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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 , 2009, 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 label.
Otherwise,
print
or type
See Specific
Instructions.Richard D. Donchian Charitable
Foundation, Inc.
c/o FCSN 88 Field Point Road
Greenwich, CT 06836-2508

A Employer identification number

06-1514402

B Telephone number (see the instructions)

203-661-1000

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 8,549,553.

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 the instructions).)

(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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

242,154.

242,154.

N/A

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

-307,969.

b Gross sales price for all assets on line 6a 1,979,620.

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/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

19,038.

19,038.

12 Total. Add lines 1 through 11

-46,777.

261,192.

13 Compensation of officers, directors, trustees, etc.

110,500.

16,575.

93,925.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2

3,855.

3,855.

b Accounting fees (attach sch)

c Other prof fees (attach sch) See St 3

54,794.

54,794.

17 Interest

18 Taxes (attach schedule)(see instr.) See Stm 4

1,732.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 5

495.

24 Total operating and administrative expenses. Add lines 13 through 23

171,376.

75,224.

93,925.

25 Contributions, gifts, grants paid Part XV

409,500.

409,500.

26 Total expenses and disbursements. Add lines 24 and 25

580,876.

75,224.

503,425.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

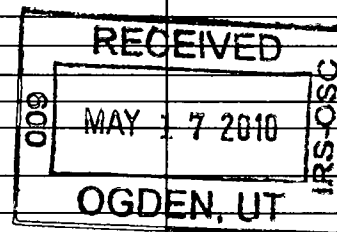
-627,653.

b Net investment income (if negative, enter -0-)

185,968.

c Adjusted net income (if negative, enter -0-)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (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		502,377.	1,047,221.	1,047,221.
	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 the instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule) Statement 6	447,826.	508,221.	542,167.	
	b	Investments — corporate stock (attach schedule) Statement 7	5,202,300.	4,769,903.	5,712,710.	
	c	Investments — corporate bonds (attach schedule) Statement 8	2,147,866.	1,347,370.	1,247,455.	
	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 See Statement 9)		1.			
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	8,300,369.	7,672,716.	8,549,553.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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 ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted	8,300,369.	7,672,716.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)	8,300,369.	7,672,716.		
	31	Total liabilities and net assets/fund balances (see the instructions)	8,300,369.	7,672,716.		

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	8,300,369.
2	Enter amount from Part I, line 27a	2	-627,653.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	7,672,716.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,672,716.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Increases per Schedule A-2 (Exhibit 5)	P	Various	Various
b Decreases per Schedule B-1 (Exhibit 6)	P	Various	Various
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 853,880.		693,280.	160,600.
b 1,125,740.		1,594,309.	-468,569.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			160,600.
b			-468,569.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-307,969.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>	3	0.

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 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 (column (b) divided by column (c))
2008	537,210.	9,254,486.	0.058049
2007	611,456.	10,629,852.	0.057523
2006	559,875.	10,196,847.	0.054907
2005	548,475.	10,064,508.	0.054496
2004	499,975.	10,017,808.	0.049909

2 Total of line 1, column (d)	2	0.274884
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	0.054977
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,493,842.
5 Multiply line 4 by line 3	5	411,989.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,860.
7 Add lines 5 and 6	7	413,849.
8 Enter qualifying distributions from Part XII, line 4	8	503,425.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see 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 instr.)			
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		1	1,860.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,860.
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	1,860.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	4,216.	
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	4,216.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,356.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 1,860. Refunded <input type="checkbox"/>	11	496.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c 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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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 <u>www.rddonchian.org</u>	13	X	
14	The books are in care of <u>Fogarty Cohen Selby & Nemiroff</u> Telephone no <u>203-661-1000</u> Located at <u>88 Field Point Road Greenwich CT</u> ZIP + 4 <u>06836-2508</u>			
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 <u>15</u>		N/A	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009</i>)	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

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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)? (see 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 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?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 X

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

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

7b N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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 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
Geoffrey M. Parkinson c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Pres/Directo 5.00	45,000.	0.	0.
Leland C. Selby c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Sec/Treas/Di 5.00	33,000.	0.	0.
Clark M. Whittemore c/o FCSN 88 Field Point Road Greenwich, CT 06836-2508	Director 3.00	12,500.	0.	0.
Geoffrey M. Parkinson, Jr. c/o FCSN 88 Field Point Road Greenwich, CT 06830	Director 4.00	20,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see 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

0

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

3 Five highest-paid independent contractors for professional services – (see 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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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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	7,041,413.
b Average of monthly cash balances	1b	566,548.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	7,607,961.
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	7,607,961.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	114,119.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,493,842.
6 Minimum investment return. Enter 5% of line 5	6	374,692.

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	374,692.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,860.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		1,860.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		372,832.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		372,832.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7		372,832.

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	503,425.
b Program-related investments — total from Part IX-B	1b	
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	503,425.
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 instructions)	5	1,860.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	501,565.

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				372,832.
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	6,930.			
b From 2005	53,276.			
c From 2006	52,440.			
d From 2007	97,821.			
e From 2008	82,916.			
f Total of lines 3a through e	293,383.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 503,425.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				372,832.
e Remaining amount distributed out of corpus	130,593.			
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	423,976.			
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 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 instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	6,930.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	417,046.			
10 Analysis of line 9				
a Excess from 2005	53,276.			
b Excess from 2006	52,440.			
c Excess from 2007	97,821.			
d Excess from 2008	82,916.			
e Excess from 2009	130,593.			

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
<i>a Paid during the year</i> See attached Schedule B-3 (Exhibit 8)			see attached	409,500.
Total				▶ 3a 409,500.
<i>b Approved for future payment</i> See attached Schedule (Exhibit 9)				319,000.
Total				▶ 3b 319,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated :	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities			14	242,154.	
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	-307,969.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a 2008 tax refund			1	2,233.	
b Class Action Proceeds			18	13,535.	
c USTreas Infl Indx			14	3,270.	
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				-46,777.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-46,777.

(See worksheet in the instructions for line 13 to verify calculations)

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

[illegible]

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Foundation, Inc.

06-1514402

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
2008 tax refund	\$ 2,233.	\$ 2,233.	
Class Action Proceeds	13,535.	13,535.	
USTreas Infl Indx	3,270.	3,270.	
Total	\$ 19,038.	\$ 19,038.	0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fogarty Cohen Selby & Nemiroff LLC	\$ 3,855.	\$ 3,855.		
Total	\$ 3,855.	\$ 3,855.		\$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BNY Affiliated Funds Adjustment	\$ 121.	\$ 121.		
BNY Investment Advisory Fees	54,673.	54,673.		
Total	\$ 54,794.	\$ 54,794.		\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2009 estimates	\$ 1,732.			
Total	\$ 1,732.	\$ 0.		\$ 0.

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Assoc. of Small Foundations	\$ 495.			
Total	<u>\$ 495.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Government Bonds (Exhibit 4)	Cost	\$ 508,221.	\$ 542,167.
		\$ 508,221.	\$ 542,167.
Total		<u>\$ 508,221.</u>	<u>\$ 542,167.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stocks (Exhibit 4)	Cost	\$ 4,769,903.	\$ 5,712,710.
	Total	<u>\$ 4,769,903.</u>	<u>\$ 5,712,710.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds (Exhibit 4)	Cost	\$ 1,347,370.	\$ 1,247,455.
	Total	<u>\$ 1,347,370.</u>	<u>\$ 1,247,455.</u>

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Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Rounding	\$ 1.	
Total	<u>\$ 1.</u>	<u>\$ 0.</u>

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Richard D Donchian Charitable Foundation
Care Of: Foundation Services LLC
Street Address: 640 West Putnam Avenue, 3rd floor
City, State, Zip Code: Greenwich, CT 06830
Telephone:
Form and Content: Any applicant should submit an application form and certification as to its tax exempt status. The application form is available from the website.
Submission Deadlines: None
Restrictions on Awards: Mission Statement and Guidelines attached as Exhibit 7.

