Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 10/01, 2008, and ending 09/30, 2009

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

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: OPTIMIST INTERNATIONAL FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address): 4494 LINDELL BOULEVARD — Room/suite

City or town, state or country, and ZIP + 4: ST. LOUIS, MO 63108

D Employer identification number 23-7102928

E Telephone number (314)371-6000

G Gross receipts $ 1,991,316.

F Name and address of principal officer: JUDITH A. SMITH, 4494 LINDELL BLVD ST. LOUIS, MO 63108

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

H(b) Are all affiliates included? ☐ Yes ☐ No — If "No," attach a list (see instructions)

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

J Website: ▶ WWW.OIFOUNDATION.ORG

H(c) Group exemption number ▶

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

L Year of formation 1971 — M State of legal domicile MO

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: OPTIMIST INTERNATIONAL FOUNDATION WAS INCORPORATED TO SOLICIT AND RECEIVE GIFTS OF MONEY AND PROPERTY TO BE USED FOR THE FURTHERANCE OF THE CHARITABLE AND EDUCATIONAL EFFORTS OF OPTIMIST INTERNATIONAL.

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	5
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5
5	Total number of employees (Part V, line 2a)	5	NONE
6	Total number of volunteers (estimate if necessary)	6	386
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	NONE
b	Net unrelated business taxable income from Form 990-T, line 34	7b	NONE

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		Prior Year	Current Year
Revenue			
8	Contribution and grants (Part VIII, line 1h)	1,870,796.	1,311,249.
9	Program service revenue (Part VIII, line 2g)	NONE	NONE
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	486,579.	226,696.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	10,233.	6,706.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,367,608.	1,544,651.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,259,239.	709,469.
14	Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	415,741.	442,391.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	NONE	NONE
b	Total fundraising expenses, Part IX, column (D), line 25) ▶ 152,428.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	486,650.	332,985.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,161,630.	1,484,845.
19	Revenue less expenses Subtract line 18 from line 12	205,978.	59,806.
Net Assets or Fund Balances		**Beginning of Year**	**End of Year**
20	Total assets (Part X, line 16)	5,867,811.	5,663,909.
21	Total liabilities (Part X, line 26)	2,942,751.	2,904,913.
22	Net assets or fund balances Subtract line 21 from line 20	2,925,060.	2,758,996.

Part II Signature Block

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

Sign Here ▶ Signature of officer: Judith A Smith — Date: 2-3-2010

▶ Type or print name and title: Judith A. Smith, Secretary

Paid Preparer's Use Only

Preparer's signature ▶ Judith E Mungz — Date 1/29/10 — Check if self-employed ▶ ☐ — Preparer's identifying number (see instructions) P00325547

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ RUBINBROWN LLP, ONE NORTH BRENTWOOD SAINT LOUIS, MO 63105 — EIN ▶ 43-0765316 — Phone no ▶ 314-290-3300

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

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

JSA
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Part III **Statement of Program Service Accomplishments** (see instructions)

1 Briefly describe the organization's mission

SEE STATEMENT 1

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

If "Yes" describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

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

4a (Code ______) (Expenses $ 609,088. including grants of $ 212,393.) (Revenue $ ______)

CHARITABLE, LITERARY, AND EDUCATIONAL PROGRAMS, WHICH INCLUDE GRANTS TO EXEMPT ORGANIZATIONS TO ASSIST WITH PUBLICATION COSTS FOR MAGAZINES AND ARTICLES (WHICH ARE DISTRIBUTED TO THE ORGANIZATION'S CONSTITUENTS), SEMINARS AND TRAINING FOR MEMBERS OF OTHER EXEMPT ORGANIZATIONS, GRANT WRITING PROGRAM, INTERNATIONAL INITIATIVES AND MATCHING GRANTS.

4b (Code ______) (Expenses $ 100,360. including grants of $ 100,360.) (Revenue $ ______)

ORATORICAL CONTEST SCHOLARSHIPS: AN ANNUAL SPEECH COMPETITION WITH OVER 40,000 ENTRANTS. SCHOLARSHIPS ARE AWARDED AT THE DISTRICT LEVEL IN CONTESTS LOCATED IN THE UNITED STATES.

4c (Code ______) (Expenses $ 254,265. including grants of $ 254,265.) (Revenue $ ______)

CLUB GRANT PROGRAMS: GRANTS FOR MEMBER CLUBS UTILIZED FOR CHARITABLE, LITERARY AND EDUCATIONAL PROGRAMS AT THE DIRECTION OF THE FOUNDATION IN CONJUNCTION WITH SUPPORT FROM THE MEMBER CLUBS.

