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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
labelOtherwise,
print
or type.See Specific
Instructions.

Name of foundation

THE DOWNEY FAMILY CHARITABLE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

155 FEDERAL STREET

Room/suite

300

City or town, state, and ZIP code

BOSTON, MA 02110

A Employer identification number

04-3542759

B Telephone number

(617) 338-4866

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 ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 1,750,923.

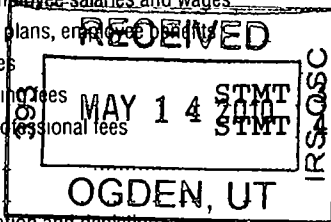
J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	200,000.		N/A	
2 Check ☒ If the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	32.	32.		STATEMENT 1
4 Dividends and interest from securities	18,179.	18,179.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<260,877.>			
b Gross sales price for all assets on line 6a	842,929.			
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				
12 Total. Add lines 1 through 11	<42,666.>	18,211.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	2,100.	0.		2,100.
c Other professional fees	9,900.	9,900.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	70.	0.		70.
24 Total operating and administrative expenses. Add lines 13 through 23	12,070.	9,900.		2,170.
25 Contributions, gifts, grants paid	104,000.			104,000.
26 Total expenses and disbursements. Add lines 24 and 25	116,070.	9,900.		106,170.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<158,736.>			
b Net investment income (if negative, enter -0-)		8,311.		
c Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	120,064.	231,707.	231,707.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,562,248.	1,291,869.	1,519,216.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
Liabilities	16 Total assets (to be completed by all filers)	1,682,312.	1,523,576.	1,750,923.
	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 ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,682,312.	1,523,576.	
	30 Total net assets or fund balances	1,682,312.	1,523,576.	
	31 Total liabilities and net assets/fund balances	1,682,312.	1,523,576.	

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 1,682,312.
2 Enter amount from Part I, line 27a	2 <158,736.>
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 1,523,576.
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 1,523,576.

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 SEE FIDELITY ATTACHMENT	P	VARIOUS	VARIOUS
b SEE FIDELITY ATTACHMENT	P	VARIOUS	VARIOUS
c LIQUIDATING DISTRIBUTION - SOAPSTONE			
d NETWORKS	P	VARIOUS	VARIOUS
e MORGAN STANLEY CHINA A	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 391,372.		351,394.	39,978.
b 434,101.		749,753.	<315,652.>
c			
d 14,062.			14,062.
e 3,394.		2,659.	735.

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			39,978.
b			<315,652.>
c			
d			14,062.
e			735.

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	<260,877.>
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	94,250.	2,141,020.	.044021
2007	67,470.	2,014,052.	.033500
2006	58,558.	1,459,326.	.040127
2005	47,927.	1,155,912.	.041462
2004	31,919.	911,825.	.035006

2 Total of line 1, column (d)	2	.194116
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	.038823
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,392,570.
5 Multiply line 4 by line 3	5	54,064.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	83.
7 Add lines 5 and 6	7	54,147.
8 Enter qualifying distributions from Part XII, line 4	8	106,170.

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	83.
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	83.
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	83.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,040.
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	4,040.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,957.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 3,957. Refunded ☒	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WALTER L DOWNEY Located at 155 FEDERAL ST, SUITE 300, BOSTON, MA Telephone no. (617) 338-4866 ZIP+4 02110-1881			
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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

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

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WALTER L DOWNEY	TRUSTEE			
135 BELLEVUE ST				
WEST ROXBURY, MA 02132	0.00	0.	0.	0.
DORIS R DOWNEY	TRUSTEE			
135 BELLEVUE ST				
WEST ROXBURY, MA 02132	0.00	0.	0.	0.
ALICIA L DOWNEY C/O BINGHAM MCCUTCHE	TRUSTEE			
155 FEDERAL ST				
BOSTON, MA 2110	0.00	0.	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

Form 990-PF (2009)

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	1,307,850.
b	Average of monthly cash balances	1b	105,927.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,413,777.
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	1,413,777.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,207.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,392,570.
6	Minimum investment return. Enter 5% of line 5	6	69,629.

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	69,629.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	83.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	83.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,546.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	69,546.
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	69,546.

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	106,170.
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	106,170.
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	83.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	106,087.

