Form 990-PF

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

OMB No 1545-0052

2009

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
OTTO AND FRAN WALTER FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
THE BRICK HOUSE, 7 OAK STREET

City or town, state, and ZIP code
BOOTHBAY HARBOR, ME 04538

A Employer identification number
13-1625529

B Telephone number
207-633-7300

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 12,715,738.

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	353,407.	353,407.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<72,681.>			
	b	Gross sales price for all assets on line 6a 7,764,421.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications			25,000.	
	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	280,726.	353,407.	25,000.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	137,305.	34,326.		102,979.
	14	Other employee salaries and wages	22,284.	5,571.		16,713.
	15	Pension plans, employee benefits	13,093.	3,273.		9,819.
	16a	Legal fees STMT 2	628.	157.		471.
	b	Accounting fees STMT 3	14,800.	7,400.		7,400.
	c	Other professional fees STMT 4	70,426.	35,213.		34,751.
	17	Interest				
	18	Taxes STMT 5	4,993.	0.		0.
	19	Depreciation and depletion	4,802.	0.		
	20	Occupancy	14,595.	3,649.		10,946.
	21	Travel, conferences, and meetings	21,641.	5,410.		16,231.
	22	Printing and publications	125.	35.		90.
	23	Other expenses STMT 6	36,932.	8,719.		28,213.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	341,624.	103,753.		227,613.
	25	Contributions, gifts, grants paid	723,740.			703,740.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,065,364.	103,753.		931,353.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<784,638.>			
	b	**Net investment income** (if negative, enter -0-)		249,654.		
	c	**Adjusted net income** (if negative, enter -0-)			25,000.	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		33,093.	33,093.
	2	Savings and temporary cash investments	507,524.	134,357.	134,357.
	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	14,270.	9,277.	9,277.
	10a	Investments - U S and state government obligations STMT 8	3,119,031.	2,730,247.	2,908,978.
	b	Investments - corporate stock STMT 9	7,091,665.	6,973,344.	8,061,031.
	c	Investments - corporate bonds STMT 10	1,320,058.	1,431,705.	1,486,723.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶ 35,191.			
		Less accumulated depreciation STMT 11 ▶ 15,540.	23,351.	19,651.	19,651.
	15	Other assets (describe ▶ STATEMENT 12)	62,590.	62,628.	62,628.
	16	**Total assets** (to be completed by all filers)	12,138,489.	11,394,302.	12,715,738.
Liabilities	17	Accounts payable and accrued expenses	24,465.	28,054.	
	18	Grants payable	2,361,990.	1,826,250.	
	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)	2,386,455.	1,854,304.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	9,752,034.	9,539,998.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	9,752,034.	9,539,998.	
	31	**Total liabilities and net assets/fund balances**	12,138,489.	11,394,302.	

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	9,752,034.
2	Enter amount from Part I, line 27a	2	<784,638.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	580,740.
4	Add lines 1, 2, and 3	4	9,548,136.
5	Decreases not included in line 2 (itemize) ▶ PROGRAM RELATED EXPENSES	5	8,138.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,539,998.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	7,764,421.		7,837,102.	<72,681.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				<72,681.>

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 <72,681.>

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	965,224.	15,081,812.	.063999
2007	951,141.	15,453,815.	.061547
2006	1,017,171.	14,713,542.	.069132
2005	977,368.	14,586,933.	.067003
2004	3,542,926.	8,122,580.	.436182

2	Total of line 1, column (d)	2	.697863
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	.139573
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,417,279.
5	Multiply line 4 by line 3	5	1,593,544.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,497.
7	Add lines 5 and 6	7	1,596,041.
8	Enter qualifying distributions from Part XII, line 4	8	939,491.

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

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			1	4,993.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	4,993.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,993.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	14,270.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	14,270.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	9,277.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	9,277.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,ME			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.WALTERFOUNDATION.ORG

14 The books are in care of ▶ NEIL SUMNER, CPA Telephone no ▶212-938-1930

Located at ▶115 WEST 29TH ST., SUITE 603, NEW YORK, NY ZIP+4 ▶10001-5060

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	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 ▶ ______, ______, ______, ______			
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) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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
FRANK G. HELMAN 88 APPALACHEE ROAD BOOTHBAY HARBOR, ME 04538	PRESIDENT 30.00	60,000.	0.	252.
MARTHA H. PEAK 88 APPALACHEE ROAD BOOTHBAY HARBOR, ME 04538	VICE-PRESIDENT 30.00	45,000.	0.	252.
CARL R. GRIFFIN, III 59 ATLANTIC AVE BOOTHBAY HARBOR, ME 04538	SECRETARY 0.25	1,800.	0.	0.
FRITZ WEINSCHENK 3051 GRAND AVENUE BALDWIN, NY 11510	TREASURER 10.00	30,000.	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

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 PRODUCTION AND PUBLICATION OF BOOK ON GUATEMALA LITERACY PROJECT-IN BOTH ENGLISH AND SPANISH TO SHOW POTENTIAL DONORS AND STUDENTS THE BENEFIT OF READING AND SCHOOLING.	8,138.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	8,138.

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	11,315,893.
b	Average of monthly cash balances		1b	275,253.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	11,591,146.
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	11,591,146.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	173,867.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	11,417,279.
6	**Minimum investment return.** Enter 5% of line 5		6	570,864.

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	570,864.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 4,993.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,993.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	565,871.
4	Recoveries of amounts treated as qualifying distributions		4	25,000.
5	Add lines 3 and 4		5	590,871.
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	590,871.

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	931,353.
b	Program-related investments - total from Part IX-B	1b	8,138.
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	939,491.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	939,491.

