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Form 990-PF

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending ,

G Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name changeENVELOPE
POSTMARK DATE OCT 07 2010Use the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.The Memton Fund, Inc
c/o Foundation Source
501 Silverside Road #123
Wilmington, DE 19809-1377

A Employer identification number

13-6096608

B Telephone number (see the instructions)

800-839-1754

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
\$ 11,495,256. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

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

3 Interest on savings and temporary cash investments

1,764.

1,764.

N/A

4 Dividends and interest from securities

195,267.

195,267.

5a Gross rents

b Net rental income or (loss)

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

-112,143.

b Gross sales price for all assets on line 6a 1,619,493.

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

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

40,880.

40,880.

12 Total. Add lines 1 through 11

125,768.

237,911.

13 Compensation of officers, directors, trustees, etc

6,933.

6,933.

14 Other employee salaries and wages

15 Pension plans, employee benefits

9,416.

9,416.

16a Legal fees (attach schedule) See St 2

570.

570.

b Accounting fees (attach sch) See St 3

13,650.

13,650.

c Other prof fees (attach sch) See St 4

58,899.

28,382.

30,517.

17 Interest

18 Taxes (attach schedule)(see instr) See Stm 5

667.

667.

19 Depreciation (attach sch) and depletion

20 Occupancy

3,649.

3,649.

21 Travel, conferences, and meetings

12,684.

12,684.

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 6

114,409.

62,794.

51,615.

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

220,877.

91,843.

129,034.

25 Contributions, gifts, grants paid Part XV

387,400.

387,400.

26 Total expenses and disbursements. Add lines 24 and 25

608,277.

91,843.

516,434.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-482,509.

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

146,068.

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

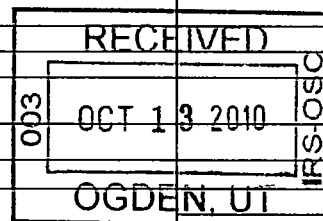
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	4,368.		
	2	Savings and temporary cash investments	1,023,630.	290,032.	290,032.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 7	205,094.	519,248.	522,348.
	b	Investments — corporate stock (attach schedule) Statement 8	1,891,895.	4,417,584.	4,971,290.
	c	Investments — corporate bonds (attach schedule) Statement 9	122,500.	175,418.	188,552.
	11	Investments — land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 10	6,940,932.	3,979,864.	5,523,034.
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe)	1,200.		
	16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	10,189,619.	9,382,146.	11,495,256.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)	6,640.		
	23	Total liabilities (add lines 17 through 22)	6,640.	0.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	812,693.		
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	9,370,286.	9,382,146.	
	30	Total net assets or fund balances (see the instructions)	10,182,979.	9,382,146.	
	31	Total liabilities and net assets/fund balances (see the instructions)	10,189,619.	9,382,146.	

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	10,182,979.
2	Enter amount from Part I, line 27a	2	-482,509.
3	Other increases not included in line 2 (itemize) See Statement 11	3	7,250.
4	Add lines 1, 2, and 3	4	9,707,720.
5	Decreases not included in line 2 (itemize) See Statement 12	5	325,574.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	9,382,146.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly-traded securities		P	Various	Various
b SEG Partners Offshore, Ltd		P	Various	Various
c Passthrough K-1 Capital Gain		P	Various	Various
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,418,858.		1,613,618.	-194,760.
b 200,000.		118,018.	81,982.
c 635.			635.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-194,760.
b			81,982.
c			635.
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-112,143.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	574,797.	11,894,423.	0.048325
2007	626,272.	13,544,663.	0.046238
2006	474,066.	11,957,479.	0.039646
2005	475,262.	11,387,583.	0.041735
2004	396,988.	10,580,456.	0.037521

2 Total of line 1, column (d)	2	0.213465
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	0.042693
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,005,887.
5 Multiply line 4 by line 3	5	469,874.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,461.
7 Add lines 5 and 6	7	471,335.
8 Enter qualifying distributions from Part XII, line 4	8	516,434.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	1,461.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,461.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,461.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	8,401.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,401.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,940.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <u>2,000.</u> Refunded	11	4,940.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <u>\$ 0.</u> (2) On foundation managers <u>\$ 0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <u>\$ 0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions): <u>NY</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>Foundation Source</u> Telephone no. ▶ <u>800-839-1754</u> Located at ▶ <u>501 Silverside Road, Ste 123 Wilmington DE</u> ZIP + 4 ▶ <u>19809-1377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here N/A ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 13		6,933.	8,886.	0.

