Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
WALTER H. HAYES SR, BEULAH BUFFUM HAYES, & WALTER H. HAYES JR. FOUNDATION

A Employer identification number
03-0284264

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O CARL BUFFUM, PO BOX 129

B Telephone number
802-446-2877

City or town, state, and ZIP code
WALLINGFORD, VT 05773

C If exemption application is pending, check here ▶☐
D 1. Foreign organizations, check here ▶☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 461,775.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,485.			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	13,768.	13,768.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-25,807.			
	b Gross sales price for all assets on line 6a 46,675.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	229.	229.	0.	STATEMENT 1
	12 **Total.** Add lines 1 through 11	-10,325.	13,997.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,600.	2,600.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,805.	1,805.	0.	0.
	c Other professional fees STMT 3	5,897.	5,897.	0.	0.
	17 Interest				
	18 Taxes STMT 4	163.	163.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	207.	207.	0.	0.
	22 Printing and publications	128.	0.	0.	128.
	23 Other expenses STMT 5	7,550.	1,043.	0.	6,508.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,350.	11,715.	0.	6,636.
	25 Contributions, gifts, grants paid	2,175.			2,175.
	26 **Total expenses and disbursements.** Add lines 24 and 25	20,525.	11,715.	0.	8,811.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-30,850.			
	b **Net investment income** (if negative, enter -0-)		2,282.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	7,503.	4,887.	4,887.
	2 Savings and temporary cash investments	9,380.	6,097.	6,097.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,200.	1,500.	1,500.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	418,815.	393,998.	449,291.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	436,898.	406,482.	461,775.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 7)	166.	600.	
	23 **Total liabilities** (add lines 17 through 22)	166.	600.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	436,732.	405,882.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	436,732.	405,882.	
	31 **Total liabilities and net assets/fund balances**	436,898.	406,482.	

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	436,732.
2	Enter amount from Part I, line 27a	2	-30,850.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	405,882.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	405,882.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1604 SHS HARBOR FD CAP APPRC FD		12/22/99	02/20/09
b	991 SHS PIMCO FOREIGN BD FD INST		12/12/05	09/03/09
c	CAPITAL GAINS DIVIDENDS			
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	36,205.		61,917.	-25,712.
b	10,000.		10,565.	-565.
c	470.			470.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-25,712.
b				-565.
c				470.
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 -25,807.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	19,716.	507,463.	.038852
2007	54,907.	611,992.	.089718
2006	27,363.	582,289.	.046992
2005	26,317.	561,609.	.046860
2004	37,888.	541,589.	.069957

2	Total of line 1, column (d)	2	.292379
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	.058476
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	401,211.
5	Multiply line 4 by line 3	5	23,461.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23.
7	Add lines 5 and 6	7	23,484.
8	Enter qualifying distributions from Part XII, line 4	8	8,811.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	46.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	46.
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	46.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	46.
10 **Overpayment**. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VT			
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*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.THEHAYESFOUNDATION.ORG

14 The books are in care of ▶ CARL BUFFUM Telephone no. ▶ 802-446-2877

Located at ▶ PO BOX 129, WALLINGFORD, VT ZIP+4 ▶ 05773

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A **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 2009? **1c** No: 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No

If "Yes," list the years ▶ ______, ______, ______, ______

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A **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.

▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A **3b**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4a** No: 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 2009? **4b** No: 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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [X] Yes [ ] No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? [ ] Yes [X] 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 [X] 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)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		2,600.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 ASSISTANCE IN THE EDUCATION OF THE YOUTH OF RUTLAND COUNTY VT WITH AN EMPHASIS ON ASSISTANCE TO INTELLECTUALLY GIFTED CHILDREN	8,811.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	396,968.
b	Average of monthly cash balances	1b	10,353.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	407,321.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	407,321.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,110.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	401,211.
6	**Minimum investment return**. Enter 5% of line 5	6	20,061.

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	20,061.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 46.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	46.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,015.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	20,015.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,015.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,811.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,811.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	8,811.

