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

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

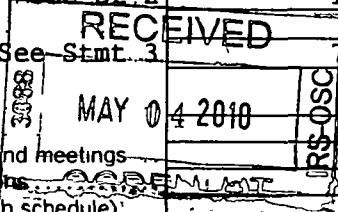
For calendar year **2009**, or tax year beginning **2009**, and ending **2009**

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.	HENNESSY FOUNDATION C/O S&P CPA'S & ASSOCIATES, PA #725 295 MADISON AVE NY, NY 10017	A Employer identification number 13-6153737
		B Telephone number (see the instructions)
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,056,441.		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	82,562.	82,562.		
	5a Gross rents . . .				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	253,085.			
	b Gross sales price for all assets on line 6a 324,399.				
	7 Capital gain net income (from Part IV, line 2)		253,085.		
	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)					
12 Total. Add lines 1 through 11	335,647.	335,647.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	2,815.			2,815.
	c Other prof fees (attach sch) See St 2	113.	113.		113.
	17 Interest				
	18 Taxes (attach schedule) (see instr.) See Stmt. 3	750.	750.		750.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	14,980.			
	24 Total operating and administrative expenses. Add lines 13 through 23	18,658.	863.		3,678.
	25 Contributions, gifts, grants paid Part XV	152,871.			152,871.
26 Total expenses and disbursements. Add lines 24 and 25	171,529.	863.	0.	156,549.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	164,118.				
b Net investment income (if negative, enter -0-)		334,784.			
c Adjusted net income (if negative, enter -0-)			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	126,793.	360,385.	360,385.	
	2	Savings and temporary cash investments				
	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	61,493.	50,177.	50,177.	
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)	1,089,328.	1,031,170.	1,645,879.	
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	1,277,614.	1,441,732.	2,056,441.		
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)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
NET FUND ASSETS OR	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	1,277,614.	1,441,732.		
	30	Total net assets or fund balances (see the instructions)	1,277,614.	1,441,732.		
31	Total liabilities and net assets/fund balances (see the instructions)	1,277,614.	1,441,732.			

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	1,277,614.
2	Enter amount from Part I, line 27a	2	164,118.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,441,732.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,441,732.

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)
1 a 2 ENBRIDGE ENERGY MGMT LLC	P	Various	Various
b 2 KINDER MORGAN MGMT LLC	P	Various	Various
c 900 GENENTECH	P	Various	3/26/09
d SH GROUP, INC	P		
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 65.		50.	15.
b 82.		38.	44.
c 123,500.		59,910.	63,590.
d 200,752.		11,316.	189,436.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			15.
b			44.
c			63,590.
d			189,436.
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	253,085.
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.

(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	147,823.	2,529,623.	0.058437
2007	194,046.	3,240,191.	0.059887
2006	133,804.	2,863,539.	0.046727
2005	124,587.	2,713,258.	0.045918
2004	108,690.	2,640,944.	0.041156

2 Total of line 1, column (d)	2	0.252125
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	0.050425
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,767,634.
5 Multiply line 4 by line 3	5	89,133.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,348.
7 Add lines 5 and 6	7	92,481.
8 Enter qualifying distributions from Part XII, line 4	8	156,549.

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. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,348.
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	3,348.
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	3,348.
6 Credits/Payments:			
a 2009 estimated tax prmts and 2008 overpayment credited to 2009	6a	93.	
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	93.	
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	3,255.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 <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? <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 XV</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

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>N/A</u>		X	
14	The books are in care of <u>S&P CPA'S & ASSOCIATES, PA</u> Telephone no. <u>(212) 599-8160</u> Located at <u>295 MADISON AVE, STE 725 NEW YORK NY</u> ZIP + 4 <u>10017</u>			
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. <u>N/A</u>			
			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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	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 <u>20__ , 20__ , 20__ , 20__</u>		
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)	2 b	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 <u>20__ , 20__ , 20__ , 20__</u>		
3 a	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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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 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)?

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? Yes No

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

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

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

5b	N/A	
6b		X
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
JOHN F. HENNESSY	President 0	0.	0.	0.
KATHLEEN HENNESSY	Vice Preside 0	0.	0.	0.
DAVID HENNESSY	Vice Preside 0	0.	0.	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 <u>WHITBY SCHOOL'S SCHOLARSHIP FUND</u>	
-----	22,071.
2 <u>THE WATERSIDE SCHOOL</u>	
-----	50,000.
3 <u>NEW CANAAN COUNTY SCHOOL</u>	
-----	10,000.
4 <u>THE CHIDREN'S STOREFRONT AFTER SCHOOL & SUMMER ENRICHMENT PROGRAM</u>	
-----	15,000.

