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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning **JAN 1, 2009**, and ending **SEP 30, 2009**

G Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation CORTOPASSI INSTITUTE	A Employer identification number 03-0412489
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 11292 N. ALPINE ROAD	B Telephone number (209) 948-0792
	City or town, state, and ZIP code STOCKTON, CA 95212	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"/>
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	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 0. (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			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	117,595.	117,595.		STATEMENT 1
4 Dividends and interest from securities	682.	682.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 243,403.	6,150.			
b Capital gain net income (from Part IV, line 2)		6,150.		
8 Net short-term capital gain				
Income modifications				
9a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
10 Other income	112,168.	112,168.		STATEMENT 3
11 Total Add lines 1 through 11	236,595.	236,595.		
13 Compensation of officers, directors, trustees, etc	110,833.	0.		110,833.
14 Other employee salaries and wages	33,475.	0.		33,475.
15 Pension plans, employee benefits				
16a Legal fees STMT 4	1,519.	304.		1,215.
b Accounting fees STMT 5	14,000.	2,800.		11,200.
c Other professional fees				
17 Interest				
18 Taxes STMT 6	11,034.	112.		10,922.
19 Depreciation and depletion	235,090.	235,090.		
20 Occupancy				
21 Travel, conferences, and meetings	5,817.	0.		5,817.
22 Printing and publications	225.	0.		225.
23 Other expenses STMT 7	2,623.	0.		2,623.
24 Total operating and administrative expenses. Add lines 13 through 23	414,616.	238,306.		176,310.
25 Contributions, gifts, grants paid	739,281.			739,281.
26 Total expenses and disbursements. Add lines 24 and 25	1,153,897.	238,306.		915,591.
27 Subtract line 26 from line 12	<917,302.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II

Balance Sheets

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

	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing				
2 Savings and temporary cash investments	10,512,731.			
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				
10a Investments - U.S. and state government obligations				
b Investments - corporate stock STMT 10	6,579,405.	0.	0.	
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ DEPOSIT)	727.	0.	0.	
16 Total assets (to be completed by all filers)	17,092,863.	0.	0.	
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable	1,115,705.			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	1,115,705.	0.	0.	
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	15,977,158.	0.		
30 Total net assets or fund balances	15,977,158.	0.	0.	
31 Total liabilities and net assets/fund balances	17,092,863.	0.	0.	

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	15,977,158.
2 Enter amount from Part I, line 27a	2	<917,302.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,115,705.
4 Add lines 1, 2, and 3	4	16,175,561.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	16,175,561.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	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 10,000 SH. CANADIAN OIL SANDS TRUST	P	01/01/09	06/30/09
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 243,403.		237,253.	6,150.
b			
c			
d			
e			

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			6,150.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	6,150.
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

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))
2008	12,549,821.	24,170,516.	.519220
2007	3,060,421.	31,242,456.	.097957
2006	2,672,309.	34,748,838.	.076904
2005	1,219,388.	29,632,511.	.041150
2004	280,593.	9,308,343.	.030144

2 Total of line 1, column (d)	2	.765375
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	.153075
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,944,300.
5 Multiply line 4 by line 3	5	2,134,524.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	2,134,524.
8 Enter qualifying distributions from Part XII, line 4	8	915,591.

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 or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	9,190.
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	9,190.
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	9,190.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11	9,190.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5	X	
6	X	
7	X	
8a		
8b	X	
9		X
10		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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of DONALD G. LENZ Telephone no (209) 948-0792
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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 2009?
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?
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?
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?
b If "Yes," did it have excess business holdings in 2009 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2009?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		110,833.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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 N/A	
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.

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	4,783,466.
b	Average of monthly cash balances	1b	9,373,184.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,156,650.
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	14,156,650.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	212,350.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,944,300.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	521,475.

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	521,475.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	521,475.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	521,475.
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	521,475.

