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Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE OAKLAWN FOUNDATION		A Employer identification number 13-6127896
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite C/O W.S. KIES 15 GRANT AVENUE		B Telephone number (203) 637-3784
	City or town, state, and ZIP code OLD GREENWICH, CT 06870		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,353,989.			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		191.	191.		STATEMENT 1
4 Dividends and interest from securities		418,490.	418,490.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-405,664.			
b Gross sales price for all assets on line 6a		3,860,244.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		13,017.	418,681.		
13 Compensation of officers, directors, trustees, etc.		88,225.	8,823.		79,402.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		11,625.	8,719.		2,906.
c Other professional fees		73,947.	73,947.		0.
17 Interest					
18 Taxes		6,749.	675.		6,074.
19 Depreciation and depletion		377.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		2,411.	241.		2,170.
22 Printing and publications					
23 Other expenses		-401.	193.		1,735.
24 Total operating and administrative expenses. Add lines 13 through 23		182,933.	92,598.		92,287.
25 Contributions, gifts, grants paid		568,000.			568,000.
26 Total expenses and disbursements. Add lines 24 and 25		750,933.	92,598.		660,287.
27 Subtract line 26 from line 12		-737,916.			
a Excess of revenue over expenses and disbursements			326,083.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,267,480.	2,407,578.	2,407,578.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	3,627,240.	3,661,586.	3,885,797.
	b Investments - corporate stock STMT 8	4,755,279.	4,475,157.	6,203,293.
	c Investments - corporate bonds STMT 9	2,364,366.	1,729,998.	1,778,072.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 16,655.				
Less accumulated depreciation STMT 10 ▶ 16,181.	851.	474.	474.	
15 Other assets (describe ▶ STATEMENT 11)	76,446.	78,775.	78,775.	
16 Total assets (to be completed by all filers)	13,091,662.	12,353,568.	14,353,989.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	178.	0.	
	23 Total liabilities (add lines 17 through 22)	178.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	13,091,484.	12,353,568.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	13,091,484.	12,353,568.	
	31 Total liabilities and net assets/fund balances	13,091,662.	12,353,568.	

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	13,091,484.
2 Enter amount from Part I, line 27a	2	-737,916.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,353,568.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,353,568.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,860,244.		4,265,908.	-405,664.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-405,664.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-405,664.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	782,454.	15,344,889.	.050991
2007	829,075.	16,347,503.	.050716
2006	807,377.	15,891,146.	.050807
2005	819,820.	16,249,578.	.050452
2004	815,128.	16,486,715.	.049442

2 Total of line 1, column (d)	2	.252408
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	.050482
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,558,191.
5 Multiply line 4 by line 3	5	684,445.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,261.
7 Add lines 5 and 6	7	687,706.
8 Enter qualifying distributions from Part XII, line 4	8	660,287.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	6,522.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,522.
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	6,522.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 11,849.		
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	11,849.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,327.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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 • 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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 ► WILLIAM S. KIES III Telephone no ► 203 637-3784 Located at ► 15 GRANT AVENUE, OLD GREENWICH, CT ZIP+4 ► 06870			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			

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

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		88,225.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
"NONE"	0.00	0.	0.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GILLESPIE, ROBINSON & GRIMM, INC. 80 FIELD POINT ROAD, GREENWICH, CT 06830	INVESTMENT ADVISORY SERVICES	66,015.

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 NO DIRECT ACTIVITIES	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
	0.
2	
All other program-related investments See instructions	
3 N/A	
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	10,800,877.
b	Average of monthly cash balances	1b	2,886,244.
c	Fair market value of all other assets	1c	77,540.
d	Total (add lines 1a, b, and c)	1d	13,764,661.
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	13,764,661.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	206,470.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,558,191.
6	Minimum investment return. Enter 5% of line 5	6	677,910.

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	677,910.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,522.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,522.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	671,388.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	671,388.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	671,388.

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	660,287.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	660,287.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	660,287.

