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Department of the Treasury

Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2009

OMB No 1545-0052

ro.	calendar	year 2009, or tax	year beg	inning	, a	nd ending			
G	Check all t	hat apply	=	return	Initial return of a for X Address change	•	•	Final r	eturn
H Check type of organization X Section 501(c)(3) exer			FL mpt private foundation Other taxable private method X Cash	foundation Accrual	B T C If D 1. 2. E If ur F If	elephone number (see page (800) 839 exemption applications, ch. Foreign organizations me check here and attach private foundation status ander section 507(b)(1)(A), the foundation is in a 60-nder section 507(b)(1)(B).	2628 ge 10 of the instructions) 0-1754 ending, check here exting the 85% test, imputation was terminated check here enouth termination		
Pa	amour	ysis of Revenue nts in columns (b), (c), nounts in column (a) (s	and (d) may n	ot necessarily equal	(a) Revenue and expenses per books	(b) Net investi income	ment	(c) Adjusted net income	(d) Disbursements for chantable purposes (cash basis only)
	2 Check 3 Intere	butions, gifts, grants, e if the foundation est on savings and to ends and interest from the rents	n is not requir emporary ca	red to attach Sch B ash investments	995,766 390 15,288	1	390 5,288		18 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
Revenue	6 a Net g b Gross Capita	ental income or (loss ain or (loss) from sa sales pnce for all asse al gain net income (hort-term capital ga	ile of assets ts on line 6a from Part IV	869,905	-64,525	44	5,088	\$4 \$	
	10 a Gross b Less c Gross 11 Other	ne modifications sales less returns and Cost of goods solo s profit or (loss) (atta income (attach sch	RECE	IVED	3,276		3,276		2 () / 2
Expenses	13 Comp14 Other15 Pensi	. Add lines chroug pensation of piffers employee salaries on plans, employed fees (attach sched	, directors, to and wages Dentile E]&	950,195	46	4,042		
rative	c Other 17 Intere 18 Taxes	unting fees (attach s professional fees (est (attach schedule) (see eciation (attach sche	attach scheo	instructions)	27,817 3,098	2	7,817		
Operating and Administ	21 Trave22 Printii23 Other	pancy II, conferences, and ng and publications expenses (attach s	schedule)		13,466		91		13,375
Operation	Add li 25 Contr 26 Total	operating and adr ines 13 through 23 ibutions, gifts, grant expenses and disbur- act line 26 from line	s paid sements Add	·	44,381 612,460 656,841		7,908		13,375 611,460 624,835
	a Exces b Net in	act line 26 from line is of revenue over exp nvestment income sted net income (if	penses and d (If negative	, enter -0-)	293,354	43	6,134		

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

age 2

Da	rt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End	of year
	<u>uu ur</u>	should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing	1		
	2	Savings and temporary cash investments	460,455	244,453	244,453
	3	Accounts receivable	448/00 000	#XXX - X - X - X - X	
		Less allowance for doubtful accounts			
	4	Diadaga rasawahia	500 E 200 A	*** * * / *	
		Less allowance for doubtful accounts	- marks - coks		
	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)			
S		Less allowance for doubtful accounts		· · · · · · · · · · · · · · · · · · ·	
Assets	8	Inventories for sale or use			
SS	9	Prepaid expenses and deferred charges			
•	10 a Investments—U.S and state government obligations (attach schedule)				
	l -	b Investments—corporate stock (attach schedule)	737,278	1,041,494	1,026,976
	ı	c Investments—corporate bonds (attach schedule)	75,000	178,000	
	11	Investments—land, buildings, and equipment basis	75,000		101,904
	''			<u> </u>	
	12	Less accumulated depreciation (attach schedule) Investments—mortgage loans			
	13		152,197	254 227	240.014
	14	Investments—other (attach schedule)		254,337	240,014
	'*	Land, buildings, and equipment basis		<u> </u>	
	4.5	Less accumulated depreciation (attach schedule)			
	15	Other assets (describe			
	16	Total assets (to be completed by all filers—see the		4 740 004	
	47	instructions Also, see page 1, item I)	1,424,930	1,718,284	1,673,407
	17	Accounts payable and accrued expenses			
S	18	Grants payable			, ,
Liabilities	19	Deferred revenue	-		, . , , ,
Ē	20	Loans from officers, directors, trustees, and other disqualified persons			. ","",
<u>=</u>	21	Mortgages and other notes payable (attach schedule)			40
_	22	Other liabilities (describe)			1. S. Con.
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here			**
ës		and complete lines 24 through 26 and lines 30 and 31.			
Balances	24	Unrestricted			
<u>a</u>	25	Temporarily restricted			
	26	Permanently restricted			
nd		Foundations that do not follow SFAS 117, check here			
屲		and complete lines 27 through 31.			
Net Assets or Fun	27	Capital stock, trust principal, or current funds			**
Ş	28	Paid-in or capital surplus, or land, bldg, and equipment fund			,
Se	29	Retained earnings, accumulated income, endowment, or other funds	1,424,930	1,718,284	
As	30	Total net assets or fund balances (see page 17 of the			
et		instructions)	1,424,930	1,718,284	> ·
Z	31	Total liabilities and net assets/fund balances (see page 17			
		of the instructions)	1,424,930	1,718,284	
	rt 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		
		of-year figure reported on prior year's return)		1	1,424,930
2	Enter	amount from Part I, line 27a		_ 2	293,354
3	Other	r increases not included in line 2 (itemize)		3	0
4	Add lı	ines 1, 2, and 3		4	1,718,284
5				5_	0
6	Total	net assets or fund balances at end of year (line 4 minus line 5)-Part II, c		6	1,718,284
		· · · · · · · · · · · · · · · · · · ·			

(a) List and describe the	I Losses for Tax on Investm kind(s) of property sold (e g , real estate, e, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase	(c) Date acquire		
	2, 01 0011111011 31004(, 200 3113 11120 00)	D—Donation	(110; day, yr)	(1110, day, yr)	
Publicly-traded Securities Passthrough K1 Capital Gain	// (Loss)		 		
C C	/ (LU33)			······································	
d	-	· <u>-</u>	-		
е					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) blus (f) minus (g)	
a 870,950		424,81	7	_ 446,133	
b -1,045				-1,045	
C					
d					
Complete only for assets showing	ng gain in column (h) and owned by t	ne foundation on 12/31/60			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	col (k), bu	(Col (h) gain minus ut not less than -0-) or les (from col (h))	
a	-				
b			-		
С					
d					
e					
2 Capital gain net income or (n	If (loss), ente	nter in Part I, line 7	2	445,088	
	r (loss) as defined in sections 123				
	ne 8, column (c) (see pages 13 a	nd 17 of the	·		
Instructions) If (loss), enter -		ad Tay on Not Invento	3		
	er Section 4940(e) for Reduc				
	rivate foundations subject to the s	ection 4940(a) tax on net	investment incor	ne)	
If section 4940(d)(2) applies, lea	•				
	section 4942 tax on the distribut		n the base period	1? Yes X No	
If "Yes," the foundation does not	qualify under section 4940(e) D	o not complete this part			
1 Enter the appropriate amou	ınt ın each column for each year,	see page 18 of the instru	ctions before ma	king any entries	
(a)	(b)	(c)		(d)	
Base period years Calendar year (or tax year beginning in)	Adjusted qualifying distributions	Net value of nonchantable-use	assets (col	Distribution ratio (b) divided by col (c))	
2008	377,885	1,44	17,795	0 261007	
2007	199,953	1,93	39,872	0 103075	
2006	143,704		93,555	0 131410	
2005	210,959		52,903	0 219086	
2004	152,405	1,08	34,087	0 140584	
2 Total of line 1, column (d)			2	0 855162	
• • • • • • • • • • • • • • • • • • • •	the 5-year base period-divide the	ne total on line 2 by 5, or l			
	ndation has been in existence if le		3	0 171032	
4 Enter the net value of noncha	arıtable-use assets for 2009 from	Part X, line 5	4	1,322,388	
5 Multiply line 4 by line 3			5	226,171	
6 Enter 1% of net investment in	ncome (1% of Part I, line 27b)		6	4,361	
7 Add lines 5 and 6			7	230,532	
8 Enter qualifying distributions If line 8 is equal to or greater the Part VI instructions on pa	than line 7, check the box in Par	t VI, line 1b, and complete	8 that part using a	624,835 a 1% tax rate See	