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	915,591.
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	915,591.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	915,591.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				521,475.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	8,009.			
b From 2005				
c From 2006	1,042,893.			
d From 2007	1,566,254.			
e From 2008	11348963.			
f Total of lines 3a through e	13,966,119.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	915,591.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				521,475.
e Remaining amount distributed out of corpus	394,116.			
5 Excess distributions carryover applied to 2009 (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:	14,360,235.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	8,009.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	14,352,226.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006	1,042,893.			
c Excess from 2007	1,566,254.			
d Excess from 2008	11348963.			
e Excess from 2009	394,116.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

SEE STATEMENT 12

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE					739,281.
Total				▶ 3a	739,281.
b <i>Approved for future payment</i> NONE					
Total				▶ 3b	0.

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

- 1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Declaration section: 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. Signature of officer or trustee, Date, Title, Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name (or yours if self-employed), address, and ZIP code, EIN, Phone no.

Distribution of Assets in Complete Liquidation, Termination, Dissolution, or Substantial Contraction

Organization: Cortopassi Institute
TIN: 03-0412489
Tax Year Ended: September 30, 2009

Form 990-PF, Part VII-A, Line 5

During the current year the Foundation made the following distribution in connection with the Organization's election to merge their remaining assets with an affiliated private foundation (IRC Sec 507(b)(2)).

This distribution constitutes a distribution of the Foundation's entire remaining assets. The final distribution of assets was made on September 30, 2009.

<u>Recipient's name and address:</u>	<u>Assets Distributed</u>	<u>FMV</u>
Cortopassi Family Foundation 11292 N. Alpine Road Stockton, CA 95212	Cash	\$ 417,459
	Certificate of deposit	8,614,951
	Marketable securities	5,172,000
	Miscellaneous assets	<u>16,143</u>
	Total	\$ <u>14,220,553</u>

A plan of dissolution was adopted by the Foundation on September 30, 2009. Attached is a copy of the plan adopted by the Foundation.

A0698205

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

NOV 12 2009

COPY

AGREEMENT OF MERGER

This Agreement of Merger is entered into between Cortopassi Family Foundation, a California Public Benefit corporation (herein "Surviving Corporation"), and Cortopassi Institute, a California Public Benefit corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.


2. Neither Merging Corporation nor Surviving Corporation have any members; therefore, no membership conversion applies.

3. Merging Corporation shall, from time to time, as and when requested by Surviving Corporation, execute and deliver all documents and instruments and take all actions necessary or desirable to evidence or carry out this merger.

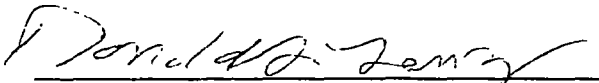
4. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement as of September 30, 2009.

CORTOPASSI FAMILY FOUNDATION



Dean A. Cortopassi, President

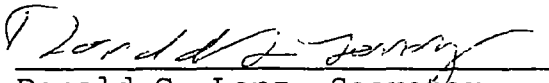


Donald G. Lenz, Secretary

CORTOPASSI INSTITUTE



Dean A. Cortopassi, President



Donald G. Lenz, Secretary

COPY

OFFICERS' CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

DEAN A. CORTOPASSI and DONALD G. LENZ certify that:

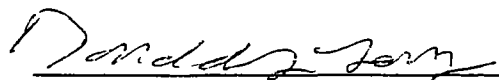
1. They are the president and secretary, respectively of Cortopassi Institute, a California Public Benefit corporation.
2. This corporation has no members.
3. The Agreement of Merger in the form attached to the certificate was approved by the board of directors of this corporation.
4. The Attorney General of the State of California has been given notice of this merger.

Each of the undersigned further declares under penalty of perjury under the laws of the State of California that the statements in the above certificate are true of his own knowledge.

DATED: September 30, 2009



Dean A. Cortopassi, President



Donald G. Lenz, Secretary

COPY

OFFICERS' CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

DEAN A. CORTOPASSI and DONALD G. LENZ certify that:

1. They are the president and secretary, respectively of Cortopassi Family Foundation, a California Public Benefit corporation.