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

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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					590,871.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years. ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	3,146,493.				
b From 2005	257,246.				
c From 2006	301,119.				
d From 2007	198,918.				
e From 2008	217,663.				
f Total of lines 3a through e		4,121,439.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $	939,491.				
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					590,871.
e Remaining amount distributed out of corpus		348,620.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		4,470,059.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		3,146,493.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		1,323,566.			
10 Analysis of line 9					
a Excess from 2005	257,246.				
b Excess from 2006	301,119.				
c Excess from 2007	198,918.				
d Excess from 2008	217,663.				
e Excess from 2009	348,620.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 13

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				
Total			▶ 3a	703,740.
b *Approved for future payment*				
FED. ASSOC. INFO. & ADVICE FOR NAZI VICTIMS HOLWEIDER STR. 13-15 COLOGNE, GERMANY 51065	N/A	PUBLIC CHARITY	TO AID NAZI VICTIMS TO OBTAIN GOV'T BENEFITS	20,000.
Total			▶ 3b	20,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	353,407.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<72,681.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		280,726.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 280,726.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

923621
02-02-10

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

		Yes	No
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	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 5/8/10 Date | ▶ PRESIDENT Title

Paid Preparer's Use Only

Preparer's signature ▶ N. Sumner | Date 5/4/10 | Check if self-employed ▶ ☒ | Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code ▶ NEIL SUMNER, CPA
115 WEST 29TH STREET, SUITE 603
NEW YORK, NEW YORK 10001

EIN ▶

Phone no. (212) 938-1930

Form 990-PF (2009)

OTTO AND FRAN WALTER FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
13-1625529 PAGE 1 OF 12

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1960 GENUINE PART	P	11/28/08	01/26/09
b	2870 PATTERSON UTI ENERGY INC	P	07/23/08	01/08/09
c	1360 SHERWIN WILLIAMS	P	11/25/08	01/26/09
d	1730 3M COMPANY	P	12/05/08	02/12/09
e	1960 AON CORPORATION	P	11/04/08	02/24/09
f	4520 HOME DEPOT INC	P	12/31/07	02/10/09
g	1690 KIMBERLY-CLARK CORP	P	09/05/08	02/10/09
h	940 PROCTER AND GAMBLE	P	11/20/08	02/10/09
i	1240 WAL-MART STORES INC	P	04/24/08	02/10/09
j	7150 COMCAST CORP	P	11/20/08	03/19/09
k	590 DOLLAR TREE STORES	P	01/11/07	03/19/09
l	4100 NATL SEMICONDUCTOR	P	06/27/08	03/19/09
m	580 PUBLIC STORAGE	P	01/30/09	03/19/09
n	4150 THE CHARLES SCHWAB CORP	P	09/17/08	03/19/09
o	3250 ACCENTURE LTD	P	10/02/07	04/03/09

	(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	61,927.		78,015.	<16,088.>
b	36,692.		86,148.	<49,456.>
c	65,713.		71,206.	<5,493.>
d	92,512.		106,345.	<13,833.>
e	77,970.		83,943.	<5,973.>
f	99,221.		119,698.	<20,477.>
g	85,518.		105,245.	<19,727.>
h	49,416.		60,149.	<10,733.>
i	60,218.		69,571.	<9,353.>
j	92,493.		106,071.	<13,578.>
k	23,908.		19,006.	4,902.
l	39,720.		84,058.	<44,338.>
m	32,455.		37,299.	<4,844.>
n	59,423.		96,350.	<36,927.>
o	90,053.		124,397.	<34,344.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<16,088.>
b				<49,456.>
c				<5,493.>
d				<13,833.>
e				<5,973.>
f				<20,477.>
g				<19,727.>
h				<10,733.>
i				<9,353.>
j				<13,578.>
k				4,902.
l				<44,338.>
m				<4,844.>
n				<36,927.>
o				<34,344.>

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	

923591
04-24-09

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	6710 AMR CORPORATION	P	11/10/08	04/03/09
b	2280 AUTO DATA PROCESSING	P	09/19/08	04/03/09
c	7100 EMC CORP MASS	P	02/13/09	04/30/09
d	410 EXXON MOBIL CORP	P	11/14/05	04/23/09
e	1570 MCKESSON CORP	P	02/10/09	04/08/09
f	1300 MONSANTO CO NEW DEL	P	10/20/08	04/23/09
g	2430 STATE STREET	P	01/30/09	04/30/09
h	2440 ST. JUDE MEDICAL INC	P	05/15/08	04/03/09
i	4460 UNUM GROUP	P	11/15/07	04/15/09
j	5710 WILLIAMS COMPANIES	P	01/02/09	04/15/09
k	5270 ALTRIA GROUP INC	P	10/16/07	05/05/09
l	3040 BMC SOFTWARE	P	12/04/08	05/27/09
m	970 BARD CR INCORPORATED	P	01/02/09	05/11/09
n	3950 CA INC	P	11/20/08	05/21/09
o	870 CHEVRON TEXACO COR	P	07/02/04	05/15/09

	(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	21,262.		72,097.	<50,835.>
b	80,464.		101,254.	<20,790.>
c	85,599.		84,854.	745.
d	26,882.		19,264.	7,618.
e	53,770.		72,258.	<18,488.>
f	101,881.		111,677.	<9,796.>
g	88,816.		73,818.	14,998.
h	89,749.		98,952.	<9,203.>
i	62,370.		103,226.	<40,856.>
j	72,052.		77,809.	<5,757.>
k	88,683.		108,402.	<19,719.>
l	103,307.		71,492.	31,815.
m	67,944.		78,714.	<10,770.>
n	69,825.		65,658.	4,167.
o	59,696.		34,764.	24,932.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<50,835.>
b				<20,790.>
c				745.
d				7,618.
e				<18,488.>
f				<9,796.>
g				14,998.
h				<9,203.>
i				<40,856.>
j				<5,757.>
k				<19,719.>
l				31,815.
m				<10,770.>
n				4,167.
o				24,932.