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				671,388.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			57,396.	
b Total for prior years		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 ▶ \$ 660,287.				
a Applied to 2008, but not more than line 2a			57,396.	
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				602,891.
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 instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				68,497.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

- ▶

☐ 4942(i)(3) or ☐ 4942(i)(5)

- | Tax year | Prior 3 years | | | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |

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

- ### 1 Information Regarding Foundation Managers:

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

WILLIAM S. KIES III

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

NONE

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

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

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

SEE STATEMENT 13

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

- c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED	NONE	PUBLIC CHARITIES	VARIOUS	568,000.
b Approved for future payment CHRISTIAN HOME AND BIBLE SCHOOL	NONE	PUBLIC CHARITIES	ONE YEAR REMAINING OF \$40,000-GENERAL USE OF	40,000.
Total			3a	568,000.
				40,000.
Total			3b	40,000.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	191.	
4 Dividends and interest from securities			14	418,490.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-405,664.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		13,017.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	13,017.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule

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

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

Sign Here

Signature of officer or trustee

02.15.10
Date

PRESIDENT
Title

**Paid
Preparer's
Use Only**

Preparer's
signature

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

EDWARD M. DEDON, CPA

30 MYANO LANE, SUITE 34

STAMFORD, CONNECTICUT 06902-4532

Date	02/
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02/13/10

☐ Check if self-employed☒

Preparer's identifying number

FIN ▶

Phone no 203 359-1188

Form **990-PF** (2009)

The Oaklawn Foundation
EIN 13-6127896
Realized Gains and Losses
on Disposition of Investments
December 31, 2009

Security Description	Shares/ Par Value	Date Sold	Sales Proceeds	Date Acquired	Cost	Gain (Loss)
Air Products and Chemicals Inc	1,800	02/02/09	\$ 101,359	05/02/07	\$ 138,685	\$(37,326)
Air Products and Chemicals Inc	700	04/20/09	40,620	10/13/08	41,128	(508)
Air Products and Chemicals Inc	100	04/28/09	6,236	10/13/08	5,875	361
Air Products and Chemicals Inc	100	04/28/09	6,236	10/23/08	5,194	1,042
Air Products and Chemicals Inc	200	09/01/09	14,839	10/23/08	10,388	4,451
Apple Inc	300	01/16/09	25,921	07/30/08	47,589	(21,668)
Apple Inc	200	01/22/09	17,430	07/30/08	31,726	(14,296)
Apple Inc	300	01/22/09	26,145	09/25/08	39,291	(13,146)
Apple Inc	200	04/14/09	23,771	10/07/08	19,416	4,355
Apple Inc	100	07/24/09	15,892	10/07/08	9,708	6,184
Apple Inc	100	10/20/09	19,995	10/07/08	9,708	10,287
Beckton Dickinson and Company	300	12/16/09	23,226	11/19/07	25,384	(2,158)
Capital One Financial Corp	2,700	02/12/09	32,275	09/20/96	26,910	5,365
Capital One Financial Corp	900	02/12/09	10,758	11/08/96	9,731	1,027
Capital One Financial Corp	500	02/12/09	5,977	01/16/08	20,843	(14,866)
Capital One Financial Corp	100	02/12/09	1,195	01/24/08	4,866	(3,671)
Capital One Financial Corp	800	02/12/09	9,563	10/13/08	29,333	(19,770)
Capital One Financial Corp	600	02/12/09	7,172	10/14/08	25,479	(18,307)
Charles Schwab Corp	2,000	04/15/09	34,208	03/17/09	27,750	6,458
Charles Schwab Corp	500	04/20/09	8,672	02/12/09	6,436	2,236
Charles Schwab Corp	1,500	04/20/09	26,016	03/12/09	20,205	5,811
Charles Schwab Corp	1,500	04/28/09	26,444	02/12/09	19,307	7,137
Charles Schwab Corp	500	10/01/09	8,860	09/23/09	9,540	(680)
Cisco Systems Inc	500	01/16/09	8,084	11/06/06	12,355	(4,271)
Cisco Systems Inc	1,000	01/16/09	16,168	04/04/07	26,200	(10,032)
Cisco Systems Inc	1,000	01/16/09	16,168	01/16/08	24,950	(8,782)
Cisco Systems Inc	500	01/16/09	8,084	03/19/08	12,535	(4,451)
Cisco Systems Inc	5,000	02/04/09	79,606	11/06/06	123,550	(43,944)
Cisco Systems Inc	2,000	02/06/09	30,761	11/06/06	49,420	(18,659)
Cisco Systems Inc	2,000	04/28/09	37,419	03/11/09	29,875	7,544
Cisco Systems Inc	1,000	08/13/09	21,460	05/19/09	19,260	2,200
Cisco Systems Inc	700	09/21/09	16,487	06/17/09	13,477	3,010
CVS Caremark Corp	300	04/20/09	8,742	10/18/06	9,461	(719)
CVS Caremark Corp	500	04/20/09	14,570	03/13/07	16,255	(1,685)
CVS Caremark Corp	700	04/28/09	21,589	10/18/06	22,077	(488)
CVS Caremark Corp	300	04/28/09	9,252	10/23/06	9,419	(167)
Subtotal			781,200		953,326	(172,126)