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services **0****Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	4,755,709.
b Average of monthly cash balances	1b	795,020.
c Fair market value of all other assets (see instructions)	1c	5,622,760.
d Total (add lines 1a, b, and c)	1d	11,173,489.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	11,173,489.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	167,602.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,005,887.
6 Minimum investment return. Enter 5% of line 5	6	550,294.

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

1 Minimum investment return from Part X, line 6	1	550,294.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,461.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,461.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	548,833.
4 Recoveries of amounts treated as qualifying distributions	4	7,250.
5 Add lines 3 and 4	5	556,083.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	556,083.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	516,434.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	516,434.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,461.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	514,973.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				556,083.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			97,439.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 516,434.				
a Applied to 2008, but not more than line 2a			97,439.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				418,995.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				137,088.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. . . .
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See attachment	N/A	Public	See attachment	387,400.
Total			3a	387,400.
b Approved for future payment				
Total			3b	

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Foreign tax refund	\$ 75.	\$ 75.	
Passthrough K-1 Income.	40,805.	40,805.	
Total	<u>\$ 40,880.</u>	<u>\$ 40,880.</u>	<u>0.</u>

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
General governance and counseling	\$ 570.			\$ 570.
Total	<u>\$ 570.</u>	<u>\$ 0.</u>		<u>\$ 570.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Prep of annual return and consulting	\$ 13,650.			\$ 13,650.
Total	<u>\$ 13,650.</u>	<u>\$ 0.</u>		<u>\$ 13,650.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative services	\$ 30,517.			\$ 30,517.
Investment management services	28,382.	\$ 28,382.		
Total	<u>\$ 58,899.</u>	<u>\$ 28,382.</u>		<u>\$ 30,517.</u>

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	\$ 667.	\$ 667.		
Total	<u>\$ 667.</u>	<u>\$ 667.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative fees	\$ 30,561.			\$ 30,561.
Administrative set-up fee	4,750.			4,750.
Bank charges	6,668.	\$ 6,668.		
Dues and memberships	1,190.			1,190.
K-1 expenses	56,126.	56,126.		
Office expenses	13,433.			13,433.
Postage	181.			181.
State or local filing fees	1,500.			1,500.
Total	<u>\$ 114,409.</u>	<u>\$ 62,794.</u>		<u>\$ 51,615.</u>

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Government Obligations - See attachment	Cost	\$ 519,248.	\$ 522,348.
		\$ 519,248.	\$ 522,348.
Total		<u>\$ 519,248.</u>	<u>\$ 522,348.</u>

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Stock - See attachment	Cost	\$ 4,417,584.	\$ 4,971,290.
Total		<u>\$ 4,417,584.</u>	<u>\$ 4,971,290.</u>

Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds - See attachment	Cost	\$ 175,418.	\$ 188,552.
	Total	<u>\$ 175,418.</u>	<u>\$ 188,552.</u>

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Other Investments - See attachment	Cost	\$ 3,979,864.	\$ 5,523,034.
	Total	<u>\$ 3,979,864.</u>	<u>\$ 5,523,034.</u>

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

Returned grant		\$ 7,250.
	Total	<u>\$ 7,250.</u>

Statement 12
Form 990-PF, Part III, Line 5
Other Decreases

Adj. prior year balance sheet to cash basis		\$ 325,574.
	Total	<u>\$ 325,574.</u>

Statement 13
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Barrie White 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Pres/Dir. < 1 hr/wk	\$ 0.	\$ 0.	\$ 0.

Statement 13 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Debbie Piccone 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	VP/Director < 1 hr/wk	\$ 0.	\$ 0.	\$ 0.
Alexandra D. Giordano 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Asst Treas/Dir. < 1 hr/wk	0.	0.	0.
E. Shepard Farrar 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	0.	0.	0.
Elenita M. Drumwright 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	0.	0.	0.
Eliot Drumwright 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	0.	0.	0.
Elizabeth Drumwright 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	0.	0.	0.
Ellen Levy 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	0.	0.	0.
Karen Quackenbush 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Secretary/Dir. < 1 hr/wk	0.	0.	0.
Lillian Daniels 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Dir/Dir Emeritus < 1 hr/wk	6,933.	8,886.	0.
Nathalie Milbank 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	0.	0.	0.
Olivia Farrar 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	0.	0.	0.
Pamela White 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Asst. Sec/Dir. < 1 hr/wk	0.	0.	0.

