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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

OMB No 1545-0052

**2009**

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

THE LUCELIA FOUNDATION INC.

Number and street (or P O box number if mail is not delivered to street address)

625 CLINTON SQUARE

City or town, state, and ZIP code

ROCHESTER, NY 14604

A Employer identification number

13-4009608

B Telephone number (see page 10 of the instructions)

(585) 325-8075

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

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify)

16) \$ 4,438,329.

(Part I, column (d) must be on cash basis.)

**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see page 11 of the instructions))(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

Revenue

1 Contributions, gifts, grants, etc., received (attach schedule)

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

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all  
assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule) \*

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions) \*\*

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATCH 6

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

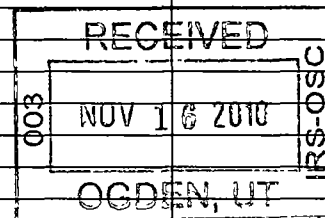
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

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

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



**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

|                                                                                                                   |                                                                                                                                                                  | Beginning of year | End of year    |                       |
|-------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                                   |                                                                                                                                                                  | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                                     | 1 Cash - non-interest-bearing . . . . .                                                                                                                          | 106,639.          | 358,251.       | 358,251.              |
|                                                                                                                   | 2 Savings and temporary cash investments . . . . .                                                                                                               | 12,290.           | 14,719.        | 14,719.               |
|                                                                                                                   | 3 Accounts receivable ▶                                                                                                                                          |                   |                |                       |
|                                                                                                                   | Less allowance for doubtful accounts ▶                                                                                                                           |                   |                |                       |
|                                                                                                                   | 4 Pledges receivable ▶                                                                                                                                           |                   |                |                       |
|                                                                                                                   | Less allowance for doubtful accounts ▶                                                                                                                           |                   |                |                       |
|                                                                                                                   | 5 Grants receivable . . . . .                                                                                                                                    |                   |                |                       |
|                                                                                                                   | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)                         |                   |                |                       |
|                                                                                                                   | 7 Other notes and loans receivable (attach schedule) ▶                                                                                                           |                   |                |                       |
|                                                                                                                   | Less allowance for doubtful accounts ▶                                                                                                                           |                   |                |                       |
|                                                                                                                   | 8 Inventories for sale or use . . . . .                                                                                                                          |                   |                |                       |
|                                                                                                                   | 9 Prepaid expenses and deferred charges . . . . .                                                                                                                |                   |                |                       |
|                                                                                                                   | 10 a Investments - U.S. and state government obligations (attach schedule)                                                                                       |                   |                |                       |
|                                                                                                                   | b Investments - corporate stock (attach schedule) <u>ATCH 7</u>                                                                                                  | 4,258,156.        | 3,746,763.     | 4,035,693.            |
|                                                                                                                   | c Investments - corporate bonds (attach schedule) <u>ATCH 8</u>                                                                                                  | 256,199.          | 29,174.        | 29,666.               |
|                                                                                                                   | 11 Investments - land, buildings, and equipment basis ▶                                                                                                          |                   |                |                       |
| Less accumulated depreciation (attach schedule) ▶                                                                 |                                                                                                                                                                  |                   |                |                       |
| 12 Investments - mortgage loans . . . . .                                                                         |                                                                                                                                                                  |                   |                |                       |
| 13 Investments - other (attach schedule)                                                                          |                                                                                                                                                                  |                   |                |                       |
| 14 Land, buildings, and equipment basis ▶                                                                         |                                                                                                                                                                  |                   |                |                       |
| Less accumulated depreciation (attach schedule) ▶                                                                 |                                                                                                                                                                  |                   |                |                       |
| 15 Other assets (describe ▶)                                                                                      |                                                                                                                                                                  |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . . | 4,633,284.                                                                                                                                                       | 4,148,907.        | 4,438,329.     |                       |
| <b>Liabilities</b>                                                                                                | 17 Accounts payable and accrued expenses . . . . .                                                                                                               |                   |                |                       |
|                                                                                                                   | 18 Grants payable . . . . .                                                                                                                                      |                   |                |                       |
|                                                                                                                   | 19 Deferred revenue . . . . .                                                                                                                                    |                   |                |                       |
|                                                                                                                   | 20 Loans from officers, directors, trustees, and other disqualified persons                                                                                      |                   |                |                       |
|                                                                                                                   | 21 Mortgages and other notes payable (attach schedule) . . . . .                                                                                                 |                   |                |                       |
|                                                                                                                   | 22 Other liabilities (describe ▶)                                                                                                                                |                   |                |                       |
| 23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                   |                                                                                                                                                                  |                   |                |                       |
| <b>Net Assets or Fund Balances</b>                                                                                | <b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <u>X</u><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
|                                                                                                                   | 24 Unrestricted . . . . .                                                                                                                                        | 4,633,284.        | 4,148,907.     |                       |
|                                                                                                                   | 25 Temporarily restricted . . . . .                                                                                                                              |                   |                |                       |
|                                                                                                                   | 26 Permanently restricted . . . . .                                                                                                                              |                   |                |                       |
|                                                                                                                   | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>                                            |                   |                |                       |
|                                                                                                                   | 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 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .                                                                          | 4,633,284.        | 4,148,907.     |                       |
| 31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .              | 4,633,284.                                                                                                                                                       | 4,148,907.        |                |                       |