The Oaklawn Foundation
EIN 13-6127896
Realized Gains and Losses
on Disposition of Investments
December 31, 2009

<u>Security Description</u>	<u>Shares/ Par Value</u>	<u>Date Sold</u>	<u>Sales Proceeds</u>	<u>Date Acquired</u>	<u>Cost</u>	<u>Gain (Loss)</u>
(Carried Forward)			\$ 781,200		\$ 953,326	\$ (172,126)
Danaher Corp	2,000	02/11/09	113,115	04/03/08	155,964	(42,849)
Danaher Corp	50	04/20/09	2,676	04/03/08	3,899	(1,223)
Danaher Corp	500	04/20/09	26,757	05/20/08	38,886	(12,129)
Danaher Corp	50	04/20/09	2,676	10/23/08	2,864	(188)
Danaher Corp	450	04/28/09	25,915	10/23/08	25,774	141
Danaher Corp	500	07/10/09	29,229	10/23/08	28,637	592
Dominion Resources Inc	1,000	10/22/09	35,080	02/04/09	36,813	(1,733)
General Dynamics	400	04/15/09	17,643	06/08/07	32,237	(14,594)
General Dynamics	400	04/20/09	18,026	06/08/07	32,237	(14,211)
General Dynamics	1,200	04/28/09	60,323	06/08/07	96,710	(36,387)
General Dynamics	1,000	04/28/09	50,270	06/13/07	80,048	(29,778)
General Dynamics	400	10/22/09	26,748	10/13/08	23,820	2,928
General Electric Co	200	05/06/09	2,792	01/26/95	1,730	1,062
General Electric Co	3,000	05/06/09	41,877	02/10/95	26,196	15,681
General Electric Co	4,000	05/08/09	56,620	01/26/95	34,594	22,026
Google, Inc	20	04/14/09	7,458	10/20/06	9,117	(1,659)
Google, Inc	10	04/14/09	3,729	02/02/07	4,806	(1,077)
Google, Inc	70	04/14/09	26,102	02/14/07	32,701	(6,599)
Google, Inc	40	04/14/09	14,915	04/04/07	18,875	(3,960)
Google, Inc	50	04/14/09	18,644	04/26/07	23,951	(5,307)
Google, Inc	50	04/20/09	19,171	10/20/07	22,793	(3,622)
Google, Inc	50	08/26/09	23,464	10/20/07	22,793	671
Google, Inc	50	10/20/09	27,566	10/20/07	22,793	4,773
Google, Inc	20	10/20/09	10,980	10/20/07	9,117	1,863
Intel Corp	500	12/16/09	9,720	03/11/09	6,990	2,730
Intel Corp	2,000	12/16/09	38,878	5/8/2009	30,720	8,158
Intel Corp	1,000	12/16/09	19,439	05/19/09	15,930	3,509
Intel Corp	2,500	12/16/09	48,598	06/17/09	40,450	8,148
Kraft Foods, Inc	500	11/19/09	13,486	05/02/08	16,056	(2,570)
L-3 Communications	400	04/20/09	28,287	06/22/04	25,855	2,432
News Corp Cl A	4,000	01/16/09	33,952	04/05/04	65,460	(31,508)
News Corp Cl A	4,500	01/21/09	35,374	04/05/04	73,642	(38,268)
News Corp Cl A	1,500	01/21/09	11,792	11/11/05	22,530	(10,738)
News Corp Cl A	5,000	01/21/09	39,305	10/13/08	45,721	(6,416)
News Corp Cl A	3,000	01/21/09	23,583	10/23/08	25,809	(2,226)
Subtotal			1,745,390		2,109,844	(364,454)

The Oaklawn Foundation
EIN 13-6127896
Realized Gains and Losses
on Disposition of Investments
December 31, 2009