Statement 13 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Robert V. Edgar 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	\$ 0.	\$ 0.	\$ 0.
Samuel "Toma" Thomas Milbank 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	0.	0.	0.
Thomas L. Milbank 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Director < 1 hr/wk	0.	0.	0.
Samuel L. "Tony" Milbank 501 Silverside Road, Ste 123 Wilmington, DE 19809-1377	Treasurer/Director < 1 hr/wk	0.	0.	0.
Total		\$ <u>6,933.</u>	\$ <u>8,886.</u>	\$ <u>0.</u>

The Memton Fund, Inc.
EIN: 13-6096608
Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10a - Columns (b) & (c) - U.S. and State Government Obligations

Shares	Description/Symbol/CUSIP Number	Line 10a - Column (b) Book Value	Line 10a - Column (c) Fair Market Value
70000	FHLB CONS BD - 2.750% - 09/09/2013 (3133XUPM9)	\$70,000.00	\$70,210.00
250000	US T BILLS - 0.000% - 07/29/2010 (912795U74)	\$249,498.27	\$249,700.00
200000	US T NOTE - 2.000% - 09/30/2010 (912828JL5)	\$199,750.00	\$202,437.60
TOTAL:		\$519,248	\$522,348

The Memton Fund, Inc.

EIN: 13-6096608

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
300	APPLE INC. (AAPL)	\$52,566.00	\$63,219.60
1900	ALTERA CORPORATION (ALTR)	\$38,657.78	\$42,997.00
2270	APPLIED MATERIALS INC (AMAT)	\$21,544.01	\$31,643.80
600	AMERICAN EXPRESS CO (AXP)	\$24,323.22	\$24,312.00
1400	AXIS CAPITAL HOLDINGS LTD (AXS)	\$35,428.59	\$39,774.00
3800	BANK OF AMERICA CORP (BAC)	\$46,413.94	\$57,228.00
1400	BANCO BRADESCO S.A. SPONS ADR NEW (BBD)	\$30,504.88	\$30,618.00
500	BECTON DICKINSON & CO (BDX)	\$32,181.35	\$39,430.00
1270	CHUBB CORP (CB)	\$50,872.28	\$62,458.60
22000	CHINA DONGXIANG GROUP (CDGXF.PK)	\$14,498.66	\$17,023.60
400	CELGENE CORP (CELG)	\$20,571.60	\$22,272.00
3050	COMCAST CORP (CMCSK)	\$56,501.65	\$48,830.50
1900	CISCO SYSTEMS INC (CSCO)	\$50,415.24	\$45,486.00
450	DOLLAR TREE INC (DLTR)	\$19,837.17	\$21,735.00
300	DRESSER-RAND GROUP (DRC)	\$7,065.00	\$9,483.00
1168	DIRECTV GROUP (DTV)	\$14,861.29	\$38,952.80
800	ECOLAB INC (ECL)	\$30,655.00	\$35,664.00
500	EDUCATION.MANAGEMENT (EDMC)	\$9,000.00	\$11,005.00
600	ENERGIZER HOLDINGS INC (ENR)	\$47,757.14	\$36,768.00
200	EOG RESOURCES INC (EOG)	\$14,484.42	\$19,460.00
750	FAMILY DOLLAR STORES COMMON (FDO)	\$21,829.53	\$20,872.50
400	FIDELITY NATIONAL INFORMATION SERVICES INC (FIS)	\$7,996.20	\$9,376.00
1200	FISERV INC (FISV)	\$61,220.56	\$58,176.00
500	FOSTER WHEELER AG (FWLT)	\$10,268.24	\$14,720.00
900	GOLDCORP INC NEW (GG)	\$40,350.24	\$35,406.00
500	STREETTRACKS GOLD SHARES (GLD)	\$49,677.79	\$53,655.00
140	GOLDMAN SACHS GROUP (GS)	\$11,726.98	\$23,637.60
8000	HENGAN INT'L (HEGIF.PK)	\$27,228.05	\$59,429.60

The Memton Fund, Inc.