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	

OTTO AND FRAN WALTER FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
13-1625529 PAGE 3 OF 12

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	3961 KROGER CO	P	08/21/06	05/21/09
b	2760 MARATHON OIL CORP	P	04/20/09	05/20/09
c	4840 MYLAN INC	P	03/23/09	05/27/09
d	2370 PG & E CORP	P	12/04/08	05/12/09
e	1440 NORTHERN TRUST GROUP	P	10/17/07	05/15/09
f	6500 SAFEWAY INC	P	12/18/08	05/11/09
g	580 VALERO ENERGY CORP NEW	P	10/20/08	05/05/09
h	2050 WAL-MART STORES INC	P	04/24/08	05/19/09
i	450 APOLLO GROUP INC	P	01/30/09	06/25/09
j	3640 BANK OF NY MELLON	P	12/04/08	06/05/09
k	980 CEPHALON INC	P	11/24/08	06/04/09
l	2030 CHUBB CORPORATION	P	09/26/07	06/18/09
m	3190 CROWN HOLDINGS INC	P	02/10/09	06/05/09
n	1460 DOLLAR TREE STORES	P	01/11/07	06/18/09
o	4380 FIDELITY NATIONAL INF	P	12/26/08	06/17/09

	(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	85,178.		91,707.	<6,529.>
b	79,899.		78,096.	1,803.
c	60,683.		66,317.	<5,634.>
d	87,683.		88,906.	<1,223.>
e	76,956.		102,184.	<25,228.>
f	70,549.		80,159.	<9,610.>
g	11,958.		11,257.	701.
h	100,097.		115,017.	<14,920.>
i	29,471.		35,739.	<6,268.>
j	100,169.		100,890.	<721.>
k	55,156.		74,916.	<19,760.>
l	82,193.		106,368.	<24,175.>
m	76,996.		68,071.	8,925.
n	62,193.		47,032.	15,161.
o	87,896.		70,960.	16,936.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<6,529.>
b				1,803.
c				<5,634.>
d				<1,223.>
e				<25,228.>
f				<9,610.>
g				701.
h				<14,920.>
i				<6,268.>
j				<721.>
k				<19,760.>
l				<24,175.>
m				8,925.
n				15,161.
o				16,936.

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	

923591
04-24-09

CONTINUATION FOR 990-PF, PART IV

OTTO AND FRAN WALTER FOUNDATION, INC. 13-1625529 PAGE 4 OF 12

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1735 GENERAL MILLS	P	10/16/06	06/04/09
b	2230 TRAVELERS COMPANIES INC	P	05/08/07	06/17/09
c	3600 VALERO ENERGY CORP NEW	P	10/20/08	06/12/09
d	2320 DARDEN RESTAURANTS	P	02/26/09	07/17/09
e	2880 ELI LILLY CORP	P	11/20/08	07/14/09
f	210 EXXON MOBIL CORP	P	11/14/05	07/06/09
g	3220 HASBRO INC	P	02/23/07	07/13/09
h	370 MEDCOHEALTH SOLUTIONS	P	06/18/07	07/06/09
i	3630 XILINX INC	P	03/18/08	07/13/09
j	1190 YUM BRANDS INC	P	03/16/09	07/22/09
k	4670 CHARLES SCHWAB	P	06/05/09	08/10/09
l	1080 DUN & BRADSTREET	P	12/16/08	08/25/09
m	310 INTERCONTINENTAL EXCHANGE	P	06/24/09	08/12/09
n	1650 SEMPRA ENERGY	P	03/31/09	08/25/09
o	2020 SOUTH WESTERN ENERGY CO	P	05/07/09	08/10/09

	(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	89,352.		95,972.	<6,620.>
b	96,272.		124,989.	<28,717.>
c	66,121.		69,870.	<3,749.>
d	75,098.		61,256.	13,842.
e	95,057.		94,309.	748.
f	14,838.		9,867.	4,971.
g	74,371.		94,678.	<20,307.>
h	17,018.		14,880.	2,138.
i	70,197.		85,994.	<15,797.>
j	40,163.		34,414.	5,749.
k	82,371.		85,366.	<2,995.>
l	79,989.		76,408.	3,581.
m	28,722.		35,655.	<6,933.>
n	83,551.		75,718.	7,833.
o	83,430.		87,274.	<3,844.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<6,620.>
b				<28,717.>
c				<3,749.>
d				13,842.
e				748.
f				4,971.
g				<20,307.>
h				2,138.
i				<15,797.>
j				5,749.
k				<2,995.>
l				3,581.
m				<6,933.>
n				7,833.
o				<3,844.>

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

OTTO AND FRAN WALTER FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
13-1625529 PAGE 5 OF 12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	2380 UNITED PARCEL SERVICE	P	03/19/09	08/12/09
b	1180 YUM BRANDS INC	P	03/16/09	08/12/09
c	2360 AMERN TOWER CORP	P	04/30/09	09/14/09
d	4980 ANNALY CAPITAL	P	06/04/09	09/16/09
e	1870 BIOGEN IDEC INC	P	10/28/08	09/30/09
f	640 CHEVRON TECACO COR	P	07/02/04	09/30/09
g	1920 EXELON CORP	P	07/09/09	09/30/09
h	900 L-3 COMMUNICATIONS HLDS	P	11/13/07	09/30/09
i	890 MARVEL ENTERTAINMENT	P	07/14/09	09/14/09
j	700 MORGAN STANLEY	P	12/18/08	09/30/09
k	3230 PACTIV CORPORATION	P	11/10/08	09/02/09
l	2190 VERIZON COMMUNICATIONS	P	05/22/06	09/25/09
m	330 A T & T	P	12/09/05	10/15/09
n	300 BAXTER INTERNATIONAL INC	P	11/03/05	10/15/09
o	100 CISCO SYSTEMS INC	P	07/21/04	10/15/09

	(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	129,161.		106,634.	22,527.
b	43,059.		34,125.	8,934.
c	80,285.		79,542.	743.
d	87,144.		71,941.	15,203.
e	93,817.		76,321.	17,496.
f	45,020.		25,573.	19,447.
g	95,912.		92,240.	3,672.
h	73,294.		99,004.	<25,710.>
i	43,157.		32,877.	10,280.
j	21,180.		12,587.	8,593.
k	81,751.		81,483.	268.
l	64,748.		76,853.	<12,105.>
m	8,452.		8,098.	354.
n	17,415.		11,497.	5,918.
o	2,392.		2,207.	185.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				22,527.
b				8,934.
c				743.
d				15,203.
e				17,496.
f				19,447.
g				3,672.
h				<25,710.>
i				10,280.
j				8,593.
k				268.
l				<12,105.>
m				354.
n				5,918.
o				185.

