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

2008

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 2008, or tax year beginning **Oct 1**, 2008, and ending **Sep 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	Heritage Mark Foundation			A Employer identification number 23-7017100	
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite		B Telephone number (see the instructions) (517) 337-1373		
	P.O. Box 980			C If exemption application is pending, check here ► <input type="checkbox"/>		
	City or town East Lansing	State ZIP code MI 48826-0980		D 1 Foreign organizations, check here ► <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				
I Fair market value of all assets at end of year (from Part II, column (c), line 16)		J Accounting method		<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
► \$ 25,743,354.		(Part I, column (d) must be on cash basis)				
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	189,500.				
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments	58,609.				
	4 Dividends and interest from securities	816,946.				
	5a Gross rents	0.				
	b Net rental income or (loss)	0.				
	6a Net gain/(loss) from sale of assets not on line 10					
	b Gross sales price for all assets on line 6a					
	7 Capital gain net income (from Part II, line 7)	0.				
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances	63				
	b Less Cost of goods sold	APR 27 2010				
	c Gross profit/(loss) (att sch)	IRSC				
	11 Other income (attach schedule)					
	See Line 11 Stmt	OGDEN IWT				
	12 Total. Add lines 1 through 11	1,043,224.				
		853,724.				
		853,724.				
	13 Compensation of officers, directors, trustees, etc	0.				
	14 Other employee salaries and wages	0.				
	15 Pension plans, employee benefits	0.				
	16a Legal fees (attach schedule) L-16a Stmt	31,077.				
	b Accounting fees (attach sch) L-16b Stmt	275.				
	c Other prof fees (attach sch)	790.				
	17 Interest	300.				
18 Taxes (attach schedule) See Line 18 Stmt	384.					
19 Depreciation (attach sch) and depletion	10,937.					
20 Occupancy	3,155.					
21 Travel, conferences, and meetings	0.					
22 Printing and publications	0.					
23 Other expenses (attach schedule)	10,409.					
See Line 23 Stmt	500.					
24 Total operating and administrative expenses. Add lines 13 through 23	2,701,806.					
	99,598.					
	99,598.					
	2,601,864.					
25 Contributions, gifts, grants paid	2,756,203.					
26 Total expenses and disbursements. Add lines 24 and 25	3,331,280.					
	103,028.					
	99,873.					
	5,952,621.					
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements	-5,044,259.					
b Net investment income (if negative, enter -0-)	750,696.					
c Adjusted net income (if negative, enter -0-)	753,851.					

SCANNED APR 29 2010

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		4,929.	484,801.	484,801.
	2 Savings and temporary cash investments		3,885,023.	2,045,594.	2,045,594.
	3 Accounts receivable	► 4,448.			
	Less allowance for doubtful accounts	► 0.	0.	4,448.	4,448.
	4 Pledges receivable	► 0.			
	Less allowance for doubtful accounts	► 0.		0.	0.
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	Less allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		0.	1,790,317.	1,790,317.
	10a Investments – U S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule)	L-10b Stmt	28,005,544.	17,692,471.	12,125,036.
	c Investments – corporate bonds (attach schedule)	L-10c Stmt	8,448,323.	10,006,221.	7,581,448.
	11 Investments – land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans		1,337,584.	1,185,447.	1,185,447.
	13 Investments – other (attach schedule)	L-13 Stmt	512,652.	490,770.	490,770.
	14 Land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ► L-15 Stmt		0.	35,493.	35,493.
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		42,194,055.	33,735,562.	25,743,354.
LIABILITIES	17 Accounts payable and accrued expenses		1,167.	708,281.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)		0.	1,165,167.	
	22 Other liabilities (describe ► federal income tax		249,842.	0.	
	23 Total liabilities (add lines 17 through 22)		251,009.	1,873,448.	
NET FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		► <input type="checkbox"/>		
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		► <input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, building, and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		41,943,046.	31,862,114.	
	30 Total net assets or fund balances (see the instructions)		41,943,046.	31,862,114.	
	31 Total liabilities and net assets/fund balances (see the instructions)		42,194,055.	33,735,562.	