4d Other program services (Describe in Schedule O)

(Expenses $ 142,451. including grants of $ 142,451.) (Revenue $ ______)

4e Total program service expenses ▶ $ 1,106,164. *(Must equal Part IX, Line 25, column (B))*

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	2		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	NONE		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	NONE		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b		
	Note: If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g	X	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h	X	
8	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		X
9	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		X
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

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

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O See instructions

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

Section B. Policies

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NONE REQUIRED

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

[X] Own website [ ] Another's website [X] Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶THOMAS OWEN 4494 LINDELL BLVD. ST LOUIS, MO 63108
314-371-6000

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
BILL SCOTT PRESIDENT	5.	X		X				NONE	NONE	NONE
WILLIAM H TEAGUE PRESIDENT-ELECT	5.	X		X				NONE	NONE	NONE
RONALD N GRAVES BOARD MEMBER	5.	X						NONE	NONE	NONE
GARY ADDISON TREASURER	5.	X		X				NONE	NONE	NONE
FRANK RUMAN BOARD MEMBER	5.	X						NONE	NONE	NONE
JUDITH SMITH EXEC. DIRECTOR/SECRETARY	50.			X				122,090.	NONE	12,528.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Total ▶								122,090.	NONE	12,528.

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 1

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII Statement of Revenue

23-7102928

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts						
1a	Federated campaigns	1a				
b	Membership dues	1b				
c	Fundraising events	1c				
d	Related organizations	1d				
e	Government grants (contributions)	1e				
f	All other contributions, gifts, grants, and similar amounts not included above	1f 1,311,249.				
g	Noncash contributions included in lines 1a-1f $					
h	**Total.** Add lines 1a-1f ▶		1,311,249.			
Program Service Revenue		Business Code				
2a						
b						
c						
d						
e						
f	All other program service revenue					
g	**Total.** Add lines 2a-2f ▶		NONE			
Other Revenue						
3	Investment income (including dividends, interest, and other similar amounts) ▶		185,060.			185,060.
4	Income from investment of tax-exempt bond proceeds ▶		NONE			
5	Royalties ▶		NONE			
		(i) Real / (ii) Personal				
6a	Gross Rents					
b	Less rental expenses					
c	Rental income or (loss)					
d	Net rental income or (loss) ▶		NONE			
		(i) Securities / (ii) Other				
7a	Gross amount from sales of assets other than inventory	480,000.				
b	Less cost or other basis and sales expenses	438,364.				
c	Gain or (loss)	41,636.				
d	Net gain or (loss) ▶		41,636.			41,636.
8a	Gross income from fundraising events (not including $ ____ of contributions reported on line 1c) See Part IV, line 18	a 5,034.				
b	Less direct expenses	b 8,301.				
c	Net income or (loss) from fundraising events . STMT 2 ▶		-3,267.			-3,267.
9a	Gross income from gaming activities See Part IV, line 19	a				
b	Less direct expenses	b				
c	Net income or (loss) from gaming activities ▶		NONE			
10a	Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory ▶		NONE			
	Miscellaneous Revenue	Business Code				
11a	INCREASE CSV OF LIFE INSURANCE	525990	2,068.			2,068.
b	MISCELLANEOUS	900099	7,905.			7,905.
c						
d	All other revenue					
e	**Total.** Add lines 11a-11d ▶		9,973.			
12	**Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶		1,544,651.			233,402.