Form 990-PF (2009) Grabe Family Foundation, Inc 06-153	32628	Pá	age 4
Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the			
	. III3u	ucti	- 44M
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	- ;	264	لـــــا
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► X and enter 1% of Part I, line 27b	4	,361	<u> </u>
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4%			ĺ
of Part I, line 12, col (b)			I
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0	
3 Add lines 1 and 2		,361	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		,001	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		.361	_
6 Credits/Payments		, 	7
a 2009 estimated tax payments and 2008 overpayment credited to 2009 6a 3,200			
b Exempt foreign organizations—tax withheld at source 6b			*,
c Tax paid with application for extension of time to file (Form 8868) 6c 1,248			". "
d Backup withholding erroneously withheld 6d			^ I
7 Total credits and payments Add lines 6a through 6d	4	448	
8 Enter any penalty for underpayment of estimated tax. Check here X 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		0	_
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		87	_
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 87 Refunded ► 11		0	
Part VII-A Statements Regarding Activities		- 0	
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	1	Yes	No
participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the	14		 ^-
instructions for definition)?	1b		х
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			a series
c Did the foundation file Form 1120-POL for this year?	1c		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	H-1	,	
(1) On the foundation \blacktriangleright \$ (2) On foundation managers \blacktriangleright \$		· ' ,	1
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?	2		X
If "Yes," attach a detailed description of the activities			
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?	5	Х	
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
By language in the governing instrument, or			li
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	Χ	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the			1
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	Х	<u> </u>
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		<u>X</u>

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing

Form	1990-PF (2009) Grabe Family Foundation, Inc 06-150	32628	F	Page 5
Pai	t 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		×
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before			
	August 17, 2008?	12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	<u> </u>
	Website address			
14	The books are in care of) 839	-1754
15	Located at ► 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ► 19809-1377			
13	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		,	▶ ⊔
D۵	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
. га		т.		
1.	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	<u> </u>	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 X No		· 4	1 .4
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		',	1.
	a disqualified person?		s.	
		28%		
		ļ.		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No	k.	. 3rt	
	(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 X No	√ 8. √.>		;
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	13.3%	v` 5	
	If the foundation agreed to make a grant to or to employ the official for a period	w	. ^ .	
	after termination of government service, if terminating within 90 days) Yes X No	13		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations		(, j	(1) (1) (2)
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N/A	'ستسر
	Organizations relying on a current notice regarding disaster assistance check here	***	,	. 4
С	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))	, . «5%»		
а	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?	. 38		* 1
_	If "Yes," list the years 20 , 20 , 20 , 20 , 20 , 20 , 20 , 20			567
b	, , ,		·	
	(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	
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20			,
3a	Did the foundation hold more than a 2% direct or indirect interest in any business		3.33	
	enterprise at any time during the year?	` ` ` ` `		
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		24	
	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	-4		
	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

ο	et VII B. Statements Regarding Activity		n 4720 May Do D		00-1332020 Page (_		
	art VII-B Statements Regarding Activiti		11 4/20 Iviay be h	kequirea (continuea)		_		
оa	During the year did the foundation pay or incur an			Yes X	No l	7		
		Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?						
) Influence the outcome of any specific public election (see section 4955), or to carry						
	on, directly or indirectly, any voter registratio	directly or indirectly, any voter registration drive?						
	(3) Provide a grant to an individual for travel, stu	Yes X	No	1				
	(4) Provide a grant to an organization other than		-	1				
	In section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)							
	(5) Provide for any purpose other than religious,	. charitable, scientific, li	terary, or		-	ì		
	educational purposes, or for the prevention of		•	Yes X	No No	4		
h	If any answer is "Yes" to 5a(1)–(5), did any of the	transactions fail to qual	lify under the excention			*****		
_	Regulations section 53 4945 or in a current notice	· ·	•		5b X	i		
	Organizations relying on a current notice regarding		,	of the mandenons).] 35 / 7	_		
	If the answer is "Yes" to question 5a(4), does the f]	;		
·	· · · · · · · · · · · · · · · · · · ·	•	Mon nom me		1 <u>-</u>			
	tax because it maintained expenditure responsibili If "Yes," attach the statement required by Regulati	. •	(d)	Yes <u>X</u>	No F			
٥-	· · · · ·		• *					
ьа	Did the foundation, during the year, receive any fu	nds, directly or indirect	ly, to pay		- ()	,		
	premiums on a personal benefit contract?					j		
b	Did the foundation, during the year, pay premiums	, directly or indirectly, o	n a personal benefit	contract?	6b X	_		
	If "Yes" to 6b, file Form 8870				, l' 🎨 l	Ì		
7a	At any time during the tax year, was the foundation	n a party to a prohibited	tax shelter transacti	on? Yes X	No No	1		
	If yes, did the foundation receive any proceeds or	have any net income a	ttributable to the trans	saction?	7b N/A	_		
P	art VIII Information About Officers,	Directors, Truste	es, Foundation	Managers, Highly Pai	d Employees,			
	and Contractors					_		
1	List all officers, directors, trustees, found			tion (see page 22 of the i	instructions).			
	(a) Name and address	(b) Title, and average hours per week	(c) Compensation (If not paid, enter	(d) Contributions to employee benefit plans	(e) Expense account,			
		devoted to position	-0-)	and deferred compensation	other allowances			
SE	E ATTACHMENT		•					
						_		
					<u> </u>	_		
	••••							
						_		
					İ			
					<u> </u>	_		
2	Compensation of five highest-paid employ	ees (other than the	ose included on li	ne 1—see page 23 of the	instructions).			
	If none, enter "NONE."					_		
		(b) Title, and avera	age	(d) Contributions to	(2) 5			
(a	Name and address of each employee paid more than \$50,		1 ''	on employee benefit plans and deferred	(e) Expense account, other allowances			
		devoted to position	on	compensation		_		
NO	NE				ļ			
						_		
						_		
						_		
						_		
						-		
	al number of other employees paid over \$50,0					-		