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 <u>N/A</u>	

2	

All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

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	1,500,787.
b Average of monthly cash balances	1b	243,588.
c Fair market value of all other assets (see instructions)	1c	50,177.
d Total (add lines 1a, b, and c)	1d	1,794,552.
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	1,794,552.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	26,918.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,767,634.
6 Minimum investment return. Enter 5% of line 5	6	88,382.

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	88,382.
2a Tax on investment income for 2009 from Part VI, line 5	2a	3,348.
b Income tax for 2009. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	3,348.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	85,034.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	85,034.
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	85,034.

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	156,549.
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	156,549.
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	3,348.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	153,201.

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				85,034.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			14,315.	
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. ▶ \$ 156,549.				
a Applied to 2008, but not more than line 2a			14,315.	
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				85,034.
e Remaining amount distributed out of corpus	57,200.			
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.	57,200.			
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				0.
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	57,200.			
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	57,200.			

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 6				
Total			▶ 3a	152,871.
b Approved for future payment				
Total			▶ 3b	

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HENNESSY FOUNDATION

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 2,815.	\$ 0.	\$ 0.	\$ 2,815.

Statement 2
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
SERVICE FEES	\$ 113.	\$ 113.	\$ 0.	\$ 113.
Total	\$ 113.	\$ 113.	\$ 0.	\$ 113.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL TAXES	\$ 500.	\$ 500.	\$ 0.	\$ 500.
NYS CHAR 500 ETPL FILING FEE	250.	250.	0.	250.
Total	\$ 750.	\$ 750.	\$ 0.	\$ 750.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 14,980.	\$ 0.	\$ 0.	\$ 0.

Statement 5
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name:
 Care Of:
 Street Address:

JOHN F. HENNESSY, III
 S&P CPA'S & ASSOCIATES, PA
 295 MADISON AVE, STE 725

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Statement 5 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

City, State, Zip Code: NEW YORK, NY 10017
 Telephone:
 Form and Content: LETTER OF REQUEST
 Submission Deadlines: NO
 Restrictions on Awards: NO

Statement 6
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
WHITBY SCHOOL ,			SCHOLARSHIP FUND	\$ 22,071.
CHILDRENS STOREFRONT ,			DEVELOPING ARTS RELATED ACTIVITIES	15,000.
THE WATERSIDE SCHOOL ,			SCHOOL RENOVATION	50,000.
IONA ,			SCHOLARSHIP FUND	6,000.
COMMUNITY SCHOOL ,			SCHOLARSHIP FUND	5,000.
REACH PREP ,			PREP ACADEMY PROGRAM	10,000.
GREENS FARM ACADEMY ,			SUMMER ENCRICHMENT PROGRAM	10,000.
ST LUKES SCHOOL ,			SUMMER PROGRAM	10,000.
KIEVE-WAVUS EDUCATION ,			SCHOLARSHIP FUND	4,300.
WOOD RIVER YMCA ,			SCHOLARSHIP FUND	3,000.
SOUTHAMPTON FRESH AIR HOME ,			RENNOVATIONS	2,500.
CONGREGATIONAL CHURCH ,			MISSION TRIP	5,000.

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Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
NEW CANAAN COUNTRY SCHOOL			SUMMER ENRICHMENT	\$ 10,000.
			Total	<u>\$ 152,871.</u>

