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

2009

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation M BONNIE AXTHELM CHARITABLE FOUNDATION C/O NANCY AXTHELM	A Employer identification number 06-6444196
	Number and street (or P O box number if mail is not delivered to street address) 33 MINUTE MAN HILL	Room/suite
	City or town, state, and ZIP code WESTPORT, CT 06880	B Telephone number 203-324-4341
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 414990. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	13236.		N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	8908.	8903.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-40426.			
	b Gross sales price for all assets on line 6a	271491.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	-18282.	8903.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2	3750.	0.	0.
	c Other professional fees	STMT 3	2626.	2626.	0.
	17 Interest				
	18 Taxes	STMT 4	44.	44.	44.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	314.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		6734.	2670.	44.
25 Contributions, gifts, grants paid		24500.		24500.	
26 Total expenses and disbursements. Add lines 24 and 25		31234.	2670.	24544.	
27 Subtract line 26 from line 12:		-49516.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		6233.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		545.	27756.	27756.
	2 ^a Savings and temporary cash investments		15679.		
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 6	415160.	203708.	232215.
	c Investments - corporate bonds	STMT 7	0.	90341.	90341.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	0.	64678.	64678.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► <u>DUE FROM CLAT</u>)		4615.	0.	0.
	16 Total assets (to be completed by all filers)		435999.	386483.	414990.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		384791.	384791.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		51208.	1692.	
	30 Total net assets or fund balances		435999.	386483.	
	31 Total liabilities and net assets/fund balances		435999.	386483.	

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	435999.
2 Enter amount from Part I, line 27a	2	-49516.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	386483.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	386483.

M BONNIE AXTHELM CHARITABLE FOUNDATION
 Form 990-PF (2009) **C/O NANCY AXTHELM**

06-6444196 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a SEE ATTACHED SCHEDULE LONG TERM			P	VARIOUS	VARIOUS
b SEE ATTACHED SCHEDULE SHORT TERM			P		
c CAPITAL GAINS DIVIDENDS					
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 211288.		250965.			-39677.
b 60083.		60952.			-869.
c 120.					120.
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}		3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	21188.	428626.	.049432
2007	18870.	472635.	.039925
2006	20600.	445272.	.046264
2005	17700.	409884.	.043183
2004	17103.	378524.	.045183

2 Total of line 1, column (d)	2	.223987
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	.044797
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	388142.
5 Multiply line 4 by line 3	5	17388.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	62.
7 Add lines 5 and 6	7	17450.
8 Enter qualifying distributions from Part XII, line 4	8	24544.

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.

M BONNIE AXTHELM CHARITABLE FOUNDATION

Form 990-PF (2009)

C/O NANCY AXTHELM

06-6444196

Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2009 estimated tax payments and 2008 overpayment credited to 2009

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ►

6a	656.
6b	
6c	
6d	

7	656.
8	
9	
10	594.

594. Refunded ► 11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a		X
1b		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

	X
--	---

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

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. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

	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*

	X
--	---

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	X
--	---

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

	X
--	---

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:

	X
--	---

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

	X
7	X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

	X
--	---

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*

	X
--	---

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

	X
--	---

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

	X
--	---

10 X

Form 990-PF (2009)

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?

13 X

Website address ► **N/A**

14 The books are in care of ► **MEGAN A. BROWN**

Telephone no. ►

Located at ► **19 MILES RD, DARIEN, CT**

ZIP+4 ► **06820**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year

► 15**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):

 Yes No

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

 Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

 Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

 Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

 Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

 Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

 Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

N/A►

1b

Organizations relying on a current notice regarding disaster assistance check here

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?

1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes No

If "Yes," list the years ► **2006**,

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

2b X

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

 Yes No

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

N/A

3b

b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)

4a X

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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

M BONNIE AXTHELM CHARITABLE FOUNDATION

Form 990-PF (2009)

C/O NANCY AXTHELM

06-6444196

Page 6

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No

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

N/A
►

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

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

Yes No

6b

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

If "Yes" to 6b, file Form 8870.

Yes No

X

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

Yes No

N/A

7b

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.

(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
MEGAN A. BROWN 19 MILES RD DARIEN, CT 06820	TRUSTEE 10.00	0.	0.	0.
NANCY AXTHELM 33 MINUTE MAN HILL WESTPORT, CT 06880	TRUSTEE 10.00	0.	0.	0.
STEPHEN AXTHELM 46 HILLANDALE RD WESTPORT, CT 06880	TRUSTEE 10.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

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

►

0

Form 990-PF (2009)

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. 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**

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		
3		

All other program-related investments. See instructions.