Part IX Statement of Functional Expenses

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	555,159.	555,159.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	154,310.	154,310.		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	132,689.	84,921.	30,518.	17,250.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	NONE			
7 Other salaries and wages	160,998.	93,153.	32,328.	35,517.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	67,228.	40,763.	14,386.	12,079.
9 Other employee benefits	58,223.	35,303.	12,459.	10,461.
10 Payroll taxes	23,253.	14,099.	4,976.	4,178.
11 Fees for services (non-employees)				
a Management	NONE			
b Legal	2,697.		2,697.	
c Accounting	14,000.		14,000.	
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees	NONE			
g Other	40,640.	40,000.	640.	
12 Advertising and promotion	NONE			
13 Office expenses	7,318.			7,318.
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	NONE			
17 Travel	NONE			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	31,788.	18,819.	12,969.	
20 Interest	NONE			
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	38,306.	23,367.	8,121.	6,818.
23 Insurance	893.			893.
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a BANK CHARGES	11,233.		11,233.	
b DUES, SUBSCRIPTIONS, PUB	3,706.		3,706.	
c VOLUNTEER ACTIVITIES	72,351.	36,176.	36,175.	
d BAD DEBT EXPENSE	25,000.		25,000.	
e PRINTING	13,773.			13,773.
f All other expenses	71,280.	10,094.	17,045.	44,141.
25 **Total functional expenses.** Add lines 1 through 24f	1,484,845.	1,106,164.	226,253.	152,428.
26 **Joint Costs.** Check here ▶ ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	96,099.	2	98,038.
	3	Pledges and grants receivable, net	172,356.	3	218,428.
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net STMT 3	721,438.	7	701,473.
	8	Inventories for sales or use	31,208.	8	30,000.
	9	Prepaid expenses and deferred charges	3,853.	9	6,274.
	10a	Land, buildings, and equipment cost basis 10a 292,134.			
	b	Less accumulated depreciation Complete Part VI of Schedule D. 10b 183,839.	126,541.	10c	108,295.
	11	Investments - publicly traded securities STMT 4	4,504,424.	11	4,310,449.
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	211,892.	15	190,952.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	5,867,811.	16	5,663,909.
Liabilities	17	Accounts payable and accrued expenses	340,841.	17	376,022.
	18	Grants payable	1,018,194.	18	1,013,670.
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities Complete Part X of Schedule D	1,583,716.	25	1,515,221.
	26	**Total liabilities.** Add lines 17 through 25	2,942,751.	26	2,904,913.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	1,333,773.	27	693,539.
	28	Temporarily restricted net assets	491,775.	28	762,417.
	29	Permanently restricted net assets	1,099,512.	29	1,303,040.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	2,925,060.	33	2,758,996.
	34	Total liabilities and net assets/fund balances	5,867,811.	34	5,663,909.

Part XI Financial Statements and Reporting

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number
23-7102928

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

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

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

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

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

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

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

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

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

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

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

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

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

a [ ] Type I **b** [ ] Type II **c** [ ] Type III - Functionally Integrated **d** [ ] Type III - Other

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

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

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

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

h Provide the following information about the organizations the organization supports

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	1,106,988.	1,383,228.	1,729,082.	1,870,796.	1,311,249.	7,401,343.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1-3	1,106,988.	1,383,228.	1,729,082.	1,870,796.	1,311,249.	7,401,343.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						94,695.
6 **Public support.** Subtract line 5 from line 4						7,306,648.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	1,106,988.	1,383,228.	1,729,082.	1,870,796.	1,311,249.	7,401,343.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	164,838.	160,582.	166,669.	237,560.	185,060.	914,709.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	5,839.	7,784.	21,258.	11,643.	9,973.	56,497.
11 **Total support.** Add lines 7 through 10						8,372,549.

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) . . . 14 87.27 %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f . . . 15 87.82 %

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

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

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

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

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

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2004	2005	2006	2007	2008	TOTAL
MISC.	5,839.	7,784.	21,258.	11,643.	9,973.	56,497.
TOTALS	5,839.	7,784.	21,258.	11,643.	9,973.	56,497.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number: 23-7102928

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Assets included in Form 990, Part X ▶ $

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,773,623.				
b Contributions	212,580.				
c Investment earnings or losses	86,510.				
d Grants or scholarships	10,016.				
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	2,062,697.				

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

a Board designated or quasi-endowment ▶ 37.0000 %

b Permanent endowment ▶ 63.0000 %

c Term endowment ▶ ______ %

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		9,918.	9,918.	
d Equipment		215,897.	134,353.	81,544.
e Other		66,319.	39,568.	26,751.
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				108,295.

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

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

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

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

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

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

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

(a) Description of liability	(b) Amount
Federal income taxes	
DUE TO MEMBER CLUBS	1,120,902.
GIFT ANNUITIES PAYABLE	305,585.
DUE TO OPTIMIST INTERNATIONAL	88,734.
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	1,515,221.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,544,651.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,484,845.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	59,806.
4	Net unrealized gains (losses) on investments	4	-105,495.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-120,375.
9	Total adjustments (net) Add lines 4-8	9	-225,870.
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-166,064.