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				69,546.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			102,140.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 106,170.				
a Applied to 2008, but not more than line 2a			102,140.	
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				4,030.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				65,516.
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	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

NONE

Part XV	Supplementary Information (continued)
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3 Grants and Contributions Paid During the Year or Approved for Future Payment

6 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 7				
Total			► 3a	104,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVII

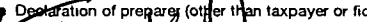
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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		

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.			
 Signature of officer or trustee		FREE Date 5-10-10	OFFICER Title
Paid Preparer's Use Only	Preparer's signature  Firm's name (or yours if self-employed), address, and ZIP code CCR LLP 125 HIGH STREET, 21ST FLOOR BOSTON, MA 02110	Date 05/06/10	Check if self-employed ☐ Preparer's identifying number 001-30-865X EIN 04-3069946 Phone no. 617-226-7000

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

THE DOWNEY FAMILY CHARITABLE FOUNDATION

04-3542759

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE DOWNEY FAMILY CHARITABLE FOUNDATION

04-3542759

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WALTER L DOWNEY 155 FEDERAL ST, STE. 300 BOSTON, MA 02110	\$ 200,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

SOURCE	AMOUNT
FIDELITY	32.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	32.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	18,179.	0.	18,179.
TOTAL TO FM 990-PF, PART I, LN 4	18,179.	0.	18,179.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CCR	2,100.	0.		2,100.
TO FORM 990-PF, PG 1, LN 16B	2,100.	0.		2,100.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	9,900.	9,900.		0.
TO FORM 990-PF, PG 1, LN 16C	9,900.	9,900.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC FORM FEE	70.	0.		70.
TO FORM 990-PF, PG 1, LN 23	70.	0.		70.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACME PACKET INC CM - 1600SH	16,848.	17,600.
AKAMAI TECH-1400SH	26,096.	35,476.
ALTERA CORP-1750SH	27,275.	39,603.
AMAZON COM INC-475SH	30,831.	63,897.
AMCOL INTERNATIONAL-1200SH	24,627.	32,626.
AMERN SUPERCONDUCTOR CORP-1305SH	34,376.	53,375.
ANADARKO PETROLEUM-800SH	23,001.	49,936.
AUTOMATIC DATA PROCESSING-1170SH	41,383.	50,099.
BIOSCRIP INC-4700SH	35,245.	39,292.
BUNGE LIMITED COM-600SH	31,984.	38,298.
CHINA GREEN AGRICULTURAL INC COM-1750SH	14,343.	25,725.
CME GROUP INC-160SH	29,064.	53,754.
COMCAST CORP-600SH	7,914.	9,606.
COMCAST CORP-1400SH	22,017.	22,414.
COMPASS MINERALS INTL INC-675SH	34,540.	45,353.
CORNING INC-2500SH	31,702.	48,275.
COSAN LTD SHS A-5200SH	27,734.	45,240.
EL PASO CORP-2600SH	29,967.	25,558.
EMC CORP-3400SH	57,188.	59,398.
ENERGY SOLUTIONS INC COM-2600SH	19,567.	22,074.
EXXON MOBIL-600SH	39,614.	40,914.
INSTITUFORM TECH-1925SH	31,942.	43,736.
INTL BUSINESS MACH-400SH	33,050.	52,360.
ITRON-675SH	40,578.	45,610.
LINDSAY CORP-1080SH	37,023.	43,038.
LINEAR TECHNOLOGY CORP-1385SH	37,175.	42,326.
MORGAN STANLEY CHINA A SHARE FUND-1370SH	39,994.	42,977.
MOTOROLA INC-3500SH	31,051.	27,160.
OPLINK COMMUNICATIONS INC-2550SH	33,565.	41,795.
PATTERSON UTI ENERGY-2650SH	76,662.	40,678.
PETROLEUM DEV CORP-1300SH	22,336.	23,673.
PICO HOLDINGS INC-900SH	25,217.	29,457.
QUALCOMM INC-950SH	34,555.	43,947.
SEACHANGE INTL INC-4000SH	35,884.	26,240.

THE DOWNEY FAMILY CHARITABLE FOUNDATION

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SYMANTEC CORP-3300SH	66,529.	59,037.
TELLABS INC-3950SH	27,023.	22,436.
TIMKEN CORP-1500SH	32,042.	35,565.
WASTE MANAGEMENT INC-1200SH	37,695.	40,572.
XILINX-1600SH	44,232.	40,096.

