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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

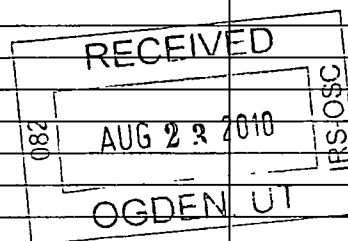
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.Name of foundation
THE ALCON FOUNDATION, INC.A Employer identification number
20-0166600Number and street (or P O box number if mail is not delivered to street address)
6201 SOUTH FREEWAY

Room/suite

B Telephone number (see page 10 of the instructions)
817-293-0450City or town, state, and ZIP code
FORT WORTH, TX 76134C If exemption application is
pending check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 30,000 J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	5,716,082			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	29,200			
12 Total Add lines 1 through 11	5,745,282	0	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	29,200			
24 Total operating and administrative expenses. Add lines 13 through 23	29,200	0	0	0
25 Contributions, gifts, grants paid	5,716,082			5,716,082
26 Total expenses and disbursements Add lines 24 and 25	5,745,282	0	0	5,716,082
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	0			
b Net investment income (if negative, enter -0-)		0		
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			
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	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 ▶ <u>ARTWORK</u>)			30,000	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0	0	30,000	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)			
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)			

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	0
2 Enter amount from Part I, line 27a	2	0
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	0
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	0

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
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			0		
b			0		
c			0		
d			0		
e			0		
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a		0	0		
b		0	0		
c		0	0		
d		0	0		
e		0	0		
2 Capital gain net income or (net capital loss)			0		
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 pages 13 and 17 of the instructions)					
If (loss), enter -0- in Part I, line 8,					

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

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

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

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

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

(a) 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			0.0000
2007			0.0000
2006			0.0000
2005			0.0000
2004			0.0000
2 Total of line 1, column (d)			0.0000
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			0.0000
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			29,550
5 Multiply line 4 by line 3			0
6 Enter 1% of net investment income (1% of Part I, line 27b)			0
7 Add lines 5 and 6			0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			5,716,082

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	
Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a		
b Exempt foreign organizations-tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		0
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		0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	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?	1 a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1 b		X
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			
c Did the foundation file Form 1120-POL for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4 b		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TEXAS			
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	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SARA WOODWARD Telephone no <input type="checkbox"/> 817-293-0450			
	Located at <input type="checkbox"/> 6201 SOUTH FREEWAY, FORT WORTH, TX ZIP + 4 <input type="checkbox"/> 76134-2099			
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		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> N/A	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years <input type="checkbox"/>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) <input type="checkbox"/> 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 <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) <input type="checkbox"/> 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)? (see page 22 of the instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A**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 **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 (see page 22 of the instructions).

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3 ▶	0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 24 of the instructions)	1c	30,000
d	Total (add lines 1a, b, and c)	1d	30,000
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	30,000
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	450
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,550
6	Minimum investment return. Enter 5% of line 5	6	1,478

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

1	Minimum investment return from Part X, line 6	1	1,478
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,478
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,478
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,478

Part XII Qualifying Distributions (see page 25 of the 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	5,716,082
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	5,716,082
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,716,082

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,478
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ 5,716,082				
a Applied to 2008, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus . .				
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))				1,478
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005 . . .				
b Excess from 2006 . . .				
c Excess from 2007 . . .				
d Excess from 2008 . . .				
e Excess from 2009 . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
					0
	0	0	0	0	0
					0
					0
	0	0	0	0	0
					0
					0
					0
					0
					0
					0
					0

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 page 28 of 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))

SEE ATTACHED SUPPLEMENTAL SCHEDULE

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

N/A

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 page 28 of the 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 ATTACHED SUPPLEMENTAL SCHEDULE

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

SEE ATTACHED SUPPLEMENTAL SCHEDULE

c Any submission deadlines

SEE ATTACHED SUPPLEMENTAL SCHEDULE

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

SEE ATTACHED SUPPLEMENTAL SCHEDULE

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE				5,716,082
Total.			<div>▶ 3a</div>	5,716,082
b <i>Approved for future payment</i> SEE ATTACHED SCHEDULE				5,041,210
Total.			<div>▶ 3b</div>	5,041,210