2009**Federal Supporting Detail****Page 1****Client RDONCHIA****Richard D. Donchian Charitable
Foundation, Inc.****06-1514402**

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**Other Income Producing Activities
Dividends/interest from securities.**

Dividends per Schedule A-3 (Exhibit 1)	\$	116,443.
Interest per Schedule A-4 (Exhibit 2)		117,839.
Other Income per Schedule A-5 (Exhibit 3)		7,872.
Total	\$	<u>242,154.</u>

**Other Revenue
Amount
Class Action Proceeds**

Citigroup Global Markets Class Action Proceeds	\$	13,535.
Total	\$	<u>13,535.</u>

Schedule A-3

DIVIDENDS RECEIVED

Abbott Laboratories

02/17/09	Dividend Rec'd on	775	Shs.	\$279.00	
05/15/09	Dividend Rec'd on	775	Shs.	310.00	
08/17/09	Dividend Rec'd on	1,400	Shs.	560.00	
11/16/09	Dividend Rec'd on	1,400	Shs.	<u>560.00</u>	\$1,709.00

Accenture Ltd Class A

11/16/09	Dividend Rec'd on	2,800	Shs.		2,100.00
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Aflac Inc.

03/02/09	Dividend Rec'd on	1,050	Shs.	\$294.00	
06/01/09	Dividend Rec'd on	1,050	Shs.	294.00	
09/01/09	Dividend Rec'd on	1,050	Shs.	294.00	
12/01/09	Dividend Rec'd on	1,050	Shs.	<u>294.00</u>	1,176.00

Air Products & Chemicals Inc.

08/10/09	Dividend Rec'd on	500	Shs.	\$225.00	
11/09/09	Dividend Rec'd on	500	Shs.	<u>225.00</u>	450.00

American Express Company

02/10/09	Dividend Rec'd on	1,300	Shs.	\$234.00	
05/08/09	Dividend Rec'd on	1,300	Shs.	234.00	
08/10/09	Dividend Rec'd on	1,900	Shs.	342.00	
11/10/09	Dividend Rec'd on	1,900	Shs.	<u>342.00</u>	1,152.00

Apache Corp.

02/23/09	Dividend Rec'd on	700	Shs.	\$105.00	
05/22/09	Dividend Rec'd on	700	Shs.	<u>105.00</u>	210.00

AT&T Inc.

02/02/09	Dividend Rec'd on	2,825	Shs.	\$1,158.25	
05/01/09	Dividend Rec'd on	2,825	Shs.	1,158.25	
08/03/09	Dividend Rec'd on	2,825	Shs.	1,158.25	
11/02/09	Dividend Rec'd on	2,825	Shs.	<u>1,158.25</u>	4,633.00

Avon Products Inc

03/02/09	Dividend Rec'd on	2,625	Shs.	\$551.25	
06/01/09	Dividend Rec'd on	2,625	Shs.	551.25	

Schedule A-3 (Cont'd)

Avon Products Inc

(Cont'd)

09/01/09	Dividend Rec'd on	2,625	Shs.	\$551.25	
12/01/09	Dividend Rec'd on	2,625	Shs.	<u>551.25</u>	\$2,205.00

Bank Amer Corporation

03/27/09	Dividend Rec'd on	3,000	Shs.		30.00
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BNY Mellon Mid Cap Stock Fund

04/13/09	Dividend Rec'd on	20,627.063	Shs.	\$84.40	
05/18/09	Dividend Rec'd on	20,627.063	Shs.	92.99	
06/15/09	Dividend Rec'd on	20,627.063	Shs.	99.57	
07/13/09	Dividend Rec'd on	20,627.063	Shs.	99.45	
08/17/09	Dividend Rec'd on	20,627.063	Shs.	102.57	
09/14/09	Dividend Rec'd on	20,627.063	Shs.	112.85	
10/13/09	Dividend Rec'd on	20,627.063	Shs.	114.54	
11/09/09	Dividend Rec'd on	20,627.063	Shs.	120.48	
12/10/09	Dividend Rec'd on	20,627.063	Shs.	1,278.88	
12/14/09	Dividend Rec'd on	20,627.063	Shs.		
	Client Credit			<u>116.31</u>	2,222.04

Campbell Soup Company

02/02/09	Dividend Rec'd on	1,600	Shs.	\$400.00	
05/01/09	Dividend Rec'd on	1,600	Shs.	400.00	
08/03/09	Dividend Rec'd on	1,600	Shs.	400.00	
11/02/09	Dividend Rec'd on	1,600	Shs.	<u>400.00</u>	1,600.00

Cardinal Health Inc

07/15/09	Dividend Rec'd on	750	Shs.	\$131.25	
10/15/09	Dividend Rec'd on	750	Shs.	<u>131.25</u>	262.50

Caterpillar Inc

08/20/09	Dividend Rec'd on	750	Shs.	\$315.00	
11/20/09	Dividend Rec'd on	750	Shs.	<u>315.00</u>	630.00

Chevron Corporation

06/10/09	Dividend Rec'd on	600	Shs.	\$390.00	
09/10/09	Dividend Rec'd on	600	Shs.	408.00	
12/10/09	Dividend Rec'd on	600	Shs.	<u>408.00</u>	1,206.00

Schedule A-3 (Cont'd)

Coca Cola Enterprises Inc.

03/26/09	Dividend Rec'd on	2,000	Shs.		\$140.00
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Colgate Palmolive Company

02/13/09	Dividend Rec'd on	1,500	Shs.	\$600.00	
05/15/09	Dividend Rec'd on	550	Shs.	242.00	
08/14/09	Dividend Rec'd on	550	Shs.	242.00	
11/13/09	Dividend Rec'd on	550	Shs.	<u>242.00</u>	1,326.00

Comcast Corporation New Class A

01/28/09	Dividend Rec'd on	2,650	Shs.	\$165.63	
04/29/09	Dividend Rec'd on	2,650	Shs.	178.88	
07/20/09	Dividend Rec'd on	2,650	Shs.	178.88	
10/28/09	Dividend Rec'd on	2,650	Shs.	<u>178.88</u>	702.27

ConocoPhillips

03/02/09	Dividend Rec'd on	1,550	Shs.	\$728.50	
06/01/09	Dividend Rec'd on	1,550	Shs.	728.50	
09/01/09	Dividend Rec'd on	1,550	Shs.	728.50	
12/01/09	Dividend Rec'd on	1,550	Shs.	<u>775.00</u>	2,960.50

CVS Caremark Corp.

02/03/09	Dividend Rec'd on	2,450	Shs.	\$186.81	
05/04/09	Dividend Rec'd on	2,450	Shs.	186.81	
08/03/09	Dividend Rec'd on	2,450	Shs.	186.81	
11/03/09	Dividend Rec'd on	2,450	Shs.	<u>186.81</u>	747.24

Dreyfus PR Large Cap Value Fund
Cl I

04/13/09	Dividend Rec'd on	28,680.944	Shs.	\$76.87	
05/18/09	Dividend Rec'd on	28,680.944	Shs.	<u>44.34</u>	121.21

Duke Energy Holding Corp

03/16/09	Dividend Rec'd on	3,675	Shs.	\$845.25	
06/16/09	Dividend Rec'd on	3,675	Shs.	845.25	
09/16/09	Dividend Rec'd on	3,675	Shs.	882.00	
12/16/09	Dividend Rec'd on	3,675	Shs.	<u>882.00</u>	3,454.50

Eaton Corporation Common

02/27/09	Dividend Rec'd on	725	Shs.	\$362.50	
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Schedule A-3 (Cont'd)

Eaton Corporation Common
(Cont'd)

05/22/09	Dividend Rec'd on	725	Shs.	\$362.50	
08/21/09	Dividend Rec'd on	725	Shs.	362.50	
11/27/09	Dividend Rec'd on	725	Shs.	<u>362.50</u>	\$1,450.00

E I DuPont DeNemours

03/13/09	Dividend Rec'd on	1,750	Shs.	\$717.50	
06/12/09	Dividend Rec'd on	1,750	Shs.	717.50	
09/11/09	Dividend Rec'd on	1,750	Shs.	717.50	
12/14/09	Dividend Rec'd on	1,750	Shs.	<u>717.50</u>	2,870.00

Emerson Electric Company

03/10/09	Dividend Rec'd on	1,425	Shs.	\$470.25	
06/10/09	Dividend Rec'd on	2,175	Shs.	717.75	
09/10/09	Dividend Rec'd on	2,175	Shs.	717.75	
12/10/09	Dividend Rec'd on	2,175	Shs.	<u>728.63</u>	2,634.38

Exelon Corp.