**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 | 4,633,284. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -484,377.  |
| 3 Other increases not included in line 2 (itemize) <u>ATTACHMENT 9</u> . . . . .                                                                                       | 3 |            |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 4,148,907. |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                         | 5 |            |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | 6 | 4,148,907. |

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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<br>P-Purchase<br>D-Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|---------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 | J.P. MORGAN CHASE Bank    | P                                            | VAR                                  | VAR                              |
| b                                                                                                                                  | Pirates Cove PARTNERS LLC | P                                            | VAR                                  | VAR                              |
| c                                                                                                                                  |                           |                                              |                                      |                                  |
| d                                                                                                                                  |                           |                                              |                                      |                                  |
| e                                                                                                                                  |                           |                                              |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 847,663             |                                            | 926,337                                         | (78,673)                                     |
| b                     |                                            | 169,513                                         | (169,513)                                    |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

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<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|--------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| a                        |                                      |                                               |                                                                                              |
| b                        |                                      |                                               |                                                                                              |
| c                        |                                      |                                               |                                                                                              |
| d                        |                                      |                                               |                                                                                              |
| e                        |                                      |                                               |                                                                                              |

|                                                                                                                                                                                                                                    |                                                                                     |   |           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|-----------|
| 2 Capital gain net income or (net capital loss) . . . . .                                                                                                                                                                          | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | -239,446. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>If (loss), enter -0- in Part I, line 8. . . . . | { }                                                                                 | 3 |           |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2008                                                                 | 409,582.                                 | 4,656,863.                                   | 0.087952                                                  |
| 2007                                                                 | 355,312.                                 | 5,981,279.                                   | 0.059404                                                  |
| 2006                                                                 | 80,000.                                  | 5,492,348.                                   | 0.014566                                                  |
| 2005                                                                 | 254,596.                                 | 4,149,175.                                   | 0.061361                                                  |
| 2004                                                                 | 133,179.                                 | 3,190,526.                                   | 0.041742                                                  |

|                                                                                                                                                                                                                                           |   |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Total of line 1, column (d) . . . . .                                                                                                                                                                                                   | 2 | 0.265025   |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .                                                  | 3 | 0.053005   |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .                                                                                                                                                  | 4 | 3,871,301. |
| 5 Multiply line 4 by line 3 . . . . .                                                                                                                                                                                                     | 5 | 205,198.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                                    | 6 | 358.       |
| 7 Add lines 5 and 6 . . . . .                                                                                                                                                                                                             | 7 | 205,556.   |
| 8 Enter qualifying distributions from Part XII, line 4 . . . . .<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18. | 8 | 280,500.   |