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	41,943,046.
2 Enter amount from Part I line 27a	2	-5,044,259.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	36,898,787.
5 Decreases not included in line 2 (itemize)	5	5,036,673.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	31,862,114.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a see attached list					
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 8,785,175.	0.	13,811,622.	-5,026,447.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
a			-5,026,447.		
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	-5,026,447.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	- [If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]		3	-1,129,334.	

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	5,110,539.	49,706,635.	0.102814
2006	6,757,162.	56,814,673.	0.118933
2005	7,261,527.	53,413,385.	0.135950
2004	7,760,827.	44,324,457.	0.175091
2003	5,132,132.	36,958,288.	0.138863

2 Total of line 1, column (d) 2 0.671651

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.134330

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 4 24,111,320.

5 Multiply line 4 by line 3 5 3,238,874.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 7,507.

7 Add lines 5 and 6 7 3,246,381.

8 Enter qualifying distributions from Part XII, line 4 8 5,952,621.

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 the instructions)

1 a 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 <u>-----</u> (attach copy of ruling letter if necessary – see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 7,507.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 7,507.
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 7,507.
6 Credits/Payments	
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a 43,000.
b Exempt foreign organizations – tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c 0.
d Backup withholding erroneously withheld	6d
7 Total credits and payments Add lines 6a through 6d	7 43,000.
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 35,493.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax ► 7,507. Refunded	11 27,986.

Part VII-A | Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1 b	X	

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1 c	X	

c Did the foundation file **Form 1120-POL** for this year?

1 c	X	

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2	X	

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

3	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

4 a	X	

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

4 b	X	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by *General Instruction T*

5	X	

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6	X	

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

7	X	

8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► _____

MI - Michigan

8 b	X	

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

9	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

10	X	

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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)(3)? 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 ► Frederick C. Foote Telephone no ► (517) 337-1373
Located at ► 241 E. Saginaw, Ste 300, East Lansing, MI ZIP + 4 ► 48823 ►

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

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

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

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

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)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ► c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered 'Yes' to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

6b

7b

X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<u>Cheryl F. Groenendyke</u> 241 E. Saginaw, E. Lansing MI 48823	President 1.00	0.	0.	0.
<u>Barbara Shingleton</u> 241 E. Saginaw, E. Lansing MI 48823	Vice Pres. 1.00	0.	0.	0.
<u>Shirley A. Foote</u> 241 E. Saginaw, E. Lansing MI 48823	Chairman 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<u>NONE</u>				
<u>0</u>				

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

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

None

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1	<hr/> <hr/>
2	<hr/> <hr/>

All other program-related investments See instructions

3

Total. Add lines 1 through 3

BAA

Form 990-PF (2008)

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	20,548,701.
b Average of monthly cash balances	1b	2,708,906.
c Fair market value of all other assets (see instructions)	1c	1,220,890.
d Total (add lines 1a, b, and c)	1d	24,478,497.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	24,478,497.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	367,177.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,111,320.
6 Minimum investment return. Enter 5% of line 5	6	1,205,566.

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	1,205,566.
2a Tax on investment income for 2008 from Part VI, line 5	2a	7,507.
b Income tax for 2008 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	7,507.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,198,059.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,198,059.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,198,059.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes	1a	5,952,621.
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b Program-related investments – total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	5,952,621.
b Cash distribution test (attach the required schedule)	5	7,507.
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	5,945,114.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,198,059.
2 Undistributed income, if any, as of the end of 2007			1.	
a Enter amount for 2007 only				
b Total for prior years 20 06, 20 05, 20 04		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003 3,412,606.				
b From 2004 5,818,726.				
c From 2005 4,764,720.				
d From 2006 4,046,496.				
e From 2007 3,005,118.				
f Total of lines 3a through e 21,047,666.				
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ 5,952,621.				
a Applied to 2007, but not more than line 2a 1.				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2008 distributable amount 1,198,059.				
e Remaining amount distributed out of corpus 4,754,561.				
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 25,802,227.				
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				
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 instructions 0.				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009 0.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions) 3,412,606.				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a 22,389,621.				
10 Analysis of line 9				
a Excess from 2004 5,818,726.				
b Excess from 2005 4,764,720.				
c Excess from 2006 4,046,496.				
d Excess from 2007 3,005,118.				
e Excess from 2008 4,754,561.				

