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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 The Clements Foundation Inc		A Employer identification number 06-1480882
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (800) 839-1754
	c/o Foundation Source, 501 Silverside Road 123		
	City or town, state, and ZIP code Wilmington DE 19809-1377		
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,010,352		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) (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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	434,138			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,132	5,132		
	4 Dividends and interest from securities	31,858	31,858		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	93,273			
	b Gross sales price for all assets on line 6a 1,023,770				
	7 Capital gain net income (from Part IV, line 2)		689,769		
	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)					
12 Total. Add lines 1 through 11		564,401	726,759		
Operating and Administrative Expenses	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)	37,745	10,145		27,600
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,373			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	588	493		95
	24 Total operating and administrative expenses. Add lines 13 through 23	41,706	10,638		27,695
	25 Contributions, gifts, grants paid	535,000			535,000
26 Total expenses and disbursements. Add lines 24 and 25	576,706	10,638		562,695	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-12,305				
b Net investment income (if negative, enter -0-)		716,121			
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)

517 20

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	117,640	304,484	304,484
	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 (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ☐ Less allowance for doubtful accounts ☐			
	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)	1,485,721	1,386,049	1,519,947
	c Investments—corporate bonds (attach schedule)	299,508	200,031	185,921
	11 Investments—land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐			
	15 Other assets (describe ☐)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,902,869	1,890,564	2,010,352
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 ☐)			
	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. ☐			
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,902,869	1,890,564	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,902,869	1,890,564	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,902,869	1,890,564	

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	1,902,869
2 Enter amount from Part I, line 27a	2	-12,305
3 Other increases not included in line 2 (itemize) ☐	3	0
4 Add lines 1, 2, and 3	4	1,890,564
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	1,890,564

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 Publicly-traded Securities		P	Various	Various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,023,770		334,001	689,769	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	689,769
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	

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	542,824	2,335,766	0.232397
2007	243,125	3,008,305	0.080818
2006	155,234	2,190,400	0.070870
2005	179,758	2,056,428	0.087413
2004	929,705	2,375,300	0.391405
2 Total of line 1, column (d)			2 0.862903
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.172581
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,880,608
5 Multiply line 4 by line 3			5 324,557
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,161
7 Add lines 5 and 6			7 331,718
8 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.			8 562,695

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 ☐ 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	7,161	
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	7,161	
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	7,161	
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,700		
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	4,700		
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	2,461		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 0 Refunded ☐	11	0		

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)

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ c/o Foundation Source	Telephone no ▶	(800) 839-1754	
	Located at ▶ 501 Silverside Road, Suite 123, Wilmington, DE	ZIP+4 ▶	19809-1377	
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 ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	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 ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

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

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

X

If "Yes" to 6b, file Form 8870

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

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		27,600		

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 NONE	
.....	
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 NONE	
.....	
2	
.....	
All other program-related investments. See page 24 of the instructions	
3	
.....	
Total. 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.)

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	1,617,626
b	Average of monthly cash balances	1b	291,621
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,909,247
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,909,247
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	28,639
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,880,608
6	Minimum investment return. Enter 5% of line 5	6	94,030

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.)

1	Minimum investment return from Part X, line 6	1	94,030
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,161
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,161
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,869
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	86,869
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,869

Part XII Qualifying Distributions (see page 25 of the 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	562,695
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	0
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	562,695
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	7,161
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	555,534

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
1 Distributable amount for 2009 from Part XI, line 7				86,869
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	814,982			
b From 2005	79,082			
c From 2006	49,193			
d From 2007	95,232			
e From 2008	426,680			
f Total of lines 3a through e	1,465,169			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 562,695				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				86,869
e Remaining amount distributed out of corpus	475,826			
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	1,940,995			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	814,982			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,126,013			
10 Analysis of line 9				
a Excess from 2005	79,082			
b Excess from 2006	49,193			
c Excess from 2007	95,232			
d Excess from 2008	426,680			
e Excess from 2009	475,826			

Part XV Supplementary Information (continued)**3 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 ATTACHMENT				
Total				3a 535,000
b Approved for future payment NONE				
Total				3b

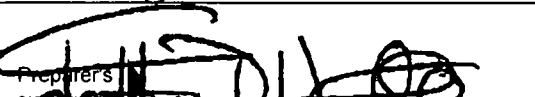
Part XVI-A Analysis of Income-Producing Activities

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	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,132	
4 Dividends and interest from securities			14	31,858	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	93,273	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		130,263	0
13 Total. Add line 12, columns (b), (d), and (e)				13	130,263

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

[illegible]

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge			
	 Signature of officer or trustee		Date 5/10/10	Title President
Paid Preparer's Use Only	 Preparer's signature		Date APR 8 0 2010	Check if self-employed ☐
	Firm's name (or you, if self-employed), address and ZIP code FOUNDATION SOURCE 55 WALLS DRIVE, FAIRFIELD, CT 06824			Preparer's identifying number (see Signature on page 30 of the instructions) EIN  Phone no. (800) 839-1754

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

The Clements Foundation Inc.

