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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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

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.	Name of foundation SAM L COHEN FOUNDATION		**A Employer identification number** 20-2262822
	Number and street (or P O box number if mail is not delivered to street address) PO BOX 1123	Room/suite	**B** Telephone number (see page 10 of the instructions) (207) 871-5600
	City or town, state, and ZIP code PORTLAND, ME 04104		**C** If exemption application is pending, check here ☐ **D 1.** Foreign organizations, check here ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 35,578,886

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	696,250	696,250		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-1,456,285			
	b	Gross sales price for all assets on line 6a 4,682,207				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	89,605	89,605		
	12	**Total.** Add lines 1 through 11	-670,430	785,855		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	148,500	14,850		133,650
	14	Other employee salaries and wages	63,589	6,359		57,230
	15	Pension plans, employee benefits	19,084	1,908		17,176
	16a	Legal fees (attach schedule)	2,650	530		2,120
	b	Accounting fees (attach schedule)	8,915	1,783		7,132
	c	Other professional fees (attach schedule)	227,475	227,475		0
	17	Interest	61,015	61,015		0
	18	Taxes (attach schedule) (see page 14 of the instructions)	62,934	27,640		12,294
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	10,235	2,047		8,188
	22	Printing and publications	52,127	0		52,127
	23	Other expenses (attach schedule)	280,282	255,510		24,747
	24	**Total operating and administrative expenses.** Add lines 13 through 23	936,806	599,117		314,664
	25	Contributions, gifts, grants paid	1,521,355			1,521,355
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,458,161	599,117		1,836,019
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,128,591			
	b	**Net investment income** (if negative, enter -0-)		186,738		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	46,517	34,663	34,663
	2	Savings and temporary cash investments	241,983	352,405	352,405
	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 15 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			
	10a	Investments—U S and state government obligations (attach schedule)	3,027,713	3,152,157	3,006,963
	b	Investments—corporate stock (attach schedule)	12,323,851	11,334,602	11,299,448
	c	Investments—corporate bonds (attach schedule)	2,183,036	1,431,911	1,516,069
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	18,750,099	17,138,870	19,369,338
	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 the instructions Also, see page 1, item I)	36,573,199	33,444,608	35,578,886
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** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	36,573,199	33,444,608	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	36,573,199	33,444,608	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	36,573,199	33,444,608	

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	36,573,199
2	Enter amount from Part I, line 27a	2	-3,128,591
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	33,444,608
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	33,444,608

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-1,456,285
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	3	

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

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

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

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

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

(a) 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	1,479,549	37,731,074	0 039213
2007	1,851,776	44,749,498	0 041381
2006	1,006,745	40,050,454	0 025137
2005	100,384	1,285,644	0 078081
2004	941,519	1,961,260	0 480058

2	**Total** of line 1, column (d).	2	0 663870
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 132774
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	31,750,610
5	Multiply line 4 by line 3.	5	4,215,655
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,867
7	Add lines 5 and 6.	7	4,217,522
8	Enter qualifying distributions from Part XII, line 4.	8	1,836,019

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,735
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,735
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	3,735
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a — 30,539		
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	30,539
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	26,804
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 15,000 **Refunded** ▶	11	11,804

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ME			
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*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW SAMLCOHENFOUNDATION ORG

14 The books are in care of ▶NANCY BRAIN Telephone no ▶(207) 871-5600

Located at ▶50 FODEN ROAD SOUTH PORTLAND ME ZIP+4 ▶04106

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	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 ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 Additional Data Table				

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 ▶ 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 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
PRIME BUCHHOLZ 25 CHESTNUT STREET PORTSMOUTH, NH 03801	INVESTMENT ADVISORY SERVICES	75,000
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	
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

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	31,838,208
b	Average of monthly cash balances	1b	395,914
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	32,234,122
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	32,234,122
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	483,512
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,750,610
6	**Minimum investment return.** Enter 5% of line 5	6	1,587,531

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	1,587,531
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 3,735		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,735
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,583,796
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,583,796
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,583,796

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	1,836,019
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,836,019
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,836,019

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					1,583,796
2 Undistributed income, if any, as of the end of 2008					
a Enter amount for 2008 only.				270,801	
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 ▶ $ 1,836,019					
a Applied to 2008, but not more than line 2a				270,801	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2009 distributable amount.					1,565,218
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount—see 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					18,578
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)		0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2005. . . .					
b Excess from 2006. . . .					
c Excess from 2007. . . .					
d Excess from 2008. . . .					
e Excess from 2009. . . .					