03/10/09	Dividend Rec'd on	1,250	Shs.	\$656.25	
06/10/09	Dividend Rec'd on	1,250	Shs.	656.25	
09/10/09	Dividend Rec'd on	1,250	Shs.	656.25	
12/10/09	Dividend Rec'd on	1,250	Shs.	<u>656.25</u>	2,625.00

Exxon Mobil Corporation

03/10/09	Dividend Rec'd on	1,500	Shs.	\$600.00	
06/10/09	Dividend Rec'd on	2,450	Shs.	1,029.00	
09/10/09	Dividend Rec'd on	2,450	Shs.	1,029.00	
12/10/09	Dividend Rec'd on	2,450	Shs.	<u>1,029.00</u>	3,687.00

General Electric Company

01/26/09	Dividend Rec'd on	4,575	Shs.	\$1,418.25	
04/27/09	Dividend Rec'd on	4,575	Shs.	1,418.25	
07/27/09	Dividend Rec'd on	5,975	Shs.	597.50	
10/26/09	Dividend Rec'd on	5,975	Shs.	<u>597.50</u>	4,031.50

Goldman Sachs Group Inc.

03/26/09	Dividend Rec'd on	325	Shs.	\$151.67	
06/25/09	Dividend Rec'd on	325	Shs.	113.75	
09/24/09	Dividend Rec'd on	325	Shs.	<u>113.75</u>	379.17

Schedule A-3 (Cont'd)

Hewlett Packard Company

07/01/09	Dividend Rec'd on	1,400	Shs.	\$112.00	
10/07/09	Dividend Rec'd on	1,400	Shs.	<u>112.00</u>	\$224.00

Home Depot

03/26/09	Dividend Rec'd on	1,700	Shs.	\$382.50	
06/25/09	Dividend Rec'd on	2,600	Shs.	585.00	
09/17/09	Dividend Rec'd on	2,600	Shs.	585.00	
12/17/09	Dividend Rec'd on	2,600	Shs.	<u>585.00</u>	2,137.50

Honeywell International Inc

03/10/09	Dividend Rec'd on	1,000	Shs.	\$302.50	
06/10/09	Dividend Rec'd on	1,550	Shs.	468.88	
09/10/09	Dividend Rec'd on	1,550	Shs.	468.88	
12/10/09	Dividend Rec'd on	1,550	Shs.	<u>468.88</u>	1,709.14

Intel Corporation

03/02/09	Dividend Rec'd on	4,000	Shs.	\$560.00	
06/01/09	Dividend Rec'd on	6,225	Shs.	871.50	
09/01/09	Dividend Rec'd on	6,225	Shs.	871.50	
12/01/09	Dividend Rec'd on	6,225	Shs.	<u>871.50</u>	3,174.50

International Business Machines

03/10/09	Dividend Rec'd on	750	Shs.	\$375.00	
06/10/09	Dividend Rec'd on	750	Shs.	412.50	
09/10/09	Dividend Rec'd on	750	Shs.	412.50	
12/10/09	Dividend Rec'd on	750	Shs.	<u>412.50</u>	1,612.50

Isharestr MSCI EAFE Index Fd

01/05/09	Dividend Rec'd on	12,150	Shs.	\$6,574.55	
07/01/09	Dividend Rec'd on	8,525	Shs.	8,057.73	
12/31/09	Dividend Rec'd on	8,525	Shs.	<u>4,226.14</u>	18,858.42

Johnson CTLS Inc.

07/02/09	Dividend Rec'd on	1,300	Shs.	\$169.00	
10/02/09	Dividend Rec'd on	1,300	Shs.	<u>169.00</u>	338.00

Johnson & Johnson

03/10/09	Dividend Rec'd on	1,500	Shs.	\$690.00	
06/09/09	Dividend Rec'd on	1,500	Shs.	735.00	

Schedule A-3 (Cont'd)

Johnson & Johnson
(Cont'd)

09/08/09	Dividend Rec'd on	1,500	Shs.	\$735.00	
12/08/09	Dividend Rec'd on	1,500	Shs.	<u>735.00</u>	\$2,895.00

JPMorgan Chase & Co.

02/02/09	Dividend Rec'd on	2,350	Shs.	\$893.00	
04/30/09	Dividend Rec'd on	2,350	Shs.	117.50	
07/31/09	Dividend Rec'd on	3,025	Shs.	151.25	
11/02/09	Dividend Rec'd on	3,025	Shs.	<u>151.25</u>	1,313.00

Kraft Foods Inc. Cl A

07/14/09	Dividend Rec'd on	1,300	Shs.	\$377.00	
10/14/09	Dividend Rec'd on	1,300	Shs.	<u>377.00</u>	754.00

Mastercard Inc. - Cl A

08/10/09	Dividend Rec'd on	175	Shs.	\$26.25	
11/10/09	Dividend Rec'd on	175	Shs.	<u>26.25</u>	52.50

McDonalds Corporation

03/16/09	Dividend Rec'd on	825	Shs.	\$412.50	
06/22/09	Dividend Rec'd on	825	Shs.	412.50	
09/15/09	Dividend Rec'd on	825	Shs.	412.50	
12/15/09	Dividend Rec'd on	825	Shs.	<u>453.75</u>	1,691.25

Microsoft Corporation

03/12/09	Dividend Rec'd on	2,500	Shs.	\$325.00	
06/18/09	Dividend Rec'd on	3,200	Shs.	416.00	
09/10/09	Dividend Rec'd on	3,200	Shs.	416.00	
12/10/09	Dividend Rec'd on	3,200	Shs.	<u>416.00</u>	1,573.00

Medtronic Inc

01/23/09	Dividend Rec'd on	800	Shs.	\$150.00	
04/24/09	Dividend Rec'd on	800	Shs.	150.00	
07/31/09	Dividend Rec'd on	1,175	Shs.	240.88	
10/30/09	Dividend Rec'd on	1,175	Shs.	<u>240.88</u>	781.76

Midcap SPDR Trust Unit Series 1

01/30/09	Dividend Rec'd on	1,500	Shs.	\$832.94	
04/30/09	Dividend Rec'd on	1,500	Shs.	505.53	

Schedule A-3 (Cont'd)

Midcap SPDR Trust Unit Series 1
(Cont'd)

07/31/09	Dividend Rec'd on	1,500	Shs.	\$590.88	
10/30/09	Dividend Rec'd on	1,500	Shs.	<u>583.10</u>	\$2,512.45

Monsanto Co New

07/24/09	Dividend Rec'd on	350	Shs.	\$92.75	
10/30/09	Dividend Rec'd on	350	Shs.	<u>92.75</u>	185.50

Morgan Stanley

05/15/09	Dividend Rec'd on	1,000	Shs.	\$66.67	
08/14/09	Dividend Rec'd on	1,000	Shs.	50.00	
11/13/09	Dividend Rec'd on	1,000	Shs.	<u>50.00</u>	166.67

News Corp.

04/15/09	Dividend Rec'd on	3,950	Shs.		237.00
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Novartis AG Spnsrd ADR

04/07/09	Dividend Rec'd on	700	Shs.	\$1,200.07	
04/07/09	Dividend Rec'd on	700	Shs.		
	Foreign Tax Withheld			180.01-	
04/09/09	Dividend Rec'd on	700	Shs.		
	ADR Fee			<u>2.45-</u>	1,017.61

Occidental Petroleum Corp.