BAA

Form 990-PF (2008)

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

N/A

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

David R. Foote, Shirley A. Foote, Frederick C. Foote, Kenneth J. Foote,
Steven M. Foote, Cheryl Groenendyke

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Attached Schedule.				3,331,280.
Total			► 3a	3,331,280.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	58,609.	
4 Dividends and interest from securities			14	816,946.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-5,026,447.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>NanoHoldings (K-1)</u>			14	-21,882.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-4,172,774.	
13 Total Add line 12, columns (b), (d), and (e)	13				-4,172,774.

(See worksheet in the instructions for line 13 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions.)
Not Applicable	

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

3/25/10 ► VICE PRES

		3/25/10	► VICE PRES
Signature of officer or trustee		Date	Title
SIGN HERE Paid Preparer's Use Only	Preparer's signature ►	Date	Check if self-employed ► <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code ►	EIN ►	Preparer's Identifying number (See Signature in the instrs)
			Phone no ►

BAA

Form 990-PF (2008)

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, 990-EZ and 990-PF
► See separate instructions.

2008

Name of the organization

Heritage Mark Foundation

Employer identification number

23-7017100

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

General Rule –

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

Special Rules –

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year)

► \$ _____

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

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

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

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Steven M. Foote 177 E. 71st Street New York NY 10021	\$ 109,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Renaissance Charitable Foundation, Inc. 6100 W. 96th Street, Suite 105 Indianapolis IN 46278	\$ 70,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Arthur C. Litton II 1409 Turnberry Lane Fort Wayne IN 46814	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	50,000 shares of Valence Technology securities	\$ 109,500.	04/30/09
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
<u>NanoHoldings, LLC</u>	<u>-21,882.</u>	<u>-21,882.</u>	<u>-21,882.</u>
<u>Miscellaneous</u>	<u>51.</u>	<u>51.</u>	<u>51.</u>
Total	<u>-21,831.</u>	<u>-21,831.</u>	<u>-21,831.</u>

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Federal</u>	<u>7,507.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
<u>Foreign tax on securities</u>	<u>3,155.</u>	<u>3,155.</u>	<u>0.</u>	<u>0.</u>
<u>Use tax</u>	<u>275.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Total	<u>10,937.</u>	<u>3,155.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Bank charges</u>	<u>221.</u>	<u>0.</u>	<u>0.</u>	<u>221.</u>
<u>Film/movie production</u>	<u>2,601,134.</u>	<u>0.</u>	<u>0.</u>	<u>2,601,134.</u>
<u>Computer software</u>	<u>52.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
<u>Miscellaneous</u>	<u>79.</u>	<u>0.</u>	<u>0.</u>	<u>55.</u>
<u>Office supplies</u>	<u>220.</u>	<u>0.</u>	<u>0.</u>	<u>15.</u>
<u>Postage</u>	<u>63.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
<u>Mortgage loan expenses</u>	<u>928.</u>	<u>928.</u>	<u>928.</u>	<u>0.</u>
<u>Equipment rental</u>	<u>439.</u>	<u>0.</u>	<u>0.</u>	<u>439.</u>
<u>Mortgage loan charge off</u>	<u>98,670.</u>	<u>98,670.</u>	<u>98,670.</u>	<u>0.</u>
Total	<u>2,701,806.</u>	<u>99,598.</u>	<u>99,598.</u>	<u>2,601,864.</u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

<u>Nondeductible penalty</u>	<u>10,225.</u>
<u>Realized net loss on sale of marketable securities</u>	<u>5,026,448.</u>
Total	<u>5,036,673.</u>

Form 990-PF, Page 6, Part VIII, Line 1
 Information about Officers, Directors, Trustees, Etc.

(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
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>Frederick C. Foote</u> <u>241 E. Saginaw,</u> <u>E. Lansing MI 48823</u>	Sec./Treas. 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>Kenneth J. Foote</u> <u>241 E. Saginaw,</u> <u>E. Lansing MI 48823</u>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>Susan L. Foote</u> <u>241 E. Saginaw,</u> <u>E. Lansing MI 48823</u>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>Steven M. Foote</u> <u>241 E. Saginaw,</u> <u>E. Lansing MI 48823</u>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>David R. Foote</u> <u>241 E. Saginaw, E.</u> <u>Lansing MI 48823</u>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>Rhonda F. Judy</u> <u>241 E. Saginaw,</u> <u>E. Lansing MI 48823</u>	Trustee 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I, Line 16a
 L-16a Stmt

Line 16a - Legal Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
Michael C. Donaldson	general counsel -film	6,909.	0.	0.	6,909.
Miller Canfield	Bad debt	22,918.	0.	0.	0.
ICC	arbitration	975.	0.	0.	975.
various	miscellaneous	275.	275.	275.	0.
Total		31,077.	275.	275.	7,884.