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	
2a 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					

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 page 27 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))

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

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

NANCY BRAIN
PO BOX 1123
PORTLAND,ME 04104
(207) 871-5600

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

REFER TO WWW SAMLCOHENFOUNDATION ORG FOR SPECIFIC INFORMATION

c Any submission deadlines

REFER TO WWW SAMLCOHENFOUNDATION ORG FOR SPECIFIC INFORMATION

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

REFER TO WWW SAMLCOHENFOUNDATION ORG FOR SPECIFIC INFORMATION

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,521,355
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				283,333

Part XVI-A Analysis of Income-Producing Activities

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			14	696,250	
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			14	89,605	
8 Gain or (loss) from sales of assets other than inventory			18	-1,456,285	
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		-670,430	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . **13** -670,430

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

****** | 2010-07-30 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	DANIEL P DOIRON	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	ALBIN RANDALL & BENNETT CPAS 130 MIDDLE STREET PO BOX 445 PORTLAND, ME 041120445	EIN
		Phone no (207) 772-1981

Additional Data

Software ID: 09000028
Software Version: 2009.04000
EIN: 20-2262822
Name: SAM L COHEN FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
K1 GRYPHON INTN'L EAFE GROWTH FUND	D		
K1 ADAGE CAPITAL PARTNERS, LP	P		
K1 WTC-CTF DIVERSIFIED INFLATION HEDGES PORTFOLIO	P		
K1 COLCHESTER GLOBAL BOND FUND	P		
K1 TEPPCO LP	D		
K1 SANDERSON INTN'L VALUE FUND	D		
K1 ENBRIDGE	P		
K1 WTC-CTF STRATEGIC REAL ASSET PORTFOLIO	P		
puBLICLY TRADED SECURITIES	P		
TEPPCO BASIS ADJUSTMENT	D		
ENBRIDGE BASIS ADJUSTMENT	D		
GRYPHON LOSS ON PARTNERSHIP DISPOSITION	D		
WTC-CTF DIVERSIFIED INFLATION HEDGES BASIS ADJMNT	P		
RAM DEVELOPMENT PARTNERSHIP INTEREST	D		
AEOW 2000 DISTRIBUTION IN EXCESS OF BASIS	D		
9696 SH ARCHSTONE FUND	P	2006-07-01	2009-09-30
K1 AEW GLOBAL PROPERTY SECURITY FUND	D		
Capital Gains Dividends	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			-85,477
			-1,125,156
			-1,290,841
			-12,343
			-353
			-444
			-746
			29,286
3,074,045		3,361,683	-287,638
			3,076
			7,274
			-16,007
			1,236,178
			1,035
			6,388
1,500,000		1,406,729	93,271
			-121,950
108,162			108,162

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-85,477
			-1,125,156
			-1,290,841
			-12,343
			-353
			-444
			-746
			29,286
			-287,638
			3,076
			7,274
			-16,007
			1,236,178
			1,035
			6,388
			93,271
			-121,950
			108,162

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JEROME F GOLDBERG ESQ PO BOX 1123 PORTLAND, ME 04104	DIRECTOR, CHAIR 10 00	18,500	0	0
EDWARD K SIMENSKY CPA 268 MAIN STREET PO BOX 760 SACO, ME 04072	DIRECTOR, TREASURER 2 00	10,000	0	0
JEFFREY A NATHANSON ESQ BANKNORTH ONE PORTLAND SQUARE PO BOX 9540 PORTLAND, ME 041129540	DIRECTOR 2 00	10,000	0	0
SHERRY P BRODER ESQ DAVIES PACIFIC CENTER 841 BISHOP ST SUITE 800 HONOLULU, HI 96813	DIRECTOR 2 00	10,000	0	0
NANCY BRAIN PO BOX 1123 PORTLAND, ME 04104	EXECUTIVE DIRECTOR 40 00	100,000	13,512	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
A Company of GirlsP O Box 7527 PORTLAND, ME 04112	NO RELATIONSHIP	PUBLIC CHARITY	Programming for the Fledgling group	5,000
Alzheimer's Association Maine Chapter170 US Route One Suite 250 FALMOUTH, ME 04105	NO RELATIONSHIP	PUBLIC CHARITY	operating support	5,000
AmistadP O Box 992 66 State Street PORTLAND, ME 041040992	NO RELATIONSHIP	PUBLIC CHARITY	Maine Warm Line program	9,600
Biddeford Free ClinicP O Box 325189 Alfred Street BIDDEFORD, ME 04005	NO RELATIONSHIP	PUBLIC CHARITY	costs of diabetic and pulmonary medications	15,000
Bowdoin International Music Festival 6300 College Station BRUNSWICK, ME 040118463	NO RELATIONSHIP	PUBLIC CHARITY	2 scholarships and 1 internship for students living in Southern ME	6,000
Boys & Girls Clubs of Southern Maine P O Box 7830 277 Cumberland Avenue PORTLAND, ME 04112	NO RELATIONSHIP	PUBLIC CHARITY	operating support	20,000
Cancer Community Center778 Main Street SOUTH PORTLAND, ME 04106	NO RELATIONSHIP	PUBLIC CHARITY	wellness programs and support groups	15,000
Cedars Nursing Care Center630 Ocean Avenue PORTLAND, ME 04112	NO RELATIONSHIP	PUBLIC CHARITY	renovation and expansion of the Rehabilitation Center	125,000
Cedars Nursing Care Center630 Ocean Avenue PORTLAND, ME 04112	NO RELATIONSHIP	PUBLIC CHARITY	equipment and furnishings for the Rehabilitation Center	50,000
Center for Preventing Hate509 Forest Avenue Suite 290 PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	Unity Project in Old Orchard Beach schools	7,500
Chabad Lubavitch of Maine Inc101 Craigie Street PORTLAND, ME 04102	NO RELATIONSHIP	PUBLIC CHARITY	operations support	5,000
Child Abuse Prevention Council of York County62 Portland Road Suite 15 Kennebunk, ME 04043	NO RELATIONSHIP	PUBLIC CHARITY	Fatherhood Initiative	6,910
City of Portland Public Health Division1600 Forest Avenue PORTLAND, ME 04015	NO RELATIONSHIP	PUBLIC CHARITY	Children's Oral Health Program	10,000
Common Good Ventures14 Maine St Suite 106 BRUNSWICK, ME 04011	NO RELATIONSHIP	PUBLIC CHARITY	capacity building for 4 nonprofit organizations in York County	12,000
Community Bicycle CenterPO Box 783 284 Hill St BIDDEFORD, ME 04005	NO RELATIONSHIP	PUBLIC CHARITY	Support for an Assistant Director position	17,128
Total . . . . ▶ **3a**				1,521,355