Part^oXVI-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 (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
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					
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		0	0
13	Total. Add line 12, columns (b), (d), and (e)					

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

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

[illegible]

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

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

[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

<p>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.</p>			
<p>Signature of officer or trustee</p> <p><i>[Signature]</i></p>		<p>Date</p> <p>18/12/10</p>	<p>Title</p> <p>PRESIDENT</p>
<p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p> <p><i>[Signature]</i></p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>		<p>Preparer's identifying number (See Signature on page 30 of the instructions)</p>
			<p>EIN</p>
			<p>Phone no</p>

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

THE ALCON FOUNDATION, INC.

20-0166600

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE ALCON FOUNDATION, INC.

Employer identification number

20-0166600

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ALCON LABORATORIES, INC. 6201 SOUTH FREEWAY FORT WORTH, TX 76134	\$ 5,716,082	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE ALCON FOUNDATION, INC.

Employer identification number

20-0166600

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

THE ALCON FOUNDATION, INC.

Employer identification number

20-0166600

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	THE ALCON FOUNDATION, INC.	20-0166600
	Number, street, and room or suite no. If a P.O. box, see instructions	
	6201 SOUTH FREEWAY	
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
FORT WORTH, TX 76134		

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► SARA WOODWARD

Telephone No ► 817-293-0450FAX No ► 817-568-7197

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 2009 or
 ► ☐ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009

Page 1, Part I, Line 1 - Contributions, Gifts, Grants, Etc.

Name and Address of Contributor:

Alcon Laboratories, Inc
6201 South Freeway
Fort Worth, Texas 76134

Total Contributions \$ 5,716,082

THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009

Page 1, Part I, Line 11- Other Income

	<u>Amount</u>
Reimbursement of Expenses from Alcon Laboratories, Inc.	\$ 29,200
TOTAL	\$ 29,200

THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009

Page 1, Part I, Line 23 - Other Expenses

	<u>Amount</u>
Consulting and Professional Fees	\$ 26,907
Bank Fees	2,262
Phone Fee	<u>31</u>
TOTAL	\$ 29,200

THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009

Page 6 Part VIII, Line 1 -

Officers, Directors, Trustees, Foundation Managers and their compensation:

(a)	(b)	(c)	(d)	(e)
<u>Name and Address</u>	<u>Title and Time Devoted to Position</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plan</u>	<u>Expense Acct. Other Allowances</u>
David Bass 6201 South Freeway Ft. Worth, TX 76134	Secretary < 1 Hour	None	None	None
Rhonda Bryant 6201 South Freeway Ft Worth, TX 76134	Asst Secretary & Asst Treasurer 40 Hours	None	None	None
Kay A Cox 6201 South Freeway Ft Worth, TX 76134	Director < 1 Hour	None	None	None
Tamara Dean 6201 South Freeway Ft Worth, TX 76134	Vice President, Treasurer 40 Hours	None	None	None
Kevin Buehler 6201 South Freeway Ft Worth, TX 76134	Chairman < 1 Hour	None	None	None
Kurtis Klein 6201 South Freeway Ft Worth, TX 76134	Director < 1 Hour	None	None	None
Tom Hohman 6201 South Freeway Ft Worth, TX 76134	Director < 1 Hour	None	None	None
Scott Manning 6201 South Freeway Ft Worth, TX 76134	Director < 1 Hour	None	None	None
John Via 6201 South Freeway Ft. Worth, TX 76134	Director < 1 Hour	None	None	None
Terry Wiernas 6201 South Freeway Ft Worth, TX 76134	Director < 1 Hour	None	None	None
Stephen Wilson 6201 South Freeway Ft Worth, TX 76134	Director < 1 Hour	None	None	None
Sara Woodward 6201 South Freeway Ft Worth, TX 76134	President 16 Hours	None	None	None

**THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009**

Page 10, Part XV, Line 1a - List of Managers

Alcon Laboratories, Inc., contributes more than 2% of the total contributions of The Alcon Foundation, Inc. Indicated below are Board of Directors of The Alcon Foundation, Inc. who are officers of Alcon Laboratories, Inc.