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

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					20,015.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: ___ , ___ , ___			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	10,486.				
b From 2005					
c From 2006					
d From 2007	25,081.				
e From 2008					
f **Total** of lines 3a through e		35,567.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 8,811.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					8,811.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		11,204.			11,204.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		24,363.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		24,363.			
10 Analysis of line 9:					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007	24,363.				
d Excess from 2008					
e Excess from 2009					

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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:

THE HAYES FOUNDATION, 802-446-2877
PO BOX 129, WALLINGFORD, VT 05773

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

SEE ATTACHED APPLICATION

c Any submission deadlines:

NONE

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

SEE ATTACHED PROSPECTUS

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
a *Paid during the year*				
SEE STATEMENT 9				
Total			▶ 3a	2,175.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	13,768.	
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			14	229.	
8 Gain or (loss) from sales of assets other than inventory			14	-25,807.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-11,810.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -11,810.

(See worksheet in line 13 instructions 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).

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Carl Shue — 10 May '10 — Chairman for The Hayes Foundation

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Deborah D Blecich CPA DEBORAH D. BLECICH	Date 5/5/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	A M PEISCH & COMPANY, LLP P.O. BOX 326 RUTLAND, VT 05702-0326	EIN	Phone no. 802 773-2721

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INVESCO FAIR FUND DISTRIBUTION	229.	229.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	229.	229.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,805.	1,805.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,805.	1,805.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,897.	5,897.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	5,897.	5,897.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE	163.	163.	0.	0.
TO FORM 990-PF, PG 1, LN 18	163.	163.	0.	0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	342.	34.	0.	308.
OUTSIDE SERVICES	1,662.	694.	0.	969.
BANK FEES	219.	219.	0.	0.
ODYSSEY OF THE MIND TEAM EXPENSES	2,710.	0.	0.	2,710.
POSTAGE	28.	0.	0.	28.
ADVERTISING & WEB SITE	2,493.	0.	0.	2,493.
OFFICE EXPENSE	46.	46.	0.	0.
MISCELLANEOUS	50.	50.	0.	0.
TO FORM 990-PF, PG 1, LN 23	7,550.	1,043.	0.	6,508.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	393,998.	449,291.
TOTAL TO FORM 990-PF, PART II, LINE 13		393,998.	449,291.

FORM 990-PF | OTHER LIABILITIES | STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	166.	600.
TOTAL TO FORM 990-PF, PART II, LINE 22	166.	600.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CARL L. BUFFUM, JR PO BOX 129 WALLINGFORD, VT 05773	PRESIDENT 3.00	2,600.	0.	0.
JULIA CHAMBERLAIN POB 650 CASTLETON, VT 05735	SECRETARY 0.50	0.	0.	0.
JOAN ALESHIRE 223 MITCHELL RD SHREWSBURY, VT 05738	VICE PRESIDENT 0.50	0.	0.	0.
RICHARD DUNDAS 58 PIEDMONT POND RD RUTLAND, VT 05701	TREASURER 0.50	0.	0.	0.
TIM VILE RUTLAND, VT 05701	TRUSTEE 0.50	0.	0.	0.
JOHN KLINE CASTLETON, VT 05735	TRUSTEE 0.50	0.	0.	0.
EDWARD HASENOHR TINMOUTH, VT 05773	TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		2,600.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ELEANOR DAILEY 112 BEAMAN ST POULTNEY, VT 05764	NONE EDUCATIONAL - LAKES REGION YOUTH ORCHESTRA	N/A	152.
ELLEN BEVIER 219 KILLINGTON AVE RUTLAND, VT 05701	NONE EDUCATIONAL - LAKES REGION YOUTH ORCHESTRA	N/A	263.
EMILY DUNDAS 50 ROBERTS AVE RUTLAND, VT 05701	NONE EDUCATIONAL - LAKES REGION YOUTH ORCHESTRA	N/A	103.
EMMA DAILEY 112 BEAMAN ST POULTNEY, VT 05764	NONE EDUCATIONAL - LAKES REGION YOUTH ORCHESTRA	N/A	152.
ERIN DUNDAS 50 ROBERTS AVE RUTLAND, VT 05701	NONE EDUCATIONAL - LAKES REGION YOUTH ORCHESTRA	N/A	605.
MALINDI CHESTNUT-TANGERMAN 72 SUNDOG LANE MIDDLETOWN SPRINGS, VT 05757	NONE EDUCATIONAL - VILLAGE HARMONY	N/A	475.
MELISSA RIXON 13 ROYCE ST RUTLAND, VT 05701	NONE EDUCATIONAL - LAKES REGION YOUTH ORCHESTRA	N/A	425.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,175.