EIN: 13-6096608

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
1000	HEWLETT PACKARD CO (HPQ)	\$25,027.49	\$51,510.00
700	HENRY SCHEIN INC (HSIC)	\$31,056.25	\$36,820.00
600	IMPERIAL OIL LMT (IMO)	\$5,930.09	\$23,196.00
790	JP MORGAN CHASE & CO (JPM)	\$23,081.95	\$32,919.30
900	COCA-COLA CO (KO)	\$39,575.05	\$51,300.00
2567	LIBERTY GLOBAL, INC. - SERIES C COMMON STOCK (LBTYK)	\$48,163.34	\$56,088.95
592	LIBERTY MEDIA HLDG CAP SER A (LCAPA)	\$6,547.52	\$14,136.96
260	LEAR CORP (LEA)	\$16,357.34	\$17,566.40
300	L-3 COMMUNICATIONS CORP (LLL)	\$13,359.00	\$26,085.00
1400	ISHARES IBOX \$ INVESTMENT GRADE CORPORATE (LQD)	\$146,321.42	\$145,810.00
116	LIBERTY MEDIA CORP STARZ (LSTZA)	\$1,639.95	\$5,353.40
200	MCDONALD'S CORP (MCD)	\$11,877.12	\$12,488.00
300	MILLIPORE CP (MIL)	\$18,602.04	\$21,705.00
400	3M CO (MMM)	\$29,311.32	\$33,068.00
420	THE MOSAIC CO (MOS)	\$21,453.63	\$25,086.60
2500	MICROSOFT CORPORATION (MSFT)	\$73,054.70	\$76,200.00
650	NATIONAL INSTRUMENTS CORPORATION (NATI)	\$15,640.22	\$19,142.50
1020	NAVISTAR INTL CP (NAV)	\$39,296.75	\$39,423.00
600	NOBLE ENERGY INC. (NBL)	\$10,377.14	\$42,732.00
900	NEWFIELD EXPLORATION CO (NFX)	\$15,982.28	\$43,407.00
850	NATL OILWELL VARCO (NOV)	\$30,185.06	\$37,476.50
1200	NESTLE S A (NSRGY PK)	\$35,372.54	\$58,020.00
2100	NEWS CORP CL A (NWS-A)	\$13,261.30	\$28,749.00
2700	OSISKO MINING CORP (OSKFF)	\$21,556.90	\$21,708.00
147001	OSTERWEIS STRATEGIC INCOME FUND (OSTIX)	\$1,498,265.24	\$1,661,115.40
41786	PIMCO ALL ASSET FUND INSTITUTIONAL CLASS (PAAIX)	\$535,831.40	\$480,122.98
2550	PFIZER INC (PFE)	\$41,584.12	\$46,384.50
1400	PROGRESSIVE CORP OHIO (PGR)	\$17,489.50	\$25,186.00
450	PENTAIR INC COM (PNR)	\$11,020.86	\$14,535.00
300	PRAXAIR INC (PX)	\$18,906.00	\$24,093.00

The Memton Fund, Inc.

EIN: 13-6096608

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
1000	RITCHIE BROS AUCTIONEERS (RBA)	\$24,541.33	\$22,430.00
1290	STD CHARTERED PLC SHS (SCBFF PK)	\$29,902.63	\$31,992.00
3530	CHARLES SCHWAB CORP NEW (SCHW)	\$66,029.29	\$66,434.60
25	SOCIETE GENERALE DE SURVEIL (CHF) 20 REG (SGSN PK)	\$27,544.82	\$32,628.12
400	SCHLUMBERGER LTD (SLB)	\$18,796.80	\$26,036.00
950	SOUTHERN CO (SO)	\$31,314.38	\$31,654.00
500	SUNCOR ENERGY INC (SU)	\$15,407.95	\$17,655.00
650	SYNGENTA AG ADS (SYT)	\$27,914.12	\$36,575.50
1020	TEVA PHARMECEUTICAL SP ADR (TEVA)	\$50,411.12	\$57,303.60
1120	TEREX CORP (TEX)	\$24,105.83	\$22,187.20
520	TARGET CORPORATION (TGT)	\$20,491.79	\$25,152.40
800	TJX COMPANIES INC (TJX)	\$30,185.12	\$29,240.00
400	THERMO FISHER SCIENTIFIC INC (TMO)	\$13,194.96	\$19,076.00
1316	UNITEDHEALTH GROUP INC (UNH)	\$26,437.45	\$40,111.68
700	VALE SA (VALE)	\$21,996.01	\$20,321.00
1100	WALGREEN CO (WAG)	\$26,976.08	\$40,392.00
8050	WENDYS INTL INC (WEN)	\$37,934.85	\$37,754.50
960	WEATHERFORD INTL NEW (WFT)	\$17,323.78	\$17,193.60
1100	WASTE MANAGEMENT INC (WM)	\$29,755.55	\$37,191.00
2300	WILLIAMS COS (WMB)	\$64,049.54	\$48,484.00
800	WAL-MART STORES INC (WMT)	\$37,275.26	\$42,760.00
1000	BERKLEY W R CP (WRB)	\$23,441.12	\$24,640.00
1100	WILLIS GROUP HOLDINGS LTD (WSH)	\$41,168.86	\$29,018.00
1000	WANT WANT CHINA HLDG (WWNTY PK)	\$22,213.50	\$36,550.00
36	ALLEGHANY CP (Y)	\$3,887.11	\$9,936.00
1400	YAHOO! INC (YHOO)	\$20,720.00	\$23,492.00
TOTAL		\$4,417,584	\$4,971,290

The Memton Fund, Inc.

