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Form **990-PF**Department of the Treasury  
Internal Revenue Service

(77)

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

OMB No 1545-0052

**2009**

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 change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>The Mayer-Phillips Foundation, Inc.</b>		<b>A Employer identification number</b> 06-1331577
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see page 10 of the instructions)</b> (800) 839-1754
	City or town, state, and ZIP code Wilmington DE 19809-1377		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
			<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,381,005			<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc. received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	395	395		
	4 Dividends and interest from securities	37,782	37,782		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-361,666			
	b Gross sales price for all assets on line 6a 1 091 817				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	10,212	10,212			
12 Total. Add lines 1 through 11	-313,277	48,389			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	1,612	1,612		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	18,446	3,998		14,448
	24 Total operating and administrative expenses. Add lines 13 through 23	20,058	5,610		14,448
	25 Contributions, gifts, grants paid	105,500			105,500
26 Total expenses and disbursements. Add lines 24 and 25	125,558	5,610		119,948	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-438,835				
b Net investment income (if negative, enter -0-)		42,779			
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	497,755	403,805	403,805
	3 Accounts receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	4 Pledges receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,668,769	1,145,428	1,118,069
	c Investments—corporate bonds (attach schedule)	449,876	650,787	692,966
	11 Investments—land, buildings, and equipment: basis <input type="checkbox"/> Less: accumulated depreciation (attach schedule) <input type="checkbox"/>			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	290,617	268,162	166,165
	14 Land, buildings, and equipment: basis <input type="checkbox"/> Less: accumulated depreciation (attach schedule) <input type="checkbox"/>			
	15 Other assets (describe <input type="checkbox"/> )			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,907,017	2,468,182	2,381,005
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 (attach schedule)			
	22 Other liabilities (describe <input type="checkbox"/> )			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,907,017	2,468,182	
	30 Total net assets or fund balances (see page 17 of the instructions)	2,907,017	2,468,182	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,907,017	2,468,182	

## 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	2,907,017
2	Enter amount from Part I, line 27a	2	-438,835
3	Other increases not included in line 2 (itemize) <input type="checkbox"/>	3	0
4	Add lines 1, 2, and 3	4	2,468,182
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	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	2,468,182

**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.)
<b>1a Publicly-traded Securities</b>				
<b>b Passthrough K1 Capital Gain</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 1,107,121		1,453,483	-346,362
<b>b</b> -15,304			-15,304
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	<b>2</b>	-361,666
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	<b>3</b>	

**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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	142,106	2,600,992	0.054635
2007	149,395	3,011,876	0.049602
2006	106,709	2,581,707	0.041333
2005	117,421	2,231,399	0.052622
2004	74,206	1,939,646	0.038257

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.236449
<b>3</b> 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	<b>3</b>	0.047290
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	2,128,387
<b>5</b> Multiply line 4 by line 3	<b>5</b>	100,651
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	428
<b>7</b> Add lines 5 and 6	<b>7</b>	101,079
<b>8</b> Enter qualifying distributions from Part XII, line 4 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 on page 18	<b>8</b>	119,948

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	428
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	428
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	428
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,939	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,939	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,511	
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax 500 Refunded	11	2,011	

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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
1b		X
c Did the foundation file Form 1120-POL for this year?		X
1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 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
4 a 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?	4b	N/A
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
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CT		
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 on page 27)? 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)**

<b>11</b>	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 page 20 of the instructions)	<b>11</b>		X
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	X	
Website address <span style="border-bottom: 1px solid black; display: inline-block; width: 200px;"></span>				
<b>14</b>	The books are in care of <span style="border-bottom: 1px solid black; display: inline-block; width: 150px;">c/o Foundation Source</span>	Telephone no	<span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">(800) 839-1754</span>	
	Located at <span style="border-bottom: 1px solid black; display: inline-block; width: 200px;">501 Silverside Road, Suite 123 Wilmington DE</span>	ZIP+4	<span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">19809-1377</span>	
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here		<input type="checkbox"/>	
	and enter the amount of tax-exempt interest received or accrued during the year	<b>15</b>		