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Community Dental276 Canco Road PORTLAND, ME 04103	NO RELATIONSHIP	PUBLIC CHARITY	construction of the Biddeford Dental Health Care Clinic	50,000
Congregation Bet Ha'am81 Westbrook Street SOUTH PORTLAND, ME 04106	NO RELATIONSHIP	PUBLIC CHARITY	Jewish Chaplain position at Maine Medical Center	7,500
Congregation Etz ChaimP O Box 905 36 Bacon St Kennebunk, ME 04043	NO RELATIONSHIP	PUBLIC CHARITY	operating support for three years	10,000
Ecology Education Inc8 Morris Avenue SACO, ME 04072	NO RELATIONSHIP	PUBLIC CHARITY	Ferry Beach environmental literacy program (2 yrs)	10,000
Equest Therapeutic Riding CenterP O Box 935 Kennebunk, ME 04043	NO RELATIONSHIP	PUBLIC CHARITY	general operating support	10,000
Frannie Peabody Center335 Valley Street PORTLAND, ME 04102	NO RELATIONSHIP	PUBLIC CHARITY	operating support	15,000
Friends of Casco Bay43 Slocum Drive SOUTH PORTLAND, ME 04106	NO RELATIONSHIP	PUBLIC CHARITY	Professional development institute to inform Casco Bay Curriculum	5,000
Global Pediatric AlliancePO Box 590264 SAN FRANCISCO, CA 94159	NO RELATIONSHIP	PUBLIC CHARITY	maternal and child health program in Mexico	10,000
Good Shepherd Food BankP O Box 1807 3121 Hotel Road AUBURN, ME 042111807	NO RELATIONSHIP	PUBLIC CHARITY	Food Mobile program in southern Maine	20,000
Greater Portland Landmarks93 High Street PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	redesign of community outreach materials	7,500
Gulf of Maine Research Institute350 Commercial St PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	LabVenture educational programming for Interactive Learning	50,000
Gulf of Maine Research Institute353 Commercial St PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	Vital Signs	50,000
hear ME nowPO Box 896 PORTLAND, ME 04104	NO RELATIONSHIP	PUBLIC CHARITY	support an outreach position in York county	25,000
HomeHealth Visiting Nurses15 Industrial Park Road SACO, ME 04072	NO RELATIONSHIP	PUBLIC CHARITY	operating support	10,000
Immigrant Legal Advocacy ProjectPO Box 17917 309 Cumberland Avenue PORTLAND, ME 04112	NO RELATIONSHIP	PUBLIC CHARITY	OPERATING SUPPORT	20,000
Total . . . . ▶ **3a**				1,521,355