EIN: 13-6096608

Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
70000	JOHNSON & JOHNSON BOND - 5.950% - 08/15/2037 (478160AN4)	\$68,818.40	\$77,259.00
70000	NOVARTIS SECS INV LTD SR BD - 5.125% - 02/10/2019 (66989GAA8)	\$70,000.00	\$73,668.00
35000	PROCTOR & GAMBLE CO NOTES - 4.600% - 01/15/2014 (742718DL0)	\$36,599.85	\$37,625.00
TOTAL		\$175,418	\$188,552

The Memton Fund, Inc.
EIN: 13-6096608
Taxable Year Ending December 31, 2009

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

Asset Description	Line 13 - Column (b) Book Value	Line 13 - Column (c) Fair Market Value
DAEDALUS OFFSHORE (DAEDALUS)	\$1,000,000 00	\$1,689,317 98
ELM RIDGE VALUE PARTNERS, LP (ELMRIDVAL)	\$2,168,097 00	\$2,367,771 80
SEG PARTNERS OFFSHORE, LTD (SEGPART)	\$811,766 64	\$1,465,944 32
TOTAL INVESTMENTS - OTHER	\$3,979,864	\$5,523,034

The Memnton Fund, Inc.
EIN: 13-6096608
Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALASKA CONSERVATION FOUNDATION 441 WEST 5TH AVE #402, ANCHORAGE, AK 99501	N/A	509(a)(1)	COMMUNITY CAPACITY PROGRAM	\$5,000 00
AMERICAN CAVE CONSERVATION ASSOCIATION PO BOX 409, HORSE CAVE, KY 42749	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$4,000 00
AMERICAN FORESTS 734 15TH ST NW STE 800, WASHINGTON, DC 20005	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$500 00
APPLE HILL CENTER FOR CHAMBER MUSIC INC APPLE HILL ROAD BOX 217, SULLIVAN, NH 03445	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$1,500 00
ARTS HABITAT PO BOX 221487, CARMEL, CA 93922	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
BARNARD COLLEGE 3009 BROADWAY, NEW YORK, NY 10027	N/A	509(a)(1)	ICP PROGRAM	\$4,000.00
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD, KANAB, UT 84741	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
BIG APPLE CIRCUS LTD 505 8TH AVE FL 19, NEW YORK, NY 10018	N/A	509(a)(2)	HEALTH AND HUMAN SERVICES PROGRAM	\$2,500 00

The Memton Fund, Inc.
EIN: 13-6096608
Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BROTHERS/BIG SISTERS OF THE MONADNOCK REGION INC 174 EMERALD ST, KEENE, NH 03431	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
BREARLEY SCHOOL 610 EAST 83RD STREET, NEW YORK, NY 10028	N/A	509(a)(1)	ANNUAL FUND	\$1,000.00
BROOKLYN BOTANIC GARDEN CORPORATION 1000 WASHINGTON AVE, BROOKLYN, NY 11225	N/A	509(a)(1)	EDUCATION PROGRAM	\$2,500.00
BROOKS SCHOOL 1160 GREAT POND RD, NORTH ANDOVER, MA 01845	N/A	509(a)(1)	CLASS OF 1959 ALUMNI FUND	\$500.00
BUCKLEY SCHOOL IN THE CITY OF NEW YORK 113 E 73RD ST, NEW YORK, NY 10021	N/A	509(a)(1)	ENDOWMENT FOR EXCELLENCE CAMPAIGN	\$5,000.00
CATHOLIC CHARITIES OF TOMPKINS / TIOGA 324 WEST BUFFALO STREET, ITHACA, NY 14850	N/A	509(a)(1)	IMMIGRANT RIGHTS PROJECT ADMINISTERED BY AMERICAN CIVIL LIBERTIES UNION FOUNDATION	\$5,000.00
CHESAPEAKE BAY FOUNDATION INC 6 HERNDON AVE, ANNAPOLIS, MD 21403	N/A	509(a)(1)	MARYLAND ENVIRONMENTAL EDUCATION PROGRAM	\$6,000.00
COLORADO COLLEGE DEVELOPMENT OFFICE, COLORADO SPRINGS, CO 80903	N/A	509(a)(1)	LOW INCOME SCHOLARSHIP PROGRAM	\$1,500.00