**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
<b>1a</b> 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>b</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 <span style="float: right;"><input type="checkbox"/></span>	<b>1b</b>	N/A
<b>c</b> 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?	<b>1c</b>	X
<b>2</b> 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)):		
<b>a</b> 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," list the years <span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">20</span> , <span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">20</span> , <span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">20</span> , <span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">20</span>		
<b>b</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 page 20 of the instructions.)	<b>2b</b>	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">20</span> , <span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">20</span> , <span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">20</span> , <span style="border-bottom: 1px solid black; display: inline-block; width: 100px;">20</span>		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>b</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.)	<b>3b</b>	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b** N/A**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?If "Yes," attach the statement required by Regulations section 53.4945–5(d). ☐ Yes ☐ No**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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

X

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

N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

**2** Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
<b>Total.</b> Add lines 1 through 3	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,707,679
<b>b</b>	Average of monthly cash balances	<b>1b</b>	286,955
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	166,165
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,160,799
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,160,799
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	32,412
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,128,387
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	106,419

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	106,419
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	428
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	428
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	105,991
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	105,991
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	105,991

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	119,948
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	119,948
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	428
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	119,520

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				105,991
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only . . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004 . . . . .				
<b>b</b> From 2005 . . . . .				10,333
<b>c</b> From 2006 . . . . .				
<b>d</b> From 2007 . . . . .				8,507
<b>e</b> From 2008 . . . . .				16,824
<b>f</b> Total of lines 3a through e . . . . .	35,664			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4. ► \$ 119,948				
<b>a</b> Applied to 2008, but not more than line 2a . . . . .			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions) . . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .				
<b>d</b> Applied to 2009 distributable amount . . . . .				105,991
<b>e</b> Remaining amount distributed out of corpus . . . . .	13,957			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	49,621			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	49,621			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005 . . . . .				10,333
<b>b</b> Excess from 2006 . . . . .				0
<b>c</b> Excess from 2007 . . . . .				8,507
<b>d</b> Excess from 2008 . . . . .				16,824
<b>e</b> Excess from 2009 . . . . .				13,957

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 \_\_\_\_\_

☐ 4942(j)(3) or ☐ 4942(j)(5)

**b** Check box to indicate whether the foundation is a private operating foundation described in section

**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**

[illegible]

**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 page 28 of 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).)

Barbara P Mayer

John A. Maver

**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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

**c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
ASSOCIATION OF SMALL FOUNDATIONS 1720 N ST NW WASHINGTON DC 20036	N/A	509(a)(2)	General & Unrestricted	500
FAMILY INDEPENDENCE INITIATIVE - NATIONAL 1999 HARRISON ST STE 1550 OAKLAND CA 94612	N/A	509(a)(1)	General & Unrestricted	25,000
GROWTH PHILANTHROPY NETWORK INC 122 E 42ND ST NEW YORK NY 10168	N/A	509(a)(1)	General & Unrestricted	25,000
ATHERTON EDUCATION FOUNDATION PO BOX 584 MENLO PARK CA 94026	N/A	509(a)(1)	General & Unrestricted	2,500
RAVENSWOOD EDUCATION FOUNDATION P O BOX 396 MENLO PARK CA 94026	N/A	509(a)(1)	Increased instruction through longer days	2,500
ROOM TO READ 111 SUTTER ST SAN FRANCISCO CA 94104	N/A	509(a)(1)	General & Unrestricted	50,000
<b>Total</b>			<b>3a</b>	105,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	0

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments				14	395	
<b>4</b> Dividends and interest from securities				14	37,782	
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property						
<b>b</b> Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	-361,666	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue: <b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)			0		-323,489	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)					13	-323,489


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

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash	<b>1a(1)</b>		X
<b>(2)</b> Other assets	<b>1a(2)</b>		X
<b>b</b> Other transactions:			
<b>(1)</b> Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>		X
<b>(2)</b> Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>		X
<b>(3)</b> Rental of facilities, equipment, or other assets	<b>1b(3)</b>		X
<b>(4)</b> Reimbursement arrangements	<b>1b(4)</b>		X
<b>(5)</b> Loans or loan guarantees	<b>1b(5)</b>		X
<b>(6)</b> Performance of services or membership or fundraising solicitations	<b>1b(6)</b>		X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>		X
<b>d</b> 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]