Form 990-PF, Page 1, Part I, Line 16b

L-16b Stmt

Line 16b - Accounting Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
Plante & Moran	tax services	790.	0.	0.	0.
Total		790.	0.	0.	0.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Alseres Pharmaceutical Inc.	2,380,650.	558,750.
Bankers Petroleum Ltd.	205,178.	325,950.
Big Sky Energy Corp.	512,825.	1,850.
BNK Petroleum Ltd.	0.	28,485.
Canadian Superior Energy Inc.	886,375.	652,500.
Exar Corp.	1,427,669.	992,250.
Gastar Cheney #1 Royalty	-23.	1.
Gastar Fridkin Kaufman #1 Realty	-1,878.	1.
Great Basin Gold Ltd.	857,924.	382,500.
Hexcel Corp.	168,475.	1,315,600.
Hilltop Holdings Inc.	182,931.	243,974.
Innovative Solutions & Support Inc.	2,396,690.	1,127,250.
MI Development Inc.	141,086.	337,250.
Mission West Properties	747,350.	673,000.
Mosys, Inc.	2,758,796.	812,500.
Newport Corp.	693,248.	438,000.
Polaris Minerals	689,413.	735,000.
Polaris Minerals Corp Series A warrants	0.	767.
Polaris Minerals Corp Series B warrants	0.	885.
Pulse Data Inc.	487,215.	211,157.
Quantum 3D Ser 1 Conv Preferred	250,000.	2,083.
Stratic Energy Corp	471,503.	169,050.
Titanium Resources Group Ltd	464,525.	72,050.
Williams Companies Inc.	1,435,504.	2,591,150.
Yamana Gold Inc.	537,015.	453,033.
Total	17,692,471.	12,125,036.

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Equator Exploration 10%	2,000,000.	1,204,780.
First Industrial LP 6 7/8% due 4/15/2012	669,000.	830,000.
Focus Enhancements Inc. Sr. Con 12%	1,252,514.	322,928.
Focus Enhancements Sr DIP Note 8%	818,388.	818,388.
Magna Entertainment Corp. 7.25%	725,250.	78,750.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Continued

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Newport Corp. 2.5% due 2/15/2012	182,804.	212,537.
Prologis 2.25% due 4/1/2037	660,487.	764,417.
Quantum 3D Sec Conv Prom NT 5%	140,000.	140,000.
Stratic Energy Corp. 9%	3,329,653.	3,009,648.
Williams Cos Inc. 7.5%	228,125.	200,000.
Total	<u>10,006,221.</u>	<u>7,581,448.</u>

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Investment in The Passion	1.	1.
Investment in NanoHoldings, LLC	490,769.	490,769.
Total	<u>490,770.</u>	<u>490,770.</u>

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Prepaid federal income tax	0.	35,493.	35,493.
Total	<u>0.</u>	<u>35,493.</u>	<u>35,493.</u>

Additional Information For Tax Return

Heritage Mark Foundation

23-7017100

Form 990-PF, p1: Line 23(a)-2

Taxpayer elects under Section 181 to deduct movie production costs rather than capitalize them.