07/15/09	Dividend Rec'd on	525	Shs.	\$173.25	
10/15/09	Dividend Rec'd on	525	Shs.	<u>173.25</u>	346.50

Oracle Corporation

05/08/09	Dividend Rec'd on	2,900	Shs.	\$145.00	
08/13/09	Dividend Rec'd on	4,125	Shs.	206.25	
11/04/09	Dividend Rec'd on	4,125	Shs.	<u>206.25</u>	557.50

Pepsico Inc

01/02/09	Dividend Rec'd on	1,500	Shs.	\$637.50	
03/31/09	Dividend Rec'd on	1,500	Shs.	637.50	
06/30/09	Dividend Rec'd on	1,800	Shs.	810.00	
09/30/09	Dividend Rec'd on	1,800	Shs.	<u>810.00</u>	2,895.00

Schedule A-3 (Cont'd)

Pfizer Inc

03/03/09	Dividend Rec'd on	2,500	Shs.	\$800.00	
06/02/09	Dividend Rec'd on	3,575	Shs.	572.00	
09/02/09	Dividend Rec'd on	3,575	Shs.	572.00	
12/01/09	Dividend Rec'd on	3,575	Shs.	<u>572.00</u>	\$2,516.00

Philip Morris International, Inc.

01/09/09	Dividend Rec'd on	1,075	Shs.	\$580.50	
04/09/09	Dividend Rec'd on	1,075	Shs.	580.50	
07/10/09	Dividend Rec'd on	1,425	Shs.	769.50	
10/09/09	Dividend Rec'd on	1,425	Shs.	<u>826.50</u>	2,757.00

Plum Creek Timber Co Inc

03/06/09	Dividend Rec'd on	1,100	Shs.	\$462.00	
05/29/09	Dividend Rec'd on	1,100	Shs.	462.00	
08/31/09	Dividend Rec'd on	1,100	Shs.	462.00	
11/30/09	Dividend Rec'd on	1,100	Shs.	<u>462.00</u>	1,848.00

Praxair Inc.

03/16/09	Dividend Rec'd on	550	Shs.	\$220.00	
06/15/09	Dividend Rec'd on	550	Shs.	220.00	
09/15/09	Dividend Rec'd on	550	Shs.	220.00	
12/15/09	Dividend Rec'd on	550	Shs.	<u>220.00</u>	880.00

Procter & Gamble Company

02/17/09	Dividend Rec'd on	1,400	Shs.	\$560.00	
05/15/09	Dividend Rec'd on	1,400	Shs.	616.00	
08/17/09	Dividend Rec'd on	1,400	Shs.	616.00	
11/16/09	Dividend Rec'd on	1,400	Shs.	<u>616.00</u>	2,408.00

Qualcomm Inc

06/26/09	Dividend Rec'd on	1,300	Shs.	\$221.00	
09/25/09	Dividend Rec'd on	1,300	Shs.	221.00	
12/23/09	Dividend Rec'd on	1,300	Shs.	<u>221.00</u>	663.00

Schering Plough Corp.

02/27/09	Dividend Rec'd on	2,500	Shs.	\$162.50	
05/26/09	Dividend Rec'd on	2,500	Shs.	162.50	
08/31/09	Dividend Rec'd on	2,500	Shs.	162.50	
11/30/09	Dividend Rec'd on	2,500	Shs.	<u>162.50</u>	650.00

Schedule A-3 (Cont'd)

Schlumberger Limited

01/12/09	Dividend Rec'd on	1,400	Shs.	\$294.00	
04/06/09	Dividend Rec'd on	1,400	Shs.	294.00	
07/10/09	Dividend Rec'd on	1,750	Shs.	367.50	
10/02/09	Dividend Rec'd on	1,750	Shs.	<u>367.50</u>	\$1,323.00

3M Company

03/12/09	Dividend Rec'd on	1,000	Shs.		510.00
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TEVA Pharmaceuticals

03/20/09	Dividend Rec'd on	1,750	Shs.	\$244.98	
03/20/09	Dividend Rec'd on	1,750	Shs.		
	Foreign tax withheld			49.00-	
06/04/09	Dividend Rec'd on	1,750	Shs.	263.07	
06/04/09	Dividend Rec'd on	1,750	Shs.		
	Foreign Tax Withheld			52.61-	
08/27/09	Dividend Rec'd on	1,750	Shs.	273.01	
08/27/09	Dividend Rec'd on	1,750	Shs.		
	Foreign Tax Withheld			54.60-	
12/04/09	Dividend Rec'd on	1,750	Shs.	274.38	
12/04/09	Dividend Rec'd on	1,750	Shs.		
	Foreign Tax Withheld			<u>54.88-</u>	844.35

Textron Inc Common

01/02/09	Dividend Rec'd on	1,000	Shs.	\$230.00	
04/01/09	Dividend Rec'd on	1,000	Shs.	20.00	
07/01/09	Dividend Rec'd on	1,000	Shs.	20.00	
10/01/09	Dividend Rec'd on	1,000	Shs.	<u>20.00</u>	290.00

Tyco International Ltd-W/I

02/03/09	Dividend Rec'd on	1,000	Shs.	\$200.00	
06/02/09	Dividend Rec'd on	1,000	Shs.	206.20	
09/03/09	Dividend Rec'd on	1,000	Shs.	214.60	
11/24/09	Dividend Rec'd on	1,000	Shs.	<u>226.20</u>	847.00

TJX Companies Inc.

03/05/09	Dividend Rec'd on	1,350	Shs.	\$148.50	
06/04/09	Dividend Rec'd on	1,350	Shs.	162.00	
09/03/09	Dividend Rec'd on	1,350	Shs.	162.00	
12/03/09	Dividend Rec'd on	1,350	Shs.	<u>162.00</u>	634.50

Schedule A-3 (Cont'd)

Union Pacific Corp.

07/01/09	Dividend Rec'd on	900	Shs.	\$243.00	
10/01/09	Dividend Rec'd on	900	Shs.	<u>243.00</u>	\$486.00

United Technologies Corporation

03/10/09	Dividend Rec'd on	1,400	Shs.	\$539.00	
06/10/09	Dividend Rec'd on	1,650	Shs.	635.25	
09/10/09	Dividend Rec'd on	1,650	Shs.	635.25	
12/10/09	Dividend Rec'd on	1,650	Shs.	<u>635.25</u>	2,444.75

Verizon Communications

02/02/09	Dividend Rec'd on	1,225	Shs.	\$563.50	
05/01/09	Dividend Rec'd on	1,225	Shs.	563.50	
08/03/09	Dividend Rec'd on	1,225	Shs.	563.50	
11/02/09	Dividend Rec'd on	1,225	Shs.	<u>581.88</u>	2,272.38

Wal Mart Stores Inc.

01/02/09	Dividend Rec'd on	1,350	Shs.	\$320.63	
04/06/09	Dividend Rec'd on	1,350	Shs.	367.88	
06/01/09	Dividend Rec'd on	1,350	Shs.	367.88	
09/08/09	Dividend Rec'd on	1,350	Shs.	<u>367.88</u>	1,424.27

Williams Co Inc

03/30/09	Dividend Rec'd on	2,250	Shs.	\$247.50	
06/29/09	Dividend Rec'd on	3,500	Shs.	385.00	
09/14/09	Dividend Rec'd on	3,500	Shs.	385.00	
12/28/09	Dividend Rec'd on	3,500	Shs.	<u>385.00</u>	1,402.50

XTO Energy Inc.