Security Description	Shares/ Par Value	Date Sold	Sales Proceeds	Date Acquired	Cost	Gain (Loss)
(Carried Forward)			\$ 1,745,390		\$ 2,109,844	\$ (364,454)
Oracle Corporation	1,000	04/15/09	18,151	11/02/07	21,858	(3,707)
Oracle Corporation	500	04/20/09	9,345	11/02/07	10,929	(1,584)
Oracle Corporation	1,000	04/28/09	19,680	11/02/07	21,858	(2,178)
Procter & Gamble	400	04/20/09	20,580	11/06/08	25,282	(4,702)
Procter & Gamble	500	05/19/09	26,549	11/06/08	31,602	(5,053)
Procter & Gamble	1,600	06/17/09	80,148	11/06/08	101,128	(20,980)
Procter & Gamble	200	06/17/09	10,019	12/29/08	11,967	(1,948)
Procter & Gamble	300	08/13/09	15,616	12/29/08	17,950	(2,334)
Procter & Gamble	700	09/11/09	39,017	01/21/09	40,127	(1,110)
Procter & Gamble	300	10/22/09	17,292	01/21/09	17,197	95
Procter & Gamble	200	10/22/09	11,528	02/03/09	10,667	861
Staples Inc	1,000	01/22/09	16,172	09/13/07	22,270	(6,098)
Staples Inc	1,000	01/22/09	16,172	10/08/07	22,430	(6,258)
Staples Inc	500	01/22/09	8,086	10/13/08	9,070	(984)
Staples Inc	1,000	04/14/09	20,303	11/15/99	11,708	8,595
Staples Inc	1,000	04/14/09	20,303	10/13/08	18,139	2,164
Staples Inc	500	04/28/09	10,708	11/15/99	5,854	4,854
Target Corp	1,200	04/15/09	45,383	08/05/02	37,873	7,510
Target Corp	500	04/28/09	19,619	08/05/02	15,781	3,838
Target Corp	700	10/22/09	34,587	06/17/09	27,353	7,234
Verizon Settlement			52			52
Walt Disney Co	2,000	02/03/09	39,965	10/17/94	25,481	14,484
Walt Disney Co	1,500	02/03/09	29,974	11/04/96	32,753	(2,779)
Walt Disney Co	1,500	02/03/09	29,974	01/08/02	34,103	(4,129)
Walt Disney Co	400	02/03/09	7,993	05/05/04	9,142	(1,149)
Walt Disney Co	2,000	02/03/09	39,965	01/21/09	43,014	(3,049)
Bankers Trust NY Corp 7.25% 10/15/2011	100,000	03/25/09	96,750	02/22/99	106,421	(9,671)
Carolina Power Lt Co 1st Mtg 5 95% 03/01/2009	200,000	03/01/09	200,000	03/11/99	199,102	898
FPL Group Cap Inc 7 375% 06/1/2009	100,000	06/01/09	100,000	05/14/02	104,479	(4,479)
General Elec Cap Corp Nts 4 75% 9/15/2014	100,000	02/12/09	98,000	03/05/08	101,307	(3,307)
General Elec Cap Corp Nts 6 875% 11/15/2010	100,000	02/12/09	104,923	10/17/03	113,455	(8,532)
Subtotal			2,952,244		\$ 3,360,144	\$ (407,900)

The Oaklawn Foundation
 EIN 13-6127896
 Realized Gains and Losses
 on Disposition of Investments
 December 31, 2009

<u>Security Description</u>	<u>Shares/ Par Value</u>	<u>Date Sold</u>	<u>Sales Proceeds</u>	<u>Date Acquired</u>	<u>Cost</u>	<u>Gain (Loss)</u>
(Carried Forward)			\$ 2,952,244		\$ 3,360,144	\$ (407,900)
GTE California 6.7% 09/01/2009	100,000	09/01/09	100,000	7/31/1998	102,530	(2,530)
GTE Corp Deb 7.51% 04/01/2009	100,000	04/01/09	100,000	4/3/1997	99,966	34
Morgan, J.P. & Co Inc 6% 01/15/2009	200,000	01/15/09	200,000	3/8/1999	193,128	6,872
U.S. Treasury Notes 4% 08/15/2018	200,000	07/22/09	208,000	3/18/2009	217,281	(9,281)
U.S. Treasury Notes 6% 08/15/2009	200,000	08/15/09	200,000	12/17/1997	196,094	3,906
U.S. Treasury Notes 6% 08/15/2009	100,000	08/15/09	<u>100,000</u>	<u>2/3/2000</u>	<u>96,765</u>	<u>3,235</u>
Total			<u>\$ 3,860,244</u>		<u>\$ 4,265,908</u>	<u>\$ (405,664)</u>