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

Sign Here	 Signature of officer or trustee		9-28-10 Date	SECRETARY Title
	Paid Preparer's Use Only	Preparer's signature <b>Jeffrey D. Haskell</b>	Date 9/27/2010	Check if self-employed <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code <b>FOUNDATION SOURCE</b> <b>55 WALLS DRIVE, FAIRFIELD, CT 06824</b>			EIN <b>13-1037050</b> Phone no (800) 839-1754	

Form 990-PF, Part I, Line 11 - Other Income

TOTAL:		10,212	10,212
		(a) Expenses per Books	(b) Net Investment Income
1	JPM US RE I&G DOMESTIC LP K-1 Pass-Through Share of Partnership Income/(Loss)	10,212	10,212
2			
3			
4			
5			
6			
7			
8			
9			
10			

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:					0	0	0
	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Investment Management Services	1,612	1,612	0			
2							
3							
4							
5							
6							
7							
8							
9							
10							



Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					18,446	3,998	0	14,448
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	13,953	0	0	13,953			
2	Foundation Dues & Memberships	495	0		495			
3	K-1 pass-through JPM US RE I&G DOMESTIC LP	3,998	3,998		0			
4								
5								
6								
7								
8								
9								
10								

**Form 990-PF, Part II, Line 10b - Investments: Corporate Stock**

		<b>TOTAL:</b>		1,145,428	1,118,069
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	
1	ARTIO INTERNATIONAL II - I (JETIX)	4,727	47,107	55,679	
2	DODGE & COX FUNDS INTERNATIONAL STOCK FUND (DODFX)	1,200	56,873	38,231	
3	EATON VANCE FLOATING RATE FUND INSTI SHARE (EIBLX)	4,883	35,938	41,702	
4	EDGEWOOD GROWTH FUND INSTI (EGFIX)	4,752	42,300	47,713	
5	ISHARES RUSSELL MIDCAP G IN FD (IWP)	900	50,931	40,806	
6	JP MORGAN MID CAP VALUE SEL (JMV SX)	1,748	37,527	33,415	
7	JP MORGAN SMALL CAP EQUITY INSTL SELECT (VSEIX)	2,425	77,543	72,791	
8	JP MORGAN STRATEGIC INCOME OPPORTUNIEIS FD SELECT (JSOSX)	2,641	30,349	30,612	
9	JP MORGAN US LARGE CAP CORE PLUS FUND (JLP SX)	2,225	50,000	40,454	
10	JPMORGAN CHASE CAP XXVIII 7.200% 12/22/2039 (48124Y204)	2,575	64,375	65,740	
11	JPMORGAN HIGH YIELD BOND FUND SELECT (OHYFX)	10,248	71,854	79,317	

**Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds**

		<b>TOTAL:</b>		650,787	692,986
	Description/Symbol/CUSIP Number	Shares	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value	
1	BARCLAYS LINKED TO THE RUSSELL 2000 DUE 07/01/2010 (06739JXM0)	22,000	22,000	22,539	
2	BB&T CORPORATION SR NT 3.10000% 07/28/2011 (05531FAD5)	100,000	101,142	102,590	
3	BEAR STEARNS CO 1312011 (073902KG2)	100,000	94,674	100,154	
4	COUNTRYWIDE HOME LNS INC MED TERM NTS TR 00313 (22237LPA4)	100,000	98,420	102,129	
5	DEUTSCHE BANK AG LONDON MTN 0.00% 06/24/2011 (2515A0K85)	28,000	28,000	28,482	
6	GOLDMAN SACHS GROUP INC 0.00000% 09/07/2010INDX LK (38143JFR7)	30,000	30,000	32,609	
7	JP MORGAN REN (48123L2D5)	25,000	25,000	29,770	
8	JPMORGAN CHASE & CO FDIC GTD 3 12500% 12/01/2011 (481247AA2)	200,000	199,876	207,094	
9	JPMORGAN CHASE VAR PEEP (46625HHA1)	65,000	51,675	67,600	
10					

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:		268,162	166,165
	Asset Description	Line 13 - Column (b) Book Value	Line 13 - Column (c) Fair Market Value
1	JPM US RE I&G DOMESTIC LP	268,162	166,165
2			
3			
4			
5			
6			
7			
8			
9			
10			

<b>TOTAL:</b>	0	0	0
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[illegible]