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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	5730 CORNING CO	P	05/07/09	10/28/09
b	130 EXXON MOBIL CORP	P	11/14/05	10/15/09
c	30 FRANKLIN RESOURCES	P	05/18/09	10/15/09
d	1120 FREEPORT MCMORAN	P	02/12/09	10/15/09
e	280 HEWLETTT-PACKARD CO	P	11/09/04	10/15/09
f	280 INTEL CORP	P	04/03/09	10/15/09
g	50 INTL BUSINESS MACHINES CO	P	02/14/06	10/15/09
h	7040 MARVELL TECH GROUP	P	04/03/09	10/28/09
i	200 MCDONALDS CORP	P	03/13/06	10/15/09
j	3610 MORGAN STANLEY	P	12/18/08	10/28/09
k	390 SYMANTEC	P	03/17/08	10/15/09
l	1220 WYETH	P	01/30/09	10/29/09
m	3510 AK STEEL HOLDING CORP	P	08/07/09	11/16/09
n	2970 CELANESE CORP	P	05/21/09	11/04/09
o	3740 DEAN FOODS CO	P	05/18/09	11/12/09

	(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	89,176.		89,855.	<679.>
b	8,944.		6,108.	2,836.
c	3,161.		1,890.	1,271.
d	91,523.		34,666.	56,857.
e	13,215.		6,432.	6,783.
f	5,644.		4,351.	1,293.
g	6,256.		4,467.	1,789.
h	103,054.		64,766.	38,288.
i	11,273.		6,963.	4,310.
j	125,979.		64,912.	61,067.
k	6,450.		5,858.	592.
l	61,482.		53,872.	7,610.
m	62,694.		75,853.	<13,159.>
n	83,150.		62,258.	20,892.
o	62,673.		69,199.	<6,526.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<679.>
b				2,836.
c				1,271.
d				56,857.
e				6,783.
f				1,293.
g				1,789.
h				38,288.
i				4,310.
j				61,067.
k				592.
l				7,610.
m				<13,159.>
n				20,892.
o				<6,526.>

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	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	2470 DRESSER RAND GROUP	P	06/04/09	11/06/09
b	3390 FORD MOTOR COMPANY	P	05/12/09	11/16/09
c	870 GENERAL CABLE CP	P	06/17/09	11/16/09
d	6161 PFIZER INCORPORATED	P	10/22/08	11/13/09
e	1310 SPX CORPORATION	P	07/15/09	11/12/09
f	10 ABBOTT LABS	P	11/12/09	12/01/09
g	40 AGILENT TECHNOLOGIESE	P	09/14/09	12/14/09
h	40 A T & T	P	12/09/05	12/01/09
i	80 AMERICAN EXPRESS	P	06/17/09	12/16/09
j	20 AMERIPRISE FINANCIAL INC	P	10/25/07	12/01/09
k	20 AMERISOURCEBERGEN	P	07/09/09	12/01/09
l	10 AMGEN INCORPORATED	P	09/09/08	12/01/09
m	70 APACHE CORP	P	06/05/09	12/16/09
n	10 AUTOZONE INC	P	09/16/08	12/16/09
o	20 AVERY DENNISON	P	11/16/09	12/16/09

	(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	72,367.		71,385.	982.
b	28,232.		18,614.	9,618.
c	29,802.		34,828.	<5,026.>
d	105,674.		105,139.	535.
e	72,825.		70,506.	2,319.
f	535.		515.	20.
g	1,164.		1,074.	90.
h	1,077.		984.	93.
i	3,245.		2,006.	1,239.
j	757.		817.	<60.>
k	492.		359.	133.
l	568.		621.	<53.>
m	6,633.		5,923.	710.
n	1,546.		1,391.	155.
o	750.		777.	<27.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				982.
b				9,618.
c				<5,026.>
d				535.
e				2,319.
f				20.
g				90.
h				93.
i				1,239.
j				<60.>
k				133.
l				<53.>
m				710.
n				155.
o				<27.>

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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	1860 B J S WHOLESALE CLUB INC	P	05/21/09	12/14/09
b	360 BANK OF AMERICA	P	07/17/09	12/16/09
c	20 BAXTER INTERNATIONAL INC	P	11/03/05	12/16/09
d	90 BIG LOTS INC	P	09/14/09	12/16/09
e	50 CH ROBINSON WORLD	P	03/23/09	12/16/09
f	10 CAMPBELL SOUP COMPANY	P	06/04/09	12/01/09
g	10 CAPITAL ONE FINANCE	P	09/16/09	12/01/09
h	10 CHEVRON TEXACO COR	P	07/02/04	12/01/09
i	200 CISCO SYSTEMS INC	P	07/21/04	12/16/09
j	20 COCA COLA	P	11/12/09	12/01/09
k	20 CONAGRA	P	02/10/09	12/01/09
l	110 CONOCOPHILLIPS	P	09/26/07	12/16/09
m	90 DEL MONTE FOODS CO	P	09/25/09	12/16/09
n	70 DEVON ENERGY	P	06/05/09	12/16/09
o	120 DIRECT TV	P	09/28/07	12/16/09

	(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	60,067.		67,555.	<7,488.>
b	5,605.		4,756.	849.
c	1,130.		766.	364.
d	2,475.		2,341.	134.
e	2,879.		2,434.	445.
f	344.		347.	<3.>
g	381.		380.	1.
h	782.		400.	382.
i	4,729.		4,414.	315.
j	1,154.		1,090.	64.
k	442.		350.	92.
l	5,600.		8,326.	<2,726.>
m	973.		1,016.	<43.>
n	4,496.		4,346.	150.
o	3,925.		2,903.	1,022.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<7,488.>
b				849.
c				364.
d				134.
e				445.
f				<3.>
g				1.
h				382.
i				315.
j				64.
k				92.
l				<2,726.>
m				<43.>
n				150.
o				1,022.