The Memton Fund, Inc.
EIN: 13-6096608
Taxable Year Ending December 31, 2009

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COOPERATIVE EXTENSION ASSOCIATION IN THE STATE OF NEW YORK 615 WILLOW AVE, ITHACA, NY 14850	N/A	509(a)(1)	PARENTING SKILLS WORKSHOP SERIES	\$3,000.00
COVENANT HOUSE 5 PENN PLAZA, 3RD FLOOR, NEW YORK, NY 10001	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,750.00
DIOCESE OF CHALAN KANOA PO BOX 500745, SAIPAN, MP 96950	N/A	509(a)(1)	GUEST WORKER ASSISTANCE EXTENSION PROGRAM ADMINISTERED THROUGH KARIDAT	\$15,000.00
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE FL 2, NEW YORK, NY 10001	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000.00
EBONY AWAKENING INC 1709 BALMORAL DR, CLEARWATER, FL 33756	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$15,000.00
EDUCATIONAL BROADCASTING CORP 450 W 33RD STREET, NEW YORK, NY 10001	N/A	509(a)(1)	EDUCATION COMMUNITY PROGRAM	\$2,000.00
EPISCOPAL COMMUNITY SERVICES OF THE DIOCESE OF PENNSYLVANIA 225 S 3RD ST, PHILADELPHIA, PA 19106	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
FAMILY & CHILDRENS SERVICE OF ITHACA INC 127 W STATE ST FIRST FL, ITHACA, NY 14850	N/A	509(a)(2)	CHILD PSYCHIATRIC SERVICES PROGRAM	\$5,000.00

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FIVER FOUNDATION INC 519 8TH AVENUE, 24TH FLOOR, NEW YORK, NY 10028	N/A	509(a)(1)	CAMPER SCHOLARSHIP PROGRAM	\$500.00
FLAGSTAFF PUBLIC LIBRARY FOUNDATION 300 W ASPEN AVE, FLAGSTAFF, AZ 86001	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000.00
FRIENDS CENTRAL SCHOOL CORPORATION 1101 CITY AVE, WYNEWOOD, PA 19096	N/A	509(a)(1)	GREENS SCHOOL DIVISION	\$1,300.00
GARDEN HARVEST INC 14045 MANTUA MILL RD, GLYNDON, MD 21136	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$7,000.00
GIVING MONADNOCK INC PO BOX 404, KEENE, NH 03431	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,500.00
GLOBAL HEALTH AND EDUCATION FOUNDATION 3820 BLACKHAWK RD, DANVILLE, CA 94506	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000.00
GOOD SAMARITAN FOUNDATION PO BOX 5299, TACOMA, WA 98415	N/A	509(a)(1)	COMFORT THERAPIES PROGRAM	\$3,000.00
GREENTREKS NETWORK INC 1420 WALNUT ST STE 1304, PHILADELPHIA, PA 19102	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000.00

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HARRISONBURG ROCKINGHAM FREE CLINIC INC 25 W WATER ST, HARRISONBURG, VA 22801	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$50,000.00
HISTORIC HARRISVILLE INC PO BOX 79, HARRISVILLE, NH 03450	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$5,000.00
HOMES FOR OUR TROOPS INC 37 MAIN ST, TAUNTON, MA 02780	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
HOMESTRETCH INC 370 S WASHINGTON ST STE 400, FALLS CHURCH, VA 22046	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$5,000.00
HOPE HOUSE 1309 ELSON CT, TAKOMA PARK, MD 20912	N/A		509(a)(1)	PRISON CAMP DIVISION	\$5,000.00
INSTITUTE FOR VISUAL SCIENCES INC 1212 AVE OF THE AMERICAS, NEW YORK, NY 10036	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$2,000.00
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVENUE OF THE AMERICAS, NEW YORK, NY 10036	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$15,000.00
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVENUE OF THE AMERICAS, NEW YORK, NY 10036	N/A		509(a)(1)	ENDOWMENT INITIATIVE	\$10,000.00

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JOURNEYS IN EDUCATION INC 26 MAIN ST, PETERBOROUGH, NH 03458	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$4,000 00
KCTS TELEVISION 401 MERCER ST, SEATTLE, WA 98109	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$750 00
KEENE YOUNG MENS CHRISTIAN ASSOCIATION 38 ROXBURY ST, KEENE, NH 03431	N/A	509(a)(1)	CAPITAL CAMPAIGN	\$2,000 00
KINGBOROUGH COMMUNITY COLLEGE FOUNDATION 2001 ORIENTAL BLVD, BROOKLYN, NY 11235	N/A	509(a)(1)	SCHOLARSHIP FUND	\$10,000 00
KIVA MICROFUNDS 3180 18TH ST STE 201, SAN FRANCISCO, CA 94110	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$3,000 00
LEADERSHIP HART COUNTY PO BOX 688, MUNFORDVILLE, KY 42765	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$500.00
MADEIRA SCHOOL INC 8328 GEORGETOWN PIKE, MCLEAN, VA 22102	N/A	509(a)(1)	ANNUAL FUND	\$1,000 00
MANESTAGE THEATRE 15127 MAIN ST E UNIT 104 PMB 126, SUMNER, WA 98390	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$3,000 00