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

|     |                                                                                                                                                                      |     |         |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .                                |     |         |
|     | Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)                                                          |     |         |
| b   | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . | 1   | 358.    |
| 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   |         |
| 3   | Add lines 1 and 2 . . . . .                                                                                                                                          | 3   | 358.    |
| 4   | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .                                                    | 4   | 0.      |
| 5   | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                             | 5   | 358.    |
| 6   | <b>Credits/Payments</b>                                                                                                                                              |     |         |
| a   | 2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .                                                                                          | 6 a | 13,446. |
| b   | Exempt foreign organizations-tax withheld at source . . . . .                                                                                                        | 6 b | 0.      |
| c   | Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                        | 6 c | 0.      |
| d   | Backup withholding erroneously withheld . . . . .                                                                                                                    | 6 d |         |
| 7   | Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                        | 7   | 13,446. |
| 8   | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .                        | 8   |         |
| 9   | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .                                                                | 9   |         |
| 10  | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .                                                    | 10  | 13,088. |
| 11  | Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> 13,088. <b>Refunded</b> <input type="checkbox"/> <b>11</b>         | 11  |         |

**Part VII-A Statements Regarding Activities**

|     |                                                                                                                                                                                                                                                                                                                                                                 | Yes | No |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                                  |     | X  |
| b   | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c   | Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .                                                                                                                                                                                                                                                                                           |     | X  |
| d   | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                                       |     |    |
| e   | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                                          |     |    |
| 2   | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                          |     | 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 . . . . .                                                                                                                            |     | X  |
| 4 a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                           |     | X  |
| b   | If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .                                                                                                                                                                                                                                                                               |     |    |
| 5   | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                    |     | X  |
| 6   | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .                    | X   |    |
| 7   | Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV . . .                                                                                                                                                                                                                         | X   |    |
| 8 a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> _____                                                                                                                                                                                                                |     |    |
| 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 on page 27)? 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  |

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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 page 20 of the instructions) . . . . . | 11                                                 |   | X |
| 12                                                                                        | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .                                                                                  | 12                                                 |   | X |
| 13                                                                                        | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .                                                                                    | 13                                                 | X |   |
| Website address <input type="checkbox"/> N/A                                              |                                                                                                                                                                                                                  |                                                    |   |   |
| 14                                                                                        | The books are in care of <input type="checkbox"/> FAMILY OFFICE PARTNERS, INC                                                                                                                                    | Telephone no <input type="checkbox"/> 585-325-8075 |   |   |
| Located at <input type="checkbox"/> 625 CLINTON SQUARE, ROCHESTER NY                      |                                                                                                                                                                                                                  | ZIP + 4 <input type="checkbox"/> 14604             |   |   |
| 15                                                                                        | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .                                                                                                    | <input type="checkbox"/>                           |   |   |
| and enter the amount of tax-exempt interest received or accrued during the year . . . . . |                                                                                                                                                                                                                  | <input type="checkbox"/> 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)                                                                                                                                                                                                                                                                                                                                                                                                                                      |                              |                                        |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . .                                                                                                                                                                                                                                                            | 1b                           | X                                      |
| Organizations relying on a current notice regarding disaster assistance check here . . . . .                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/>     |                                        |
| 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? . . . . .                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If "Yes," list the years <input type="checkbox"/> . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                |                              |                                        |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) . . . . .                                                                                                                                                                        | 2b                           | 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 <input type="checkbox"/> . . . . .                                                                                                                                                                                                                                                                                                                                                       |                              |                                        |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) . . . . . | 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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☒

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

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

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

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

If "Yes" to 6b, file Form 8870

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 10        |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