THE HAYES FOUNDATION
Wallingford, Vermont 05773

P.O. Box 129

(802) 446-2877

03-0284264

PROSPECTUS

Walter H. Hayes, Beulah Buffum Hayes, and their son, Walter Hayes, Jr., were originally and for many years residents of the Rutland area, where Mrs. Hayes taught children in several communities and where Walter Hayes, Jr. attended public schools through his graduation from Rutland High School in 1940.

The Hayes Foundation, formally designated the Walter and Beulah Buffum Hayes and Walter Hayes, Jr. Memorial Foundation, is a private, state-chartered foundation created for the purpose of carrying out the intentions expressed in the will of Walter Hayes,Jr.; specifically, to assist in the education of the youth of Rutland County, Vermont, with special emphasis on assistance to intellectually gifted children.

Eligibility: Children recommended for assistance should have demonstrated qualities of intellectual superiority. Talent and cheerful eagerness to cooperate and participate in learning are equally important, but consideration will also be given to the child who has never associated with his or her intellectual peers and may therefore, not be readily identified as gifted in the usual ways bright children excel in the regular classroom. A clear indication of intellectual promise, however, will need to be the first consideration.

Children referred or recommended to the Hayes Foundation may come from any kind of family background. Priority, when necessary, will be given to qualified children of needy families. Provisions will be made for parents to participate financially in supporting their child's activities where this is appropriate. Parents will, in any event, be consulted in planning activities or experience for their children.

Children may be recommended at any age between pre-school and grade twelve. Priority, however, will be given to young children.

Activities: The financial resources of the Hayes Foundation are not unlimited, but the possible kinds of assistance that may be made to gifted chldren will vary widely. Individual and small group programs may be arranged with funds provided for tutors, equipment, materials, or other costs. It is not contemplated that time involved in a child's individual program will come at the expense of school time or attendance. Schools may wish to suggest activities or components of a child's program, however.

Conceivably, assistance could include contributing toward the expenses of private school and could extend over a period of several years or more for the exceptional child, though the numbers of children assisted to this considerable extent may be quite small.

Selection: It is hoped that when parents expressly grant authorization, schools will make accessible to the Hayes Foundation such portions of the child's school record as may be felt appropriate by the parents. Any requests for such materials will, of course, be made in accordance with procedures currently in use by the school. The results of group IQ tests will not be sought, but the Foundation reserves the right to adminis-

Prospectus revised 11/83; previous versions obsolete.

THE HAYES FOUNDATION 03-0284264

ter further screening instruments deemed necessary for selection or planning.

The process the board will use for selecting children to be assisted will vary with individual applications. In most cases, a direct visit with the child and his or her parents will be important, both for selecting children and for planning specific details of proposed activities for children. Additional application steps may also be utilized, such as samples of children's previous work, review of school or other records, etc. It should be understood that the selection process may require a substantial time period for completion in some cases, and applicants are well advised to allow for a full and extensive review where the board feels it is essential. In cases where an applicant seeks assistance in order to attend a special school, or other program with its own admissions deadlines, applicants to the Hayes Foundation should make a generous allowance for "lead time" particularly since the Hayes Foundation cannot accelerate its selection procedures to accommodate other program deadlines.

Application: The Hayes Foundation makes no assurances, implied or otherwise, of assistance to any applicant prior to a formal approval of the application by the Board of Directors. Requests for assistance should be made using the regular application procedure described in the application form. A reading of this form will show that the Board of Directors of the Hayes Foundation expects and intends that parents and children themselves will, in large measure, determine the nature of the experiences that the child can best utilize. However, we do not assume that every gifted child and his or her family will already have determined specific needs and concrete educational goals. The Hayes Foundation is ready to provide conferencing and counselling to assist in determining appropriate activities in such cases. The Board intends to share actively in these planning discussions and to take an individual interest in noting children's learning progress through the activities we assist.

Family Participation: At the time of direct consultation between the Hayes Foundation and the child and his or her parents, the family will be consulted about what, if any, contribution either financial or non-financial, or other support the family expects to make. The Foundation may also ask at this time for the name and address of at least one responsible person in Rutland County who is directly familiar with the child and his or her family and who has agreed to respond to a request by the Hayes Foundation for a recommendation of the child for educational assistance. This person may be asked for general confirmation of the family's statements regarding financial capabilities as well.