NUMBER OF SHARES	DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED	CCST OR BASIS	GAIN (LOSS) ON SALE
522,156	Applied Extrusion Tech 12%	P	various	5/4/2009	476,836	0	565,712	(88,876)
35,065	Applied Extrusion Tech Inc	P	various	11/26/2008	76,782	0	968,182	(89,390)
777	Applied Extrusion Tech Inc	P	3/21/2006	11/26/2008	1,592	0	3,139	(1,447)
9,1666	Bankers Pele Ltd	P	2/14/2006	9/10/2009	355,074	0	250,772	104,304
71,428	Coaltcar Mining Inc	P	11/17/2006	12/10/2008	19,399	0	226,947	(207,048)
535,303	Equator Exploration Ltd - warrants	P	3/6/2008	9/25/2009	1	0	0	1
30,000	Escrow Conseco Inc 6 8%	P	9/17/2003	2/19/2009	0	0	142	(142)
125,000	Escrow Conseco Inc 9%	P	9/17/2003	2/19/2009	0	0	592	(592)
35,500	Exar Corp	P	5/15/2007	4/23/2009	211,468	0	490,154	(278,686)
11,290	Exar Corp	P	5/15/2007	4/29/2009	68,091	0	155,853	(87,792)
3,210	Exar Corp	P	10/12/2007	4/29/2009	19,360	0	42,718	(23,358)
10,000	Exar Corp	P	10/12/2007	7/8/2009	68,825	0	133,080	(64,255)
20,000	Exar Corp	P	5/15/2007	11/25/2008	123,774	0	276,143	(152,369)
5,000	Exar Corp	P	10/12/2007	9/10/2009	37,392	0	66,540	(29,148)
1,150,000	Focus Enhancements, Inc	P	2/16/2007	10/22/2008	1,725	0	1,353,550	(1,351,825)
118,675	Focus Enhancements, Inc - warrants	P	2/16/2007	10/24/2008	1	0	98,500	(98,499)
2,571	Getty Realty Corp	P	4/6/2000	10/3/2008	52,960	0	32,523	20,437
1,500	Getty Realty Corp	P	7/20/2001	11/25/2008	25,329	0	31,965	(6,636)
4,279	Getty Realty Corp	P	4/6/2000	11/25/2008	72,254	0	54,129	18,125
4,700	Getty Realty Corp	D	6/15/2000	11/25/2008	79,363	0	129,368	(50,005)
11,950	Getty Realty Corp	P	8/7/2000	11/25/2008	201,784	0	136,194	65,590
2,000	Mission West Properties Inc	P	3/19/99	7/24/2009	13,685	0	13,380	305
23,000	Mission West Properties Inc	P	7/15/2004	8/5/2009	157,659	0	262,601	(104,942)
40,000	Newport Corp	P	2/1/2007	4/24/2009	190,420	0	760,793	(570,373)
10,000	Newport Corp	P	2/11/2007	11/25/2008	53,403	0	190,198	(136,795)