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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	70 DONNELLEY RR & SON CO	P	08/01/08	12/01/09
b	20 DR PEPPER SNAPPLE CO	P	05/06/09	12/01/09
c	10 EASTMAN CHEMICAL CO	P	07/15/08	12/01/09
d	50 EXXON MOBIL CORP	P	11/14/05	12/16/09
e	250 FIFTH THIRD BANCORP	P	08/07/09	12/16/09
f	890 FLOWSERVE CORPORATION	P	08/20/09	12/18/09
g	50 FORD MOTOR COMPANY	P	05/12/09	12/01/09
h	20 FRANKLIN RESOURCES	P	05/18/09	12/16/09
i	220 FREEPORT MCMORAN	P	02/12/09	12/16/09
j	10 GENERAL ELECTRIC CO	P	07/02/04	12/01/09
k	10 GILEAD SCIENCES INC	P	10/20/08	12/01/09
l	440 GOLDMAN SACHS	P	03/31/09	12/18/09
m	40 HEWLETT-PACKARD CO	P	11/09/04	12/16/09
n	20 HOSPIRA	P	09/30/09	12/16/09
o	20 ILLINOIS TOOL WORKS	P	09/30/09	12/16/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,491.		1,470.	21.
b	527.		422.	105.
c	598.		645.	<47.>
d	3,686.		2,349.	1,337.
e	2,519.		2,423.	96.
f	88,082.		79,300.	8,782.
g	431.		275.	156.
h	2,182.		1,260.	922.
i	17,337.		6,809.	10,528.
j	152.		320.	<168.>
k	462.		456.	6.
l	72,175.		45,575.	26,600.
m	1,988.		1,144.	844.
n	938.		884.	54.
o	958.		854.	104.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				21.
b				105.
c				<47.>
d				1,337.
e				96.
f				8,782.
g				156.
h				922.
i				10,528.
j				<168.>
k				6.
l				26,600.
m				844.
n				54.
o				104.

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	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	110 INTEL CORP	P	04/03/09	12/16/09
b	70 INTERNATIONAL BUSINESS MACHINES CORP	P	02/14/06	12/16/09
c	1660 INTERNATIONAL PAPER	P	06/10/09	12/18/09
d	180 JOHNSON & JOHNSON	P	07/14/04	12/16/09
e	170 JP MORGAN CHASE & CO	P	10/28/08	12/16/09
f	20 KINETIC CONCEPTS INC	P	09/25/09	12/16/09
g	40 LOCKHEED MARTIN CORP	P	07/14/04	12/16/09
h	60 MACYS INC	P	11/06/07	12/16/09
i	30 MCDONALDS CORP	P	03/13/06	12/16/09
j	60 MDU RESOURCES	P	11/06/09	12/16/09
k	70 MEDCOHEALTH SOLUTIONS	P	06/18/07	12/16/09
l	200 MICRON TECHNOLOGY INC	P	05/21/09	12/16/09
m	50 MICROSOFT CORP	P	11/09/04	12/01/09
n	200 MOLEX INCOPORATED	P	08/20/09	12/16/09
o	70 PROCTER AND GAMBLE	P	11/20/08	12/16/09

	(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	2,153.		1,709.	444.
b	9,041.		6,254.	2,787.
c	43,369.		26,498.	16,871.
d	11,644.		10,914.	730.
e	6,957.		6,543.	414.
f	679.		716.	<37.>
g	3,064.		2,030.	1,034.
h	1,013.		1,333.	<320.>
i	1,861.		1,044.	817.
j	1,360.		1,266.	94.
k	4,543.		2,815.	1,728.
l	1,649.		1,120.	529.
m	1,483.		1,453.	30.
n	4,005.		3,564.	441.
o	4,362.		4,479.	<117.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				444.
b				2,787.
c				16,871.
d				730.
e				414.
f				<37.>
g				1,034.
h				<320.>
i				817.
j				94.
k				1,728.
l				529.
m				30.
n				441.
o				<117.>

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	

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Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	90 PRUDENTIAL FINANCIAL	P	06/15/09	12/16/09
b	10 RAYTHEON COMPANY	P	08/21/06	12/01/09
c	20 REINSURANCE GP AMER NEW	P	10/28/09	12/16/09
d	80 SYMANTEC	P	03/17/08	12/16/09
e	30 TUPPERWARE BRANDS	P	09/15/09	12/16/09
f	1450 URS CORP	P	06/24/09	12/04/09
g	10 UNITED TECHNOLOGIES CORP	P	08/07/08	12/01/09
h	1230 UNIVERSAL HLTH SVS	P	06/30/09	12/18/09
i	60 WATERS CORP	P	06/17/09	12/16/09
j	50 WESTERN DIGITAL CORP	P	05/21/09	12/16/09
k	40 ZIMMER HOLDINGS INC	P	08/20/09	12/16/09
l	3090 AGILENT TECHNOLOGIES	P	09/14/09	01/04/10
m	580 AMERIPRISE FINANCIAL INC	P	10/25/07	01/05/10
n	610 GOLDMAN SACHS	P	03/31/09	01/04/10
o	1710 JP MORGAN CHASE & CO	P	10/28/08	01/05/10

	(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	4,368.		3,582.	786.
b	505.		472.	33.
c	925.		968.	<43.>
d	1,406.		1,202.	204.
e	1,433.		1,197.	236.
f	61,238.		68,132.	<6,894.>
g	672.		638.	34.
h	74,126.		66,808.	7,318.
i	3,649.		2,927.	722.
j	1,919.		1,220.	699.
k	2,357.		1,878.	479.
l	93,837.		82,973.	10,864.
m	22,558.		23,684.	<1,126.>
n	100,619.		63,184.	37,435.
o	70,971.		65,817.	5,154.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				786.
b				33.
c				<43.>
d				204.
e				236.
f				<6,894.>
g				34.
h				7,318.
i				722.
j				699.
k				479.
l				10,864.
m				<1,126.>
n				37,435.
o				5,154.