David Bass

Kevin Buehler

Kay Cox

Kurtis Klein

Scott Manning

Stuart Raetzman

John Via

Stephen Wilson

THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009

Page 10, Part XV, Line 2 - Information Regarding Contribution, Grant, Loan, Scholarship, etc., Programs:

(a) Sara Woodward, President
The Alcon Foundation, Inc.
6201 South Freeway
Fort Worth, TX 76134-2099
(817) 293-0450

(b) Grant requests should be submitted in writing and include current IRS documentation certifying that the applicant is a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code.

Information about the applicant and a brief description of the specific program for which funds are being requested

Names and affiliations of the Officers, Trustees and/or Board of Directors of the applicant.

List of the applicant's current corporate and foundation supporters.

Most recent Audited Financial Statements of the applicant.

(c) There are not any submission deadlines.

(d) The Alcon Foundation, Inc. supports organizations in the fields of health care, leadership programs, research, education and community responsibility. Programs that advance the education and skill levels of eye care professionals are given special consideration. Alcon believes these types of programs benefit the eye care professional and improve patient care. In addition, the Foundation supports the philanthropic interest of Alcon. Alcon is committed to making a difference in the communities where we have a large employee presence and believe it is our social responsibility to support educational programs, good works and charities. The Alcon Foundation, Inc. supports civic and community, health and human services, education, arts and cultural programs.

THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009

Page 10, Part XV, Line 3 (a)
Contributions Paid During Year

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
AAO-HNS FOUNDATION, INC.	N/A	Public	Goodwill	10,800
ALL CHURCH HOME FOR CHILDREN	N/A	Public	Goodwill	3,000
ALL SAINTS HEALTH FOUNDATION	N/A	Public	Goodwill	50,000
ALLIANCE FOR CHILDREN	N/A	Public	Goodwill	3,000
AMERICAN FOUNDATION FOR THE BLIND - AFB CENTER ON VISION LOSS	N/A	Public	Goodwill	10,000
AMERICAN OPTOMETRIC ASSOCIATION FOUNDATION (AOAF)	N/A	Public	Goodwill	1,000
AMERICAN OPTOMETRIC FOUNDATION	N/A	Public	Goodwill	10,000
AMERICAN RED CROSS	N/A	Public	Goodwill	5,000
AMERICAN RED CROSS	N/A	Public	Goodwill	30,000
AMERICAN RED CROSS, CENTRAL WV CHAPTER, HUNTINGTON OFFICE	N/A	Public	Goodwill	3,500
AMON CARTER MUSEUM	N/A	Public	Goodwill	34,300
AMPHIBIAN PRODUCTIONS	N/A	Public	Goodwill	6,500
ARTS COUNCIL OF FORT WORTH AND TARRANT COUNTY	N/A	Public	Goodwill	10,000
ARVO FOUNDATION	N/A	Public	Goodwill	22,500
ASCO	N/A	Public	Goodwill	5,000
ASCRS FOUNDATION	N/A	Public	Goodwill	200,000
BATTERED WOMEN'S FOUNDATION	N/A	Public	Goodwill	3,000
BIG BROTHERS BIG SISTERS OF THE TRI-STATE, INC.	N/A	Public	Goodwill	5,000
BLIND CHILDREN'S LEARNING CENTER	N/A	Public	Goodwill	42,435
BLIND CHILDREN'S LEARNING CENTER	N/A	Public	Goodwill	15,000
BO'S PLACE	N/A	Public	Goodwill	5,000
BOYS & GIRLS CLUB OF GREATER FORT WORTH	N/A	Public	Goodwill	15,000
BOYS & GIRLS CLUBS OF ARLINGTON, INC.	N/A	Public	Goodwill	7,500
BUCKNER CHILDREN AND FAMILY SERVICES	N/A	Public	Goodwill	6,000
CABELL-HUNTINGTON COALITION FOR THE HOMELESS	N/A	Public	Goodwill	4,400
CABELL-WAYNE ASSOCIATION OF THE BLIND	N/A	Public	Goodwill	5,000
CAMP FIRE, USA	N/A	Public	Goodwill	10,000
CENTER FOR EYE RESEARCH & EDUCATION (CERE)	N/A	Public	Goodwill	35,000
CENTER FOR HEARING AND SPEECH	N/A	Public	Goodwill	5,000
COLLEYVILLE LIONS CLUB FOUNDATION, INC.	N/A	Public	Goodwill	1,000
COLUMBIA UNIVERSITY/OPHTHALMOLOGY DEPARTMENT	N/A	Public	Goodwill	15,000
COMMUNITY ENRICHMENT CENTER	N/A	Public	Goodwill	5,000
COMMUNITY SERVICE PROGRAMS - CSP, INC	N/A	Public	Goodwill	10,000
DEAN A. MCGEE EYE INSTITUTE	N/A	Public	Goodwill	50,000
ESSILOR VISION FOUNDATION	N/A	Public	Goodwill	70,000
EVERMAN ISD	N/A	Public	Goodwill	250
EYE CARE FOR KIDS FOUNDATION	N/A	Public	Goodwill	5,000
EYECARE AMERICA	N/A	Public	Goodwill	225,000
FILIPINO-AMERICAN ASSOCIATION OF NORTH TEXAS	N/A	Public	Goodwill	250
FORT WORTH MUSEUM OF SCIENCE & HISTORY	N/A	Public	Goodwill	100,000
FORT WORTH SISTER CITIES	N/A	Public	Goodwill	25,000
FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION	N/A	Public	Goodwill	20,000
FOUNDATION OF THE AMERICAN ACADEMY OF OPHTHALMOLOGY (FAA)	N/A	Public	Goodwill	60,000
FOUNDATION OF THE AMERICAN ACADEMY OF OPHTHALMOLOGY (FAA)	N/A	Public	Goodwill	50,000
FOUNDATION OF UMDNJ	N/A	Public	Goodwill	25,000
FRIENDS OF ARAVIND	N/A	Public	Goodwill	125,000
FRIENDS OF ARAVIND	N/A	Public	Goodwill	367,614
GIRL SCOUTS CIRCLE T COUNCIL	N/A	Public	Goodwill	3,000
GLAUCOMA RESEARCH FOUNDATION	N/A	Public	Goodwill	85,000
GUIDE DOGS OF TEXAS, INC.	N/A	Public	Goodwill	12,500
HEART OF FLORIDA UNITED WAY	N/A	Public	Goodwill	26,842

THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009

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
HEARTS & HOOVES	N/A	Public	Goodwill	3,500
HELEN KELLER INTERNATIONAL	N/A	Public	Goodwill	50,000
HENRY FORD HEALTH CARE SYSTEM	N/A	Public	Goodwill	25,000
HERMANN EYE FUND	N/A	Public	Goodwill	10,000
HOUSE EAR INSTITUTE	N/A	Public	Goodwill	5,000
HUNTINGTON AREA DEVELOPMENT COUNCIL-HADCO	N/A	Public	Goodwill	25,000
HUNTINGTON CITY MISSION	N/A	Public	Goodwill	10,000
ILLINOIS COLLEGE OF OPTOMETRY	N/A	Public	Goodwill	5,000
INTERNATIONAL AID, INC.	N/A	Public	Goodwill	8,879
INTERNATIONAL RESCUE COMMITTEE	N/A	Public	Goodwill	36,066
JA OF CHISHOLM TRAIL, INC.	N/A	Public	Goodwill	145,000
JOHNS HOPKINS HOSPITAL-WILMER INSTITUTE	N/A	Public	Goodwill	300,000
JOHNS HOPKINS UNIVERSITY SCHOOL OF MEDICINE	N/A	Public	Goodwill	3,000
JUBILEE THEATER	N/A	Public	Goodwill	10,000
JUNIOR ACHIEVEMENT OF WEST VIRGINIA	N/A	Public	Goodwill	3,000
LIGHTHOUSE FOR CHRIST MISSION	N/A	Public	Goodwill	2,500
MASSACHUSETTS EYE & EAR INFIRMARY	N/A	Public	Goodwill	50,000
MASSACHUSETTS EYE & EAR INFIRMARY	N/A	Public	Goodwill	20,000
MEALS ON WHEELS	N/A	Public	Goodwill	15,000
MERCY SHIPS	N/A	Public	Goodwill	50,000
MICHELS, RONALD G. FELLOWSHIP FOUNDATION	N/A	Public	Goodwill	10,000
MIDWEST CORNEA RESEARCH FOUNDATION	N/A	Public	Goodwill	10,000
NATIONAL MERIT SCHOLARSHIP PROGRAM	N/A	Public	Goodwill	24,150
NEW ENGLAND EYE INSTITUTE	N/A	Public	Goodwill	5,000
NEW YORK EYE & EAR INFIRMARY	N/A	Public	Goodwill	50,000
OCULAR IMMUNOLOGY & UVEITIS FOUNDATION, INC.	N/A	Public	Goodwill	25,000
OHIO RIVER ROAD VOLUNTEER FIRE DEPARTMENT, INC.	N/A	Public	Goodwill	4,040
OPTOMETRY'S CHARITY - THE AOA FOUNDATION	N/A	Public	Goodwill	25,000
OPTOMETRY'S CHARITY - THE AOA FOUNDATION	N/A	Public	Goodwill	100,000
ORANGE COUNTY'S UNITED WAY	N/A	Public	Goodwill	90,454
ORANGE COUNTY'S UNITED WAY	N/A	Public	Goodwill	24,879
ORANGE COUNTY'S UNITED WAY	N/A	Public	Goodwill	10,000
ORBIS INTERNATIONAL	N/A	Public	Goodwill	600,000
PERFORMING ARTS FORT WORTH	N/A	Public	Goodwill	25,000
PRESBYTERIAN NIGHT SHELTER	N/A	Public	Goodwill	15,000
PREVENT BLINDNESS AMERICA	N/A	Public	Goodwill	160,000
PREVENT BLINDNESS TEXAS - FW	N/A	Public	Goodwill	1,460
PREVENT BLINDNESS TEXAS - FW	N/A	Public	Goodwill	20,000
PREVENT BLINDNESS TEXAS - FW	N/A	Public	Goodwill	14,942
PROJECT HOPE	N/A	Public	Goodwill	65,200
RECORDING FOR THE BLIND AND DYSLEXIC, INC.	N/A	Public	Goodwill	5,000
RETINA FOUNDATION OF THE SOUTHWEST	N/A	Public	Goodwill	12,200
SAFEHAVEN OF TARRANT COUNTY	N/A	Public	Goodwill	7,500
SAMARITAN HOUSE	N/A	Public	Goodwill	5,000
SENIOR CITIZEN SERVICES OF GREATER TARRANT COUNTY	N/A	Public	Goodwill	5,000
SEVA FOUNDATION	N/A	Public	Goodwill	5,000
SHELTERING ARMS SENIOR SERVICES	N/A	Public	Goodwill	10,000
SOUTHWEST PERUVIAN HORSE CLUB	N/A	Public	Goodwill	1,000

THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009

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
ST JOSEPH HOSPITAL OF ORANGE	N/A	Public	Goodwill	5,000
ST. JUDE CHILDREN'S RESEARCH HOSPITAL	N/A	Public	Goodwill	10,000
STATE UNIVERSITY OF NEW YORK-DOWNSTATE MEDICAL CENTER (SUNY	N/A	Public	Goodwill	30,000
TARRANT AREA FOOD BANK	N/A	Public	Goodwill	15,000
TARRANT AREA FOOD BANK	N/A	Public	Goodwill	20,000
TARRANT COUNTY ACCESS FOR THE HOMELESS	N/A	Public	Goodwill	10,000
THE EDUCATION ALLIANCE--BUSINESS AND COMMUNITY FOR PUBLIC SC	N/A	Public	Goodwill	5,000
THE GLAUCOMA FOUNDATION	N/A	Public	Goodwill	80,000
THE GREATER CINCINNATI FOUNDATION	N/A	Public	Goodwill	20,000
THE HOPE CENTER	N/A	Public	Goodwill	3,000
THE HOPE CENTER	N/A	Public	Goodwill	3,000
THE HOUSE OF REDEMPTION	N/A	Public	Goodwill	10,000
THE LAGUNA PLAYHOUSE	N/A	Public	Goodwill	10,000
THE OHIO STATE UNIVERSITY DEPARTMENT OF OPHTHALMOLOGY	N/A	Public	Goodwill	30,000
THE WARM PLACE	N/A	Public	Goodwill	10,000
THEATRE ARLINGTON	N/A	Public	Goodwill	5,000
TRINITY HABITAT FOR HUMANITY	N/A	Public	Goodwill	56,000
TULANE UNIVERSITY	N/A	Public	Goodwill	45,000
TULANE UNIVERSITY	N/A	Public	Goodwill	45,000
UCI FOUNDATION-UNIVERSITY OF CALIFORNIA IRVINE	N/A	Public	Goodwill	200,000
UNITED WAY OF BERKS COUNTY	N/A	Public	Goodwill	11,699
UNITED WAY OF BERKS COUNTY	N/A	Public	Goodwill	10,570
UNITED WAY OF BERKS COUNTY	N/A	Public	Goodwill	13,485
UNITED WAY OF BERKS COUNTY	N/A	Public	Goodwill	13,871
UNITED WAY OF METROPOLITAN TARRANT COUNTY	N/A	Public	Goodwill	302,614
UNITED WAY OF METROPOLITAN TARRANT COUNTY	N/A	Public	Goodwill	289,937
UNITED WAY OF METROPOLITAN TARRANT COUNTY	N/A	Public	Goodwill	295,797
UNITED WAY OF THE RIVER CITIES, INC.	N/A	Public	Goodwill	6,145
UNITED WAY OF THE RIVER CITIES, INC.	N/A	Public	Goodwill	5,499
UNITED WAY OF THE RIVER CITIES, INC.	N/A	Public	Goodwill	9,795
UNITED WAY OF THE RIVER CITIES, INC.	N/A	Public	Goodwill	10,107
UNITED WAY OF THE TEXAS GULF COAST	N/A	Public	Goodwill	15,557
UNITED WAY OF THE TEXAS GULF COAST	N/A	Public	Goodwill	12,371
UNITED WAY OF THE TEXAS GULF COAST	N/A	Public	Goodwill	15,103
UNITED WAY OF THE TEXAS GULF COAST	N/A	Public	Goodwill	15,370
UTMB-UNIV. OF TEXAS FOUNDATION	N/A	Public	Goodwill	25,000
VAN CLIBURN FOUNDATION	N/A	Public	Goodwill	50,000
VIETNAM VETERANS FOUNDATION OF TEXAS, INC.	N/A	Public	Goodwill	1,000
VISION OUTREACH INTERNATIONAL	N/A	Public	Goodwill	5,000
VISION RESEARCH FOUNDATION OF KANSAS CITY	N/A	Public	Goodwill	20,000
VOLUNTEER CENTER OF ORANGE COUNTY/ACCESS OC	N/A	Public	Goodwill	3,000
WEST VIRGINIA UNIVERSITY FOUNDATION INC.	N/A	Public	Goodwill	10,000
YMCA OF METROPOLITAN FORT WORTH	N/A	Public	Goodwill	10,000
TOTAL				<u>5,716,082</u>