Employer identification number

06 : 1480882

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For 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)

Name of organization

The Clements Foundation Inc.

Employer identification number

06 1480882

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Clements, Marilyn 104 Wallack's Drive, Stamford, CT 06902	\$ 434,138.00	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)

Employer Identification number

06 : 1480882

[illegible]

The Clements Foundation Inc.

EIN: 06-1480882

Taxable Year Ending December 31, 2009

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
INDEPENDENT CONTRACTOR	\$27,600	\$0	-	\$27,600
INVESTMENT MANAGEMENT SERVICES	\$10,145	\$10,145	-	\$0
TOTAL:	\$37,745	\$10,145	-	\$27,600

The Clements Foundation Inc.
EIN: 06-1480882
Taxable Year Ending December 31, 2009

Form 990-PF, Part I, Line 18 – Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ESTIMATED TAX FOR 2009	\$4,300	\$0	-	\$0
EXCISE TAX REFUND	(\$927)	\$0	-	\$0
TOTAL:	\$3,373	\$0	-	\$0

The Clements Foundation Inc.
 EIN: 06-1480882
 Taxable Year Ending December 31, 2009

Form 990-PF, Part I, Line 23 – Other expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ADMINISTRATIVE FEES	\$25	\$0	-	\$25
BANK CHARGE	\$493	\$493	-	\$0
POSTAGE FEES	\$70	\$0	-	\$70
TOTAL:	\$588	\$493	-	\$95

The Clements Foundation Inc.

EIN: 06-1480882

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
600	ABBOTT LABS (ABT)	\$21,640 38	\$32,394 00
4918	ARCH CAPITAL GROUP LTD (ACGL)	\$284,678 43	\$351,882 90
700	AUTOMATIC DATA PROCESSING INC (ADP)	\$21,593 88	\$29,974 00
2370	BANK OF AMERICA CORP (BAC)	\$50,560 56	\$35,692 20
350	BARD C R INC (BCR)	\$29,081 25	\$27,265 00
800	BANK NEW YORK MELLON CORP COM (BK)	\$34,370 33	\$22,376 00
1250	CISCO SYSTEMS INC (CSCO)	\$24,060 28	\$29,925 00
780	EMERSON ELECTRIC CO (EMR)	\$26,094 99	\$33,228 00
1350	GENERAL ELECTRIC CO (GE)	\$42,847 73	\$20,425 50
1150	HOME DEPOT INC (HD)	\$37,736 12	\$33,269 50
1470	INTEL CORP (INTC)	\$34,931 48	\$29,988 00
1430	INVESCO PLC (IVZ)	\$35,821 80	\$33,590 70
840	JP MORGAN CHASE & CO (JPM)	\$29,393 30	\$35,002 80
620	KOHL'S CORP (KSS)	\$30,059 73	\$33,436 60
650	MEDTRONIC INC (MDT)	\$34,828 66	\$28,587 00
400	3M CO (MMM)	\$29,128 24	\$33,068 00
490	NORFOLK SOUTHERN CORP (NSC)	\$26,367 49	\$25,685 80
600	NESTLE S A (NSRGY PK)	\$20,143 92	\$29,010 00
1550	ORACLE CORP (ORCL)	\$23,369 70	\$38,021 50
510	PEPSICO INC (PEP)	\$31,470 86	\$31,008 00
550	PROCTER GAMBLE CO (PG)	\$30,997 12	\$33,346 50
780	PPL CORPORATION (PPL)	\$21,080 93	\$25,201 80
14883	PIMCO FUNDS TOTAL RETURN INCOME FUND CLASS C SHARE (PTTCX)	\$157,138 23	\$160,731 14
800	ROCHE HOLDING LTD ADR (RHHBY PK)	\$32,200 00	\$33,760 00
500	RAYTHEON CO (RTN)	\$15,525 00	\$25,760 00
1000	CHARLES SCHWAB CORP NEW (SCHW)	\$18,733 70	\$18,820 00
1120	STAPLES INC (SPLS)	\$26,740 67	\$27,540 80
370	SEMPRA ENERGY COM (SRE)	\$21,116 71	\$20,712 60

The Clements Foundation Inc.

