,035,998.	1,219,328.
WILSHIRE NON-US PRIVATE MRKT FUND IV	COST	68,374.	92,831.
8,142.324 SHS WINSTON HEDGED EQUITY FUND	COST	1,132,343.	1,539,946.
33,053.460 SHS ARTISAN FUNDS	COST	822,633.	708,997.
10,814.394 SHS WINSTON GLOBAL FUND, LTD	COST	1,131,604.	1,525,960.
WILSHIRE US PRIVATE MRKT FUND VI	COST	557,897.	538,468.
WILSHIRE EUROPEAN PRIVATE MRKT	COST	125,606.	113,804.
TIFF REALTY AND RESOURCES II	COST	1,317,082.	1,214,778.
73,254.663 DODGE & COX FUNDS	COST	2,918,132.	1,862,134.
173,430.921 SHS ARTIO INT'L EQUITY FUND	COST	2,692,372.	1,755,121.
11,481.06 SHS ARCHSTONE MARKET NEUTRAL STRATEGIES	COST	1,800,000.	1,582,090.
27,550.955 SHS ING INTERNATIONAL SMALL CAP	COST	1,712,937.	737,264.
TIFF REALTY AND RESOURCES 2008	COST	85,473.	71,931.
ADVISORY RESEARCH SMALL/MID CAP	COST	585,200.	596,575.
US TIPS; 2.000%; DUE 07/15/14	COST	100,579.	104,255.
US TIPS; 2.375%; DUE 01/15/17	COST	99,155.	102,539.
US TIPS; 1.375%; DUE 07/15/18	COST	99,388.	101,602.
US TIPS; 2.000%; DUE 01/15/26	COST	99,260.	104,979.
US TIPS; 1.750%; DUE 01/15/28	COST	99,301.	105,624.
US TIPS; 3.375%; DUE 04/15/32	COST	100,947.	105,320.
US TREASURY NOTE; 1.500%; DUE 12/31/13	COST	99,317.	96,344.
US TREASURY NOTE; 3.750%; DUE 11/15/18	COST	99,679.	92,564.
US TREASURY BOND; 6.250%; DUE 08/15/23	COST	97,757.	92,560.
US TREASURY BOND; 5.250%; DUE 02/15/29	COST	98,723.	91,068.
US TREASURY BOND; 5.375%; DUE 02/15/31	COST	97,721.	89,468.
US TREASURY BOND; 4.375%; DUE 02/15/38	COST	98,644.	83,759.
TOTAL TO FORM 990-PF, PART II, LINE 13		22,468,372.	20,482,673.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	10,500.	10,500.	0.
COMPUTER PERIPHERAL	2,805.	2,805.	0.
COMPUTER PERIPHERAL	228.	228.	0.
COMPUTER	1,690.	1,690.	0.
PRINTER	648.	648.	0.
OFFICE FURNITURE	2,184.	2,184.	0.
PHONE SYSTEMS	2,550.	2,549.	1.
CABINETS AND LOCKS	1,630.	1,630.	0.
MICROWAVE	101.	101.	0.
RUGS	5,933.	3,496.	2,437.
COMPUTER & PRINTER	2,658.	2,658.	0.
COPIER	1,200.	1,200.	0.
FAX MACHINE	300.	300.	0.
COMPUTER & PRINTER	1,783.	1,783.	0.
SIDEWALK IMPROVEMENTS	500.	156.	344.
COMPUTER CABLE AND EQUIPMENT	220.	220.	0.
COMPUTER CABLE AND EQUIPMENT	250.	250.	0.
ROOF IMPROVEMENTS	200.	54.	146.
ROOF	18,350.	4,847.	13,503.
TYPEWRITER	149.	149.	0.
BLINDS	410.	90.	320.
COPIER	695.	695.	0.
COMPUTER	850.	850.	0.
COMPUTER	900.	900.	0.
BOILER	7,816.	2,978.	4,838.
COMPUTER	885.	339.	546.
PRINTER	599.	120.	479.
TOTAL TO FM 990-PF, PART II, LN 14	66,034.	43,420.	22,614.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	13,401.	2,680.	2,680.
CASH IN TRANSIT	0.	1,200,000.	1,200,000.
TO FORM 990-PF, PART II, LINE 15	13,401.	1,202,680.	1,202,680.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX WITHHELD	209.	4,651.
EXCISE TAX PAYABLE	2,922.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,131.	4,651.