3		
Total. Add lines 1 through 3		► 0.

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	372063.
b Average of monthly cash balances	1b	21990.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	394053.
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	394053.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5911.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	388142.
6 Minimum investment return. Enter 5% of line 5	6	19407.

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	19407.
2a Tax on investment income for 2009 from Part VI, line 5	2a	62.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	62.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	19345.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	19345.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	19345.

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	24544.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	24544.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	62.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	24482.

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				19345.
2 Undistributed income, if any, as of the end of 2008			21346.	
a Enter amount for 2008 only				
b Total for prior years: 2006, _____		438.		
3 Excess distributions carryover, if any, to 2009:		0.		
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 24544.			21346.	
a Applied to 2008, but not more than line 2a				
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			3198.	
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:		0.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		438.		
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		438.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				16147.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ASSUMPTION CHURCH 98 RIVERSIDE AVENUE WESTPORT, CT 06880	NONE	501C	UNRESTRICTED	6000.
CENTER FOR HOPE 590 POST ROAD DANIEL, CT 06820	NONE	501C	UNRESTRICTED	5500.
MARQUETTE UNIVERSITY 615 N 11TH STREET MILWAUKEE, WI 53233	NONE	501C	UNRESTRICTED	5000.
UNITARIAN CHURCH 10 LYONS PLAINS ROAD WESTPORT, CT 06880	NONE	501C	UNRESTRICTED	8000.
Total			► 3a	24500.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Part XVI, B Relationship of Activities

Relationship of Activities to the Accomplishment of Exempt Purposes

M BONNIE AXTHELM CHARITABLE FOUNDATION

Form 990-PF (2009)

C/O NANCY AXTHELM

06-6444196

Page 13

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

	Yes	No
1a(1)	X	
1a(2)	X	
1b(1)	X	
1b(2)	X	
1b(3)	X	
1b(4)	X	
1b(5)	X	
1b(6)	X	
1c	X	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO INC	9028.	120.	8908.
TOTAL TO FM 990-PF, PART I, LN 4	9028.	120.	8908.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3750.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3750.	0.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	2626.	2626.		0.
TO FORM 990-PF, PG 1, LN 16C	2626.	2626.		0.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	44.	44.		44.
TO FORM 990-PF, PG 1, LN 18	44.	44.		44.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	314.	0.		0.
TO FORM 990-PF, PG 1, LN 23	314.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
417 SHRS ISHARES TRUST	0.	0.
1585.216 SHRS GATEWAY FUND	0.	0.
1470.87 SHRS OAKMARK EQUITY & INCOME FD	0.	0.
1,100.929 SHRS FAIRHOLME FUND	0.	0.
379.431 SHRS VANGUARD 500 INDEX FUND	0.	0.
1585.18 SHRS NATIXIS GATEWAY Y	0.	0.
1746.19 SHRS NUVEEN SANTA BARBARA	0.	0.
CORPORATE STOCK	203708.	232215.
TOTAL TO FORM 990-PF, PART II, LINE 10B	203708.	232215.

FORM 990-PF

CORPORATE BONDS

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	90341.	90341.
TOTAL TO FORM 990-PF, PART II, LINE 10C	90341.	90341.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE	COST	64678.	64678.
TOTAL TO FORM 990-PF, PART II, LINE 13		64678.	64678.