10,000	Polaris Minerals Corp	P	5/27/2008	8/5/2009	17,156	0	71,306	(54,150)
500,000	Pacific Rim Mining Corp	P	3/5/2007	11/25/2008	46,760	0	577,101	(530,341)
100,000	Trident Microsystems Inc	P	2/20/2008	4/23/2009	143,692	0	529,643	(385,551)
900,000	UTS Energy Corp	P	7/22/2004	2/25/2009	1,196,012	0	473,130	722,882
100,000	Carrick Gold Ltd	P	12/29/2007	4/24/2009	56,330	0	123,110	(66,780)
465,000	Gastar Convertible 9 75%	P	4/18/2005	8/25/2009	465,000	0	430,125	34,875
100,000	Gastar Convertible 9 75%	P	3/13/2008	8/25/2009	100,000	0	88,550	11,450
1,000	Valence Technology Inc	D	4/18/2007	8/13/2009	1,625	0	2,190	(565)
49,000	Valence Technology Inc	D	4/18/2007	8/20/2009	81,238	0	107,310	(26,072)
100,000	Valence Technology Inc	P	1/5/2007	4/27/2009	214,562	0	138,602	75,960
100,000	Valence Technology Inc	P	1/5/2007	5/4/2009	211,056	0	142,741	68,315
200,000	Valence Technology Inc	P	4/13/2007	8/13/2009	371,164	0	233,189	137,975
100,000	Valence Technology Inc	P	1/8/2007	8/5/2009	192,905	0	142,198	50,707
					\$ 5,405,287	\$ -	\$ 9,302,400	\$ (3,897,113)
					\$ 3,379,888	\$ -	\$ 4,509,222	\$ (1,129,334)
20,000	Condor Nickel Ltd	P	12/20/2007	11/13/2008	654	0	24,623	\$ (23,969)
60,000	Getty Really	P	3/18/2008	1/28/2009	1,235,147	0	881,009	\$ 354,138
30,100	Hilltop Holdings Inc	P	10/31/2008	8/5/2009	368,677	0	276,695	91,982
250,000	Kagara Zinc Limited	P	3/3/2008	1/12/2008	56,502	0	1,227,902	(1,171,400)
89,200	Mirabela Nickel Limited	P	2/29/2008	12/3/2008	49,806	0	514,759	(464,953)
1,060,000	Pacific Rim Mining Corp	P	8/25/2008	12/3/2008	120,720	0	273,356	(157,636)
92,053	Sony Energy Ltd	P	12/10/2008	3/26/2009	70,880	0	64,437	6,443
200,000	Trident Microsystems Inc	P	11/13/2008	5/6/2009	290,002	0	307,691	(17,689)
1,250,000	Weingarten Really Invest 3 95%	P	3/23/2009	7/16/2009	1,187,500	0	933,750	253,750
					\$ 3,379,888	\$ -	\$ 13,811,622	\$ (5,026,447)
								GRAND TOTAL FOR CAPITAL GAIN LOSS
								Total Long Term Capital Gain
								Total Short Term Capital Gain