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

**Total number of other employees paid over \$50,000** ☒ NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . NONE

**Part IX-A Summary of Direct Charitable Activities**

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 NONE                                                                                                                                                                                                                                                 |          |
|                                                                                                                                                                                                                                                        |          |
| 2                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |
| 3                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |
| 4                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 NONE                                                                                                           |        |
|                                                                                                                  |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
| All other program-related investments. See page 24 of the instructions                                           |        |
| 3 NONE                                                                                                           |        |
|                                                                                                                  |        |
| <b>Total.</b> Add lines 1 through 3 . . . . .                                                                    |        |

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

|          |                                                                                                                           |           |            |
|----------|---------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.               |           |            |
| <b>a</b> | Average monthly fair market value of securities <i>STMT 11</i>                                                            | <b>1a</b> | 3,707,622. |
| <b>b</b> | Average of monthly cash balances                                                                                          | <b>1b</b> | 222,633.   |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                                   | <b>1c</b> | 0.         |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                                     | <b>1d</b> | 3,930,255. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                 | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                      | <b>2</b>  | 0.         |
| <b>3</b> | Subtract line 2 from line 1d                                                                                              | <b>3</b>  | 3,930,255. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 58,954.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4               | <b>5</b>  | 3,871,301. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                      | <b>6</b>  | 193,565.   |

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|           |                                                                                                           |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 193,565. |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                                    | <b>2a</b> | 358.     |
| <b>b</b>  | Income tax for 2009 (This does not include the tax from Part VI.)                                         | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 358.     |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 193,207. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |          |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 193,207. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  |          |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 193,207. |

**Part XII Qualifying Distributions** (see page 25 of the instructions)

|          |                                                                                                                                                                     |           |          |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                          |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                                       | <b>1a</b> | 280,500. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                                  | <b>1b</b> | 0.       |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | <b>2</b>  | 0.       |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                                |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                                      | <b>3a</b> | 0.       |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> | 0.       |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                   | <b>4</b>  | 280,500. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | <b>5</b>  | 358.     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | 280,142. |

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

|                                                                                                                                                                                      | (a)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 193,207.    |
| 2 Undistributed income, if any, as of the end of 2009                                                                                                                                |               |                            |             |             |
| a Enter amount for 2008 only . . . . .                                                                                                                                               |               |                            | 18,483.     |             |
| b Total for prior years 20 07, 20 06, 20 05 . . . . .                                                                                                                                |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2009                                                                                                                                    |               |                            |             |             |
| a From 2004 . . . . .                                                                                                                                                                |               |                            |             |             |
| b From 2005 . . . . .                                                                                                                                                                |               |                            |             |             |
| c From 2006 . . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2007 . . . . .                                                                                                                                                                |               |                            |             |             |
| e From 2008 . . . . .                                                                                                                                                                |               |                            |             | 0.          |
| f Total of lines 3a through e . . . . .                                                                                                                                              | 0.            |                            |             |             |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 280,500.                                                                                                              |               |                            |             |             |
| a Applied to 2008, but not more than line 2a . . . . .                                                                                                                               |               |                            | 18,483.     |             |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .                                                                     |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .                                                                             |               |                            |             |             |
| d Applied to 2009 distributable amount . . . . .                                                                                                                                     |               |                            |             | 193,207.    |
| e Remaining amount distributed out of corpus . . . . .                                                                                                                               | 68,810.       |                            |             |             |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )                                                  |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                   | 68,810.       |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .                                                                                           |               |                            |             |             |
| e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .                                                            |               |                            |             |             |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010. . . . .                                                               |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .                   |               |                            |             |             |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .                                                               |               |                            |             |             |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 68,810.       |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| a Excess from 2005 . . . . .                                                                                                                                                         |               |                            |             |             |
| b Excess from 2006 . . . . .                                                                                                                                                         |               |                            |             |             |
| c Excess from 2007 . . . . .                                                                                                                                                         |               |                            |             |             |
| d Excess from 2008 . . . . .                                                                                                                                                         |               |                            |             | 0.          |
| e Excess from 2009 . . . . .                                                                                                                                                         | 68,810.       |                            |             |             |

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4942(1)(5)

(4) Gross investment income .