HENNESSY FOUNDATION
STOCK PORTFOLIO SUMMARY
12/31/09

Name of Stock	January 1, 2009			Purchase or other Acquisitions			Sales or Other Dispositions			December 31, 2009			
	# of shares	Cost Basis	Date	# of shares	Cost Basis	Date Acquired	# of Shares	Selling Price	Date Sold	Gain (Loss)	# of shares	Cost Basis	Date
3 M Co	500	\$ 35,357	8/1/2004								500	\$ 35,357	8/1/2004
AMER Intl Group Inc	800	\$ 49,682	3/21/2005								40	\$ 49,682	3/21/2005
Archer Inc	600	\$ 49,896	7/29/2005								600	\$ 49,896	7/29/2005
Archer Daniels Midland	1500	\$ 40,696	1/17/2006								1500	\$ 40,696	1/17/2006
Cisco Systems Inc	2000	\$ 28,056	8/28/2002								2000	\$ 28,056	8/28/2002
Cohen & Steers Reit & Utility Fund	1000	\$ 20,000	1/30/2004								1000	\$ 20,000	1/30/2004
Cohen & Steers Reit & Utility Fund	395	\$ 6,702	Various	114	\$ 715	Various					479	\$ 7,200	Various
Conn-Cast	600	\$ 11,992	3/31/2004								600	\$ 11,992	3/31/2004
Conoco Phillips/ Phillips Petr	1120	\$ 19,277	2/18/2000								1120	\$ 19,277	2/18/2000
Conning Inc	4000	\$ 32,601	8/1/2004								4000	\$ 32,601	8/1/2004
Dominion Resources Inc	800	\$ 32,294	9/9/2005								800	\$ 32,294	9/9/2005
Enbridge Energy Management LLC	1206	\$ 36,654	8/1/2004				2	\$ 65	Various	15	1337	\$ 36,604	8/1/2004
General Electric	3570	\$ 6,067	1980								3570	\$ 6,067	1980
Genentech Inc	500	\$ 29,076	3/28/2005				500	\$ 47,500	3/26/2009	18,424	0	\$ -	3/28/2005
Genentech Inc	800	\$ 30,834	8/1/2004				400	\$ 76,000	3/26/2009	45,166	0	\$ -	8/1/2004
Genesee & WYO Inc CL A	1400	\$ 52,791	1/4/2006								1400	\$ 52,791	1/4/2006
Genesee & WYO Inc CL A	700	\$ -	3/15/2006								700	\$ -	3/15/2006
ICI/ICI Bank LTD SPON ADR	1500	\$ 44,726	1/4/2006								1500	\$ 44,726	1/4/2006
Illinois Tool Works Inc	800	\$ 72,992	12/21/2005								800	\$ 72,992	12/21/2005
Illinois Tool Works Inc	800	\$ -	5/28/2006								800	\$ -	5/28/2006
Intel Corp	1600	\$ 28,593	7/2/1997								1600	\$ 28,593	7/2/1997
Kinder Morgan Management LLC	1106	\$ 23,442	3/1/2005				2	\$ 82	Various	44	1211	\$ 23,404	3/1/2005
Masco Corp	900	\$ 31,442	3/1/2005								900	\$ 31,442	3/1/2005
Microsoft Corp	400	\$ 10,885	10/28/2002								400	\$ 10,885	10/28/2002
Microsoft Corp	1400	\$ 37,516	8/1/2004								1400	\$ 37,516	8/1/2004
Microsoft Corp	2000	\$ 56,680	1/23/2005								2000	\$ 56,680	1/23/2005
Microvision Inc.	400	\$ 21,933	2/18/2000								400	\$ 21,933	2/18/2000
Microvision Inc. Wash	500	\$ 5,726	4/11/2002								500	\$ 5,726	4/11/2002
Microvision Inc. Wash	100	\$ 1,144	4/11/2002								100	\$ 1,144	4/11/2002
Monsanto Co	1000	\$ 16,927	10/25/2002								1000	\$ 16,927	10/25/2002
Monsanto Co	700	\$ 11,819	10/25/2002								700	\$ 11,819	10/25/2002
Monsanto Co	500	\$ 17,428	3/10/2004								500	\$ 17,428	3/10/2004
Monsanto Co	2200	\$ -	7/31/2006								2200	\$ -	7/31/2006
Pepsi Co. Inc	700	\$ 27,288	4/8/1999								700	\$ 27,288	4/8/1999
Pepsi Co. Inc	500	\$ 27,219	5/27/2004								500	\$ 27,219	5/27/2004
Proctor & Gamble	487	\$ 18,411	1/24/2003								487	\$ 18,411	1/24/2003
Srnucker JM Co.	700	\$ 26,340	8/28/2002								700	\$ 26,340	8/28/2002
Suncor Inc	2800	\$ 24,302	4/11/2002								2800	\$ 24,302	4/11/2002
Syska & Hennessy	0	\$ -	-								-	\$ -	-
TECO Energy Inc	2000	\$ 32,060	2/1/2005								2000	\$ 32,060	2/1/2005
Thor Industries	1200	\$ 17,038	4/11/2002								1200	\$ 17,038	4/11/2002
United Dominion Realty Trust Inc	1200	\$ 29,634	1/10/2006	96	\$ 1,125						1296	\$ 30,759	1/10/2006
Voda Phone	1312	\$ 24,026	4/12/2002								1312	\$ 24,026	4/12/2002
TOTAL		\$ 1,089,546			\$ 1,840		\$ 123,647		\$ 63,649			\$ 1,031,171	