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

1	Total revenue, gains, and other support per audited financial statements			1	1,327,082.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-105,495.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	-120,375.		
e	Add lines **2a** through **2d**			2e	-225,870.
3	Subtract line **2e** from line **1**			3	1,552,952.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b	-8,301.		
c	Add lines **4a** and **4b**			4c	-8,301.
5	Total revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12.)			5	1,544,651.

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

1	Total expenses and losses per audited financial statements			1	1,493,146.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d	8,301.		
e	Add lines **2a** through **2d**			2e	8,301.
3	Subtract line **2e** from line **1**			3	1,484,845.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18.)			5	1,484,845.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information *(continued)*

OTHER REVENUE NOT INCLUDED ON FORM 990

SCHEDULE D, PART XII, LINE 2D

CHANGE IN VALUE OF CHARITABLE GIFT ANNUITIES

OTHER EXPENSES INCLUDED ON FORM 990

SCHEDULE D, PART XII, LINE 4B

SPECIAL EVENT EXPENSES SHOWN AS NET REVENUE ON FORM 990

OTHER EXPENSES NOT INCLUDED ON FORM 990

SCHEDULE D, PART XIII, LINE 2D

SPECIAL EVENT EXPENSES

USE OF ENDOWMENT FUNDS

SCHEDULE D, PART V, QUESTION 4

THE FOUNDATION'S ENDOWMENT CONSISTS OF 39 DONOR-RESTRICTED ENDOWMENTS AND A BOARD-DESIGNATED QUASI-ENDOWMENT. THE DONOR-RESTRICTED ENDOWMENTS HAVE BEEN ESTABLISHED FOR A VARIETY OF PURPOSES BY THE DONORS. THE MAJORITY OF THE DONOR-RESTRICTED ENDOWMENT FUNDS ARE INTENDED TO BE KEPT IN PERPETUITY, WITH THE EARNINGS GENERATED FROM THE INVESTED FUNDS TO BE UTILIZED FOR SCHOLARSHIPS GRANTED TO INDIVIDUALS IN THE UNITED STATES. THE BOARD-DESIGNATED QUASI-ENDOWMENT IS INTENDED TO GENERATE INVESTMENT RETURNS, WHICH ARE ALSO UTILIZED TO FUND SCHOLARSHIPS TO INDIVIDUALS.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047
2008
Open to Public Inspection

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION
Employer identification number: 23-7102928

Part I General Information on Grants and Assistance

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

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

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OPTIMIST INTERNATIONAL 4494 LINDELL BLVD ST. LOUIS, MO 63108	43-0443279	501(C)(4)	160,065.				CHARITABLE, LITERARY
STONE OAK COMMUNITY OPTIMIST CLUB OF SAN AN SAN ANTONIO, TX	90-0335449	501(C)(4)	10,000.				STONE OAK WINTER FES
DORAL OPTIMIST CLUB (FLORIDA) DORAL, FL	90-0099568	501(C)(4)	18,097.				DORAL YOUTH FOOTBALL
RIVERFRONT OPTIMIST CLUB OF NILES, MI NILES, MI	36-4508071	501(C)(4)	12,000.				YOUTH MUSIC FESTIVAL
OPTIMIST CLUB OF ALTAMONTE SPRINGS-SOUTH SE ALTAMONTE SPRINGS, FL	23-7105612	501(C)(4)	12,215.				CHARITY GOLF TOURNAM
OPTIMIST CLUB OF PRINCETON, KY PRINCETON, KY	23-7178644	501(C)(4)	15,650.				PRINCETON PLAYGROUND
S.U.C.C.E.S.S. OPTIMIST CLUB OF SAN DIEGO, SAN DIEGO, CA	90-0183833	501(C)(4)	9,903.				CHILDREN'S RAINFORES
OPTIMIST CLUB OF INCLINE VILLAGE, NV INCLINE VILLAGE, NV	23-7402398	501(C)(4)	9,500.				SCHOLARSHIPS
OPTIMIST CLUB OF FOLEY, AL FOLEY, AL	63-6054213	501(C)(4)	5,500.				SCHOLARSHIPS

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ NONE

3 Enter total number of other organizations . . . . . ▶ 9

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
ORATORICAL SCHOLARSHIPS	81	100,360.			
CCDHH SCHOLARSHIPS	26	21,000.			
ESSAY CONTEST SCHOLARSHIPS	38	32,950.			