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	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	220 MCDONALDS CORP	P	03/13/06	01/05/10
b	CASH IN LIEU PFIZER	P	10/22/08	11/13/09
c	50M US TREASURY NOTES DUE 5/15/14	P	08/17/06	05/07/09
d	50M US TREASURY NOTES DUE 10/31/11	P	02/05/07	01/13/09
e	100M FEDERAL FARM CREDIT BK DUE 03/16/12	P	05/31/05	05/07/09
f	75M FEDERAL HOME LOAN BANK DUE 05/13/11	P	11/10/04	01/13/09
g	75M FEDERAL HOME LOAN BANK DUE 03/16/09	P	05/26/04	03/16/09
h	100M METLIFE INC DUE 12/01/11	P	10/15/04	09/14/09
i	50M SBC COMMUNICATIONS DUE 11/15/20	P	06/18/07	09/14/09
j	GNMA/FNMA POOL PRINCIPAL PAYMENTS	P	VARIOUS	VARIOUS
k				
l				
m				
n				
o				

	(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	13,888.		7,659.	6,229.
b	12.			12.
c	56,266.		49,806.	6,460.
d	55,000.		49,676.	5,324.
e	107,058.		101,595.	5,463.
f	79,069.		75,346.	3,723.
g	75,000.		75,000.	0.
h	107,296.		101,366.	5,930.
i	52,270.		49,250.	3,020.
j	341,994.		341,994.	0.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				6,229.
b				12.
c				6,460.
d				5,324.
e				5,463.
f				3,723.
g				0.
h				5,930.
i				3,020.
j				0.
k				
l				
m				
n				
o				

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	<72,681.>
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

923591
04-24-09

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property	Date placed in service	Method/IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
4	FURNITURE	090104	SL	7.00	16	3,177.		1,967.	454.
5	COMPUTERS	102604	SL	5.00	16	3,136.		2,613.	523.
6	COMPUTERS	061405	SL	5.00	16	2,127.		1,523.	425.
7	FURNITURE	030305	SL	7.00	16	1,122.		614.	160.
8	EQUIPMENT	070106	SL	5.00	16	3,024.		1,512.	605.
9	FURNITURE & FIXTURES	070107	SL	7.00	16	8,049.		1,725.	1,150.
10	OFFICE EQUIPMENT	070107	SL	5.00	16	1,091.		327.	218.
11	FURNITURE & FIXTURES	020608	SL	7.00	16	1,470.		193.	210.
12	COMPUTERS	050708	SL	5.00	16	1,593.		212.	319.
13	DRIVEWAY	111708	SL	15.00	16	9,300.		52.	620.
14	FILING CABINET	032709	SL	7.00	16	1,102.			118.
	* TOTAL 990-PF PG 1 DEPR					35,191.	0.	10,738.	4,802.

916261
04-24-09

- Current year section 179 (D) - Asset disposed

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INCOME	41,668.	0.	41,668.
CHARLES SCHWAB	311,739.	0.	311,739.
TOTAL TO FM 990-PF, PART I, LN 4	353,407.	0.	353,407.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	628.	157.		471.
TO FM 990-PF, PG 1, LN 16A	628.	157.		471.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARTERLY ACCOUNTING	5,900.	2,950.		2,950.
PREPARATION OF FINANCIAL STMTS	4,640.	2,320.		2,320.
TAX REPORT SERVICES	4,260.	2,130.		2,130.
TO FORM 990-PF, PG 1, LN 16B	14,800.	7,400.		7,400.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVICE	70,426.	35,213.		34,751.
TO FORM 990-PF, PG 1, LN 16C	70,426.	35,213.		34,751.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE	4,993.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,993.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TEL, COMPUTER & INTERNET	4,375.	1,094.		3,281.
INSURANCE	19,323.	4,831.		14,492.
OFFICE & POSTAGE	11,180.	2,794.		8,386.
DUES,FEES & PERMITS	2,054.	0.		2,054.
TO FORM 990-PF, PG 1, LN 23	36,932.	8,719.		28,213.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
ACCRUED GRANTS PAID	555,740.
RECOVERY OF PRIOR YEAR PROGRAM RELATED INVESTMENTS	25,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	580,740.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PER SCHEDULE ATTACHED	X		2,730,247.	2,908,978.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,730,247.	2,908,978.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,730,247.	2,908,978.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PER SCHEDULE ATTACHED	6,973,344.	8,061,031.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,973,344.	8,061,031.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PER SCHEDULE ATTACHED	1,431,705.	1,486,723.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,431,705.	1,486,723.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	3,177.	2,421.	756.
COMPUTERS	3,136.	3,136.	0.
COMPUTERS	2,127.	1,948.	179.
FURNITURE	1,122.	774.	348.
EQUIPMENT	3,024.	2,117.	907.
FURNITURE & FIXTURES	8,049.	2,875.	5,174.
OFFICE EQUIPMENT	1,091.	545.	546.