The Hayes Foundation, unlike temporary grant programs, is established as a perpetuating fund. Therefore, no school should feel obliged to present its statistically justified quota of candidates annually nor seek to reward students with high traditionally high marks. This county-wide benevolence in no way replaces local efforts on behalf of the gifted, but instead makes possible an additional level at which the needs of the gifted may be met.

Purpose: If each child helped by the Hayes Foundation develops a sense of duty to the needs of others, then the purposes to which Walter Hayes, Jr. and his family have bequeathed their lives' earnings will have been amply served.

An application form is included with the Prospectus. Additional copies may be obtained from:

The Hayes Foundation
P.O. Box 129
Wallingford, Vermont 05773

03-0284264

THE HAYES FOUNDATION

P.O. Box 129, Wallingford, Vermont 05773 • (802) 446-2877
thehayesfoundation.org

Application for Activity or Study Grant 2009–2010

The Foundation expects that its study grants will, for the most part, range up to $500 and that the family contribution will comprise a substantial portion of the cost.

Outstanding applicants whose need is greater than $500 may request a higher amount, accompanied by parents' most recent IRS form 1040. Applicants whose family contribution is necessarily less than 50% of the program cost should enclose a parent's written statement describing the circumstances of financial need.

First priority for grant awards will be given to applicants who have been recommended from their participation in a recent Hayes SUMMERWEEK program. Additional grants will be made on a funds-available basis.

Name. ____

Address: ______________________________ Zip ____________

Email: ______________________________ Phone: ____________

Age· ________ Grade: _________ School: ____________________

Name of program or proposed activity: ______________________

Dates of program or activity: begins ___/___/___ ends ___/___/___

Description of proposed activity or program: **(attach a separate sheet or program brochure)**

Program Cost:

Tuition, fees, materials $ __________

Cost of housing, meals. + $ __________

Other costs (identify): + $ __________ ____________________

TOTAL of costs = $ __________

Amount of total cost committed to be paid by student: $__________

Amount of total cost committed to be paid by family: $__________

Scholarship or other financial sources: (please identify): $__________ ____________________

Does the program itself consider requests for financial aid? _____Yes _____No

Has aid been requested? _____Yes _____No

Amount requested from the Hayes Foundation: $__________

Will this program issue a grade or performance evaluation at the conclusion? _____Yes _____No

Program address to which payment is to be mailed:

____

____

____

_____ I participated in Hayes SUMMERWEEK program(s) in the summer(s) of ______ and _______.

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On a separate sheet(s) please answer the following questions:

All applicants are expected to provide full and thoughtful responses in these four areas.

1. In what ways do you feel you are especially ready or prepared for this experience?
2. What is the one concrete thing you most urgently wish to find out or learn from this experience?
3. What aspect of this experience do you feel will be the most challenging for you?
4. Tell about some particular source of academic, intellectual, or personal inspiration for you.

Applicants in grade 7 or above will also respond to this additional question

4. In what ways will you be or have you been earning money to help with the cost of this experience?

After completing your application, please share it with one teacher or other adult whom you can ask to complete the attached letter of recommendation. Mail your application directly to:

The Hayes Foundation
School Year Grants
PO BOX 129
Wallingford, VT 05773

Applicant's signature ____

Signature of parent or guardian: ____

Date submitted: ________________ This application was given to me by: ________________________

Please note that recipients of previous Hayes grants cannot be considered for subsequent grants unless The Hayes Foundation has received a performance evaluation from the previously sponsored program.

03-0284264

Letter of Recommendation for School Year Activity or Study Grant

Completed recommendations should be mailed directly to.

The Hayes Foundation
School Year Grants
PO Box 129
Wallingford, VT 05773

Name of adult supplying recommendation: ____________________

Your relationship to this student ____________________

Having reviewed this student's application for support in attending this program, please indicate what factors make this program particularly suited for this student and what, in your view, makes this student particularly worthy of support by The Hayes Foundation *(If you prefer to type your recommendation please feel free to attach a separate sheet)*:

Signature ____________________ Date ____________