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

PROCEDURES FOR MONITORING USE OF GRANT FUNDS

SCHEDULE I, PART I, QUESTION 2

THE FOUNDATION MONITORS THE CLUB GRANT PROGRAM ON A PERIODIC BASIS. A FINAL PROJECT COMPLETION FORM HAS BEEN DEVELOPED BY THE FOUNDATION AND PROVIDED TO EACH CLUB. THE FORM REQUIRES THE CLUBS TO DOCUMENT THE TOTAL AMOUNTS OF AND UTILIZATION OF HOW THE GRANT FUNDS WERE SPENT. THE COMPLETION FORMS ARE REVIEWED BY THE FOUNDATION STAFF ON A MONTHLY BASIS, TO ENSURE THAT FUNDS WERE UTILIZED FOR THE VARIOUS CHARITABLE, LITERARY AND EDUCATIONAL PURPOSES AS DEFINED BY THE CLUB GRANT PROGRAM. FOR CLUBS THAT ARE DELINQUENT IN TURNING IN THE COMPLETION FORMS, THE FOUNDATION

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

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

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

WILL NOT AWARD ADDITIONAL GRANTS UNTIL ALL PAST DUE COMPLETION FORMS HAVE BEEN RECEIVED FROM THE CLUB.

FOR GRANTS MADE TO OPTIMIST INTERNATIONAL, THE FOUNDATION MONITORS THE UTILIZATION OF THE GRANT FUNDS VIA A JOINT MEETING OF THE FOUNDATION'S BOARD OF DIRECTORS AND THE OPTIMIST INTERNATIONAL BOARD OF DIRECTORS ON AN ANNUAL BASIS. AT THE JOINT BOARD MEETING, OPTIMIST INTERNATIONAL PROVIDES A HIGH LEVEL SUMMARY OF THE PROGRAM ACTIVITIES THAT IT HAS CONDUCTED FOR THE CURRENT YEAR, AS WELL AS THE PLANNED ACTIVITIES FOR FUTURE PERIODS.

SCHOLARSHIPS ARE AWARDED TO ELIGIBLE INDIVIDUALS IN THE UNITED STATES ON

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

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

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

AN ANNUAL BASIS. THE SCHOLARSHIPS ARE AWARDED BASED ON CRITERIA ESTABLISHED BY THE FOUNDATION. INDIVIDUALS SUBMIT AN APPLICATION FOR A SCHOLARSHIP, AND THE AWARDS ARE MADE ON AN ANNUAL BASIS BY THE MEMBERS OF THE OPTIMIST INTERNATIONAL DISTRICT REPRESENTATIVES ON BEHALF OF THE FOUNDATION. THE SCHOLARSHIPS AWARDED TO INDIVIDUALS ARE ONLY PAID WHEN THE INDIVIDUAL PROVIDES CERTIFICATION OF ADMISSION TO AN EDUCATIONAL INSTITUTION. THE FOUNDATION MAKES THE PAYMENT ON BEHALF OF THE STUDENT DIRECTLY TO THE EDUCATIONAL INSTITUTION.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
OPTIMIST INTERNATIONAL FOUNDATION	23-7102928

FORM 990 REVIEW PROCESS

PART VI, SECTION A, QUESTION 10

THE FORM 990 IS REVIEWED BY MANAGEMENT AND PROVIDED TO THE BOARD OF DIRECTORS FOR REVIEW AND APPROVAL AT A REGULARLY SCHEDULED MONTHLY BOARD MEETING. AFTER REVIEW AND APPROVAL BY THE BOARD OF DIRECTORS, THE FORM 990 IS FILED WITH THE IRS BY MANAGEMENT.

Name of the organization	Employer identification number
OPTIMIST INTERNATIONAL FOUNDATION	23-7102928

CONFLICTS OF INTEREST

PART VI, SECTION B, LINE 12C

BOARD MEMBERS ANNUALLY REVIEW A LIST OF VENDORS AND SUPPLIERS TO DETERMINE CONFLICTS OF INTEREST.

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number: 23-7102928

COMPENSATION DETERMINATION PROCESS

PART VI, SECTION B, QUESTION 15A

THE BOARD OF DIRECTORS APPROVED THE SALARY OF THE FOUNDATION'S CURRENT EXECUTIVE DIRECTOR BASED ON COMPARISONS FOR SIMILAR POSITIONS IN SIMILAR NOT-FOR-PROFIT ORGANIZATIONS. THE COMPARATIVE INFORMATION WAS ACCUMULATED BY THE FOUNDATION DURING THE SEARCH FOR A NEW EXECUTIVE DIRECTOR IN A PRIOR YEAR. ON AN ANNUAL BASIS, THE BOARD OF DIRECTORS REVIEWS THE EXECUTIVE DIRECTOR'S PERFORMANCE TO DETERMINE IF A CHANGE IN COMPENSATION IS WARRANTED.