The Oaklawn Foundation
EIN 13-6127896
Schedule of Grants Paid
December 31, 2009

Educational & Social Services

Boys & Girls Club of Greenwich (final year)	\$ 15,000	
Greenwich Family Centers	15,000	
Kids in Crisis	15,000	
Manhattan Institute	10,000	
Mercy Housing & Shelter Corp	15,000	
Sound Waters	10,000	
Squam Lakes Natural Science Center	2,500	
Stamford Museum & Nature Center	15,000	
The WorkPlace Inc	<u>10,000</u>	
Total		107,500

Schools

Center for Educational Innovation (CEI-PEA)	10,000	
Choate Rosemary Hall	7,500	
Christian Home and Bible School (\$40,000 of pledge remaining)	30,000	
Community Montessori School	10,000	
Greenwich Academy (\$200,000 over 5 years-final year)	40,000	
Inner City Scholarship Fund	20,000	
Science Education Center	10,000	
Summer on the Hill	25,500	
The Hill School	20,000	
Waterside School	<u>15,000</u>	
Total		188,000

Colleges & Universities

Cumberland College	60,000	
Sacred Heart University	10,000	
SMU (\$300,000 over 5 years-final year)	60,000	
Southern Conn. State University	7,500	
The Susan Fund	<u>15,000</u>	
Total		152,500

The Oaklawn Foundation
EIN 13-6127896
Schedule of Grants Paid
December 31, 2009

Directors' Grants to 501c organizations

Berkeley Preparatory	5,000	
Boys & Girls Club of Greenwich	5,000	
Brunswick School	4,000	
Choate-Rosemary Hall	2,000	
Christ Church	5,000	
Christian Home & Bible School	5,000	
Colby College	14,500	
Community Montessori School	5,000	
Hanover H.S. Men & Women Cross County Team	5,000	
Hope Christian Church	3,000	
Kids in Crisis	5,000	
Mercy Housing & Shelter Corp	3,000	
National Multiple Sclerosis	1,500	
Soroptimist International	2,000	
Sound Waters	5,000	
Southern Conn. State University	4,000	
Stamford Museum & Nature Center	4,000	
The Children's Center	3,000	
The Hill School	6,000	
The Workplace, Inc	5,000	
Trinity College	10,000	
UNC-Wilmington	10,000	
University of Virginia	3,000	
Waterside School	5,000	
Total		<u>120,000</u>
Total Grants Paid		<u>\$568,000</u>

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
2	FURNITURE & FIXTURES FURNITURE & FIXTURES	92	SL	7.00	16	5,148.			5,148.	5,148.		0.
5	FURNITURE	120196	SL	7.00	16	353.			353.	350.		0.
9	FURNITURE	041504	SL	7.00	16	1,646.			1,646.	940.		235.
	* 990-PF PG 1 TOTAL											
	FURNITURE & FIXTURES					7,147.		0.	7,147.	6,438.	0.	235.
	MACHINERY & EQUIPMENT											
	COMPUTER/FAX											
1	MACHINE	92	SL	5.00	16	3,385.			3,385.	3,385.		0.
3	COPIER	94	SL	5.00	16	1,100.			1,100.	1,100.		0.
4	COMPUTER	081596	SL	5.00	16	2,403.			2,403.	2,403.		0.
6	PRINTER	030898	SL	5.00	16	236.			236.	236.		0.
7	COMPUTER	011500	SL	5.00	16	1,605.			1,605.	1,605.		0.
8	COMPUTER	120804	SL	5.00	16	779.			779.	637.		142.
	* 990-PF PG 1 TOTAL											
	MACHINERY & EQUIPMENT					9,508.		0.	9,508.	9,366.	0.	142.
	* GRAND TOTAL											
	990-PF PG 1 DEPR					16,655.		0.	16,655.	15,804.	0.	377.