[illegible]

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

| <div>Recipient</div> <div>Name and address (home or business)</div> | <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> | <div>Foundation status of recipient</div> | <div>Purpose of grant or contribution</div> | <div>Amount</div> |
|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------|-------------------|
| <b>a</b> Paid during the year<br>SEE ATTACHED STMT. 12              |                                                                                                                      |                                           |                                             | 280,500.          |
| <b>Total.</b> ..... ► <b>3a</b>                                     |                                                                                                                      |                                           |                                             | 280,500.          |
| <b>b</b> Approved for future payment                                |                                                                                                                      |                                           |                                             |                   |
| <b>Total.</b> ..... ► <b>3b</b>                                     |                                                                                                                      |                                           |                                             |                   |

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated.                    |                      | Unrelated business income | Excluded by section 512, 513, or 514 | (e)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions.) |
|--------------------------------------------------------------------|----------------------|---------------------------|--------------------------------------|--------------------------------------------------------------------------------------|
|                                                                    | (a)<br>Business code | (b)<br>Amount             | (c)<br>Exclusion code                | (d)<br>Amount                                                                        |
| <b>1</b> Program service revenue                                   |                      |                           |                                      |                                                                                      |
| <b>a</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>b</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>c</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>d</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>e</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>f</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>g</b> Fees and contracts from government agencies               |                      |                           |                                      |                                                                                      |
| <b>2</b> Membership dues and assessments . . . . .                 |                      |                           |                                      |                                                                                      |
| <b>3</b> Interest on savings and temporary cash investments        |                      |                           | 14                                   | 104.                                                                                 |
| <b>4</b> Dividends and interest from securities . . . . .          |                      |                           | 14                                   | 48,409.                                                                              |
| <b>5</b> Net rental income or (loss) from real estate:             |                      |                           |                                      |                                                                                      |
| <b>a</b> Debt-financed property . . . . .                          |                      |                           |                                      |                                                                                      |
| <b>b</b> Not debt-financed property . . . . .                      |                      |                           |                                      |                                                                                      |
| <b>6</b> Net rental income or (loss) from personal property .      |                      |                           |                                      |                                                                                      |
| <b>7</b> Other investment income . . . . .                         |                      |                           | 14                                   | -1,669.                                                                              |
| <b>8</b> Gain or (loss) from sales of assets other than inventory  |                      |                           | 18                                   | -239,446.                                                                            |
| <b>9</b> Net income or (loss) from special events . . . . .        |                      |                           |                                      |                                                                                      |
| <b>10</b> Gross profit or (loss) from sales of inventory . . . . . |                      |                           |                                      |                                                                                      |
| <b>11</b> Other revenue. <b>a</b> _____                            |                      |                           |                                      |                                                                                      |
| <b>b</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>c</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>d</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>e</b> _____                                                     |                      |                           |                                      |                                                                                      |
| <b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .        |                      |                           |                                      | -192,602.                                                                            |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .  |                      |                           |                                      | -192,602.                                                                            |

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

[illegible]



ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u>    | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|-----------------------|---------------------------------------------------|--------------------------------------|
| JP MORGAN CHASE       | 46.                                               | 46.                                  |
| PIRATES COVE PARTNERS | 58.                                               | 58.                                  |
| TOTAL                 | <u>104.</u>                                       | <u>104.</u>                          |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u>        | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|---------------------------|---------------------------------------------------|--------------------------------------|
| JP MORGAN CHASE BANK      | 18,518.                                           | 18,518.                              |
| TIFF                      | 2,234.                                            | 2,234.                               |
| PIRATES COVE PARTNERS LLC | 27,657.                                           | 27,657.                              |
| TOTAL                     | <u>48,409.</u>                                    | <u>48,409.</u>                       |