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number: 23-7102928

DELEGATION OF MANAGEMENT FUNCTION

PART VI, SECTION A, QUESTION 3

THE FOUNDATION HAS OUTSOURCED THE ACCOUNTING FUNCTION TO OPTIMIST INTERNATIONAL, WHICH IS A SEPARATE EXEMPT ORGANIZATION. THE FOUNDATION'S ACCOUNTING ACTIVITIES ARE PERFORMED BY CONNIE PELLOCK AND TOM OWEN AT OPTIMIST INTERNATIONAL. UTILIZING INFORMATION PREPARED BY OPTIMIST INTERNATIONAL, THE FOUNDATION'S EXECUTIVE DIRECTOR AND THE BOARD OF DIRECTORS MONITOR THE ACCOUNTING ACTIVITY AND FINANCIAL PERFORMANCE OF THE FOUNDATION ON A PERIODIC BASIS.

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number: 23-7102928

COMMITTEES

PART VI, SECTION A, QUESTION 8B.

THE ORGANIZATION DOES NOT CURRENTLY HAVE ANY FORMAL COMMITTEES OF THE BOARD OF DIRECTORS THAT HAVE THE AUTHORITY TO ACT ON BEHALF OF THE BOARD OF DIRECTORS.

Name of the organization	Employer identification number
OPTIMIST INTERNATIONAL FOUNDATION	23-7102928

COMPENSATION OF OTHER KEY EMPLOYEES

PART VI, SECTION B, QUESTION 15B

THE FOUNDATION DOES NOT HAVE ANY KEY EMPLOYEES OR HIGHLY COMPENSATED EMPLOYEES OTHER THAN THE EXECUTIVE DIRECTOR.

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number: 23-7102928

PUBLIC DOCUMENTS

PART VI, SECTION C, QUESTION 19

THE VARIOUS DOCUMENTS ARE AVAILABLE UPON WRITTEN REQUEST ADDRESSED TO THE FOUNDATION'S OFFICE.

Name of the organization	Employer identification number
OPTIMIST INTERNATIONAL FOUNDATION	23-7102928

AUDIT OVERSIGHT

PART XI, QUESTION 2C

THE FOUNDATION'S BOARD OF DIRECTORS ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT, INCLUDING REVIEW AND APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT.

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number: 23-7102928

RELATED ORGANIZATION

SCHEDULE R

OPTIMIST INTERNATIONAL FOUNDATION (THE FOUNDATION) IS AFFILIATED WITH OPTIMIST INTERNATIONAL (THE ORGANIZATION), WHICH IS A SEPARATE 501(C)(4) ENTITY. THE FOUNDATION AND THE ORGANIZATION HAVE SEPARATE GOVERNING BODIES AND SEPARATE OFFICERS. HOWEVER, THE FOUNDATION WAS ESTABLISHED IN PRIOR YEARS TO COLLECT CONTRIBUTIONS FROM THE GENERAL PUBLIC AND ESTABLISH PROGRAM SERVICES THAT FURTHER EXECUTE THE ORGANIZATION'S CHARITABLE AND LITERARY ACTIVITIES.

THE FOUNDATION UTILIZES THE ORGANIZATION TO PROCESS PAYROLL TRANSACTIONS ON ITS BEHALF. WHILE THE FOUNDATION DOES EMPLOY 5 INDIVIDUALS (INCLUDING THE EXECUTIVE DIRECTOR OF THE FOUNDATION), ALL REQUIRED PAYROLL FILINGS (W-2, W-3, 941) ARE FILED BY THE ORGANIZATION UNDER THE ORGANIZATION'S FEDERAL EMPLOYER IDENTIFICATION NUMBER. THE FOUNDATION REIMBURSES THE ORGANIZATION FOR 100% OF THE PAYROLL COSTS INCURRED FOR THESE 5 EMPLOYEES, WHICH AMOUNTED TO $379,314 FOR THE YEAR ENDED SEPTEMBER 30, 2009.