TOTAL TO FORM 990-PF, PART II, LINE 10B	1,291,869.	1,519,216.
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FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 7
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BEACON ACADEMY 47 LONGWOOD AVE BOSTON, MA 02108	NONE CASH DONATION	NON-PROFIT	8,000.
BOSTON MEDICAL CENTER - THE KIDS FUND 801 MASSACHUSETTS AVE #1007 BOSTON, MA 02118	NONE CASH DONATION	NON-PROFIT	5,000.
CATHEDRAL HIGH SCHOOL 74 UNION PARK PLACE BOSTON, MA 02118	NONE CASH DONATION	NON-PROFIT	2,000.
EPIPHANY SCHOOL 154 CENTRE ST DORCHESTER, MA 02124	NONE CASH DONATION	NON-PROFIT	2,000.
MAINE SCHOOL OF SCIENCE AND MATHEMATICS 95 HIGH ST. LIMESTONE, ME 04750	NONE CASH DONATION	NON-PROFIT	4,000.
MOTHER CAROLINE ACADEMY AND EDUCATION CENTER 515 BLUE HILL AVE DORCHESTER, MA 02121	NONE CASH DONATION	NON-PROFIT	2,000.
NATIVITY PREPARATORY SCHOOL 39 LAMARTINE ST JAMAICA PLAIN, MA 02130	NONE CASH DONATION	NON-PROFIT	2,000.

THE DOWNEY FAMILY CHARITABLE FOUNDATION

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NEW ENGLAND CONSERVATORY
209 HUNTINGTON AVENUE BOSTON,
MA 02115

NONE
CASH DONATION

NON-PROFIT 3,000.

THE WINDSOR SCHOOL
PILGRIM ROAD BOSTON, MA 02215

NONE
CASH DONATION

NON-PROFIT 2,000.

ST. THERESA'S SCHOOL
10 ST. THERESA AVENUE WEST
ROXBURY, MA 02132

NONE
CASH DONATION

NON-PROFIT 12,000.

THE ROXBURY LATIN SCHOOL
101 ST. THERESA AVENUE WEST
ROXBURY, MA 02132

NONE
CASH DONATION

NON-PROFIT 12,000.

CATHOLIC SCHOOLS FOUNDATION
260 FRANKLIN STREET, STE 630
BOSTON, MA 02215

NONE
CASH DONATION

NON-PROFIT 50,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

104,000.

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Capital Gains/Losses Attachment

DOWNEY FAMILY CHARITABLE FNDTN
 WALTER L DOWNEY
 155 FEDERAL ST STE 300
 BOSTON MA 02110-1881

Customer Service: 617-338-4866

Additional Information

Amount

This detail information is not reported to the IRS. It may assist you in tax return preparation.

Short-Term Realized Gain/Loss.....39,977.60
 Long-Term Realized Gain/Loss.....315,652.47-

Detail Information

Short-Term Realized Gain/Loss

Description / CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss (-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation</i>						
AKAMAI TECH /009711T101						
	03/20/09	12/24/09	100.000	2,551.03	1,864.01 f	687.02
ALTERA CORP /021441100						
	03/03/09	12/24/09	100.000	2,272.14	1,502.83 f	769.31
AMAZON.COM INC /023135106						
	03/05/09	10/26/09	50.000	6,117.34	3,245.36 f	2,871.98
	03/05/09	11/02/09	70.000	8,225.94	4,543.51 f	3,682.43
	03/05/09	11/16/09	50.000	6,624.35	3,245.36 f	3,378.99
	03/05/09	12/08/09	50.000	6,653.97	3,245.36 f	3,408.61
	03/05/09	12/24/09	55.000	7,613.75	3,569.90 f	4,043.85
			USD Subtotal	35,235.35	17,849.49	
AMERN SUPERCONDUCTOR CORP /030111108						
	05/14/09	12/24/09	145.000	6,153.81	3,600.06 f	2,553.75
BEMIS COMPANY INC /081437105						
	11/04/08	02/19/09	850.000	16,657.86	21,643.21 f	4,985.35-
	11/04/08	02/23/09	850.000	16,047.65	21,643.21 f	5,595.56-
			USD Subtotal	32,705.51	43,286.42	
BIOSCRIP INC /09069N108						
	10/19/09	12/24/09	300.000	2,536.93	2,164.17 f	372.76
CME GROUP INC /12572Q105						
	03/06/09	07/28/09	25.000	6,446.10	4,541.18 f	1,904.92
	03/06/09	12/24/09	15.000	4,893.07	2,724.71 f	2,168.36
			USD Subtotal	11,339.17	7,265.89	
CHEVRON CORP NEW /166764100						
various		06/15/09	500.000	35,524.13	32,539.58 f	2,984.55
CHINA GREEN AGRICULTURE INC COM /16943W105						
	07/13/09	09/22/09	500.000	5,956.79	3,484.50 f	2,472.29
CIRRUS LOGIC INC /172755100						
	07/02/08	02/06/09	3,600.000	11,206.02	19,694.16 f	8,488.14-
COMPASS MINERALS INTL INC /20451N101						
	01/20/09	12/24/09	75.000	5,123.61	3,612.81 f	1,510.80