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-----------------------|-----------------------------------------|-----------------------------|
| PIRATES COVE PARTNERS | -1,669.                                 | -1,669.                     |
| TOTALS                | -1,669.                                 | -1,669.                     |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE                      | NET                  |
|-------------|------------------------------|----------------------|
|             | AND<br>EXPENSES<br>PER BOOKS | INVESTMENT<br>INCOME |
| BANK FEES   | 8,292.                       | 8,292.               |
| TOTALS      | 8,292.                       | 8,292.               |

ATTACHMENT 5FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| FOREIGN TAXES      | 2,673.                                            | 2,673.                               |
| EXCISE TAXES       | 250.                                              |                                      |
| TOTALS             | <u>2,923.</u>                                     | <u>2,673.</u>                        |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION            | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------|-----------------------------------------|-----------------------------|
| MISCELLANEOUS EXPENSES | 60.                                     | 60.                         |
| TOTALS                 | 60.                                     | 60.                         |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

| <u>DESCRIPTION</u>          | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-----------------------------|---------------------------------|------------------------------|-----------------------|
| STOCKS - JP MORGAN          | 893,497.                        | 608,496.                     | 774,493.              |
| TIFF US EQUITY FUND         | 437,472.                        | 440,206.                     | 335,666.              |
| PIRATES COVE PARTNERS LLC   | 1,426,740.                      | 1,197,998.                   | 1,199,146.            |
| NYES LEDGE CAPITAL OFFSHORE | 1,500,000.                      | 1,500,000.                   | 1,726,325.            |
| DIVIDENDS RECEIVABLE        | 447.                            | 63.                          | 63.                   |
| TOTALS                      | <u>4,258,156.</u>               | <u>3,746,763.</u>            | <u>4,035,693.</u>     |

THE LUCELIA FOUNDATION INC.

13-4009608

FORM 990PF, PART II - CORPORATE BONDS

| <u>DESCRIPTION</u>   | <u>ATTACHMENT 8</u>          |                       |
|----------------------|------------------------------|-----------------------|
|                      | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
| JP MORGAN CHASE BANK | 29,174.                      | 29,666.               |
| TOTALS               | <u>29,174.</u>               | <u>29,666.</u>        |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

ROUNDING

TOTAL

THE LUCELIA FOUNDATION INC.

13-4009608

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

| NAME AND ADDRESS                                                 | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|------------------------------------------------------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| ELIZABETH G. MILLER<br>625 CLINTON SQUARE<br>ROCHESTER, NY 14604 | DIR, PRES                                               | 0.           | 0.                                            | 0.                                      |
| RICHARD A. MILLER<br>625 CLINTON SQUARE<br>ROCHESTER, NY 14604   | TREASURER                                               | 0.           | 0.                                            | 0.                                      |
| GRAND TOTALS                                                     |                                                         | 0.           | 0.                                            | 0.                                      |

THE LUCELIA FOUNDATION, INC.  
EIN #. 13-4009608  
PERIOD ENDED DECEMBER 31, 2009

**AVERAGE OF MONTH-END FAIR MARKET VALUE OF ASSETS**

|         | <u>CASH</u>    | <u>INVESTMENTS</u> |
|---------|----------------|--------------------|
| JAN.    | 363,425        | 3,313,754          |
| FEB.    | 169,896        | 3,103,811          |
| MAR.    | 165,545        | 3,255,164          |
| APR.    | 156,114        | 3,457,338          |
| MAY     | 142,682        | 3,634,585          |
| JUNE    | 144,703        | 3,712,026          |
| JULY    | 139,171        | 3,904,144          |
| AUG.    | 147,467        | 4,005,094          |
| SEPT.   | 223,310        | 4,061,582          |
| OCT.    | 293,699        | 4,000,194          |
| NOV.    | 351,060        | 4,014,451          |
| DEC.    | <u>374,526</u> | <u>4,029,326</u>   |
| AVERAGE | 222,633        | 3,707,622          |