THE ALCON FOUNDATION, INC.
EIN 20-0166600
FOR YEAR ENDING 12/31/2009

Page 11, Part XV, Line 3 (b) - Contributions 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
Am Academy of Otolaryngology - HNSF	N/A	Public	Goodwill	34,300
Am Academy of Otolaryngology	N/A	Public	Goodwill	43,200
ARVO	N/A	Public	Goodwill	45,000
ARVO	N/A	Public	Goodwill	150,000
ASCRS**	N/A	Public	Goodwill	200,000
Assistance League of Santa Ana	N/A	Public	Goodwill	10,000
Baylor All Saint's	N/A	Public	Goodwill	100,000
Beaumont Foundation	N/A	Public	Goodwill	75,000
Big Brothers Big Sisters of North Texas	N/A	Public	Goodwill	15,000
Casa Manana	N/A	Public	Goodwill	14,200
Children's Eye Foundation	N/A	Public	Goodwill	200,000
Cornerstone Assistance Network	N/A	Public	Goodwill	50,000
FAAO	N/A	Public	Goodwill	60,000
Fort Worth Area Habitat for Humanity	N/A	Public	Goodwill	58,000
Fort Worth Chamber Development Fund	N/A	Public	Goodwill	150,000
Fort Worth Symphony Orchestra	N/A	Public	Goodwill	25,000
Foundation of the AAO	N/A	Public	Goodwill	450,000
Friends of Aravind	N/A	Public	Goodwill	35,000
FW Museum of Science and History	N/A	Public	Goodwill	200,000
Glaucoma Research Foundation	N/A	Public	Goodwill	100,000
Helen Keller International	N/A	Public	Goodwill	156,160
Houston Parks Board	N/A	Public	Goodwill	20,000
International Council of Oph Fnd -Ophthalmology Centers	N/A	Public	Goodwill	150,000
International Sister Cities Association	N/A	Public	Goodwill	25,000
Johns Hopkins University	N/A	Public	Goodwill	9,500
Junior Achievement of Berks County, Inc	N/A	Public	Goodwill	15,000
Junior Achievement of Chisholm Trail	N/A	Public	Goodwill	145,000
Junior Achievement of Southeast Texas	N/A	Public	Goodwill	20,000
Mass Eye & Ear Infirmary -Harvard	N/A	Public	Goodwill	40,000
Massachusetts Eye and Ear Infirmary	N/A	Public	Goodwill	72,050
Memorial Herman Foundation	N/A	Public	Goodwill	10,000
Mercy Ships	N/A	Public	Goodwill	65,000
National Society to Prevent Blindness/PBA	N/A	Public	Goodwill	160,000
New York Eye & Ear	N/A	Public	Goodwill	100,000
North Texas Future Fund	N/A	Public	Goodwill	20,000
Optometry's Charity - The AOA Foundation	N/A	Public	Goodwill	100,000
ORBIS	N/A	Public	Goodwill	600,000
Parenting Center	N/A	Public	Goodwill	5,000
Performing Arts FW	N/A	Public	Goodwill	50,000
Retina Foundation Southwest - Eye Center	N/A	Public	Goodwill	30,000
SEVA Foundation	N/A	Public	Goodwill	80,800
St Jude Children's Research Hospital	N/A	Public	Goodwill	10,000
The Glaucoma Foundation	N/A	Public	Goodwill	115,000
The University of Texas at Arlington	N/A	Public	Goodwill	100,000
United Negro College Fund	N/A	Public	Goodwill	5,000
Univ of Texas Medical Branch, Galveston	N/A	Public	Goodwill	25,000
University of California-Irvine	N/A	Public	Goodwill	200,000
Wills Eye Institute	N/A	Public	Goodwill	98,000
Wilmer-Johns Hopkins	N/A	Public	Goodwill	600,000
Total Annual Pledges				5,041,210