Grabe Family Foundation, Inc		06-1532628 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation and Contractors (continued)	on Managers, Highly Paid	d Employees,
3 Five highest-paid independent contractors for professional services (see page 23 of	the instructions). If none, ente	r "NONE."
	(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 infor the number of organizations and other beneficianes served, conferences convened, research papers produce		Expenses
1		

2		· · · · ·
3		
		
4		
••••••		
Part IX-B Summary of Program-Related Investments (see page 24 of the	instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 ar		Amount
1		
2		
All other program-related investments See page 24 of the instructions		
3		
		0
Total. Add lines 1 through 3	>	0

Form **990-PF** (2009)

Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

Cash distribution test (attach the required schedule)

income Enter 1% of Part I, line 27b (see page 26 of the instructions)

Adjusted qualifying distributions. Subtract line 5 from line 4

5

624,835

4,361 620,474

3b 4

5

Pai	t XIII Undistributed Incon	ne (see page 26 of t	he instructions)			
1	Distributable amount for 2009 fro		(a) Corpus	(b) Years pnor to 2008	(c) 2008	(d) 2009
_	line 7 Undistributed income, if any, as of the end of 2009					61,758
2		of the end of 2009				
	Enter amount for 2008 only				0	*
	Total for prior years 20,			0		
3	Excess distributions carryover, i	· ·				
	From 2004	154,650				
	From 2005	211,950			/	7
•	From 2006	145,800				
•	From 2007	120,049				
	From 2008	305,729				
_ 1	Total of lines 3a through e Qualifying distributions for 2009 from Part		938,178			
4	• •					
		<u>324,835</u>				
_	Applied to 2008, but not more th				0	
•	Applied to undistributed income		4		· %	
	(Election required—see page 26	•		0		
•	Treated as distributions out of co	. ,				
	required—see page 26 of the install Applied to 2009 distributable am	· · · · · · · · · · · · · · · · · · ·		* do.		64.759
	Remaining amount distributed or		563,077	· · · · · · · · · · · · · · · · · · ·		61,758
5	Excess distributions carryover a	•	363,077			0
J	•	•				
	(If an amount appears in column (d), the same amount must be shown in column (a))		. X		₩ .	٠, ١, ١
6	Enter the net total of each column as		'	* *	****	. *
_	indicated below:		4 504 055			,
í	• • • • • • • • • • • • • • • • • • • •		1,501,255			, , , , , ,
•	Prior years' undistributed income	e Subtract		0	*	, i
,	line 4b from line 2b Enter the amount of prior years'	undistributed		0		1
`	income for which a notice of defi					
	been issued, or on which the sec	·			**	•
	tax has been previously assesse	` ′	**			
	. · · · · · · · · · · · · · · · · · · ·	ì				
	amount—see page 27 of the ins			ol		
•	Undistributed income for 2008 S					· ", "
	4a from line 2a Taxable amount	t—see page 27 of the				
	instructions	, ,			o	
f	Undistributed income for 2009 S	Subtract				
	lines 4d and 5 from line 1. This a	amount must			·	
	be distributed in 2010					0
7	Amounts treated as distributions	out of				
	corpus to satisfy requirements in	nposed by				; !
	section 170(b)(1)(F) or 4942(g)(3	3) (see page 27 of			`	į
	the instructions)		995,766			
8	Excess distributions carryover from	om 2004				
	not applied on line 5 or line 7 (se	ee page 27 of the				
	instructions)		0			
9	Excess distributions carryove					
	Subtract lines 7 and 8 from line 6	5a	505,489			
10	Analysis of line 9					ļ
ā		0			、	and the state of t
ŀ	Excess from 2006	79,711	}			
C		120,049			ļ	. Paragraphic
C		305,729				
€	Excess from 2009	0			6	i

Forn	n 990-PF (2009) Grabe Family Foundation, Ir	nc			06-1532	2628 Page 10	
Pa	rt XIV Private Operating Foundations (s	see page 27 of the	he instructions a	nd Part VII-A, qı	uestion 9)	N/A	
1 a	If the foundation has received a ruling or determin foundation, and the ruling is effective for 2009, entire the ruling is effective for 2009.		•	•			
b	Check box to indicate whether the foundation is a	private operating for	undation described i	n section	4942(j)(3) or 4942(j)(
2 a	Enter the lesser of the adjusted net	Tax year		Prior 3 years			
	income from Part I or the minimum	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total	
	investment return from Part X for each year listed	(-,	(-,	(4, 244)	(4,7 2000	_	
h	85% of line 2a						
-	Qualifying distributions from Part XII,						
·	line 4 for each year listed						
d	Amounts included in line 2c not used directly			-			
	for active conduct of exempt activities						
е	Qualifying distributions made directly						
	for active conduct of exempt activities						
	Subtract line 2d from line 2c						
3	Complete 3a, b, or c for the alternative test relied upon						
а	"Assets" alternative test—enter		1				
	(1) Value of all assets						
	(2) Value of assets qualifying					<u> </u>	
	under section 4942(j)(3)(B)(i)		-				
b	"Endowment" alternative test—enter 2/3					- · · · · · · · · · · · · · · · · ·	
	of minimum investment return shown in Part X, line 6 for each year listed						
_				 	 		
С	• •		į				
	(1) Total support other than gross investment income (interest,				1		
	dividends, rents, payments						
	on securities loans (section 512(a)(5)), or royalties)						
	(2) Support from general public						
	and 5 or more exempt						
	organizations as provided in section 4942(j)(3)(B)(iii)						
	(3) Largest amount of support						
	from an exempt organization						
	(4) Gross investment income						
Pa	rt XV Supplementary Information (Co	mplete this par	t only if the four	ndation had \$5	000 or more in		
	assets at any time during the ye	-	_		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
1	Information Regarding Foundation Manag						
а			2% of the total contri	butions received by	the foundation		
	before the close of any tax year (but only if they ha	ave contributed more	e than \$5,000) (See	e section 507(d)(2))			
	ın H Grabe William O						
b	List any managers of the foundation who own 10%		,		ortion of the		
	ownership of a partnership or other entity) of which	n the foundation has	a 10% or greater in	iterest			
NO		+ O'64 1 O-1		<u> </u>		-	
2	Information Regarding Contribution, Gran		• • • • •	•			
	Check here ► X if the foundation only makes unsolicited requests for funds. If the foundation makes					000	
	under other conditions, complete items 2a, b, c, ar		c (see page 20 of th	ie instructions) to in	uividuais or organizati	ons	
_	•		nications should be				
а	The name, address, and telephone number of the	person to wnom ap	plications should be	addressed			
b	The form in which applications should be submitte	d and information ai	nd materials they sh	ould include			
	Any submission doublines						
С	Any submission deadlines						
d	Any restrictions or limitations on awards, such as I	by geographical area	as, charitable fields,	kinds of institutions,	or other		
	factors						