LUCELIA FOUNDATION - 2009 DONATIONS  
EIN 13-4009608

| ORGANIZATION                                                                     | DATE                    | AMOUNT            |
|----------------------------------------------------------------------------------|-------------------------|-------------------|
| SCHOOL OF AMERICAN BALLET<br>70 LINCOLN CENTER PLAZA<br>NEW YORK, NY 10023       | 5/19/2009               | 7,000             |
| THE HENRY L. FERGUSON MUSEUM<br>PO BOX 554<br>FISHERS ISLAND, NY 06390           | 7/29/2009               | 250               |
| THE FUND FOR PARK AVENUE, INC<br>300 PARK AVE<br>NEW YORK, NY 10022              | 11/20/2008              | 250               |
| CENTRAL PARK CONSERVANCY<br>14 E 60TH ST<br>NEW YORK, NY 10022                   | 4/28/2009               | 3,000             |
| MEMORIAL SLOAN KETTERING CANCER CENTER<br>1275 YORK AVENUE<br>NEW YORK, NY 10021 | 11/5/2009               | 10,000            |
| VASSAR COLLEGE<br>POUGHKEEPSIE, NY 12601                                         | 5/8/2009                | 5,000             |
| VANDERBILT UNIVERSITY<br>2201 WEST END AVENUE<br>NASHVILLE, TN 37240             | 12/30/2009              | 1,000             |
| THE BRICK PRESBYTERIAN CHURCH<br>62 EAST 92ND ST<br>NEW YORK, NY 10128           | 11/2/2009<br>12/30/2009 | 10,000<br>5,000   |
| THE BRICK CHURCH SCHOOL<br>62 EAST 92ND ST<br>NEW YORK, NY 10128                 | 12/30/2009              | 10,000            |
| TRUST FOR PUBLIC LAND<br>666 BROADWAY<br>NEW YORK, NY 10012                      | 12/30/2009              | 10,000            |
| ISLAND HEALTH PROJECT<br>PO BOX 344<br>FISHERS ISLAND, NY 06390                  | 12/30/2009              | 5,000             |
| CENTER FOR REPRODUCTIVE RIGHTS<br>NEW YORK, NY 10005                             | 12/30/2009              | 1,000             |
| FRIENDS OF THE HIGH LINE<br>529 WEST 20TH ST<br>NEW YORK, NY 10011               | 7/29/2009               | 1,000             |
| MILTON ACADEMY<br>170 CENTRE STREET<br>MILTON, MA 02186                          | 7/28/2009               | 1,000             |
| NEAR EAST FOUNDATION<br>11 EAST 61ST STREET<br>NEW YORK, NY 10065                | 7/29/2009               | 500               |
| THE MILL REEF FUND<br>140 BROADWAY<br>NEW YORK, NY 10005                         | 7/28/2009               | 500               |
| ST BERNARD'S SCHOOL<br>4 EAST 98TH STREET<br>NEW YORK, NY 10029                  | 11/23/2009              | 7,500             |
| YORKVILLE COMMON PANTRY<br>8 EAST 109TH STREET<br>NEW YORK, NY 10029             | 12/30/2009              | 500               |
| BERKSHIRE FARM<br>13640 ROUTE 22<br>CANAAN, NY 10229                             | 12/30/2009              | 250               |
| NEIGHBORHOOD COALITION FOR SHELTER<br>157 EAST 86TH ST<br>NEW YORK, NY 10028     | 12/30/2009              | 250               |
| THE BOYS' CLUB OF NEW YORK<br>287 EAST 10TH STREET<br>NEW YORK, NY 10009         | 12/31/2009              | 1,000             |
| NYYC FOUNDATION<br>37 WEST 44TH STREET<br>NEW YORK, NY 10036                     | 12/30/2009              | 500               |
| THE METROPOLITAN MUSEUM OF ART<br>1000 FIFTH AVENUE<br>NEW YORK, NY 10028        | 2/2/2009                | 200,000           |
| TOTAL                                                                            |                         | <u>\$ 280,500</u> |