Scotag Advisory

REALIZED GAINS AND LOSSES

M Bonnie Arthelm Charitable Foundation (8141-8963) Schwab

 U/A DTD 2/25/97 - Nancy Arthelm, Stephen Arthelm & Megan Brown TTEE
 From 12-31-08 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
11-16-07	03-11-09	396.3040	GATEWAY Y	11,286.74 L		8,437.13 L		-2,849.61
11-16-07	03-18-09	225.0000	GATEWAY Y	6,408.00 L		5,051.25 L		-1,356.75
11-16-07	03-18-09	499.0020	OAKMARK EQUITY & INCOME FD	14,466.07 L		10,000.00 L		-4,466.07
09-10-08	03-18-09	1,490.5750	PIMCO TOTAL RETURN FUND	16,147.38 S		15,000.00 S	-1,147.38	
11-19-07	03-18-09	417.0000	ISHARES BARCLAYS TIPS BOND FD	44,211.37 L		42,348.62 L		-1,862.75
12-19-07	04-02-09	550.4680	FAIRHOLME FUND	17,244.82 L		11,070.79 L		-6,174.03
12-19-07	04-29-09	522.9970	FAIRHOLME FUND	16,384.22 L		11,864.41 L		-4,519.81
12-17-08	04-29-09	22.0960	FAIRHOLME FUND	466.66 S		501.26 S		34.60
12-17-08	04-29-09	5.3740	FAIRHOLME FUND	113.50 S		121.91 S		8.41
11-16-07	04-29-09	74.2800	GATEWAY Y	2,115.50 L		1,732.51 L		-382.99
12-27-07	04-29-09	3.0320	GATEWAY Y	86.95 L		70.72 L		-16.23
03-27-08	04-29-09	3.6440	GATEWAY Y	100.67 L		84.99 L		-15.68
06-23-08	04-29-09	351.8890	GATEWAY Y	10,000.00 S		8,207.47 S		-1,792.53
06-26-08	04-29-09	1.7020	GATEWAY Y	47.40 S		39.70 S		-7.70
06-26-08	04-29-09	3.3960	GATEWAY Y	94.59 S		79.21 S		-15.38
07-03-08	04-29-09	76.5480	GATEWAY Y	2,113.19 S		1,785.40 S		-327.79
03-01-04	04-29-09	614.4940	COLUMBIA VALUE AND RESTRUCT FUND CL Z	14,897.99 L		18,760.50 L		3,862.51
09-25-07	04-29-09	3.0240	COLUMBIA VALUE AND RESTRUCT FUND CL Z	174.63 L		92.32 L		-82.31
12-11-07	04-29-09	5.8080	COLUMBIA VALUE AND RESTRUCT FUND CL Z	328.55 L		177.32 L		-151.23

Sontag Advisory

REALIZED GAINS AND LOSSES

 M Bonnie Axthelm Charitable Foundation (8141-8963) Schwab
 U/A DTD 2/25/97 - Nancy Axthelm, Stephen Axthelm & Megan Brown TTEE

From 12-31-08 Through 12-31-09

Open Date	Close Date	Quantity	Security	Gain Or Loss			
				Cost Basis	Amort. or Accretion	Proceeds	Short Term Long Term
12-18-07	04-29-09	3.7820	COLUMBIA VALUE AND RESTRUCT FUND CL Z	209.17 L		115.46 L	.93.71
03-25-08	04-29-09	0.6940	COLUMBIA VALUE AND RESTRUCT FUND CL Z	36.69 L		21.19 L	-15.50
06-26-08	04-29-09	0.2410	COLUMBIA VALUE AND RESTRUCT FUND CL Z	13.50 S		7.36 S	-6.14
06-26-08	04-29-09	1.5580	COLUMBIA VALUE AND RESTRUCT FUND CL Z	87.33 S		47.57 S	-39.76
09-23-08	04-29-09	2.2010	COLUMBIA VALUE AND RESTRUCT FUND CL Z	99.60 S		67.20 S	-32.40
12-10-08	04-29-09	4.0670	COLUMBIA VALUE AND RESTRUCT FUND CL Z	118.46 S		124.16 S	5.70
03-24-09	04-29-09	2.8680	COLUMBIA VALUE AND RESTRUCT FUND CL Z	78.08 S		87.56 S	9.48
07-03-08	08-13-09	430.5860	GATEWAY Y	11,886.81 L		10,429.54 L	-1,457.27
09-26-08	08-13-09	7.7000	GATEWAY Y	213.97 S		186.51 S	-27.46
12-31-08	08-13-09	11.1350	GATEWAY Y	269.01 S		269.71 S	0.70
03-27-09	08-13-09	7.4380	GATEWAY Y	167.72 S		180.16 S	12.44
06-26-09	08-13-09	2.6080	GATEWAY Y	61.72 S		63.17 S	1.45
11-16-07	11-03-09	654.0220	MATTHEWS ASIAN FUNDS ASIAN GROWTH AND INC	13,976.45 L		10,000.00 L	-3,976.45
06-24-08	11-03-09	1,501.2410	NUVEEN SANTA BARBARA GRW FD R	31,188.14 L		24,620.80 L	-6,567.34

Sontag Advisory

REALIZED GAINS AND LOSSES

M Bonnie Axthelm Charitable Foundation (8141-8963) Schwab
U/A DTD 2/25/97 - Nancy Axthelm, Stephen Axthelm & Megan Brown TTEE
From 12-31-08 Through 12-31-09