928102
06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

The Oaklawn Foundation
 EIN 13-6127896
 Schedule of Investments
 December 31, 2009

<u>Corporate Stocks</u>	<u>Shares</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
Air Products and Chemicals Inc	1,400	\$ 70,079	\$ 113,484	\$ 43,405
Apple Inc	800	73,646	168,586	94,940
Beckton Dickinson and Company	5,000	387,759	394,300	6,541
Charles Schwab Corp	8,000	103,193	150,560	47,367
Chevron Corporation	1,800	131,985	138,582	6,597
Cisco Systems, Inc	8,300	125,276	198,702	73,426
CVS Caremark Corp	9,000	270,600	289,890	19,290
Danaher Corp	1,500	79,679	112,800	33,121
Dominion Resources Inc.	7,000	233,977	272,440	38,463
Exelon Corp	4,775	239,240	233,354	(5,886)
Exxon Mobil Corp	5,134	231,375	350,087	118,712
General Dynamics	3,700	164,396	252,229	87,833
Google Inc	630	250,087	390,587	140,500
Intel Corp	5,500	76,887	112,200	35,313
Johnson & Johnson	5,800	170,623	373,578	202,955
JPMorgan Chase & Co	5,000	220,493	208,350	(12,143)
Kraft Foods Inc	9,700	296,727	263,646	(33,081)
L-3 Communications Hldgs	4,000	245,569	347,800	102,231
Oracle Corporation	14,000	295,187	343,420	48,233
Pepsico Inc	6,600	129,574	401,280	271,706
Procter & Gamble Company	2,000	96,948	121,260	24,312
Qualcomm Inc	4,000	179,329	185,040	5,711
Staples Inc	12,750	133,346	313,523	180,177
Target Corp	6,000	197,406	290,220	92,814
Walt Disney Company	5,500	71,776	177,375	105,599
Total Corporate Stocks		<u>\$ 4,475,157</u>	<u>\$ 6,203,293</u>	<u>\$ 1,728,136</u>

The Oaklawn Foundation
 EIN 13-6127896
 Schedule of Investments
 December 31, 2009

<u>Corporate Bonds, Notes and ETF</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
AT&T Inc 4.95% 1/15/2013	100,000	\$ 103,024	\$ 106,688	\$ 3,664
Bankers Trust NY Corp 7.25% 10/15/2011	100,000	106,421	106,487	66
Berkshire Hathaway Inc. 4.75% 5/15/2012	100,000	104,738	106,607	1,869
Coca Cola Enterprises Inc Nt 4.25% 09/15/2010	100,000	99,292	102,552	3,260
Conocophillips 4.75% 2/1/2014	100,000	103,710	107,369	3,659
CVS Corp Sn Nt 5.75% 08/15/2011	100,000	101,014	106,488	5,474
Dominion Res Inc VA New 6.25% 06/30/2012	100,000	104,040	108,008	3,968
Electronic Data Systems 6% 8/1/2013	100,000	100,508	110,542	10,034
Emerson Electric Co 5.625% 11/15/2013	100,000	106,107	110,246	4,139
Kraft Foods Inc 6.25% 6/1/2012	100,000	105,839	107,773	1,934
Lilly, Eli & Co 6.75% 1/1/2016	100,000	109,864	111,196	1,332
Target Corp 4% 6/15/2013	100,000	99,061	104,210	5,149
Texaco Cap Inc 8.625% 06/30/2010	100,000	109,561	103,719	(5,842)
Verizon Communications 5.25% 4/15/2013	100,000	95,638	107,797	12,159
Vanguard Short-Term Bond ETF	3,500	281,181	278,390	(2,791)
Total Corporate Bonds, Notes and ETF		<u>\$ 1,729,998</u>	<u>\$ 1,778,072</u>	<u>\$ 48,074</u>

The Oaklawn Foundation
 EIN 13-6127896
 Schedule of Investments
 December 31, 2009