2. This corporation has no members.

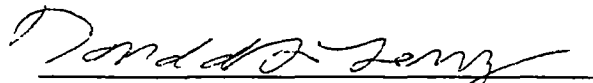
3. The Agreement of Merger in the form attached to the certificate was approved by the board of directors of this corporation.

4. The Attorney General of the State of California has been given notice of this merger.

Each of the undersigned further declares under penalty of perjury under the laws of the State of California that the statements in the above certificate are true of his own knowledge.

DATED: September 30, 2009


Dean A. Cortopassi, President


Donald G. Lenz, Secretary



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

SOURCE	AMOUNT
BANK OF STOCKTON	114,951.
MORGAN STANLEY	2,644.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	117,595.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	682.	0.	682.
TOTAL TO FM 990-PF, PART I, LN 4	682.	0.	682.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SAN JUAN BASIN ROYALTY TRUST	112,168.	112,168.	
TOTAL TO FORM 990-PF, PART I, LINE 11	112,168.	112,168.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,519.	304.		1,215.
TO FM 990-PF, PG 1, LN 16A	1,519.	304.		1,215.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	14,000.	2,800.		11,200.
TO FORM 990-PF, PG 1, LN 16B	14,000.	2,800.		11,200.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	10.	10.		0.
PAYROLL TAXES	10,922.	0.		10,922.
TAX WITHHELD ON FOREIGN DIVIDENDS	102.	102.		0.
TO FORM 990-PF, PG 1, LN 18	11,034.	112.		10,922.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING FEES	1,540.	0.		1,540.
INSURANCE	457.	0.		457.
OFFICE EXPENSES	499.	0.		499.
MISCELLANEOUS	77.	0.		77.
BANK CHARGES	50.	0.		50.
TO FORM 990-PF, PG 1, LN 23	2,623.	0.		2,623.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
DECREASE IN BOARD DESIGNATED ASSETS	1,115,705.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,115,705.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
NET ASSETS TRANSFERRED PURSUANT TO IRS CODE SECTION 507(B)(2)	16,175,561.
TOTAL TO FORM 990-PF, PART III, LINE 5	16,175,561.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY	0.	0.
MORGAN STANLEY	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEAN A. CORTOPASSI 11292 N. ALPINE ROAD STOCKTON, CA 95212	PRESIDENT 5.00	0.	0.	0.
JOAN A. CORTOPASSI 11292 N. ALPINE ROAD STOCKTON, CA 95212	TRUSTEE 5.00	0.	0.	0.
DONALD G. LENZ 11292 N. ALPINE ROAD STOCKTON, CA 95212	SEC/TREAS/TRUSTEE 1.00	0.	0.	0.
THOMAS A. CORTOPASSI 11292 N. ALPINE ROAD STOCKTON, CA 95212	TRUSTEE 1.00	0.	0.	0.
JEFFREY J. COLOMBINI 11292 N. ALPINE ROAD STOCKTON, CA 95212	TRUSTEE 1.00	0.	0.	0.
KEVIN P. HUBER 11292 N. ALPINE ROAD STOCKTON, CA 95212	TRUSTEE 1.00	0.	0.	0.
DANIEL P CONNELLY 11292 N. ALPINE ROAD STOCKTON, CA 95212	EXECUTIVE DIRECTOR 25.00	110,833.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		110,833.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

DEAN A. CORTOPASSI
JOAN A. CORTOPASSI

The Cortopassi Institute
Grants Paid by Account
January through December 2009

<u>Grantee</u>	<u>Amount</u>
Total America's Future Foundation	19,500 00
Total Aspire Public Schools	11,331 70
Total Bill of Rights Institute	5,000 00
Total Center for Applied Economics	13,217 00
Total Green Dot Public Schools	180,000 00
Total Independence Institute	10,000 00
Total Independent Women's Forum	10,000 00
Total Institute for Humane Studies	100,000 00
Total Intercollegiate Studies Institute, Inc	70,400 00
Total Mercatus Center	143,000 00
Total Middleton, Young & Minney	143,432 61
Total Pacific Legal Foundation	17,000 00
Total Philanthropy Roundtable	16,400 00
TOTAL	<u>739,281.31</u>