Form 990-PF (2009) Grabe Family Foundation, Inc Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Y	<u> </u>	r Future Pa	yment	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year ALL ABOUT ANIMALS RESCUE 23205 GRATIOT AVE EASTPOINTE MI 48021	N/A	509(a)(1)	General & Unrestricted	2,500
ALL ABOUT ANIMALS RESCUE 23205 GRATIOT AVE EASTPOINTE MI 48021	N/A	509(a)(1)	Molly Network of Friends	3,500
ALUMNI ASSO OF THE UNIVERSITY OF OREGON 1787 AGATE ST EUGENE OR 97403	N/A	509(a)(2)	School of Journalism & Communication Division	600
BUS STDNT AID FDN ANDERSON SCHOOL UCLA PO BOX 951481 LOS ANGELES CA 90095	N/A	509(a)(1)	General & Unrestricted	10,000
CHILD GUIDANCE CTR OF SOUTHERN CT INC 196 GREYROCK PL STAMFORD CT 06901	N/A	509(a)(1)	General & Unrestricted	500
CHILDRENS STOREFRONT 70 E 129TH ST NEW YORK NY 10035	N/A	509(a)(1)	General & Unrestricted	1,000
COMMUNITY SERVINGS INC 18 MARBURY TER JAMAICA PLAIN MA 02130	N/A	509(a)(1)	General & Unrestricted	500
DETROIT ZOOLOGICAL SOCIETY 8450 W TEN MILE RD ROYAL OAK MI 48067	N/A	509(a)(2)	General & Unrestricted	2,500
ENVIRONMENTAL ADVOCATES OF NY INC 353 HAMILTON ST ALBANY NY 12210	N/A	509(a)(1)	General & Unrestricted	1,000
PO BOX 844 SOUTHPORT CT 06890	N/A	509(a)(2)	Charitable Event	1,000
FARM SANCTUARY INC PO BOX 150 WATKINS GLEN NY 14891	N/A	509(a)(1)	General & Unrestricted	500
GA PARTNERS FOUNDATION 3 PICKWICK PLZ GREENWICH CT 06830-5538	N/A	509(a)(1)	General & Unrestricted	1,000
GREENFIELD HILL CONGREGATIONAL CHURCH 1045 OLD ACADEMY RD FAIRFIELD CT 06824	N/A	509(a)(1)	General & Unrestricted	1,500
GREENFIELD HILL CONGREGATIONAL CHURCH 1045 OLD ACADEMY RD FAIRFIELD CT 06824 HUNTER COLLEGE FOUNDATION INC	N/A N/A	509(a)(1) 509(a)(1)	General & Unrestricted General & Unrestricted	1,500 30,000
695 PARK AVE E1313 NEW YORK NY 10065 HUNTER COLLEGE FOUNDATION INC	N/A	509(a)(1)	The Joan Hansen Grabe	200,000
695 PARK AVE E1313 NEW YORK NY 10065	14/7	309(a)(1)	Dean of Hunter College	200,000
Total See Attached Statement			▶ 3a	612,460
b Approved for future payment	TAL Form 990-PF, Part I	Line 25, Colur	nn (a) and Part XV, Line 3a	\$612,460
Le	ss grant not treated as a	l qualifying distril	ution	\$ 1,000
	TAL 990-PF, Part I, Line			\$611,460
Total	<u> </u>	l	▶ 3b	0

Part XV	I-A Analysis of Income-Producing Act					
Enter arc	ess amounts unless otherwise indicated	Unrelated busi	ness income	Excluded by section	512, 513, or 514	(e)
	am service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exemp function income (See page 28 of the instructions)
•				1		
_				1	-	
f						
g Fe	es and contracts from government agencies					
2 Memb	pership dues and assessments					
3 Intere	st on savings and temporary cash investments			14	390	
	ends and interest from securities	1. */> × /-* ***		14	15,288	
	ental income or (loss) from real estate		<u>, </u>			, ¨ ,
	ebt-financed property					
	ot debt-financed property			 .	····	
	ental income or (loss) from personal property					
	investment income			1		
	or (loss) from sales of assets other than inventory			18	-64,525	
	come or (loss) from special events					
	profit or (loss) from sales of inventory			14	2.270	
	revenue a K-1 Pass-Through Income	-		14	3,276	
		-				
		-		 		
e					·	
	tal Add columns (b), (d), and (e)			0	-45,571	
	Add line 12, columns (b), (d), and (e)			<u></u>	13	-45,57
	sheet in line 13 instructions on page 28 to verify calc	culations)				
Part XV	I-B Relationship of Activities to the Ac	complishment	of Exempt F	urposes		
Line No. ▼	Explain below how each activity for which income the accomplishment of the foundation's exempt page 28 of the instructions.)					
	N/A					
	IN/A			· · · · · · · · · · · · · · · · · · ·		
						
				2		
		-				
		-				

Firm's name (or yours if self-employed), address, and ZiP code

FOUNDATION SOURCE

55 WALLS DRIVE, FAIRFIELD, CT 06824

rom	n 990-PF	(2009) Grabe Fam	lly Foundation,	inc.				06-1532	628	Page 13
Pa	rt XVII	Information Reg Exempt Organiz	_	fers To and Tr	ansactions a	nd Re	lationships With N	loncharit	able	•
1	Did th	e organization directly		gage in any of th	e following with	any of	her organization desc	ribed	Y	es No
•		tion 501(c) of the Code								
		izations?	s (other triair se	0.011 00 1(0)(0) 0	nganizations, o		don ozi, roldang to p	Ondoar		
	_								[
а		fers from the reporting	foundation to a	nonchantable e	xempt organiza	tion of				المبئات
	• •	ash				•			1a(1)	X
		ther assets			•				1a(2)	X
þ		transactions.							_نين	
		ales of assets to a non		. •					1b(1)	X
		urchases of assets from							1b(2)	X
	(3) Re	ental of facilities, equip	ment, or other	assets					1b(3)	X
		eimbursement arrange							1b(4)	X
		oans or loan guarantee							1b(5)	X
		erformance of services							1b(6)	X
		ng of facilities, equipme	_						1c	X
d 	value	answer to any of the al of the goods, other as in any transaction or s	sets, or services	s given by the re	porting foundat	ion. If th	ne foundation receive	d less than	fair mar	ket
(a)	Line no	(b) Amount involved	(c) Name of	nonchantable exemp	t organization	(d) De	scription of transfers, transc	ctions, and sl	nanng arran	gements
N/A		<u> </u>	<u> </u>	· · · · · · · · · · · · · · · · · · ·		ļ				_
						<u> </u>				
						<u> </u>	·w·-			
			<u></u>						·	
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			<u></u>							
			<u> </u>				····			
			<u> </u>						 .	
		<u> </u>	<u> </u>				· · · · · · · · · · · · · · · · · · ·			
										