Capital Gains/Losses Attachment

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DOWNEY FAMILY CHARITABLE FNDTN
WALTER L DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service: 617-338-4866

Detail Information

Short-Term Realized Gain/Loss

Description / CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss (-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.</i>						
EMERSON ELECTRIC CO /291011104	04/07/09	07/13/09	275.000	8,505.47	8,508.37 f	2.90-
ENERGYSOLUTIONS INC COM /292756202	06/03/09	12/24/09	200.000	1,735.99	1,505.18 f	230.81
GREENBRIER COMPANIES INC /393657101	07/08/08	02/25/09	100.000	404.46	1,840.46 f	1,436.00-
ITT CORP COM /450911102	various	03/09/09	400.000	12,882.04	17,859.23 f	4,977.19-
L 1 IDENTITY SOLUTIONS INC COM /50212A106	09/04/08	02/23/09	400.000	1,756.35	6,595.92 f	4,839.57-
L-3 COMMUNICATIONS HLDGS INC /502424104	11/24/08	03/02/09	300.000	19,251.72	19,284.74 f	33.02-
	11/24/08	03/03/09	300.000	19,034.94	19,284.74 f	249.80-
		USD Subtotal		38,286.66	38,569.48	
LINEAR TECHNOLOGY CORP /535678106	11/05/09	12/24/09	115.000	3,480.61	3,092.45 f	388.16
NATL SEMICONDUCTOR CORP COM /637640103	07/01/08	03/16/09	700.000	6,768.61	14,311.44 f	7,542.83-
OLIN CORP NEW /680665205	various	04/22/09	1,300.000	17,627.28	25,224.00 f	7,596.72-
OPLINK COMMUNICATIONS INC COM NEW /683750403	07/16/09	12/24/09	300.000	5,005.51	3,903.90 f	1,101.61
QUALCOMM INC /747525103	02/10/09	12/24/09	100.000	4,562.10	3,630.04 f	932.06
RAYTHEON CO COM NEW ISIN #US7551115071 /755111507	05/21/08	03/03/09	200.000	7,406.23	12,535.00 f	5,128.77-
STEC INC /784774101	04/07/09	06/09/09	225.000	4,694.11	1,868.18 f	2,825.93
	04/07/09	07/20/09	775.000	25,081.25	6,434.82 f	18,646.43
	04/07/09	07/24/09	300.000	9,854.40	2,490.90 f	7,363.50
	04/07/09	08/19/09	100.000	3,333.48	830.30 f	2,503.18
	04/07/09	09/01/09	250.000	9,755.87	2,075.75 f	7,680.12
	04/07/09	09/18/09	225.000	6,833.95	1,868.18 f	4,965.77
	04/07/09	10/27/09	240.000	5,519.33	1,992.72 f	3,526.61
	04/07/09	11/04/09	1,350.000	20,898.27	11,209.05 f	9,689.22
	04/07/09	11/06/09	235.000	3,126.54	1,951.20 f	1,175.34
	04/07/09	11/09/09	300.000	3,815.17	2,490.90 f	1,324.27
		USD Subtotal		92,912.37	33,212.00	
3M COMPANY /88579Y101	10/22/08	02/18/09	550.000	25,814.68	32,469.20 f	6,654.52-

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**Capital Gains/Losses Attachment**