<u>U.S. Government and Agency Bonds</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
U.S. Treasury Bonds 9.875% 11/15/2015	150,000	\$ 191,910	\$ 206,097	\$ 14,187
U.S. Treasury Notes 6.5% 02/15/2010	300,000	299,953	302,181	2,228
U.S. Treasury Notes 5% 8/15/2011	400,000	424,250	426,500	2,250
U.S. Treasury Notes 4.875% 2/15/2012	400,000	418,383	430,408	12,025
U.S. Treasury Notes 4.25% 11/15/2013	400,000	410,719	432,124	21,405
U.S. Treasury Notes 4.75% 5/15/2014	300,000	314,920	330,093	15,173
U.S. Treasury Notes 4.25% 8/15/2015	350,000	343,562	374,609	31,047
U.S. Treasury Notes 4.5% 8/15/2016	350,000	341,878	377,535	35,657
U.S. Treasury Notes 7.5% 11/15/2016	200,000	224,371	252,046	27,675
U.S. Treasury Notes 4.625% 2/15/2017	250,000	248,828	269,943	21,115
U.S. Treasury Notes 4.5% 5/15/2017	250,000	241,187	267,245	26,058
U.S. Treasury Notes 4.75% 8/15/2017	200,000	201,625	217,016	15,391
Total U.S. Government and Agency Bonds		<u>\$ 3,661,586</u>	<u>\$ 3,885,797</u>	<u>\$ 224,211</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF NEW YORK-CHECKING(79360)	191.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	191.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE BANK OF NEW YORK-NOMINEE (275269)	418,490.	0.	418,490.
TOTAL TO FM 990-PF, PART I, LN 4	418,490.	0.	418,490.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EDWARD M. DEDON, CPA (ACCTG & TAX PREP)	11,625.	8,719.		2,906.
TO FORM 990-PF, PG 1, LN 16B	11,625.	8,719.		2,906.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GILLESPIE, ROBINSON & GRIMM, INC. (INVESTMENT MANAGEMENT FEES)	66,015.	66,015.		0.
BANK OF NEW YORK (CUSTODY FEES)	7,932.	7,932.		0.
TO FORM 990-PF, PG 1, LN 16C	73,947.	73,947.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,749.	675.		6,074.
TO FORM 990-PF, PG 1, LN 18	6,749.	675.		6,074.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE MAINTENANCE & EXPENSES	1,178.	118.		1,060.
FILING FEES	750.	75.		675.
INSURANCE EXP-INC IN OLI CSV REVISED PRIOR YR & CURRENT YEAR OFFSET	-2,329.	0.		0.
TO FORM 990-PF, PG 1, LN 23	-401.	193.		1,735.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT/AGENCY OBLIGATIONS	X		3,661,586.	3,885,797.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,661,586.	3,885,797.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,661,586.	3,885,797.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	4,475,157.	6,203,293.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,475,157.	6,203,293.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,729,998.	1,778,072.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,729,998.	1,778,072.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER/FAX MACHINE	3,385.	3,385.	0.
FURNITURE & FIXTURES	5,148.	5,148.	0.
COPIER	1,100.	1,100.	0.
COMPUTER	2,403.	2,403.	0.
FURNITURE	353.	350.	3.
PRINTER	236.	236.	0.
COMPUTER	1,605.	1,605.	0.
COMPUTER	779.	779.	0.
FURNITURE	1,646.	1,175.	471.
TOTAL TO FM 990-PF, PART II, LN 14	16,655.	16,181.	474.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CASH SURRENDER VALUE-OLI	76,446.	78,775.	78,775.
TO FORM 990-PF, PART II, LINE 15	76,446.	78,775.	78,775.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN K. GRIMM 80 FIELD POINT ROAD P.O. BOX 2220 GREENWICH, CT 06836	DIRECTOR 0.00	0.	0.	0.
CAMERON F. HOPPER, ESQ 170 MASON STREET GREENWICH, CT 06830	DIRECTOR 0.00	0.	0.	0.
WILLIAM S. KIES III 15 GRANT AVENUE OLD GREENWICH, CT 06870	PRESIDENT/DIRECTOR 25.00	30,000.	0.	0.
AUDREY S. PAIGHT BOX 955 CRYSTAL BEACH, FL 34681	TREAS/DIRECTOR 25.00	55,225.	0.	0.
BETSY K. RAFTERY 37 OAK LEDGE LANE WILTON, CT 06897	RECORDING SECRETARY/DIRECTOR 1.00	3,000.	0.	0.
JOSEPH PAIGHT 3907 FOUNTAINEBLEU DRIVE TAMPA, FL 33634	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		88,225.	0.	0.

FORM 990-PF.

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAM S. KIES III, PRESIDENT, OAKLAWN FOUNDATION
15 GRANT AVENUE
OLD GREENWICH, CT 06870

TELEPHONE NUMBER

203 637-3784

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD INCLUDE DATA AS TO THE PURPOSE AND PROPOSED USE OF THE GRANT; PERTINENT FINANCIAL DATA SHOULD BE SUBMITTED.

ANY SUBMISSION DEADLINES

NO DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTEE MUST BE AN EXEMPT ORGANIZATION UNDER SECTION 501(C) OF THE INTERNAL REVENUE CODE. NO OTHER SPECIAL FACTORS.