		ļ	<u> </u>				· 			
			<u> </u>				· · · · · · · · · · · · · · · · · · ·			
		<u> </u>	<u> </u>			<u> </u>				
	descri	foundation directly or i bed in section 501(c) o s," complete the follow	of the Code (oth	ed with, or relate er than section t	ed to, one or mo 501(c)(3)) or in	re tax-e section	exempt organizations 527?	. 🗆 .	res 💢 N	lo
		(a) Name of organization		(b) Type	of organization		(c) Description	n of relationsh	up	
N/A	\	· · · · · · · · · · · · · · · · · · ·								
				<u> </u>			ļ <u> </u>			
										
		$\overline{}$					L			
ē	belie	er penatties of penuly, I decided, it is true correct, and com			taxpayer or fiduciar	y) is base	d on all information of whice	-	-	
享	₹ Sig	nature of officer or trustee	<u> </u>		Da		Title			
Sign Here	aid parer's only	Preparer's	rev D. Hask	oll .	Date		Check if self-employed ▶	Preparer's id number (see page 30 of t	Signature	
		I signature 7 . IATTI	EVIJ MASK	P# 1	10/6/201	11	1			

Phone no (800) 839-1754

EIN >

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization		Employer identification number
Grabe Family Foundation, In	nc	06-1532628
Organization type (check o		
Filers of:	Section:	
Form 990 or 990-EZ	501(c)() (enter number) organization	
	4947(a)(1) nonexempt charitable trust not treated as a private for	ındatıon
	527 political organization	
Form 990-PF	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt chantable trust treated as a private foundate	tion
	501(c)(3) taxable private foundation	
instructions	7), (8), or (10) organization can check boxes for both the General Rule	and a Special Rule See
General Rule		
	iling Form 990, 990-EZ, or 990-PF that received, during the year, \$5,00 ne contributor Complete Parts I and II	O or more (in money or
Special Rules		
sections 509(a)(1) ar	3) organization filing Form 990 or 990-EZ that met the 33 1/3 % supported 170(b)(1)(A)(vi), and received from any one contributor, during the ye % of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ,	ar, a contribution of the greater
the year, aggregate of	7), (8), or (10) organization filing Form 990 or 990-EZ that received fron contributions of more than \$1,000 for use exclusively for religious, chars, or the prevention of cruelty to children or animals. Complete Parts I, II	itable, scientific, literary, or
the year, contribution aggregate to more th year for an exclusive	7), (8), or (10) organization filing Form 990 or 990-EZ that received from is for use <i>exclusively</i> for religious, charitable, etc., purposes, but these an \$1,000. If this box is checked, enter here the total contributions that by religious, charitable, etc., purpose. Do not complete any of the parts zation because it received nonexclusively religious, charitable, etc., con	contributions did not were received during the unless the General Rule
990-EZ, or 990-PF), but it m	at is not covered by the General Rule and/or the Special Rules does not ust answer "No" on Part IV, line 2 of its Form 990, or check the box on PF, to certify that it does not meet the filing requirements of Schedule B	line H of its Form 990-EZ,

990-PF)

	(Form 990, 990-EZ, or 990-PF) (2009) rganization		Page 1 of 1 of Part Employer identification number
	mily Foundation, Inc		06-1532628
Part I	Contributors (see instructions)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Grabe, William O c/o Foundation Source, 55 Walls Drive Fairfield CT 06824 Foreign State or Province Foreign Country	\$995,766	Person X Payroll X Noncash X (Complete Part II if there is a noncash contribution)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Aggregate contributions	Type of contribution
2	Foreign State or Province Foreign Country	\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
3	Foreign State or Province Foreign Country	\$0_	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Aggregate contributions	Type of contribution
4	Foreign State or Province Foreign Country	\$0_	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c)	(d)
. 5	Foreign State or Province Foreign Country	Aggregate contributions \$0	Person Payroll Complete Part II if there is a noncash contribution Payroll Part II if there is
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Aggregate contributions	Type of contribution
. 6		\$0	Person

Foreign State or Province Foreign Country (Complete Part II if there is a noncash contribution)

Employer identification number 06-1532628

Part II Noncash Property (see instructions)

- alt			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	EMDEON INC EM, 21700 sh	\$ 330,708	11/13/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MERCADOLIBRE, INC MELI, 2030 sh	\$ 90,193	11/9/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HEWITT ASSOCS INC HEW, 3662 sh	\$ 110,959	7/30/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1_	HEWITT ASSOCS INC HEW, 1403 sh	\$ 42,188	7/23/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HEWITT ASSOCS INC HEW, 2805 sh	\$ 83,617	6/16/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HEWITT ASSOCS INC HEW, 1403 sh	\$ 41,445	5/26/2009

Name of organization
Grabe Family Foundation, Inc.

Employer identification number

Grabe Fa	mily Foundation, Inc		06-1532628
Part II	Noncash Property (see instructions)		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	NYSE EURONEXT INC NYX, 2121 sh	\$50,9	904 4/30/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HEWITT ASSOCS INC HEW, 1859 sh	\$57,6	601 4/28/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HEWITT ASSOCS INC HEW, 1176 sh	\$ 35,0	068 4/3/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1_	CSHARE FPO CPU AX, 2069 sh	\$10,5	511 3/16/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1_1	CSHARE FPO CPU AX, 8 sh	\$	41 3/16/2009
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HEWITT ASSOCS INC HEW, 1403 sh	\$ 42,5	532 2/19/2009

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

		TOTAL:	3,276	3,276
<u> </u>				
			(a)	<u>(a)</u>
			Expenses per	Net Investment
			Books	Income
_	1 GAP COINVESTMENTS III LLC K-1 Pass-Through Share of Partnership Income/(Loss)		3,276	3,276
7				
က				
4				
2				
9				
7				
8				
6				
9				

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

		~	7	က	4	2	9	7	8	6	40
		Investment Management Services									
TOTAL:											
27,817	(a) Expenses per Books	27,817									
27,817	(b) Net Investment Income	27,817									
0	(c) Adjusted Net Income										
)	(d) Charitable Purpose								 		
0		0			1		<u> </u>	-	!		<u> </u>

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

Estimated tax for 2009 IRS Excise Tax Payment with 2008 990-PF Extension	Column
	(a) (b) (c) Expenses per Net Investment Books (c) (d) Net Income N
	(b) (c) Adjusted Income O Adjusted O O O O O O O O O O O O O O O O O O O
(a) Expenses per Books 3,000	(c) Adjusted Net Income
3,098 (b) Expenses per Net Investment Books 3,000 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(d) Charitable Purpose
(b) Net Investment Income 0 0 0	

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

		TOTAL .		5	2
L		IOIAL	5	13,400	13,400
		(a)		(a)	(a)
		Expenses	per	Net Investment	Net Investment
		Books		Income	Income
ı_	Administrative Fees	8	625	8,625 0	0
i	Administrative Set-Up Fee	4	750	4,750 0	750 0
	3 K-1 pass-through GAP COINVESTMENTS III LLC		91	91	
1					
ம					
١.					
ا مه ا					
6					
40			Г		