Customer Service: 617-338-4866

DOWNEY FAMILY CHARITABLE FNDTN
WALTER L DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Detail Information**Short-Term Realized Gain/Loss**

Description / CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss (-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.</i>						
3M COMPANY /88579Y101						
	10/22/08	10/08/09	50.000	3,686.20	2,951.75 f	734.45
	10/22/08	10/08/09	100.000	7,421.90	5,903.49 f	1,518.41
			USD Subtotal	36,922.78	41,324.44	
WASTE MANAGEMENT INC /94106L109						
	01/16/09	12/24/09	75.000	2,510.68	2,418.20 f	92.48
					Short-Term Realized Gain	97,507.97
					Short-Term Realized Loss	57,530.37-
					Short-Term Realized Disallowed Loss	0.00
					Total Short-Term Realized Gain/Loss	39,977.60

f - FIFO (First-in, First-out)

Detail Information**Long-Term Realized Gain/Loss**

Description / CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss (-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.</i>						
AGCO CORP /001084102						
	01/31/06	02/18/09	700.000	12,798.92	12,544.00 f	254.92
AZZ INC /002474104						
	01/16/08	11/13/09	150.000	5,035.10	4,959.10 f	76.00
	01/16/08	11/19/09	500.000	16,262.68	16,530.35 f	267.67-
			USD Subtotal	21,297.78	21,489.45	
AMCOL INTERNATIONAL CORP /02341W103						
	12/29/05	10/01/09	175.000	3,753.15	3,673.11 f	80.04
	12/29/05	12/24/09	127.000	3,674.41	2,665.63 f	1,008.78
			USD Subtotal	7,427.56	6,338.74	
AMERICAN VANGUARD CP /030371108						
	05/08/07	08/13/09	1,200.000	11,347.02	18,168.48 f	6,821.46-
	various	08/14/09	1,500.000	13,809.24	26,157.96 f	12,348.72-
	various	08/18/09	1,550.000	14,239.95	26,101.06 f	11,861.11-
			USD Subtotal	39,396.21	70,427.50	
ANADARKO PETE CORP /032511107						
	12/04/03	12/24/09	100.000	6,452.03	2,377.09 f	4,074.94
AUTOMATIC DATA PROCESSING INC /053015103						
	11/14/08	12/24/09	130.000	5,531.34	4,598.11 f	933.23



Capital Gains/Losses Attachment

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DOWNEY FAMILY CHARITABLE FNDTN
WALTER L DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service: 617-338-4866

Detail Information		Long-Term Realized Gain/Loss				
Description / CUSIP						
Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.						
CHIKUITA BRANDS INTL INC /170032809						
various	02/20/09	1,500.000	10,884.98	22,654.09	f	11,769.11-
CIRRUS LOGIC INC /172755100						
05/25/07	02/06/09	4,900.000	15,252.63	37,434.53	f	22,181.90-
DOVER CORP /260003108						
10/28/05	05/27/09	200.000	6,199.40	7,723.96	f	1,524.56-
10/28/05	06/23/09	325.000	10,312.98	12,551.44	f	2,238.46-
10/28/05	07/13/09	275.000	8,576.36	10,620.44	f	2,044.08-
		USD Subtotal	25,088.74	30,895.84		
E M C CORP MASS /268648102						
06/09/08	12/24/09	400.000	7,055.25	6,728.00	f	327.25
EL PASO CORP COM /28336L109						
01/29/04	12/10/09	1,000.000	9,131.66	8,570.00	f	561.66
01/29/04	12/24/09	300.000	3,032.58	2,571.00	f	461.58
		USD Subtotal	12,164.24	11,141.00		
EMERSON ELECTRIC CO /291011104						
11/04/05	05/27/09	275.000	8,893.41	9,710.91	f	817.50-
11/04/05	07/09/09	300.000	9,213.98	10,593.72	f	1,379.74-
11/04/05	07/13/09	25.000	773.22	882.81	f	109.59-
		USD Subtotal	18,880.61	21,187.44		
EXXON MOBIL CORP /30231G102						
10/24/08	12/24/09	100.000	6,811.17	6,602.38	f	208.79
GREENBRIER COMPANIES INC /393657101						
various	02/25/09	1,625.000	6,572.44	50,094.81	f	43,522.37-
INSITUFORM TECHNOLOGY /457667103						
12/04/08	12/24/09	200.000	4,520.64	3,575.32	f	945.32
INTL BUSINESS MACH /459200101						
09/20/06	12/24/09	50.000	6,470.33	4,131.20	f	2,339.13
ITRON INC /465741106						
01/23/07	12/24/09	75.000	5,089.16	4,178.60	f	910.56
LINDSAY CORP COM /535555106						
various	02/02/09	500.000	12,907.77	17,512.50	f	4,604.73-
various	12/24/09	120.000	5,157.52	4,049.40	f	1,108.12
		USD Subtotal	18,065.29	21,561.90		
MORGAN STANLEY CHINA A SHARE FUND INC /617468103						
unknown	12/24/09	100.000	3,394.40	unknown		unknown
NATL SEMICONDUCTOR CORP COM /637640103						
08/09/07	01/30/09	1,600.000	16,032.54	40,646.08	f	24,613.54-
08/09/07	03/16/09	900.000	8,702.50	22,863.42	f	14,160.92-
		USD Subtotal	24,735.04	63,509.50		