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MISS PORTERS SCHOOL INC 60 MAIN ST, FARMINGTON, CT 06032	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00
MONADNOCK INSTITUTE FOR COMMUNITY ADVANCEMENT AND SUSTAINABILITY 10 FOSTER ST, KEENE, NH 03431	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000 00
MONADNOCK MUSIC 2A CONCORD STREET, PETERBOROUGH, NH 03458	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$6,500 00
MPT FOUNDATION INC PO BOX 332, OWINGS MILLS, MD 21117	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000 00
NATURAL HISTORY MUSEUM OF THE ADIRONDACKS 45 MUSEUM DR, TUPPER LAKE, NY 12986	N/A	509(a)(1)	EDUCATIONAL OUTREACH PROGRAM	\$5,000 00
NATURAL LANDS TRUST INCORPORATED 1031 PALMERS MILL RD, MEDIA, PA 19063	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,700.00
NATURE CONSERVANCY 4245 N FAIRFAX DRIVE, ARLINGTON, VA 22203	N/A	509(a)(1)	PALAU CONSERVATION SOCIETY	\$2,000 00
NELSON CONGREGATIONAL CHURCH 830 NELSON ROAD, NELSON, NH 03457	N/A	509(a)(1)	CAPITAL CAMPAIGN	\$1,000 00

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NEW 42ND STREET INC 229 W 42ND ST FL 10, NEW YORK, NY 10036	N/A		509(a)(1)	EDUCATION COMMUNITY PROGRAM	\$2,500.00
NEW YORK CITY BALLET INC 20 LINCOLN CENTER PLAZA, NEW YORK, NY 10023	N/A		509(a)(2)	EDUCATION COMMUNITY PROGRAM	\$2,500.00
NEW YORK CITY CENTER INC 130 W 56TH ST, NEW YORK, NY 10019	N/A		509(a)(2)	EDUCATION COMMUNITY PROGRAM	\$2,000.00
NEW YORK YOUTH SYMPHONY INC 850 7TH AVE STE 505, NEW YORK, NY 10019	N/A		509(a)(1)	EDUCATION COMMUNITY PROGRAM	\$2,500.00
PACIFIC ISLANDERS IN COMMUNICATIONS 1221 KAPIOLANI BLVD 6A-4, HONOLULU, HI 96814	N/A		509(a)(1)	OUTREACH PROGRAMS IN GUAM AND SAIPAN	\$1,500.00
PACIFIC LUTHERAN UNIVERSITY PACIFIC LUTHERAN UNIVERSITY, TACOMA, WA 98447	N/A		509(a)(1)	KPLU PROGRAM	\$750.00
PEARL S BUCK INTERNATIONAL INC 520 DUBLIN RD, PERKOSIE, PA 18944	N/A		509(a)(1)	STUDY NOW, PAY LATER PROGRAM	\$1,500.00
PRESIDENT AND DIRECTORS OF GEORGETOWN COLLEGE FOR GEORGETOWN UNIVERSITY 37TH AND D ST NW, WASHINGTON, DC 20057	N/A		509(a)(1)	INTERNATIONAL INTERNSHIP PROGRAM	\$5,000.00

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PRESIDENT AND FELLOWS OF HARVARD COLLEGE - CORPORATE AND FOUNDATION RELATIONS 124 MT. AUBURN STREET, CAMBRIDGE, MA 02138	N/A	509(a)(1)	RADCLIFFE UNION OF STUDENTS FUND	\$750 00
PROJECT MOST INC PO BOX 1486, EAST HAMPTON, NY 11937	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$2,000 00
PROJECT ORBIS INTERNATIONAL INC 520 8TH AVE 11TH FL, NEW YORK, NY 10018	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
SALT LAKE ACTING COMPANY 168 W 500 N, SALT LAKE CTY, UT 84103	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$3,000.00
ST BARTHOLOMEWS PRESERVATION FOUNDATION INC 109 E 50TH ST, NEW YORK, NY 10022	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$5,000 00
ST BARTHOLOMEWS PRESERVATION FOUNDATION INC 109 E 50TH ST, NEW YORK, NY 10022	N/A	509(a)(2)	CAMPAIGN FOR ST BART'S	\$5,000 00
STANFORD UNIVERSITY DEVELOPMENT OFFICE, ARRILLAGA ALUMNI CTR, PALO ALTO, CA 94305	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00
SUPPORT CENTER FOR CHILD ADVOCATES 1900 CHERRY ST, PHILADELPHIA, PA 19103	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$4,400 00