HERITAGE MARK FOUNDATION

FORM 990-PF

23-7017100

PART XV SCHEDULE OF CONTRIBUTIONS

SEPTEMBER 30, 2009

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	STATUS OF RECIPIENT	CONTRIBUTION	AMOUNT
3XM-USA	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	\$ 9,600
Acton Institute	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	1,200
Adrian Dominican Sisters	Adrian, MI	PUBLIC CHARITY	CHARITABLE	1,000
American Cancer Society	Austin, TX	PUBLIC CHARITY	CHARITABLE	1,000
American Diabetes Association	Alexandria, VA	PUBLIC CHARITY	CHARITABLE	250
Answers in Genesis	Florence, KY	PUBLIC CHARITY	CHARITABLE	1,200
Avon Foundation	Rye, NY	PUBLIC CHARITY	CHARITABLE	250
Bair Lake Bible	Jones, MI	PUBLIC CHARITY	CHARITABLE	15,000
Bank of America Charitable Gift	Boston, MA	PUBLIC CHARITY	CHARITABLE	5,000
Beacon Hill Civic Association	Boston, MA	PUBLIC CHARITY	CHARITABLE	280
Bethany Bible Chapel	Warsaw, IN	PUBLIC CHARITY	CHARITABLE	800
Blair Academy	Blairstown, NJ	PUBLIC CHARITY	CHARITABLE	6,000
Boston Trinity Academy	Brookline, MA	PUBLIC CHARITY	CHARITABLE	110,000
Boys Hope Girls Hope of New York	Staten Island, NY	PUBLIC CHARITY	CHARITABLE	2,400
CAM International	Dallas, TX	PUBLIC CHARITY	CHARITABLE	1,300
Campus Crusade for Christ International	Orlando, FL	PUBLIC CHARITY	CHARITABLE	57,050
Capital Homeschool Athletic Program	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	10,800
Cato Institute	Washington, DC	PUBLIC CHARITY	CHARITABLE	550
CBMC of Mid-Michigan	Lansing, MI	PUBLIC CHARITY	CHARITABLE	2,000
CBMC, Inc	Chattanooga, TN	PUBLIC CHARITY	CHARITABLE	5,000
Charity Global, Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	3,000
Chicago Hope Academy	Chicago, IL	PUBLIC CHARITY	CHARITABLE	125,000
Christian Mission for the Deaf	Aledo, TX	PUBLIC CHARITY	CHARITABLE	2,500
Christian Missions in Many Lands	Springlake, NJ	PUBLIC CHARITY	CHARITABLE	258,550
Christian Workers Fellowship Fund Inc	Kansas City, KS	PUBLIC CHARITY	CHARITABLE	209,430
Christians at East Lansing	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	81,926
Colorado Right to Life	Denver, CO	PUBLIC CHARITY	CHARITABLE	2,000
Cornell University	Ithaca, NY	PUBLIC CHARITY	CHARITABLE	5,000
Cystic Fibrosis Foundation	Bethesda, MD	PUBLIC CHARITY	CHARITABLE	15,000
Daystar U S	Edina, MN	PUBLIC CHARITY	CHARITABLE	2,700
Denver Bible Church	Arvada, CO	PUBLIC CHARITY	CHARITABLE	8,400
DiscipleMakers	State College, PA	PUBLIC CHARITY	CHARITABLE	5,700
Discovery Institute	Seattle, WA	PUBLIC CHARITY	CHARITABLE	800
East West Ministries International	Dallas, TX	PUBLIC CHARITY	CHARITABLE	3,000
Ele's Place	Lansing, MI	PUBLIC CHARITY	CHARITABLE	250
First Presbyterian Church	Tulsa, OK	PUBLIC CHARITY	CHARITABLE	500
Focus on the Family	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	5,000
Foundation for Economic Education Inc	Irvington, NY	PUBLIC CHARITY	CHARITABLE	8,000
Global Service Office	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	5,000
Greater Lansing Ballet Company	Lansing, MI	PUBLIC CHARITY	CHARITABLE	20,000
Haven House	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	500
The Haines Falls Free Library	Tannersville, NY	PUBLIC CHARITY	CHARITABLE	2,500
HCJB World Radio	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	4,000
Heartland Institute	Palatine, IL	PUBLIC CHARITY	CHARITABLE	2,100
His Mansion Ministries	Hillsboro, NH	PUBLIC CHARITY	CHARITABLE	5,600
Hope College	Holland, MI	PUBLIC CHARITY	CHARITABLE	1,000
Institute for Creation Research	Santee, CA	PUBLIC CHARITY	CHARITABLE	600
Institute in Basic Life Principles	Oakbrook, IL	PUBLIC CHARITY	CHARITABLE	450
Kolbe Center for the Study of Creation	Mt Jackson, VA	PUBLIC CHARITY	CHARITABLE	2,000
Lansing City Rescue Mission	Lansing, MI	PUBLIC CHARITY	CHARITABLE	11,626
Layman's Foundation, Inc	Cambridge, MA	PUBLIC CHARITY	CHARITABLE	3,000
Leadership Foundation, Inc	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	3,000
Living Water International	Houston, TX	PUBLIC CHARITY	CHARITABLE	70,000
Ludwig Von Mises Institute	Auburn University, AL	PUBLIC CHARITY	CHARITABLE	1,500
Lutheran High School - Parker	Denver, CO	PUBLIC CHARITY	CHARITABLE	1,200
Massachusetts Family Institute	Woburn, MA	PUBLIC CHARITY	CHARITABLE	5,000
Marymount School	New York, NY	PUBLIC CHARITY	CHARITABLE	1,000
Mastermedia International, Inc	Redlands, CA	PUBLIC CHARITY	CHARITABLE	4,800
Michigan Baptist General Conference	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	5,800