FURNITURE & FIXTURES	1,470.	403.	1,067.
COMPUTERS	1,593.	531.	1,062.
DRIVEWAY	9,300.	672.	8,628.
FILING CABINET	1,102.	118.	984.
TOTAL TO FM 990-PF, PART II, LN 14	35,191.	15,540.	19,651.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT - RENT	800.	960.	960.
ACCRUED INVESTMENT INCOME	41,790.	41,668.	41,668.
PAINTING	20,000.	20,000.	20,000.
TO FORM 990-PF, PART II, LINE 15	62,590.	62,628.	62,628.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARTHA H. PEAK, VICE PRESIDENT AND GRANTS DIRECTOR
OTTO AND FRAN WALTER FOUNDATION, 7 OAK STREET
BOOTHBAY HARBOR, ME 04538

TELEPHONE NUMBER

207-633-7300

FORM AND CONTENT OF APPLICATIONS

E-MAIL TO GRANTS@WALTERFOUNDATION.ORG REQUESTING FOUNDATION'S GUIDELINES FOR GIVING BEFORE SUBMITTING GRANT REQUEST.

ANY SUBMISSION DEADLINES

APPLICATIONS CONTINUOUSLY ACCEPTED THROUGHOUT YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS OR TO ANY PROGRAM OR ORGANIZATION THAT HAS A PURELY RELIGIOUS OR ETHNIC AGENDA OR THAT DISCRIMINATES BASED ON SEX OR SEXUAL ORIENTATION.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
FED. ASSOC. INFO. & ADVICE FOR NAZI VICTIMS HOLWEIDER STR. 13-15 COLOGNE, GERMANY 51065	N/A TO AID NAZI VICTIMS TO OBTAIN GOVERNMENT BENEFITS	PUBLIC CHARITY	10,000.
EUROPEAN UNION STUDIES CENTER, THE GRADUATE CENTER FOUNDATION 365 FIFTH AVENUE NEW YORK, NY 10016	N/A GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	85,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FL NEW YORK, NY 10018	N/A TO FUND OPERATING EXPENSES OF BERLIN OFFICE	PUBLIC CHARITY	27,340.
METROPOLITAN OPERA NYC LINCOLN CENTER NEW YORK, NY 10023	N/A GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
MUSKINGUM COLLEGE 163 STORMONT STREET NEW CONCORD, OH 43762	N/A TO SUPPORT CONSTRUCTION OF NEW BUILDING FOR MUSIC DEPARTMENT	PUBLIC CHARITY	312,500.
NEW YORK LAW SCHOOL 57 WORTH STREET NEW YORK, NY 10013	N/A ENDOWMENT OF THE OTTO L. WALTER DISTINGUISHED FACULTY CHAIR	PUBLIC CHARITY	103,400.
NOTFAR.ORG P.O. BOX 415 BUCKFIELD, ME 04220	N/A GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	87,500.
LOWERNINE.ORG 6018 EL DORADO STREET NEW ORLEANS, LA 70117	N/A COMMUNITY GARDENS IN NEW ORLEANS	PUBLIC CHARITY	13,000.

THE GERMAN INTERNATIONAL SCHOOL BOSTON 57 HOLTON STREET BOSTON, MA 02134	N/A CONSTRUCTION OF THREE CLASSROOMS	PUBLIC CHARITY	15,000.
SELFHELP COMMUNITY SERVICES 520 EIGHTH AVENUE NEW YORK, NY 10018	N/A NAZI VICTIM SERVICES PROGRAM	PUBLIC CHARITY	25,000.
FRIENDS OF THE JEWISH MUSEUM BERLIN 227 RIDGEVIEW ROAD PRINCETON, NJ 08540	N/A EDUCATIONAL WORKSHOP SERIES	PUBLIC CHARITY	10,000.
RUDOLF STEINER SCHOOL 15 EAST 79TH STREET NEW YORK, NY 10021	N/A LAURA NADEL ART & MUSIC FUND	PUBLIC CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			703,740.

Otto and Fran Walter Foundation, Inc. (FEIN: 13-1625529)

Attachment to Form 990-PF, Page 2, Line 10

Investments - stocks

December 31, 2009

No of shares	Stock	Cost Basis	Market Value
2,790	Abbott Labs	143,745	150,632
7,625	A T & T	187,500	213,729
2,930	American Express	83,080	118,724
3,170	Ameriprise Financial Inc	129,443	123,059
3,750	AmeriSourceBergen	67,334	97,762
2,130	Amgen Incorporated	132,254	120,494
1,230	Apache Corp	104,080	126,899
550	Apple Inc	113,239	115,903
580	Autozone Inc	80,653	91,681
2,590	Avery Dennison	100,671	94,509
7,090	Bank of America	93,667	106,775
1,630	Baxter International Inc	62,468	95,648
3,650	Big Lots Inc	94,940	105,777
710	Bucyrus Intl Inc	40,675	40,023
1,350	CH Robinson World	65,729	79,286
2,640	Campbell Soup Company	91,647	89,232
2,370	Capital One Finance	89,986	90,866
1,074	Chevron Texaco Corp	42,915	82,687
4,804	Cisco Systems Inc	106,025	115,008
3,340	Coca Cola	182,005	190,380
3,970	Conagra	69,534	91,508
2,870	Conocophillips	217,234	146,571
7,170	Del Monte Foods Co	80,920	81,308
1,610	Devon Energy	99,947	118,335
3,880	Direct TV	93,858	129,398
5,810	Donnelley RR & Son Co.	121,980	129,389
3,750	Dr Pepper Snapple Co	79,038	106,125
1,510	Eastman Chemical Co	97,440	90,962
4,085	Exxon Mobil Corp	191,938	278,556
4,210	Exco Resources Inc	86,794	89,378
3,720	Fifth Third Bancorp	36,051	36,270
9,680	Ford Motor Company	53,153	96,800
1,190	Franklin Resources	74,976	125,366
1,080	Freeport McMoran	33,428	86,713
8,745	General Electric Co	171,274	132,312
2,320	Gilead Sciences Inc	105,803	100,386
140	Google Inc Class A	77,702	86,797
3,320	Hanesbrands Inc	83,665	80,045
3,745	Hewlett-Packard Co	107,115	192,905

Otto and Fran Walter Foundation, Inc. (FEIN: 13-1625529)

Attachment to Form 990-PF, Page 2, Line 10
Investments - stocks
December 31, 2009