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TACOMA AREA LITERACY COUNCIL PO BOX 7210, TACOMA, WA 98417	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000.00
THE MOYER FOUNDATION 2426 32ND AVENUE WEST STE 200, SEATTLE, WA 98199	N/A	509(a)(1)	GREGORY FUND, CATCH A CURE FOR CANCER	\$2,500.00
THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN FOUNDATIONS FIFTH AVENUE AND 42ND STREET, NEW YORK, NY 10018	N/A	509(a)(1)	THE PAGE PROGRAM	\$5,000.00
THE ROCK SCHOOL FOR DANCE EDUCATION 1101 S BROAD ST, PHILADELPHIA, PA 19147	N/A	509(a)(1)	CITY DANCE PROGRAM	\$500.00
THE ROCK SCHOOL FOR DANCE EDUCATION 1101 S BROAD ST, PHILADELPHIA, PA 19147	N/A	509(a)(1)	ROCK REACH PROGRAM	\$500.00
THE SHRINERS HOSPITAL FOR CHILDREN 2900 N ROCKY POINT DR, TAMPA, FL 33607	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000.00
THEATRE DOUBLE REPERTORY COMPANY 447 EARLHAM TERRACE, PHILADELPHIA, PA 19144	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$3,000.00
TOMPKINS COUNTY SPCA 1640 HANSHAW RD, ITHACA, NY 14850	N/A	509(a)(1)	ROBERT D MAYCUMBER, SR MEMORIAL FUND	\$5,000.00

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TREVOR DAY SCHOOL 566 COLUMBUS AVE. NEW YORK, NY 10024	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$3,000 00
TRINITY COLLEGE OFFICE OF THE PRESIDENT, 300 SUMMIT ST., HARTFORD, CT 06106	N/A	509(a)(1)	CLASS OF 1964 ALUMNI FUND	\$500 00
TRINITY COLLEGE SCHOOL FUND INC 39 DODGE ST, BEVERLY, MA 01915	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$1,000.00
TRUDEAU INSTITUTE INC 154 ALGONQUIN AVE, SARANAC LAKE, NY 12983	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$3,000 00
TRUSTEES OF DARTMOUTH COLLEGE 37 DEWEY FIELD RD STE 6015, HANOVER, NH 03755	N/A	509(a)(1)	TUCK SCHOOL, CLASS OF 1967 FUND	\$500 00
TRUSTEES OF PRINCETON UNIVERSITY PO BOX 35, PRINCETON, NJ 08543	N/A	509(a)(1)	SCHOLARSHIP FUND	\$10,000 00
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203, SALT LAKE CTY, UT 84112	N/A	509(a)(1)	KUED PUBLIC TELEVISION PROGRAM	\$1,000 00
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203, SALT LAKE CTY, UT 84112	N/A	509(a)(1)	PIONEER THEATER COMPANY PROGRAM	\$3,000.00

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UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203, SALT LAKE CTY, UT 84112	N/A	509(a)(1)	RED BUTTE GARDEN PROGRAM	\$500 00
VASSAR COLLEGE 124 RAYMOND AVE, POUGHKEEPSIE, NY 12604	N/A	509(a)(1)	ALUMNAE FUND	\$5,000.00
VILLAGE CARE OF NEW YORK INC 154 CHRISTOPHER STREET, NEW YORK, NY 10014	N/A	509(a)(3)	GENERAL & UNRESTRICTED	\$3,000.00
WHAT EXIT THEATRE COMPANY INC PO BOX 192, MAPLEWOOD, NJ 07040	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$2,500 00
WHYY INC 150 N 6TH ST, PHILADELPHIA, PA 19106	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$7,500 00
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD ATTENTION P, BRONX, NY 10460	N/A	509(a)(1)	EDUCATION COMMUNITY PROGRAM	\$2,500 00
WISSAHICKON HOSPICE OF UPHS 150 MONUMENT ROAD SUITE 300, BALA CYNWYD, PA 19004	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$3,000 00
WOMENS COMMUNITY REVITALIZATION PROJECT 407 FAIRMOUNT AVE # 11, PHILADELPHIA, PA 19123	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000.00

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WOMENS OPPORTUNITIES RESOURCE CENTER 1930 CHESTNUT ST SUITE 1600, PHILA, PA 19103	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
YOUNG WOMENS CHRISTIAN ASSOCIATION OF TACOMA & PIERCE COUNTY 405 BROADWAY, TACOMA, WA 98402	N/A		509(a)(2)	DOMESTIC VIOLENCE LEGAL SUPPORT PROGRAM	\$5,000 00
TOTAL:					\$387,400