THE REEVES FOUNDATION
Grants Paid FYE 6/2009

Recipient	Purpose	Address	Amount 2009
Asphalt Green, Inc	Capital	555 East 90th Street, New York, NY 10128	25,000
Centenary College	Capital	400 Jefferson Street, Hacketstown, NJ 07840	83,334
The Connection for Children and Families	Capital	79 Maple Street, Summit, NJ 07901	83,334
Family Promise, Inc.	Endowment	71 Summit Avenue, Summit, NJ 07901	18,350
Fauquier Hospital Foundaiton, Inc.	Capital	356 Hospital Drive, Warrenton, VA 20186	16,750
Girl Scout Council of Greater New York, Inc.	Capital	43 West 23rd Street, New York, NY 10010	10,000
National Jewish Medical and Research Center	Capital	1400 Jackson Street, Denver, CO 80206	41,667
Overlook Hospital Foundation	Endowment	36 Upper Overlook Road, Summit, NJ 07902	10,000
Overlook Hospital Foundation	Endowment	36 Upper Overlook Road, Summit, NJ 07902	130,312
Queens University of Charlotte	Capital	1900 Selwyn Avenue, Charlotte, NC 28274	37,500
UMDNJ School of Dentistry	Capital	65 Bergen Street, Suite 1551, Newark, NJ 07107	20,834
United Methodist Church of Summit	Capital	17 Kent Place Boulevard, Summit, NJ 07901	6,660
Vanderbilt University	Endowment	230 Appleton Place, Nashville, TN 37203	125,000
West Virginia Wesleyan	Capital	59 College Avenue, Buckhannon, WV 26201	125,000
Wingate University	Endowment	Campus Box 3055, Wingate, NC 28174	150,000
Wofford College	Endowment	429 North Church Street, Spartanburg, SC 29303	250,000
YMCA of Eastern Union County	Capital	144 Madison Avenue, Elizabeth, NJ 07201	25,000
Total			<u>1,158,741</u>

THE REEVES FOUNDATION
FORM 990 PF 6/30/09
E.I.N. 58-1792933

GRANTS APPROVED FOR FUTURE PAYMENT

ORGANIZATION	PURPOSE	ADDRESS	AMOUNT
Asphalt Green	Capital	555 East 90th Street, New York, NY 10128	50,000
Centenary College	Capital	400 Jefferson Street, Hacketstown, NJ 07840	166,666
Columbia College	Endowment	1301 Columbia College Drive, Columbia, SC 29203	500,000
The Connection for Women and Families	Capital	79 Maple Street, Summit, NJ 07901	250,000
Family Promise	Endowment	71 Summit Avenue, Summit, NJ 07901	36,700
Fauquier Hospital	Capital	356 Hospital Drive, Warrenton, VA 20186	33,500
National Jewish Medical and Research Center	Capital	1400 Jackson Street, Denver, CO 80206	83,333
Overlook Hospital	Endowment	36 Upper Overlook Road, Summit, NJ 07902	260,624
UMDNJ School of Dentistry	Capital	65 Bergen Street, Suite 1551, Newark, NJ 07107	41,666
Vanderbilt University	Endowment	230 Appleton Place, Nashville, TN 37203	65,000
Wofford College	Endowment	429 North Church Street, Spartanburg, SC 29303	500,000
YMCA of Eastern Union County	Capital	144 Madison Avenue, Elizabeth, NJ 07201	75,000
TOTAL			2,062,489

**Application for Extension of Time To File
Exempt Organization Return**

OMB No 1545 1709

▶ **File a separate application for each return.**

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

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

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

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

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

Type or print	Name of Exempt Organization THE REEVES FOUNDATION, INC.	Employer identification number 58-1792933
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 115 SUMMIT AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SUMMIT, NJ 07901	

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

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

J.E. REEVES, JR.

- The books are in the care of ▶ **115 SUMMIT AVENUE - SUMMIT, NJ 07901**
Telephone No ▶ **908-273-2312** FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3 month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☐ calendar year _____ or
- ▶ ☒ tax year beginning **JUL 1, 2008** and ending **JUN 30, 2009**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069 enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 17,078.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 17,078.
c Balance Due Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

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

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

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