THREE OF THE FOUNDATIONS' FORMER EMPLOYEES ARE PARTICIPANTS IN A DEFINED BENEFIT PENSION PLAN SPONSORED BY THE ORGANIZATION. ONE OF THE FORMER EMPLOYEES, WHO WAS THE FORMER EXECUTIVE DIRECTOR OF THE FOUNDATION, IS CURRENTLY RECEIVING BENEFIT PAYMENTS FROM THE PLAN (THE FREQUENCY AND AMOUNT OF WHICH ARE DETERMINED ACCORDING TO THE PLAN DOCUMENT). ON AN ANNUAL BASIS, THE FOUNDATION MAKES A PAYMENT TO THE ORGANIZATION RELATED TO THE PLAN. THE AMOUNT OF THE PAYMENT FROM THE FOUNDATION TO THE ORGANIZATION IS A PRO-RATA CALCULATION OF THE TOTAL CONTRIBUTION MADE TO THE PLAN BY THE ORGANIZATION FOR THE YEAR. FOR THE YEAR ENDED SEPTEMBER 30, 2009, THIS AMOUNT WAS $67,228.

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number: 23-7102928

THE FOUNDATION HOLDS A LONG TERM NOTE RECEIVABLE FROM THE ORGANIZATION.

DURING THE CURRENT FISCAL YEAR, TOTAL REPAYMENTS OF INTEREST AND PRINCIPAL ON THE LOAN FROM THE ORGANIZATION TO THE FOUNDATION AMOUNTED TO $63,528.

ON A PERIODIC BASIS, THE ORGANIZATION ADVANCES OPERATING FUNDS TO THE FOUNDATION. THE TOTAL OF SUCH PAYMENTS DURING THE YEAR ENDED SEPTEMBER 30, 2009 AMOUNTED TO $57,844.

AT SEPTEMBER 30, 2009, $88,734 WAS DUE FROM THE FOUNDATION TO THE ORGANIZATION.

Name of the organization	Employer identification number
OPTIMIST INTERNATIONAL FOUNDATION	23-7102928

OTHER ORGANIZATION

PART IV, QUESTIONS 14, 15 AND 16

THE FOUNDATION HAS A RELATIONSHIP WITH AN ORGANIZATION BASED IN CANADA - THE OPTIMIST INTERNATIONAL FOUNDATION OF CANADA (CANADIAN FOUNDATION). THE FOUNDATION SHARES CERTAIN RESOURCES WITH THE CANADIAN FOUNDATION, INCLUDING A WEBSITE. THE CANADIAN FOUNDATION IS A SEPARATE LEGAL ENTITY, AND HAS A SEPARATE BOARD OF DIRECTORS. THERE ARE NO COMMON BOARD MEMBERS BETWEEN THE FOUNDATION AND THE CANADIAN FOUNDATION.

SEVERAL YEARS AGO, THE FOUNDATION ADVANCED FUNDS TO THE CANADIAN FOUNDATION TO COVER CERTAIN OPERATING COSTS. THIS AMOUNT HAS BEEN RECORDED ON THE FOUNDATION'S FINANCIAL STATEMENTS AS A RECEIVABLE. NO FORMAL REPAYMENT AGREEMENT EXISTS, HOWEVER THE CANADIAN FOUNDATION HAS BEEN MAKING PAYMENTS TO THE FOUNDATION ON A PERIODIC BASIS TO REDUCE THE AMOUNT OF THE ADVANCE. THE TOTAL AMOUNT DUE FROM THE CANADIAN FOUNDATION AT SEPTEMBER 30, 2009 AMOUNTED TO $81,172.

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION

Employer identification number: 23-7102928

OTHER PROGRAM SERVICES

PART III

YOUTH CLUB PROGRAMS: SCHOLARSHIPS TO SUPPORT YOUTH CLUB PROGRAMS AND ACTIVITIES. TOTAL EXPENSES FOR THE YEAR ENDED SEPTEMBER 30, 2009 AMOUNTED TO $88,501, ALL OF WHICH WERE SCHOLARSHIPS MADE TO INDIVIDUALS LIVING INSIDE THE UNITED STATES.

ESSAY CONTEST SCHOLARSHIPS PROGRAM: AN ANNUAL COMPETITION FOR HIGH SCHOOL STUDENTS WITH OVER 25,000 ENTRANTS. SCHOLARSHIPS ARE AWARDED TO INDIVIDUALS LIVING IN THE UNITED STATES. TOTAL EXPENSES FOR THE YEAR ENDED SEPTEMBER 30, 2009 AMOUNTED TO $32,950, ALL OF WHICH WERE SCHOLARSHIPS.