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

		TOTAL:	1,041,494	1,026,976
			Line 10b - Column (b)	Line 10b - Column (b) Line 10b - Column (c)
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value
1	ARTISAN INTERNATIONAL VALUE FUND INVESTOR SHS (ARTKX)	2,504	57,551	57,848
2	CULLEN HIGH DIVIDEND EQ FD I (CHDVX)	4,709	46,540	52,368
3	DODGE & COX FUNDS INTERNATIONAL STOCK FUND (DODFX)	2,360	107,736	75,157
4	EMDEON INC (EM)	21,700	330,708	330,925
2	FIDELITY ADVISOR HIGH INC ADVANTAGE I (FAHCX)	1,331	9,315	11,447
9	FMI LARGE CAP FUND (FMIHX)	4,266	51,200	60,318
7	ISHARES BARCLAYS TIPS BOND FUND (TIP)	418	43,010	43,430
8	ISHARES TR S & P MIDCAP 400 INDEX FD (IJH)	736	53,477	53,294
6	JP MORGAN SHORT DURATION BOND SELECT FUND (HLLVX)	5,879	62,564	63,790
10	JP MORGAN STRATEGIC INCOME OPPORTUNIEIS FD SELECT (JSOSX)	3,080	35,444	35,702
11	JJP MORGAN US LARGE CAP CORE PLUS FUND (JLPSX)	4,891	103,503	88,910
12	JPMORGAN HIGH YIELD BOND FUND SELECT (OHYFX)	4,744	34,020	36,716
13	JPMORGAN TR I ASIA EQT SEL (JPASX)	627	17,595	19,564
14	JPMORGN INTERNATIONAL CURRENCY (JCISX)	404	4,400	4,339
15	MANNING & NAPIER FD, INC. EQUITY SRS (EXEYX)	1,621	25,026	27,504
16	THREADNEEDLE ASIA PACIFIC FUND CLASS R5 (TAPRX)	1,571	17,047	19,352
17	VANGUARD INTERMEDIATE-TERM CORPORATE FUND (VFICX)	4,814	42,358	46,312

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

		TOTAL:	178,000	161,964
			Line 10c - Column (b)	Line 10c - Column (b) Line 10c - Column (c)
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value
-	BARCLAYS BK PLC BUFFER NT LKD 0 00000% 11/29/2011 (06739J5P4)	13,000	13,000	12,727
7	2 CREDIT SUISSE MEDIUM TERM BK 0 00000% 03/04/2010BU (22546EMC5)	25,000	25,000	27,053
3	3 CREDIT SUISSE SECS USA MTN 00 00000% 02/03/2012 (22546EKR4)	20,000	20,000	21,600
4	4 DB 95% PPN CUR BSKT MD 11/04/11 (2515A0VL4)	15,000	15,000	14,793
2	5 JPM ISSUED 2 YR NOTE C-IGAR 5 25% 04/26/2010 (48123MP22)	25,000	25,000	18,945
9	6 JPMORGAN CHASE & CO GLOBAL MTN 0 00000% 04/20/2010 (48124ACB1)	10,000	10,000	10,367
7	JPMORGAN CHASE & CO GLOBAL MTN 0 00000% 06/02/2010 (48123L6Y5)	20,000	20,000	21,554
œ	8 MERRILL LYNCH LKD ASIAN EQUITY BASKET 9/26/08 (48123J5A3)	20,000	20,000	34,925
6				
10				

Grabe Family Foundation, Inc

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

	TOTAL:		240,014
L		Line 13 - Column (b)	Line 13 - Colu
	Asset Description	Book Value	Fair Market Value
-	1 GAP COINVESTMENTS III LLC (GAPCO)	254,337	240,014
7			
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4			
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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, Grabe Family Foundation, Inc (the "Foundation") made distributions from assets from sources other than current income totaled \$611,460. This amount represents over 25% of the Foundation's net assets of \$1,182,054 (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

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

		:					TOTAL:	0	0	0
L	Name	Street	City	State	Zıp Code	Title	Avg Hrs	Comp	Benefits	Expense Account
-	eyes Graha	5000 Dewood Drive	Sanha	ũ	23062	Director				
		FOOD DOWNERS OF STATE	logino O	<u></u>	33057	resort C				
4 6		5099 Joewood Drive	San	<u> </u>	33957	Director / Secretary	_			
4		5099 Joewood Drive	Sanibel		33957	Director / Treasurer	-	0		
ro.	5 William O Grabe	5099 Joewood Drive	Sanibel	<u> </u>	33957	President / Director	1	0	0	0
ဖ	6 Caryn Grabe Robinson	5099 Joewood Drive	Sanibel	 L-	33957	Vice President / Director	1	0	0	0
7										
80										
თ										
10										

Grabe Family Foundation, Inc. EIN: 06-1532628 Taxable Year Ending December 31, 2009

Amount Treated as Distributions out of Corpus to Satisfy Section 170(b)(1)(F)(ii) (Formerly Section 170(b)(1)(E)(ii)) Form 990-PF, Part XIII, Line 7

in respect of contributions of \$995,766 received in the taxable year ending December 31, 2009 (the "Conduit Election Year"). To satisfy the requirements of Code Section 170(b)(1)(F)(ii), a private nonoperating foundation must: (1) satisfy its minimum Code Section 4942(h)(2), its minimum distribution requirement for the taxable year following the Conduit Election Year by the end of the Conduit Election Year; and (3) make qualifying distributions treated as distributions out of corpus by no later than the 15th day of Grabe Family Foundation, Inc. hereby elects to satisfy the requirements of Internal Revenue Code ("Code") Section 170(b)(1)(F)(ii), distribution requirement for the Conduit Election Year by the end of that taxable year; (2) satisfy, in the absence of an election under the third month after the close of the Conduit Election Year in an amount equal to 100 percent of the contributions received by the foundation in the Conduit Election Year.

- Satisfaction of Minimum Distribution Requirement for the Conduit Election Year. As reported on Part XIII, Line 2, Grabe Family Foundation, Inc.'s minimum distribution requirement for the Conduit Election Year (its 2008 undistributed income) ď
- Additionally, as reported on Part XIII, Line 6f, Grabe Family Foundation, Inc.'s minimum distribution requirement for 2010 Timely Satisfaction of Minimum Distribution Requirement for the Taxable Year following the Conduit Election Year. (its 2009 undistributed income) is \$0. æ

[continued on next page]

Grabe Family Foundation, Inc. EIN: 06-1532628 Taxable Year Ending December 31, 2009

Amount Treated as Distributions out of Corpus to Satisfy Section 170(b)(1)(F)(ii) (Formerly Section 170(b)(1)(E)(ii)) Form 990-PF, Part XIII, Line 7

Sufficient Timely Qualified Distributions Made Out of Corpus. To satisfy the requirements of Internal Revenue Code Section 170(b)(1)(F)(ii), Grabe Family Foundation, Inc. had until March 15, 2010, the 15th day of the third month following the Conduit Election Year, to make distributions out of corpus in an amount equal to 100 percent of the contributions received by it in the Conduit Election Year, \$995,766. As reported on Part XIII Line 7, the Foundation is treating \$995,766 as current corpus distributions that the Foundation is electing to treat as current distributions out of corpus, as reflected in the attached distributions out of corpus. This total includes \$563,077 in current year qualifying distributions and \$432,689 in prior years' election made pursuant to Treasury Regulations Section 53.4942(a)-3(c)(2)(iv). As a result, the Foundation was not required to make additional distributions out of corpus by March 15, 2010. ပ

As reflected above, the Foundation has fully satisfied the requirements of Code Section 170(b)(1)(F)(ii) in respect of the taxable year ending December 31, 2009.