01/15/09	Dividend Rec'd on	1,000	Shs.	\$120.00	
04/15/09	Dividend Rec'd on	1,000	Shs.	125.00	
07/15/09	Dividend Rec'd on	1,000	Shs.	125.00	
10/15/09	Dividend Rec'd on	1,000	Shs.	<u>125.00</u>	495.00

TOTAL SCHEDULE A-3

\$116,442.86
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Schedule A-4

INTEREST RECEIVED

American Gen Fin Corp

4.875% Due 07/15/12

01/15/09	Interest Rec'd on	\$200,000.00	\$4,875.00	
03/03/09	Interest Rec'd on	\$200,000.00	<u>1,300.00</u>	\$6,175.00

Astrazeneca PLC

5.4% Due 06/01/14

06/02/09	Interest Rec'd on	\$50,000.00	\$1,350.00	
12/02/09	Interest Rec'd on	\$50,000.00	<u>1,350.00</u>	2,700.00

AT&T Corporation

6% Due 03/15/09

03/16/09	Interest Rec'd on	\$100,000.00		3,000.00
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Caterpillar Financial Services

5.05% Due 12/01/10

06/01/09	Interest Rec'd on	\$50,000.00	\$1,262.50	
12/01/09	Interest Rec'd on	\$50,000.00	<u>1,262.50</u>	2,525.00

Cisco Sys Inc

5.25% Due 02/22/11

02/23/09	Interest Rec'd on	\$100,000.00	\$2,625.00	
08/24/09	Interest Rec'd on	\$100,000.00	<u>2,625.00</u>	5,250.00

Federal Home Loan Mortgage

5.75% Due 03/15/09

03/16/09	Interest Rec'd on	\$100,000.00		2,875.00
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Federated Government Obligation

Fund No. 395

01/02/09	Interest Rec'd	\$386.80
02/02/09	Interest Rec'd	179.90
03/02/09	Interest Rec'd	99.48
04/01/09	Interest Rec'd	101.02
05/01/09	Interest Rec'd	37.14
06/01/09	Interest Rec'd	3.69
07/01/09	Interest Rec'd	.39
09/02/09	Interest Rec'd	.40
10/01/09	Interest Rec'd	16.79

Schedule A-4 (Cont'd)

Federated Government Obligation
Fund No. 395
(Cont'd)

11/02/09	Interest Rec'd		\$17.54	
12/01/09	Interest Rec'd		<u>16.89</u>	\$860.04

General Electric Capital Corp.
5.25% Due 10/19/12

04/20/09	Interest Rec'd on	\$50,000.00	\$1,312.50	
10/19/09	Interest Rec'd on	\$50,000.00	<u>1,312.50</u>	2,625.00

Goldman Sachs Group Inc
5.25% Due 10/15/13

04/15/09	Interest Rec'd on	\$200,000.00	\$5,250.00	
10/15/09	Interest Rec'd on	\$200,000.00	<u>5,250.00</u>	10,500.00

Home Depot Inc
5.2% Due 03/01/11

02/10/09	Interest Rec'd on	\$100,000.00		2,296.67
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John Deere Capital Corp.
5.1% Due 01/15/13

01/15/09	Interest Rec'd on	\$50,000.00	\$1,275.00	
07/15/09	Interest Rec'd on	\$50,000.00	<u>1,275.00</u>	2,550.00

JP Morgan Chase & Co
5.25% Due 05/01/15

05/01/09	Interest Rec'd on	\$200,000.00	\$5,250.00	
08/24/09	Interest Rec'd on	\$100,000.00	1,647.92	
11/02/09	Interest Rec'd on	\$100,000.00	<u>2,625.00</u>	9,522.92

Merrill Lynch
6.875% Due 11/15/18

05/15/09	Interest Rec'd on	\$100,000.00	\$3,437.50	
11/16/09	Interest Rec'd on	\$100,000.00	<u>3,437.50</u>	6,875.00

Morgan Stanley
5.3% Due 03/01/13

03/02/09	Interest Rec'd on	\$200,000.00	\$5,300.00	
08/24/09	Interest Rec'd on	\$100,000.00	<u>2,546.94</u>	

Schedule A-4 (Cont'd)

Morgan Stanley
5.3% Due 03/01/13

(Cont'd)

09/01/09	Interest Rec'd on	\$100,000.00	<u>\$2,650.00</u>	\$10,496.94
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Northern States Power
7.125% Due 07/01/25

01/02/09	Interest Rec'd on	\$200,000.00	\$7,125.00	
07/01/09	Interest Rec'd on	\$200,000.00	<u>7,125.00</u>	14,250.00

Oracle Corp.
5.25% Due 01/15/16

01/15/09	Interest Rec'd on	\$50,000.00	\$1,312.50	
07/15/09	Interest Rec'd on	\$50,000.00	<u>1,312.50</u>	2,625.00

SLM Corporation M/T/N
5.375% Due 01/15/03

01/15/09	Interest Rec'd on	\$100,000.00	\$2,687.50	
04/15/09	Interest Rec'd on	\$100,000.00	2,500.00	
05/26/09	Interest Rec'd on	\$100,000.00	<u>1,955.90</u>	7,143.40

SLM Corporation M/T/N
due 04/15/15
5% Due 04/15/15

08/24/09	Interest Rec'd on	\$100,000.00		1,791.67
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Treasury Inflation IX
2% Due 01/15/26

07/16/09	Interest Rec'd on	160,101	Units	\$1,613.67	
04/21/09	Less: Interest Paid on Purchase			<u>849.15-</u>	764.52

Target Corp.
5.875% Due 03/01/12

03/02/09	Interest Rec'd on	\$50,000.00	\$1,468.75	
09/01/09	Interest Rec'd on	\$50,000.00	<u>1,468.75</u>	2,937.50

US Treasury Note
5% Due 08/15/11

02/17/09	Interest Rec'd on	\$250,000.00	\$6,250.00	
08/17/09	Interest Rec'd on	\$250,000.00	<u>6,250.00</u>	12,500.00

Schedule A-4 (Cont'd)

US Treasury Note

5.125% Due 05/15/16

05/15/09	Interest Rec'd on	\$100,000.00	\$2,562.50	
11/16/09	Interest Rec'd on	\$100,000.00	<u>2,562.50</u>	\$5,125.00

Verizon Global Fdg Cor.

4.9% Due 09/15/15

03/16/09	Interest Rec'd on	\$50,000.00	\$1,225.00	
09/15/09	Interest Rec'd on	\$50,000.00	<u>1,225.00</u>	<u>2,450.00</u>

TOTAL SCHEDULE A-4

\$117,838.66
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Schedule A-5

OTHER INCOME RECEIVED

Ishares Russell 1000 Growth Index
Fund

01/02/09	Income Rec'd on	10,400	Units	\$1,713.97	
04/02/09	Income Rec'd on	10,400	Units	1,617.87	
07/09/09	Income Rec'd on	10,400	Units	1,889.50	
09/30/09	Income Rec'd on	10,400	Units	1,617.96	
12/31/09	Income Rec'd on	5,200	Units	<u>1,032.37</u>	<u>\$7,871.67</u>

TOTAL SCHEDULE A-5

\$7,871.67
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Schedule B-4

ASSETS ON HAND AS OF 12/31/09

<u>Bonds, Notes, etc.</u>	<u>Market Value</u>	<u>Inventory Value</u>
Astrazeneca PLC 5.4% Due 06/01/14 \$50,000.00	\$54,820.50	\$52,564.00
Caterpillar Financial Services 5.05% Due 12/01/10 \$50,000.00	52,018.00	50,437.50
Cisco Sys Inc 5.25% Due 02/22/11 \$100,000.00	104,933.00	99,121.00
General Electric Capital Corp. 5.25% Due 10/19/12 \$50,000.00	53,211.00	49,630.00
Goldman Sachs Group Inc 5.25% Due 10/15/13 \$200,000.00	212,402.00	203,428.00
John Deere Capital Corp. 5.1% Due 01/15/13 \$50,000.00	53,149.50	48,980.00
JP Morgan Chase & Co 5.25% Due 05/01/15 \$100,000.00	104,070.00	101,744.00
Lehman Brothers Hldgs Inc 4.5% Due 07/26/10 \$200,000.00	39,000.00	199,062.00
Merrill Lynch 6.875% Due 11/15/18 \$100,000.00	107,212.00	95,371.00
Morgan Stanley 5.3% Due 03/01/13 \$100,000.00	105,400.00	102,934.00
Northern States Power 7.125% Due 07/01/25 \$200,000.00	200,000.00	200,029.00

Schedule B-4 (Cont'd)

<u>Bonds, Notes, etc. (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Oracle Corp. 5.25% Due 01/15/16 \$50,000.00	\$53,993.00	\$48,156.00
Treasury Inflation IX 2% Due 01/15/26 163,371 Units	164,073.50	155,253.98
Target Corp. 5.875% Due 03/01/12 \$50,000.00	54,176.00	50,589.00
US Treasury Note 5% Due 08/15/11 \$250,000.00	266,562.50	253,623.05
US Treasury Note 5.125% Due 05/15/16 \$100,000.00	111,531.00	99,343.75
Verizon Global Fdg Cor. 4.9% Due 09/15/15 \$50,000.00	53,070.00	45,324.00
<u>Stock and Common Funds</u>		
Abbott Laboratories 1,400 Shs.	75,586.00	72,244.03
Accenture Ltd Class A 2,800 Shs.	116,200.00	67,173.06
Aflac Inc. 1,050 Shs.	48,562.50	55,288.59
Air Products & Chemicals Inc. 500 Shs.	40,530.00	29,028.13
American Express Company 1,900 Shs.	76,988.00	19,680.26
Apple Inc 750 Shs.	158,049.00	70,353.85