COMMUNICATIONS CONTEST FOR THE DEAF AND HARD OF HEARING SCHOLARSHIPS PROGRAM (CCDHH): A PROGRAM THAT AWARDS SCHOLARSHIPS TO DISTRICT WINNERS. SCHOLARSHIPS ARE AWARDED TO EACH INDIVIDUAL WINNER AND ARE PAYABLE UPON RECEIPT OF THE CORRECT PAPERWORK FROM AN INSTITUTION OF HIGHER LEARNING. TOTAL EXPENSES FOR THE YEAR ENDED SEPTEMBER 30, 2009 AMOUNTED TO $21,000, ALL OF WHICH WERE SCHOLARSHIPS MADE TO INDIVIDUALS LIVING INSIDE THE UNITED STATES.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047
2008
Open to Public Inspection

Name of the organization: OPTIMIST INTERNATIONAL FOUNDATION
Employer identification number: 23-7102928

Part I Identification of Disregarded Entities

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

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
OPTIMIST INTERNATIONAL 43-0443279 4494 LINDELL BLVD SAINT LOUIS, MO 63108	CIVIC/CHARITY	MO	501(C)(4)	N/A	N/A

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

Part III Identification of Related Organizations Taxable as a Partnership

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

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

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership

Part V Transactions With Related Organizations

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

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

(A) Name of other organization(s)	(B) Transaction type (a–r)	(C) Amount involved
(1) OPTIMIST INTERNATIONAL	B	160,065.
(2) OPTIMIST INTERNATIONAL	O	67,228.
(3) OPTIMIST INTERNATIONAL	O	379,314.
(4) OPTIMIST INTERNATIONAL	M	14,709.
(5) OPTIMIST INTERNATIONAL	D	121,372.
(6) OPTIMIST INTERNATIONAL	D	88,734.

Part VI Unrelated Organizations Taxable as a Partnership

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

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

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

THE OPTIMIST INTERNATIONAL FOUNDATION, INCORPORATED IN FEBRUARY 1971, IS A FOUNDATION AND CHARITABLE CORPORATION ESTABLISHED FOR THE GENERAL PURPOSE OF SOLICITING AND RECEIVING GIFTS, DONATIONS AND BEQUESTS OF MONEY AND PROPERTY TO BE USED FOR THE FURTHERANCE OF THE CHARITABLE AND EDUCATIONAL EFFORTS AND ACTIVITIES OF OPTIMIST INTERNATIONAL. THE FOUNDATION ALSO ACTS AS A CUSTODIAN AND INVESTMENT MANAGER FOR VARIOUS FUNDS THAT HAVE BEEN DONATED TO OR ACCUMULATED BY OPTIMIST INTERNATIONAL CLUBS. THE FOUNDATION SUPPORTS OPTIMIST INTERNATIONAL PROGRAMS.

FORM 990, PART VIII - FUNDRAISING EVENTS

DESCRIPTION	GROSS INCOME	DIRECT EXPENSES	NET INCOME
PRESIDENT CLUB LUNCHEON	2,960.	5,564.	-2,604.
HAT LUNCHEON	2,074.	2,737.	-663.
TOTALS	5,034.	8,301.	-3,267.

FORM 990, PART X - NOTES AND LOANS RECEIVABLE

BORROWER:	PROMISSORY NOTE RECEIVABLE
ORIGINAL AMOUNT:	730,000.
INTEREST RATE:	7.000000
DATE OF NOTE:	04/01/2008
MATURITY DATE:	03/31/2028
REPAYMENT TERMS:	MONTHLY PAYMENTS BASED ON ADJUSTED INTEREST RATE
SECURITY PROVIDED:	OFFICE BUILDING
PURPOSE OF LOAN:	FUND OPTIMIST INT'L DEFINED BENEFIT PLAN
RELATIONSHIP:	BUSINESS - RELATED EXEMPT ORGANIZATION

BEGINNING BALANCE DUE	721,438.
ENDING BALANCE DUE	701,473.
TOTAL BEGINNING NOTES AND LOANS RECEIVABLE	721,438.
TOTAL ENDING NOTES AND LOANS RECEIVABLES	701,473.

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	ENDING BOOK VALUE	COST OR FMV
MONEY MARKET FUNDS	38,651.	FMV
MUTUAL FUNDS	4,271,798.	FMV
TOTALS	4,310,449.	

STATEMENT 4