EIN: 06-1480882

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
590	QUESTAR CP (STR)	\$25,453 81	\$24,526 30
1100	AT&T CORP COM NEW (T)	\$27,852 65	\$30,833 00
970	TERADATA CORPORATION (TDC)	\$17,449 54	\$30,487 10
1070	UNITEDHEALTH GROUP INC (UNH)	\$29,818 12	\$32,613 60
1000	US BANCORP DEL NEW (USB)	\$19,369 30	\$22,510 00
400	UNITED TECHNOLOGIES CORP (UTX)	\$27,546 35	\$27,764 00
700	WAL-MART STORES INC (WMT)	\$33,443 07	\$37,415 00
500	EXXON MOBIL CORP (XOM)	\$13,405 00	\$34,095 00
	TOTAL	\$1,386,049	\$1,519,947

The Clements Foundation Inc.

EIN: 06-1480882

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
100000	AMER GENL FIN MEDIUM TERM NOTE DTD 7/11/2005 4 875% 7/15/2012 (02635PTB9)	\$98,924 00	\$81,967 00
100000	SBC COMMUNICATIONS INC NOTE DTD 11/14/2005 5 3% 11/15/2010 (78387GAS2)	\$101,107 00	\$103,954 00
	TOTAL	\$200,031	\$185,921

The Clements Foundation Inc.

EIN: 06-1480882

Taxable Year Ending December 31, 2009

Form 990-PF, Part VII-A, Line 5 – Substantial Contraction

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions:

During the taxable year ending December 31, 2009, The Clements Foundation Inc. (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$535,000. This amount represents over 25% of the Foundation's net assets of \$1,941,624 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2009. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose specified therein.

The Clements Foundation Inc.

EIN: 06-1480882

Taxable Year Ending December 31, 2009

Form 990-PF, Part VIII, Line 1 - List all foundation 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
Cindy Cuba Clements c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	President / Chairperson/ Director <1 hour(s) per week	\$0 00	\$0 00	\$0 00
Beatrice LeClerc Clements c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director <1 hour(s) per week	\$0 00	\$0 00	\$0 00
Ben Clements c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director <1 hour(s) per week	\$0 00	\$0 00	\$0 00
Jeffrey Clements c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director <1 hour(s) per week	\$0 00	\$0 00	\$0 00
Jeremy Sager c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director <1 hour(s) per week	\$0 00	\$0 00	\$0 00
John Clements c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director / Treasurer <1 hour(s) per week	\$0 00	\$0 00	\$0 00

The Clements Foundation Inc.

EIN: 06-1480882

Taxable Year Ending December 31, 2009

Form 990-PF, Part VIII, Line 1 - List all foundation 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
Marilyn Clements c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director <1 hour(s) per week	\$0 00	\$0 00	\$0 00
Nancy Heseltun c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director / Secretary <1 hour(s) per week	\$0 00	\$0 00	\$0 00
Paula Clements Sager c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director 10 hour(s) per week	\$27,600	\$0 00	\$0 00
Robert Clements c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Director <1 hour(s) per week	\$0 00	\$0 00	\$0 00

The Clements Foundation Inc.
EIN: 06-1480882
Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
APPALACHIAN MOUNTAIN CLUB 5 JOY ST, BOSTON, MA 02108-1403	N/A		509(a)(1)	EDUCATION PROGRAMS (e g A MOUNTAIN CLASSROOM)	\$5,400 00
BIONEERS 1607 PASEO DE PERALTA, SUITE 3, SANTA FE, NM 87501	N/A		509(a)(2)	GENERAL & UNRESTRICTED	\$6,400 00
CHILDCARE LEARNING CENTERS INC 64 PALMERS HILL RD, STAMFORD, CT 06902-2113	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$10,000 00
EDUCATIONAL BROADCASTING CORP 450 W 33RD STREET, NEW YORK, NY 10001-2603	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$200,000 00
EDUCATIONAL BROADCASTING CORP 450 W 33RD STREET, NEW YORK, NY 10001-2603	N/A		509(a)(1)	PUBLIC AFFAIRS TELEVISION PRODUCTION OF BILL MOYERS JOURNAL	\$250,000 00
HORIZONS FOR HOMELESS CHILDREN INC 1705 COLUMBUS AVE, ROXBURY, MA 02119-1039	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$3,000 00
INSTITUTE OF NOETIC SCIENCES 101 SAN ANTONIO RD, PETALUMA, CA 94952-9524	N/A		509(a)(2)	GENERAL & UNRESTRICTED	\$25,000 00
MARIPOSA CENTER 19 HIGHLAND AVE, BARRINGTON, RI 02806-4713	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$13,400 00

The Clements Foundation Inc.

EIN: 06-1480882

Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
ORION SOCIETY RIVERBANK HOUSE 195 MAIN ST, GREAT BARRINGTON, MA 01230	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$7,400 00
SUMMER SEARCH BOSTON 555 AMORY STREET, JAMAICA PLAIN, MA 02130	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$7,400 00
SUMMER SEARCH NEW YORK CITY 90 BROAD STREET, NEW YORK, NY 10004	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$7,000 00
TOTAL:				\$535,000