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
AT&T Inc. 2,825 Shs.	\$79,184.75	\$97,394.37
Avon Products Inc 2,625 Shs.	82,687.50	68,468.58
Berkshire Hathaway Inc Class B 50 Shs.	164,300.00	48,784.25
BNY Mellon Mid Cap Stock Fund 20,627.063 Shs.	196,782.18	250,000.00
Campbell Soup Company 1,600 Shs.	54,080.00	46,302.72
Cardinal Health Inc 750 Shs.	24,180.00	18,239.78
Carefusion Corporation 375 Shs.	9,378.75	7,227.66
Caterpillar Inc 750 Shs.	42,742.50	22,889.93
Chevron Corporation 600 Shs.	46,194.00	38,668.62
Cisco Systems Inc 1,475 Shs.	35,311.50	37,388.67
Colgate Palmolive Company 550 Shs.	45,182.50	29,553.52
Comcast Corporation New Class A 2,650 Shs.	44,679.00	54,885.87
ConocoPhillips 1,550 Shs.	79,158.50	99,874.18
Duke Energy Holding Corp 3,675 Shs.	63,246.75	68,446.88
Eaton Corporation Common 725 Shs.	46,124.50	56,905.03

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
E I DuPont DeNemours 1,750 Shs.	\$58,922.50	\$72,642.50
Emerson Electric Company 2,175 Shs.	92,655.00	93,421.44
Excelsior Private Equity Fund 25 Shs.	260.00	15,042.21
Exelon Corp. 1,250 Shs.	61,087.50	87,118.63
Exxon Mobil Corporation 2,450 Shs.	167,065.50	93,185.59
Freeport McMoran Cooper & Gold Income Class B 2,087 Shs.	167,565.23	55,679.65
General Electric Company 5,975 Shs.	90,401.75	66,065.54
Hewlett Packard Company 1,400 Shs.	72,114.00	49,181.44
Home Depot 2,600 Shs.	75,218.00	82,443.87
Honeywell International Inc 1,550 Shs.	60,760.00	51,441.88
Intel Corporation 6,225 Shs.	126,990.00	101,990.60
International Business Machines 750 Shs.	98,175.00	68,616.42
Isharestr MSCI EAFE Index Fd 8,525 Shs.	471,262.00	472,038.34
Ishares Russell 1000 Growth Index Fund 5,200 Units	259,220.00	255,292.25

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Ishares S&P GSCI 2,700 Shs.	\$85,914.00	\$69,282.00
Johnson CTLS Inc. 1,300 Shs.	35,412.00	21,045.88
Johnson & Johnson 1,500 Shs.	96,615.00	20,109.37
JPMorgan Chase & Co. 3,025 Shs.	126,051.75	121,736.50
Kraft Foods Inc. Cl A 1,300 Shs.	35,334.00	29,521.96
Mastercard Inc. - Cl A 175 Shs.	44,796.50	27,972.00
McDonalds Corporation 825 Shs.	51,513.00	47,722.62
Merck & Co. Inc. 1,441 Shs.	52,654.14	36,550.24
Microsoft Corporation 3,200 Shs.	97,536.00	77,173.03
Medtronic Inc 1,175 Shs.	51,676.50	47,703.54
Midcap SPDR Trust Unit Series 1 1,500 Shs.	197,610.00	145,900.00
Monsanto Co New 350 Shs.	28,612.50	27,415.50
Morgan Stanley 1,000 Shs.	29,600.00	24,920.00
Novartis AG Spnsrd ADR 700 Shs.	38,101.00	34,592.91
Occidental Petroleum Corp. 525 Shs.	42,708.75	29,557.50

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
Oracle Corporation 4,125 Shs.	\$101,186.25	\$70,909.52
Pepsico Inc 1,800 Shs.	109,440.00	97,048.20
Pfizer Inc 3,575 Shs.	65,029.25	111,275.93
Philip Morris International, Inc. 1,425 Shs.	68,670.75	67,591.89
Plum Creek Timber Co Inc 1,100 Shs.	41,536.00	43,340.00
Praxair Inc. 550 Shs.	44,170.50	35,530.83
Procter & Gamble Company 1,400 Shs.	84,882.00	41,006.14
Qualcomm Inc 1,300 Shs.	60,138.00	51,428.00
Schlumberger Limited 1,750 Shs.	113,907.50	59,502.23
Thermo Fisher Scientific Inc. 1,500 Shs.	71,535.00	74,683.38
TEVA Pharmaceuticals 1,750 Shs.	98,315.00	70,945.00
Textron Inc Common 1,000 Shs.	18,810.00	45,485.00
Tyco International Ltd-W/I 1,000 Shs.	35,680.00	29,049.43
TJX Companies Inc. 1,350 Shs.	49,342.50	38,078.51
Union Pacific Corp. 900 Shs.	57,510.00	41,522.95

Schedule B-4 (Cont'd)

<u>Stock and Common Funds (Cont'd)</u>	<u>Market Value</u>	<u>Inventory Value</u>
United Technologies Corporation 1,650 Shs.	\$114,526.50	\$75,043.47
Verizon Communications 1,225 Shs.	40,584.25	45,645.56
Wal Mart Stores Inc. 1,350 Shs.	72,157.50	76,062.51
Williams Co Inc 3,500 Shs.	73,780.00	76,155.00
XTO Energy Inc. 1,000 Shs.	46,530.00	35,439.10
 <u>Cash and Cash Equivalents</u>		
Cash	<u>1,047,221.12</u>	<u>1,047,221.12</u>
TOTAL SCHEDULE B-4	<u>\$8,549,553.67</u> =====	<u>\$7,672,715.44</u> =====

Schedule A-2

INCREASE ON SALE OR REDEMPTION OF ASSETS

	<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Bonds, Notes, etc.</u>			
AT&T Corporation 6% Due 03/15/09 03/16/09 \$100,000.00	\$100,000.00	\$94,755.00	\$5,245.00
Federal Home Loan Mortgage 5.75% Due 03/15/09 03/16/09 \$100,000.00	100,000.00	94,859.38	5,140.62
Home Depot Inc 5.2% Due 03/01/11 02/10/09 \$100,000.00	100,659.00	99,413.00	1,246.00
JP Morgan Chase & Co 5.25% Due 05/01/15 08/24/09 \$100,000.00	103,228.00	101,744.00	1,484.00
Morgan Stanley 5.3% Due 03/01/13 08/24/09 \$100,000.00	104,094.00	102,934.00	1,160.00
<u>Stock and Common Funds</u>			
Apple Inc 11/30/09 225 Shs.	45,910.81	21,106.15	24,804.66
BNY Mellon Mid Cap Stock Fund 03/30/09 20,627.063 Shs. Received long term capital gain distribution - Increase recognized on receipt	158.83	.00	158.83

Schedule A-2 (Cont'd)

			<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Coca Cola Enterprises Inc.</u>					
04/23/09	2,000	Shs.	\$30,859.20	\$26,868.20	\$3,991.00
<u>Colgate Palmolive Company</u>					
04/23/09	950	Shs.	57,359.52	51,046.98	6,312.54
<u>Fiserv Inc</u>					
04/23/09	2,000	Shs.	71,858.15	25,203.45	46,654.70
<u>Goldman Sachs Group Inc.</u>					
11/30/09	325	Shs.	55,591.77	36,945.50	18,646.27
<u>Merck & Co. Inc.</u>					
11/05/09			26,250.00	.00	26,250.00
12/09/09			27.44	19.02	8.42
<u>Nabors Industries Ltd</u>					
10/06/09	2,850	Shs.	<u>57,883.15</u>	<u>38,385.54</u>	<u>19,497.61</u>
TOTAL SCHEDULE A-2			\$853,879.87 =====	\$693,280.22 =====	\$160,599.65 =====