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Capital Gains/Losses Attachment



DOWNEY FAMILY CHARITABLE FNDTN
WALTER L DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service: 617-338-4866

Detail Information**Long-Term Realized Gain/Loss**

Description / CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss (-)
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Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

NORTHWEST PIPE CO /667746101						
11/07/07	01/05/09	100.000	4,543.38	3,597.72	f	945.66
various	08/05/09	800.000	27,096.94	28,156.09	f	1,059.15-
various	08/11/09	400.000	13,202.54	15,283.33	f	2,080.79-
various	08/12/09	200.000	6,696.42	8,560.14	f	1,863.72-
07/03/08	08/17/09	200.000	6,572.31	10,015.92	f	3,443.61-
		USD Subtotal	58,111.59	65,613.20		
OLIN CORP NEW /680665205						
02/04/04	03/05/09	1,300.000	11,745.43	23,105.94	f	11,360.51-
PATTERSON UTI ENERGY INC /703481101						
07/28/08	12/24/09	150.000	2,388.43	4,470.24	f	2,081.81-
PENTAIR INC /709631105						
04/26/07	07/08/09	400.000	9,345.71	12,926.24	f	3,580.53-
various	07/13/09	450.000	10,620.51	15,027.43	f	4,406.92-
		USD Subtotal	19,966.22	27,953.67		
RAYTHEON CO COM NEW ISIN #US7551115071 /755111507						
various	03/03/09	800.000	29,624.96	40,077.38	f	10,452.42-
ROCKWELL AUTOMATION INC /773903109						
various	03/05/09	500.000	8,788.45	29,991.00	f	21,202.55-
SOAPSTONE NETWORKS INC COM /833570104						
02/27/07	12/24/09	3,750.000	2,512.43	33,697.12	f	31,184.69-
SYMANTEC CORP /871503108						
05/12/08	12/24/09	100.000	1,760.97	2,001.28	f	240.31-
05/12/08	12/24/09	200.000	3,572.46	4,002.56	f	430.10-
		USD Subtotal	5,333.43	6,003.84		
TITANIUM METALS CORP COM NEW /888339207						
various	02/23/09	2,700.000	17,031.50	59,766.89	f	42,735.39-
TRINITY INDS INC DEL FRMLY TEXAS /896522109						
various	02/19/09	1,950.000	18,208.02	51,446.12	f	33,238.10-



Capital Gains/Losses Attachment

2009 Supplemental Information

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DOWNEY FAMILY CHARITABLE FNDTN
WALTER L DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service: 617-338-4866

Detail Information

Long-Term Realized Gain/Loss

Description / CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss (-)
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XILINX INC /983919101	07/10/07	12/24/09	100.000	2,502.12	2,764.51 f	262.39-
Long-Term Realized Gain						15,317.96
Long-Term Realized Loss						330,970.43-
Long-Term Realized Disallowed Loss						0.00
Total Long-Term Realized Gain/Loss						315,652.47-††

f - FIFO (First-in, First-out)

†† - All gain/loss information may not be reflected due to incomplete cost basis information.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

To see the interactive *Helpful Hints for Completing Form 1040, Schedule D*, visit Fidelity.com/ScheduleD.

Important Tax Return Document Enclosed