Grabe Family Foundation, Inc. EIN: 06-1532628 Taxable Year Ending December 31, 2009

Election to Treat Unused Prior Year Corpus Distributions as Current Year Corpus Distributions Form 990-PF, Part XIII, Line 7

distribution out of corpus, the following unused prior years' distributions that were treated as corpus distributions under Treasury Regulations Section 53.4942(a)-3(d)(1)(iii) in such prior tax years: Pursuant to Treasury Regulations Section 53.4942(a)-3(c)(2)(iv), Grabe Family Foundation, Inc. hereby elects to treat, as a current

Amount	\$154,650.00	\$211,950.00	\$66,089.00	\$432,689.00
Tax Year	2004	2005	2006	TOTAL:

Signed:

ne: William 6. Grabe

litle: President

1,000

Grabe Family Foundation, Inc. Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year Recipient(s) paid during the year Person X Business **HUNTER COLLEGE FOUNDATION INC** Street 695 PARK AVE E1313 City State Zip code Foreign Country **NEW YORK** NY 10065 Foundation Status Relationship 509(a)(1) N/A Purpose of grant/contribution Amount The Joan Hansen Grabe Dean of Hunter College School of Nursing Fund 200,000 Person HUNTER COLLEGE HIGH SCHOOL ALUMNAE/I ASSOCIATION INC X Business Street 695 PARK AVE State Zip code City Foreign Country **NEW YORK** 10065 NY Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 1,000 . 1985 - 1987 - 1986 - 1987 -Name INNER CITY SCHOLARSHIP FUND, INC Person | X |Business Street 1011 1ST AVE City State Zip code Foreign Country **NEW YORK** NY 10022 Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount Be A Student's Friend Program LYME HISTORICAL SOCIETY Person X Business Street 96 LYME ST City State Zip code **Foreign Country** 06371 OLD LYME CT Relationship Foundation Status 509(a)(2) Purpose of grant/contribution Amount General & Unrestricted 500 Name MERCY FOR ANIMALS X Business Person Street **PO BOX 363** City State Zip code Foreign Country 43216 **COLUMBUS** OH Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 200 是明明是自己,这时代,这时间是是自己是自己的是一种,是一种,是自己的自己的明显是自己的明显是明明是自己的明显的,这个一样,一个人,这个一个人,这个一个人,这个是 Name MILLBROOK SCHOOL X Business Person Street 131 MILLBROOK SCHOOL RD State Zip code Foreign Country City **MILLBROOK** NY 12545 Foundation Status Relationship

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year Recipient(s) paid during the year

Name NATIONAL MULTIPLE SCLEROSIS SO	CIFTY			Perso	on X	Business
Street	JOILTI			1 1 0.30	<u> </u>	Business
733 3RD AVE FL 3						
City		State	Zip code	Forei	gn Count	ry
NEW YORK		NY	10017			
Relationship	Foundation Status					
N/A	[509(a)(1)					Ta
Purpose of grant/contribution						Amount
General & Unrestricted	==144= -44= - 1.11	1 h 1		Hit , Earlie 140° am	4Htatif	100 300 min will sell sell sell sell sell sell sell s
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NATIONAL PARKS CONSERVATION	ASSOCIATION			Perso	on X	Business
Street						•
1300 19TH ST NW STE 300						
City			Zip code	Forei	gn Count	ry
WASHINGTON		DC	20036			
Relationship	Foundation Status					
N/A	[509(a)(1)					10
Purpose of grant/contribution General & Unrestricted						Amount
	GERGEMM, NH., THE ZATE	** at _ a 11		SO BEE BEE JE	WEERHEEPH	5,000 5,000 5,000
<u> 1994 - The Subsumer of Subsumer of Subsumer (1992 - 1</u>	######################################	. 1.1 +	MITTEL TURL 1924			
NATURAL HISTORY MUSEUM OF TH	E ADIRONDACKS			Perso	on X	Business
Street						
45 MUSEUM DR						
City		State	Zip code	Forei	gn Count	ry
TUPPER LAKE		NY	12986			
Relationship	Foundation Status					
N/A	[509(a)(1)					TA
Purpose of grant/contribution The Wild Center Program						Amount
		1 11417	PL 148 98 199		* PPC - 18=3	1,000 1,000 1,000
ъншинашинишшинашиневиченийшшишшишшина Name	nadementandens-senate	~ 5 ME-E:		_===	64 - (1184)	
NATURAL HISTORY MUSEUM OF TH	E ADIRONDACKS			Perso	on X	Business
Street					•	•
45 MUSEUM DR						
City			Zip code	Foreig	gn Count	ry
TUPPER LAKE	<u> </u>	NY	12986			
Relationship	Foundation Status					
N/A Purpose of grant/contribution	[509(a)(1)		-			Amount
The Wild Center's Youth Climate Summ	ut					5,000
	interest in the second of the	ı dı'	na a tati	THE ALL POL		
ли от	∟ #H Shin an D el	iti	= ui thi	ifee==+4M- fili K	343 c 1 i) c=; 4:1	· 'F#F-p-1##'### +1###1##1
NATURE CONSERVANCY - ADIROND	ACK CHAPTER			Perso	on X	Business
Street						
PO BOX 65			,			
City			Zip code	Forei	gn Count	ry
KEENE VALLEY	<u></u>	<u>NY</u>	12943			
Relationship	Foundation Status					
N/A Purpose of grant/contribution	<u> 509(a)(1)</u>					Amount
General & Unrestricted						6,500
	THE T-11 IN THE THE	, h. 13.	Table State of the		WE ANATHA	
Name	the region of the section				'411# -1	num um um tamentam tantam tama
NATURE CONSERVANCY - ADIROND	ACK CHAPTER			Perso	n X	Business
Street						
P O BOX 65						
City			Zip code	Foreig	gn Count	ry
KEENE VALLEY		NY	12943			
Relationship	Foundation Status					
N/A	509(a)(1)					TA
Purpose of grant/contribution Heart of the Adırondacks Campaign						Amount
ricart of the Autonidacks Campaign	<u> </u>					40,000