Open Date	Close Date	Quantity	Security	Gain Or Loss				
				Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
08-21-08	11-03-09	244.9580	NUVEEN SANTA BARBARA GRW FDR	5,000.00	L	4,017.38	L	-982.62
04-29-09	11-03-09	282.4700	NUVEEN SANTA BARBARA GRW FDR	4,000.00	S	4,632.59	S	632.59
11-16-07	11-03-09	149.6100	OAKMARK EQUITY & INCOME FD	4,337.19	L	3,696.86	L	-640.33
12-13-07	11-03-09	44.1920	OAKMARK EQUITY & INCOME FD	1,194.51	L	1,091.98	L	-102.53
12-13-07	11-03-09	17.7460	OAKMARK EQUITY & INCOME FD	479.68	L	438.50	L	-41.18
06-23-08	11-03-09	179.8560	OAKMARK EQUITY & INCOME FD	5,000.00	L	4,444.24	L	-555.76
07-03-08	11-03-09	517.1780	OAKMARK EQUITY & INCOME FD	14,000.00	L	12,779.48	L	-1,220.52
12-18-08	11-03-09	37.8830	OAKMARK EQUITY & INCOME FD	808.80	S	936.09	S	127.29
12-18-08	11-03-09	25.4360	OAKMARK EQUITY & INCOME FD	543.05	S	628.52	S	85.47
09-11-08	11-03-09	114.3530	VANGUARD 500 INDEX SIGNAL SHS	10,929.25	L	9,104.14	L	-1,825.11
09-11-08	11-03-09	183.9040	VANGUARD 500 INDEX SIGNAL SHS	17,580.49	L	14,641.40	L	-2,939.09
09-11-08	11-03-09	75.6210	VANGUARD 500 INDEX SIGNAL SHS	7,238.78	L	6,020.52	L	-1,218.26

Sontag Advisory

REALIZED GAINS AND LOSSES

M Bonnie Axthelm Charitable Foundation (8141-8963) Schwab
U/A DTD 2/25/97 - Nancy Axthelm, Stephen Axthelm & Megan Brown TTEE
 From 12-31-08 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
09-25-08	11-03-09	2.2050	VANGUARD 500 INDEX SIGNAL SHS	202.64	L	175.55		-27.09
12-26-08	11-03-09	3.3480	VANGUARD 500 INDEX SIGNAL SHS	221.89	S	266.55	S	44.66
03-26-09	11-03-09	2.6970	VANGUARD 500 INDEX SIGNAL SHS	170.74	S	214.72	S	43.98
04-29-09	11-03-09	59.8230	VANGUARD 500 INDEX SIGNAL SHS	4,000.00	S	4,762.76	S	762.76
06-23-09	11-03-09	2.4260	VANGUARD 500 INDEX SIGNAL SHS	165.29	S	193.14	S	27.85
09-28-09	11-03-09	2.3220	VANGUARD 500 INDEX SIGNAL SHS	187.97	S	184.87	S	-3.10
03-18-09	12-09-09	1,974.6790	PIMCO MTG BACKED SECURITIES FD I	20,000.00	S	20,738.89	S	738.89
03-31-09	12-09-09	4.9220	PIMCO MTG BACKED SECURITIES FD I	50.25	S	51.69	S	1.44
04-30-09	12-09-09	7.7880	PIMCO MTG BACKED SECURITIES FD I	79.83	S	81.79	S	1.96
04-30-09	12-09-09	2.9290	PIMCO MTG BACKED SECURITIES FD I	30.02	S	30.76	S	0.74
05-29-09	12-09-09	9.4950	PIMCO MTG BACKED SECURITIES FD I	98.37	S	99.72	S	1.35
05-29-09	12-09-09	0.0040	PIMCO MTG BACKED SECURITIES FD I	0.04	S	0.04	S	0.00

Sontag Advisory

REALIZED GAINS AND LOSSES

M. Bonnie Axthelm Charitable Foundation (8141-8963) Schwab

RTD 32507-*Nancy Arthlem Stenon Arthlem & Megan Brown TIEE*

From 12-31-08 Through 12-31-08

Account performance reflects the reinvestment of dividends and is net of applicable commissions, transaction fees, all investment management fees and any other related account expenses. Past performance is not indicative of future results and does not guarantee future positive returns. Performance results have been calculated and compiled solely by Soning Advisory LLC and are based upon information provided by the account custodian. The results have not been independently verified. Note: Please contact Soning Advisory LLC if there are any changes in your financial situation, investment objectives or if you wish to add or modify any reasonable restrictions to the management of your account. Our current disclosure statement as set forth on Part II of Form ADV is available for review upon your request at any time. The Form ADV Part II contains important information about our firm, the fees and any potential conflicts of interest that may apply to your advisory account.