Schedule B-1

DECREASE ON SALE OR REDEMPTION OF ASSETS

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Bonds, Notes, etc.</u>					
American Gen Fin Corp 4.875% Due 07/15/12					
03/03/09	\$200,000.00		\$199,678.00	\$84,000.00	\$115,678.00
SLM Corporation M/T/N 5.375% Due 01/15/03					
05/26/09	\$100,000.00		102,727.00	72,050.00	30,677.00
SLM Corporation M/T/N due 04/15/15 5% Due 04/15/15					
08/24/09	\$100,000.00		99,266.00	66,550.00	32,716.00
<u>Stock and Common Funds</u>					
Apache Corp.					
04/23/09	700	Shs.	52,501.80	46,884.79	5,617.01
Bank Amer Corporation					
04/22/09	3,000	Shs.	50,019.91	32,339.16	17,680.75
Cisco Systems Inc					
04/23/09	3,425	Shs.	86,817.76	60,346.94	26,470.82
CVS Caremark Corp.					
11/30/09	2,450	Shs.	97,999.49	78,204.68	19,794.81
Dreyfus PR Large Cap Value Fund Cl I					
11/23/09	28,680.944	Shs.	276,053.35	173,232.90	102,820.45

Schedule B-1 (Cont'd)

			<u>Inventory Value</u>	<u>Proceeds</u>	<u>Decrease</u>
<u>Stock and Common Funds (Cont'd)</u>					
<u>Estee Lauder Companies Cl A</u>					
04/23/09	850	Shs.	\$35,023.05	\$23,272.40	\$11,750.65
<u>Isharestr MSCI EAFE Index Fd</u>					
04/21/09	3,625	Shs.	200,720.12	148,004.94	52,715.18
<u>Ishares Russell 1000 Growth Index Fund</u>					
11/30/09	5,200	Units	255,292.26	254,169.46	1,122.80
<u>News Corp.</u>					
04/23/09	3,950	Shs.	57,160.06	34,670.62	22,489.44
<u>3M Company</u>					
04/23/09	1,000	Shs.	<u>81,050.00</u>	<u>52,013.66</u>	<u>29,036.34</u>
TOTAL SCHEDULE B-1			\$1,594,308.80 =====	\$1,125,739.55 =====	\$468,569.25 =====

RICHARD D. DONCHIAN FOUNDATION, INC.

MISSION STATEMENT AND GUIDELINES

MISSION

The Richard Davoud Donchian Foundation provides funds to nonprofit organizations whose programs result in the strengthening of the human spirit and the enhancement of personal integrity. The Foundation channels most of its financial resources toward charitable organizations whose attention is concentrated on character development through leadership training, literacy, primary education, business integrity, spiritual enrichment and ethics.

It is the express belief of the Donchian Foundation that every individual can become physically, intellectually, emotionally and spiritually stronger, resulting in the culmination of a more confident and scrupulous lifestyle. The primary objective of the Donchian Foundation's grant making activities is to ensure that its ultimate recipients become empowered to strengthen and build up their families and communities - passing onto others that which was given to them.

GUIDING PRINCIPLES

The Donchian Foundation's goal is to help effective organizations advance their mission and meet their charitable objectives. Through its endorsement, the Foundation's secondary objective is to create a ripple effect that leverages new partners and greater visibility. Leveraging is a principle that the Foundation believes in, and one that is applied to its efforts toward strategic philanthropy. Whether it is leveraging matching funds through challenge grants, or motivating like-minded organizations to participate in a foundation-initiated project, the ultimate intention is to foster the best possible results.

Qualities sought by the Donchian Foundation in its partner organizations are: effective and dynamic personnel; passionate leadership; a bias against bureaucracy; prudent management and governance practices; and commitment to results and to the documented assessment of program impact.

The Foundation focuses its grant making in three key areas: Business Integrity and Leadership, Literacy and Education, and Ethics and Personal Development.

Business Integrity and Leadership

- To support the development of grassroots leaders -- individuals who are rooted in their communities, accountable to their fellow residents, and working toward results that improve the lives of people struggling in low-wealth circumstances. The Foundation also supports initiatives that ensure the highest degrees of integrity, honesty and ethical behavior in the workplace.

Literacy and Education

- With an interest in rethinking and reconfiguring curriculum, pedagogy, and the other academic resources in schools and communities, the Foundation focuses on programs that work toward long-term improvement in all aspects of education, but with an emphasis on literacy.

Ethics and Personal Development

- To enhance the moral, ethical, spiritual and physical well-being and progress of mankind. The Foundations' grant making activities are centered around the concept of social purpose enterprise that seeks to raise the standards of ethical excellence in society, moral character in the community, and faith in the family.