1,000

Grabe Family Foundation, Inc. 06-1532628 Page 3 of 6 Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year Recipient(s) paid during the year X Business NORMA F PFRIEM BREAST CARE CENTER INC Person Street 111 BEACH RD State Zip code City Foreign Country 06824 **FAIRFIELD** CT Relationship Foundation Status N/A 509(a)(3) Purpose of grant/contribution Amount General & Unrestricted 10.000 **OUTWARD BOUND INTERNATIONAL INC X** Business Person Street 1914 E 9400 S State Zip code City **Foreign Country** SANDY 84093 Relationship Foundation Status N/A 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 10,000 X Business PAUL SMITHS COLLEGE OF ARTS AND SCIENCES Person Street **PO BOX 265** City State Zip code Foreign Country **PAUL SMITHS** NY 12970 Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount Adırondack Watershed Institute's Salt Study 1,000 TERMERUNGENDE EDUEGOREGOGENDE EN ERREÍNDES ZOS TOLLONA, A GESANEGNOE EDUEGOREGOGENDE EN ESANEGO GERÓNE, OU LEDUEGOREGENÍCIO. Name PEOPLE FOR THE ETHICAL TREATMENT OF ANIMALS INC Person X Business Street 501 FRONT ST City Foreign Country State Zip code 23510 **NORFOLK** VA Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 经通过通过通过通过通过通过的。 第一次,我们就是是一个人的,我们就是一个人的,我们就是一个人的,我们就是一个人的,我们就是一个人的,他们就是一个人的,我们就是一个人的,我们就是一个人的,我们就 Name PEQUOT LIBRARY ASSOCIATION **X** Business Person Street 720 PEQUOT AVE City State Zip code Foreign Country **SOUTHPORT** 06890 Relationship Foundation Status 509(a)(1) Purpose of grant/contribution **Amount** General & Unrestricted 1.000 Name PROJECT MEDSEND X Business Person Street PO BOX 1098 State Zip code City Foreign Country **ORANGE** CT 06477 Relationship Foundation Status 509(a)(1) Purpose of grant/contribution

General & Unrestricted

250

Grabe Family Foundation, Inc. Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year Recipient(s) paid during the year Person PURRE WATER COALITION FOUNDATION INC X Business Street 2340 PERIWINKLE WAY J-2 City State Zip code Foreign Country SANIBEL 33957 Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 1,000 addinasisht diff. 141 a 77 a 200 a SANIBEL-CAPTIVA CONSERVATION FOUNDATION INC Person X Business Street PO BOX 839 City State Zip code Foreign Country SANIBEL 33957 Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted <u>1,0</u>00 SIMPLY SMILES INC X Business Person Street 1771 POST RD E City State Zip code Foreign Country WESTPORT 06880 Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted Name SIMPLY SMILES INC Person **X** Business Street 1771 POST RD E City State Zip code Foreign Country WESTPORT 06880 CT Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted "那样",我还是一种"我们的""我们,我们是一个人,我们是一个人,我们是一个人,我们就是一个人,我们就是一个人的,我们就是一个人的人,我们就是一个人的人,我们就 Name SOUTHPORT CONGREGATIONAL CHURCH - UNITED CHURCH OF CHRIST Person Street PO BOX 366 City State Zip code Foreign Country 06890 SOUTHPORT Foundation Status Relationship 509(a)(1) Purpose of grant/contribution Amount 10,000 General & Unrestricted Name ST JUDE CHILDRENS RESEARCH HOSPITAL INC X Business Person Street 262 DANNY THOMAS PL City State Zip code Foreign Country **MEMPHIS** TN 38105 Foundation Status Relationship

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

20,000

Grabe Family Foundation, Inc. 06-1532628 Page 5 of 6 Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year Recipient(s) paid during the year X Business ST LAWRENCE UNIVERSITY Person Street 23 ROMODA DR State Zip code Foreign Country City NY 13617 CANTON Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 1,000 ,此,后间,:曲。才信言胜,(宋史·朗·尼州·广州) Name X Business **TETON ARTS COUNCIL** Person Street PO BOX 627 Foreign Country City State Zip code **DRIGGS** 83422 Foundation Status Relationship 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 200 Name X Business THE GREATER BOSTON FOOD BANK INC Person Street 70 S BAY AVE State Zip code City Foreign Country **BOSTON** MA 02118 Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted THE MARITIME AQUARIUM AT NORWALK INC Person X Business Street 10 N WATER ST City State Zip code Foreign Country 06854 SOUTH NORWALK CT Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount General & Unrestricted 5,000 Name THE MARITIME AQUARIUM AT NORWALK INC Person X Business Street 10 N WATER ST City State Zip code Foreign Country SOUTH NORWALK l06854 CT Relationship Foundation Status 509(a)(1) Purpose of grant/contribution Amount **RED APPLE** 5,000 Name THE NATURE CONSERVANCY IN CONNECTICUT Person X Business Street <u>55 HIGH</u> ST State Zip code Foreign Country City **MIDDLETOWN** CT 06457 Foundation Status Relationship 509(a)(1) Purpose of grant/contribution

TNC CT Campaign

10920 WILSHIRE BLVD STE 900						
City		1	Zip code	Foreign C	Country	
LOS ANGELES	Farmate the Ot of	CA	90024			
Relationship	Foundation Status	:				
N/A Purpose of grant/contribution	[509(a)(1)				A 4	
					Amount	
UCLA Anderson Board of Visitors Fu	U. 10 Inter Arms is many room many		- mail: max 35/H =	and and a management of the	A. S. 2119	10,000
Name						
UNQUOWA SCHOOL ASSOCIATIO	N INC			Person	X Business	
Street						
981 STRATFIELD RD						
City		State	Zip code	Foreign C	Country	
FAIRFIELD		СТ	06825			
Relationship	Foundation Status					
N/A	509(a)(1)					
Purpose of grant/contribution					Amount	
General & Unrestricted						5,000
	788661865 886538662965896	3 8 84384		4 230 245534505557		
Name		.4555-1111 2 5				.m.z::########
UNQUOWA SCHOOL ASSOCIATIO	N INC			Person	X Business	
Street				1 1 013011	1 V Ingrames	
981 STRATFIELD RD						
City		State	Zip code	Foreign C	`ountry	
FAIRFIELD		CT	06825	li oreign c	Journary	
Relationship	Foundation Status	L CI	100025			
	•					
N/A	509(a)(1)					
Purpose of grant/contribution					Amount	
Annual Fund			onnererendiar a.c.		Halar transfer	4,000
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Name						
UPPER SARANAC LAKE FOUNDAT	TION INC			Person	X Business	
Street						
C/0 WILLIAM A SWEENEY CPA				,		
City		State	Zip code	Foreign C	Country	
SARANAC LAKE		NY	12983			
Relationship	Foundation Status					
N/A	509(a)(1)					
Purpose of grant/contribution					Amount	
General & Unrestricted					İ	1,000
		EEF-M				
Name					11 83 81 11 11 11 12 12 13 14 14 12 13 14 14 17 17 17 17 17 17 17 17 17 17 17 17 17	-21111-1-222-1-1112-23-1
UPPER SARANAC LAKE FOUNDAT	TION INC			Person	X Business	
Street				1, 1, 1, 2, 2, 2, 1,	1 // 12 40 // 1000	
C/0 WILLIAM A SWEENEY CPA						
City		State	Zip code	Foreign C	'ountry	
SARANAC LAKE		NY	12983	, oreign o	- Cultury	
Relationship	Foundation Status	L. 141	112300			
N/A						
Purpose of grant/contribution	509(a)(1)				A 4	
					Amount	
Fire Boat Project				***		1,000
Name						
	 		 	Person	Business	
Street						
City		State	Zip code	Foreign C	ountry	
		<u></u>				
Relationship	Foundation Status					
Purpose of grant/contribution					Amount	
<u> </u>						0