No of		Cost	Market
1,840	Hospira	81,368	93,840
4,450	Host Hotels & Resorts REIT	48,113	51,932
2,750	Illinois Tool Works	121,198	131,973
8,960	Intel Corp	139,230	182,784
2,065	International Business Machines Corp	184,503	270,309
4,010	International Paper	64,010	107,388
3,410	Johnson & Johnson	206,759	219,638
3,250	JPMorgan Chase & Co	125,090	135,427
2,130	Kinetic Concepts Inc	76,305	80,195
1,530	Lockheed Martin Corp	88,884	115,286
6,510	Macy's	144,596	109,108
1,820	McDonalds Corp	63,359	113,641
3,670	MDU Resources	77,429	86,612
1,820	Medcohealth Solutions	73,195	116,316
10170	Micron Technology	56,955	107,395
10560	Microsoft Corp	306,787	321,869
4,130	Molex Incorporated	73,594	89,002
510	Polo Ralph Lauren	38,896	41,300
1,820	Procter and Gamble	116,458	110,347
2,100	Prudential Financial	83,571	104,496
1,940	Pub Svs Ent Group Inc	65,465	64,505
1,751	Raytheon Company	82,691	90,212
1,650	Reinsurance GP Amer New	79,843	78,622
1,300	Rovi Corporation	41,554	41,431
5,780	Symantec	86,822	103,404
1,870	Tupperware Brands	74,639	87,086
2,460	United Technologies Corp	157,046	170,749
1,430	Waters Corp	69,758	88,603
1,350	Western Digital Corp	32,927	59,603
2,220	Williams Sonoma	48,738	46,132
4,250	Xcel Energy Inc	87,474	90,185
1,750	Zimmer Holdings Inc	82,181	103,443
		$6,973,344	$8,061,031

Otto and Fran Walter Foundation, Inc. (FEIN: 13-1625529)
Attachment to Form 990-PF, Page 2, Line 10
Investments-U.S. & Corporate Obligations
December 31, 2009

		Adjusted Cost Basis	Market Value
US Government Obligations (including agencies)			
	Treasury Notes		
50,000	US Treasury Notes 4.25% due 08/15/13	$49,689	$53,961
100,000	US Treasury Notes 5.125% due 05/15/2016	100,596	111,547
50,000	US Treasury Notes 4.75% due 05/15/2014	49,830	55,031
150,000	US Treasury Notes 4.875% due 08/15/2016	151,223	165,024
100,000	US Treasury Notes 4.5% due 11/15/2015	99,314	108,328
50,000	US Treasury Notes 4.875% due 06/30/2012	49,869	54,235
150,000	US Treasury Notes 1.625% due 01/15/2018	151,206	158,479
150,000	US Treasury Notes 2.125% due 01/15/19	153,620	160,254
		805,347	866,859
	US Government Agencies		
100,000	Federal Home Loan Bank 4.625% due 08/15/12	100,222	107,148
50,000	Federal Farm Credit Bank 4.625% due 03/16/12	50,553	53,398
150,000	Federal Farm Credit Bank 4.875% due 12/16/2015	142,750	160,915
100,000	Federal Farm Credit Bank 5.7% due 07/25/2016	102,915	111,989
200,000	Federal Home Loan Bank 5.00% due 12/09/2016	198,520	215,648
		594,960	649,098
	GNMA/FNMA (Mortgage Pass Through Certificates)		
	GNMA Pool #182496 9% due October 15, 2016	181	197
	FNMA Pool #725168 4.50% due February 01, 2019	83,138	87,149
	FNMA Pool #225109 5.000% due March 01, 2019	54,722	57,989
	FHLMC Pool C0-1811 5.000% due April 01, 2034	109,576	112,925
	FHLMC Pool #A2-5752 due August 1, 2034	59,304	63,463
	FNMA Pool #555591 5.5% due July 1, 2033	71,031	74,778
	FHLMC Pool G1-1594 5.5% due August 1, 2019	54,647	58,465
	FNMA Pool #254721 5% due May 1, 2018	63,995	67,814
	FHLMC G1-2709 5% due July 7, 2022	61,361	64,429
	FNMA Pool #255814 5.5% due August 1, 2035	69,212	72,690
	FHLMC Pool #G0-8005 5.50% due August 1, 2034	81,845	86,137
	FNMA Pool #886223 6% due August 1, 2036	57,606	61,242
	FNMA Pool #936935 6% due May 1, 2037	117,804	125,241
	FHLMC A6-6003 5% due August 1, 2037	92,179	94,679
	FHLMC G1-8245 4.5% due March 1, 2023	107,875	111,091
	FNMA Pool #889452 5.5% due May 1, 2038	114,555	120,133
	FNMA Pool #983077 5% due May 1, 2038	130,909	134,599
		1,329,940	1,393,021
	US Obligations - Total	2,730,247	2,908,978
	Corporate Bonds		
250,000	GE Capital 5.4% due 02/15/2017	247,155	253,920

Otto and Fran Walter Foundation, Inc. (FEIN: 13-1625529)
Attachment to Form 990-PF, Page 2, Line 10
Investments-U.S. & Corporate Obligations
December 31, 2009

		Adjusted	Market
150,000	Goldman Sachs 5.25% due 10/15/2013	151,445	159,287
100,000	Honeywell 5.3% due 03/01/2018	107,363	105,872
150,000	IBM 5.7% due 09/14/2017	155,826	164,099
100,000	Lowes 5.6% due 09/15/2012	102,765	109,447
150,000	McDonalds Corp. 5.75% due 03/01/2012	153,866	162,223
100,000	MetLife 6.125% due 12/01/2011	101,366	107,644
150,000	Oracle 5% due 07/08/2019	157,483	155,245
100,000	SBC Communication 5.3% due 11/15/2010	99,253	104,176
150,000	Target Corporation 5.875% due 07/15/2016	155,183	164,810
	Corporate bonds -Total	1,431,705	1,486,723