Schedule B-3
DISTRIBUTIONS

	<u>Inventory Value</u>	<u>Distribution Value</u>
Association of Small Foundations 1720 N Street NW Washington, DC 20036		
<u>04/09/09</u> Cash		
General Purposes	<u>\$500.00</u>	<u>\$500.00</u>
Total Distributions		
Association of Small Foundations 1720 N Street NW Washington, DC 20036	\$500.00	\$500.00
	=====	=====
 Bridgeport Rescue Mission		
<u>11/13/09</u> Cash		
Shelter & New Life Program		
Operating Expenses	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Bridgeport Rescue Mission	\$5,000.00	\$5,000.00
	=====	=====
 Caroline House Inc.		
<u>04/09/09</u> Cash		
Mother and Child Literacy		
Programs	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Caroline House Inc.	\$5,000.00	\$5,000.00
	=====	=====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Children of Tanzania, Inc. 3 Little Cove Lane <u>Old Greenwich, CT 06870</u>		
11/13/09 Cash		
General Purposes	<u>\$1,500.00</u>	<u>\$1,500.00</u>
Total Distributions		
Children of Tanzania, Inc. 3 Little Cove Lane Old Greenwich, CT 06870	<u>\$1,500.00</u> =====	<u>\$1,500.00</u> =====
 Connecticut Friends of Bosnia Inc.		
11/13/09 Cash		
General Purposes	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
Connecticut Friends of Bosnia Inc.	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====
 Episcopal Relief and Development 815 Second Avenue <u>New York, NY 10017</u>		
12/16/09 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Episcopal Relief and Development 815 Second Avenue New York, NY 10017	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 Greenwich Center for Hope and Renewal		
10/07/09 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Greenwich Center for Hope and Renewal	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Greenwich Council Boy Scouts of America 63 Mason Street Greenwich, CT 06830		
12/16/09 Cash		
General Purposes	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
Greenwich Council Boy Scouts of America 63 Mason Street Greenwich, CT 06830	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Greenwich Country Day School		
12/16/09 Cash		
Annual Fund	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Greenwich Country Day School	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 Greenwich YMCA 50 East Putnam Avenue Greenwich, CT 06830		
11/13/09 Cash		
General Purposes	<u>\$7,500.00</u>	<u>\$7,500.00</u>
Total Distributions		
Greenwich YMCA 50 East Putnam Avenue Greenwich, CT 06830	<u>\$7,500.00</u> =====	<u>\$7,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Horizons Student Enrichment Program 545 Ponus Ridge Road New Canaan, CT 06840		
06/19/09 Cash		
Summer Program	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions		
Horizons Student Enrichment Program 545 Ponus Ridge Road New Canaan, CT 06840	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====
Junior Achievement of Southwest Connecticut, Inc. One Landmark Square Stamford, CT		
11/13/09 Cash		
Elementary School Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Junior Achievement of Southwest Connecticut, Inc. One Landmark Square Stamford, CT	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
JA Worldwide 200 Connecticut Ave. Norwalk, CT 06854		
04/09/09 Cash		
Ja of Armenia's Educational Summer Camp	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
JA Worldwide 200 Connecticut Ave. Norwalk, CT 06854	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>Learning Through An Expanded Arts Program, Inc.</u>		
06/03/09 Cash		
Active Learning Leads to Literacy (ALLL)	<u>\$10,000.00</u>	<u>\$10,000.00</u>
Total Distributions		
Learning Through An Expanded Arts Program, Inc.	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 <u>The Marshall Legacy Institute</u>		
02/11/09 Cash		
Champs Program Awareness	<u>\$5,000.00</u>	<u>\$5,000.00</u>
12/16/09 Cash		
General Purposes	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions		
The Marshall Legacy Institute	<u>\$10,000.00</u> =====	<u>\$10,000.00</u> =====
 <u>Medical Missions for Children</u> 810 Main Street Paterson, NJ 07503		
02/06/09 Cash		
Continuing Education Series	<u>\$35,000.00</u>	<u>\$35,000.00</u>
04/09/09 Cash		
Continuing Education Series	<u>10,000.00</u>	<u>10,000.00</u>
Total Distributions		
Medical Missions for Children 810 Main Street Paterson, NJ 07503	<u>\$45,000.00</u> =====	<u>\$45,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
<u>New Life of New York City, Inc.</u> 87 Columbia Street, #13G New York, NY		
06/19/09 Cash		
Program & Operating Expenses	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
New Life of New York City, Inc.		
87 Columbia Street, #13G		
New York, NY	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
 <u>Neighbor to Neighbor</u>		
12/16/09 Cash		
General Purposes	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Neighbor to Neighbor	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
 <u>New York City Rescue Mission</u>		
04/09/09 Cash		
General Support	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
New York City Rescue Mission	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 <u>The Open Door Shelter</u>		
04/09/09 Cash		
Manna House	<u>\$2,000.00</u>	<u>\$2,000.00</u>
Total Distributions		
The Open Door Shelter	<u>\$2,000.00</u> =====	<u>\$2,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Partnership for Resource Development Inc.		
11/13/09 Cash		
General Purposes	<u>\$1,500.00</u>	<u>\$1,500.00</u>
Total Distributions		
Partnership for Resource Development Inc.	<u>\$1,500.00</u> =====	<u>\$1,500.00</u> =====
 ProLiteracy Worldwide 1320 Jamesville Avenue Syracuse, NY 13210		
01/08/09 Cash		
National Book Scholarship Fund	<u>\$50,000.00</u>	<u>\$50,000.00</u>
Total Distributions		
ProLiteracy Worldwide 1320 Jamesville Avenue Syracuse, NY 13210	<u>\$50,000.00</u> =====	<u>\$50,000.00</u> =====
 Row New York 10-27 46th Avenue Suite 101 Long Island City, NY 11101		
11/13/09 Cash		
Empowerment Through Rowing and Academics Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Row New York 10-27 46th Avenue Suite 101 Long Island City, NY 11101	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
School for Ethical Education 440 Wheelers Farms Road Milford, CT 06460		
04/09/09 Cash		
Building Moral Character Through Academic Intergity	<u>\$15,000.00</u>	<u>\$15,000.00</u>
Total Distributions		
School for Ethical Education 440 Wheelers Farms Road Milford, CT 06460	<u>\$15,000.00</u> =====	<u>\$15,000.00</u> =====
Special Olympics Connecticut, Inc. 2666 State Street Suite 1 Hamden, CT 06517-2232		
11/13/09 Cash		
2009 Annual Southwest Region Bowling Qualifier	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Special Olympics Connecticut, Inc. 2666 State Street Suite 1 Hamden, CT 06517-2232	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
St. Luke's Life Works 141 Franklin Street Stamford, CT 06901		
04/09/09 Cash		
Life Long Learning	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
St. Luke's Life Works 141 Franklin Street Stamford, CT 06901	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
St. Michael's College One Winooski Park Colchester, VT 05439		
04/09/09 Cash		
Business Ethics Case Competition	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions St. Michael's College One Winooski Park Colchester, VT 05439	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
 Stanwich Congregational Church 237 Taconic Road Greenwich, CT 06830		
11/13/09 Cash		
Missions Funds	<u>\$1,000.00</u>	<u>\$1,000.00</u>
Total Distributions Stanwich Congregational Church 237 Taconic Road Greenwich, CT 06830	<u>\$1,000.00</u> =====	<u>\$1,000.00</u> =====
 Summer on the Hill Horace Mann School, 4440 Tibbett Ave., Riverdale, NY 10471		
05/29/09 Cash		
Horace Mann School - SOH's Grade 3-8 and High School Programs	<u>\$20,000.00</u>	<u>\$20,000.00</u>
Total Distributions Summer on the Hill Horace Mann School, 4440 Tibbett Ave., Riverdale, NY 10471	<u>\$20,000.00</u> =====	<u>\$20,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Connecticut Foundation 2390 Alumni Drive, unit 3206, Storrs, CT		
06/19/09 Cash		
Urban Service Track	<u>\$5,000.00</u>	<u>\$5,000.00</u>
Total Distributions		
University of Connecticut Foundation 2390 Alumni Drive, unit 3206, Storrs, CT	<u>\$5,000.00</u> =====	<u>\$5,000.00</u> =====
University of Richmond Ryland Circle, Richmond VA 23173		
01/13/09 Cash		
The Jepson School of Leadership Studies re: Expanding Attention to Leadership Ethics (1 of 3)	<u>\$57,000.00</u>	<u>\$57,000.00</u>
04/29/09 Cash	<u>45,000.00-</u>	<u>45,000.00-</u>
Total Distributions		
University of Richmond Ryland Circle, Richmond VA 23173	<u>\$12,000.00</u> =====	<u>\$12,000.00</u> =====
University of Virginia P. O. Box 400800 Charlottesville, VA 22904		
11/13/09 Cash		
Institute for Practical Ethics Fellowship and Seminars	<u>\$55,000.00</u>	<u>\$55,000.00</u>
Total Distributions		
University of Virginia P. O. Box 400800 Charlottesville, VA 22904	<u>\$55,000.00</u> =====	<u>\$55,000.00</u> =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
University of Virginia School of Law 580 Massie Road Charlottesville, VA 22904		
04/09/09 Cash		
Class of 1949 and 1969 - in support of PILA Summer Fellowships	\$30,000.00	\$30,000.00
06/03/09 Cash		
Fulfillment of Pledge in support of PILA Summer Fellowships	30,000.00	30,000.00
12/16/09 Cash		
General Purposes	<u>5,000.00</u>	<u>5,000.00</u>
Total Distributions University of Virginia School of Law 580 Massie Road Charlottesville, VA 22904	\$65,000.00 =====	\$65,000.00 =====
<u>World Medical Mission</u>		
01/08/09 Cash		
General Purposes	<u>\$6,500.00</u>	<u>\$6,500.00</u>
Total Distributions World Medical Mission	\$6,500.00 =====	\$6,500.00 =====

Schedule B-3 (Cont'd)

	<u>Inventory Value</u>	<u>Distribution Value</u>
Person to Person Inc. 2113 Central Avenue NE Minneapolis, MN 55418		
06/19/09 Cash		
Emergency Assistance Program	<u>\$2,500.00</u>	<u>\$2,500.00</u>
Total Distributions		
Person to Person Inc. 2113 Central Avenue NE Minneapolis, MN 55418	<u>\$2,500.00</u> =====	<u>\$2,500.00</u> =====
TOTAL SCHEDULE B-3	<u>\$409,500.00</u> =====	<u>\$409,500.00</u> =====

RICHARD D. DONCHIAN FOUNDATION

SCHEDULED GRANTS - Approved for future payment

2010

University of Richmond	\$ 45,000.00
The Jepson School of Leadership Studies - Expanding Attention to Leadership Ethics Balance of 2009 grant	
University of Richmond	\$ 12,000.00
The Jepson School of Leadership Studies - Expanding Attention to Leadership Ethics Original 2010 grant	
ProLiteracy Worldwide	\$ 50,000.00
National Book Scholarship Fund	
University of Virginia	\$ 55,000.00
Institute for Practical Ethics Fellowship and Seminars	

2011

University of Richmond	\$ 57,000.00
The Jepson School of Leadership Studies - Expanding Attention to Leadership Ethics	
University of Virginia	\$ 55,000.00
Institute for Practical Ethics Fellowship and Seminars	

2012

University of Virginia	\$ 45,000.00
Institute for Practical Ethics Fellowship and Seminars	

TOTAL SCHEDULED GRANTS

\$ 319,000.00