HERITAGE MARK FOUNDATION

FORM 990-PF

23-7017100

PART XV SCHEDULE OF CONTRIBUTIONS

SEPTEMBER 30, 2009

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	STATUS OF RECIPIENT	CONTRIBUTION	AMOUNT
Mountain Top Arboretum	Tannersville, NY	PUBLIC CHARITY	CHARITABLE	1,000
Moving Picture Institute	New York, NY	PUBLIC CHARITY	CHARITABLE	500
Museum of New Mexico Foundation	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	1,500
New Hope Church	Haslett, MI	PUBLIC CHARITY	CHARITABLE	17,750
New Tribes Mission Inc	Sanford, FL	PUBLIC CHARITY	CHARITABLE	5,950
New York City Ballet	New York, NY	PUBLIC CHARITY	CHARITABLE	15,000
New York Fellowship	New York, NY	PUBLIC CHARITY	CHARITABLE	3,000
Nichols House Museum	Boston, MA	PUBLIC CHARITY	CHARITABLE	1,000
OMF International	Littleton, CO	PUBLIC CHARITY	CHARITABLE	2,300
Park Street Church	Boston, MA	PUBLIC CHARITY	CHARITABLE	1,000
Patrick Henry College	Purcellville, VA	PUBLIC CHARITY	CHARITABLE	1,100
Peacemaker Ministries	Billings, MT	PUBLIC CHARITY	CHARITABLE	15,000
Pilgrim Church	Philadelphia, PA	PUBLIC CHARITY	CHARITABLE	800
Pregnancy Services of Greater Lansing	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	918
Princeton Evangelical Fellowship	Princeton, NJ	PUBLIC CHARITY	CHARITABLE	51,400
R B Thieme, Jr Bible Ministries	Houston, TX	PUBLIC CHARITY	CHARITABLE	5,000
Red Cedar Evangelical Free Church	Okemos, MI	PUBLIC CHARITY	CHARITABLE	7,250
Rest Haven Homes, Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	1,700
Rice University	Houston, TX	PUBLIC CHARITY	CHARITABLE	100,000
School of American Research	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	44,000
Search Ministries, Inc	Ellicott City, MD	PUBLIC CHARITY	CHARITABLE	2,000
Second Chance Outreach	Tyrone, GA	PUBLIC CHARITY	CHARITABLE	20,000
Send International	Farmington, MI	PUBLIC CHARITY	CHARITABLE	3,900
Alliance for the Separation of School & State	Fresno, CA	PUBLIC CHARITY	CHARITABLE	1,100
Shama Foundation	Buhl, ID	PUBLIC CHARITY	CHARITABLE	1,200
The Shepherd's Crook Ministries, Inc	West Chester, OH	PUBLIC CHARITY	CHARITABLE	1,000
SITE Santa Fe	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	5,000
Sofia American Schools, Inc	Princeton, NJ	PUBLIC CHARITY	CHARITABLE	15,000
St Andrew's Episcopal Church	St Thomas, USVI	PUBLIC CHARITY	CHARITABLE	3,250
St Francis Retreat Center	DeWitt, MI	PUBLIC CHARITY	CHARITABLE	150
The Parish of Calvary/St George's in the City of New York	New York, NY	PUBLIC CHARITY	CHARITABLE	10,000
St Gerard Parish	Lansing, MI	PUBLIC CHARITY	CHARITABLE	1,500
St John's College	Annapolis, MD	PUBLIC CHARITY	CHARITABLE	345,000
St Martha Parish	Okemos, MI	PUBLIC CHARITY	CHARITABLE	150
St Vincent Catholic Charities	Lansing, MI	PUBLIC CHARITY	CHARITABLE	250
Stratford Shakespearean Festival of America	Stratford, Ontario Canada	PUBLIC CHARITY	CHARITABLE	5,000
That Day, Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	4,600
The Boston Athenaeum	Boston, MA	PUBLIC CHARITY	CHARITABLE	2,500
The Buckley School	New York, NY	PUBLIC CHARITY	CHARITABLE	51,000
The Cleveland Clinic Foundation	Cleveland, OH	PUBLIC CHARITY	CHARITABLE	802,000
The Independent Institute	Oakland, CA	PUBLIC CHARITY	CHARITABLE	550
The Mackinac Center for Public Policy	Midland, MI	PUBLIC CHARITY	CHARITABLE	1,400
The Navigators	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	33,200
The New School	New York, NY	PUBLIC CHARITY	CHARITABLE	20,000
Truth and Tidings Gospel Trust USA	Wadsworth, OH	PUBLIC CHARITY	CHARITABLE	393,150
Uplook Ministries Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	150,000
Vision New England	Burlington, MA	PUBLIC CHARITY	CHARITABLE	6,600
Wedgewood Circle Institute	Burke, VA	PUBLIC CHARITY	CHARITABLE	4,500
Wheaton College	Wheaton, IL	PUBLIC CHARITY	CHARITABLE	30,000
Wycliffe Bible Translators	Huntington Beach, CA	PUBLIC CHARITY	CHARITABLE	13,000
Youth for Christ/USA	Englewood, CO	PUBLIC CHARITY	CHARITABLE	10,000
				\$ 3,331,280

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► 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 Heritage Mark Foundation	Employer identification number 23-7017100
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions P.O. Box 980,	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions East Lansing	MI 48826-0980
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 (section 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

- The books are in the care of ► Frederick C. Foote

Telephone No ► (517) 337-1373 FAX No ► (517) 336-2965• 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 May 17, 20 10, to file the exempt organization return for the organization named above
The extension is for the organization's return for► calendar year 20 or► tax year beginning Oct 1, 20 08, and ending Sep 30, 20 092 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 \$ 7,557.
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 \$ 43,000.
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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2008)

COPY