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Institute for Civic LeadershipPO Box 422 34-A Exchange Street PORTLAND,ME 041120422	NO RELATIONSHIP	PUBLIC CHARITY	board development York County nonprofits	12,000
Iris Network189 Park Avenue PORTLAND,ME 04102	NO RELATIONSHIP	PUBLIC CHARITY	Low Vision Clinic	25,000
ITNAmerica90 Bridge Street Westbrook,ME 04092	NO RELATIONSHIP	PUBLIC CHARITY	match funds for the internship program	5,000
ITNPortland90 Bridge Street Suite 100 1st Floor Westbrook,ME 04092	NO RELATIONSHIP	PUBLIC CHARITY	match funds for internship program and operating support	5,000
Jewish Community Alliance of Southern Maine57 Ashmont Street PORTLAND,ME 04103	NO RELATIONSHIP	PUBLIC CHARITY	Kosher Meals on Wheels program and adult education initiative	20,000
Joyful Harvest Neighborhood Center 32-34 Water Street PO Box 447 BIDDEFORD,ME 04005	NO RELATIONSHIP	PUBLIC CHARITY	operating support	6,500
Justice Action Group40 Water Street HALLOWELL,ME 04347	NO RELATIONSHIP	PUBLIC CHARITY	Access to Justice Symposium	5,000
KIDS Consortium223 Main Street AUBURN,ME 04210	NO RELATIONSHIP	PUBLIC CHARITY	service-learning projects in Cumberland and York Counties	10,000
Kids First Center222 St John Street Suite 101 PORTLAND,ME 04102	NO RELATIONSHIP	PUBLIC CHARITY	operating support	10,000
Literacy Volunteers of Greater Sanford883 Main Street Suite 4 SANFORD,ME 04073	NO RELATIONSHIP	PUBLIC CHARITY	tutor trainings	7,500
Maine Audubon20 Gilsland Farm Road FALMOUTH,ME 04105	NO RELATIONSHIP	PUBLIC CHARITY	Portland educational programs for the 2009-2010 year	10,000
Maine Children's Alliance303 State Street AUGUSTA,ME 04330	NO RELATIONSHIP	PUBLIC CHARITY	Early Childhood Specialist position (2 years)	25,000
Maine Community Foundation245 Main Street ELLSWORTH,ME 04605	NO RELATIONSHIP	PUBLIC CHARITY	Viability Clinics Design and Pilots	5,000
Maine Equal Justice Partners126 Sewall Street AUGUSTA,ME 04330	NO RELATIONSHIP	PUBLIC CHARITY	general operating support	20,000
Maine Humanities Council674 Brighton Avenue PORTLAND,ME 04102	NO RELATIONSHIP	PUBLIC CHARITY	New Books, New Readers programs in York County	10,000
Total . . . . ▶ **3a**				1,521,355

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Maine Jewish Film FestivalP O Box 7465 PORTLAND, ME 041127465	NO RELATIONSHIP	PUBLIC CHARITY	March 2010 festival	5,000
Maine Philanthropy CenterP O Box 9301 PORTLAND, ME 041049301	NO RELATIONSHIP	PUBLIC CHARITY	monitoring, research, and reporting on Maine's home heating crisis	5,000
Maine Women's Policy CenterPO Box 85 HALLOWELL, ME 04347	NO RELATIONSHIP	PUBLIC CHARITY	paid sick leave policy	15,000
Mercy Hospital144 State Street PORTLAND, ME 041013795	NO RELATIONSHIP	PUBLIC CHARITY	provision of Hyperbaric Oxygen Therapy	25,000
New England Suzuki Institute (NESI) 40 Woodmont Street PORTLAND, ME 04102	NO RELATIONSHIP	PUBLIC CHARITY	scholarships to attend the week-long institute	4,775
Northern York County Family YMCAP O Box 1001 3 Pomerleau Street BIDDEFORD, ME 040051001	NO RELATIONSHIP	PUBLIC CHARITY	therapy pool and timing equipment improvements	6,725
Opportunity Farm for Boys and GirlsP O Box 65 NEW GLOUCESTER, ME 04260	NO RELATIONSHIP	PUBLIC CHARITY	operating support	10,000
Osher Map Library and Smith Center for Cartographic EducationP O Box 9300 PORTLAND, ME 041049300	NO RELATIONSHIP	PUBLIC CHARITY	Osher Map Library Expansion	100,000
Pine Tree Legal Assistance IncP O Box 547 PORTLAND, ME 041120547	NO RELATIONSHIP	PUBLIC CHARITY	Legal services for the underserved	45,000
Pine Tree Legal Assistance IncP O Box 547 PORTLAND, ME 041120547	NO RELATIONSHIP	PUBLIC CHARITY	KIDS LEGAL, support for three years	25,000
Portland Chamber Music Festival50 Market Street 137 SOUTH PORTLAND, ME 04106	NO RELATIONSHIP	PUBLIC CHARITY	Operating support over three years	5,000
Portland Ovations50 Monument Square 2nd Floor PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	MODEL SCHOOL PROGRAM	15,000
Portland Public LibraryFive Monument Square PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	'Reach for the Stars' capital campaign	60,000
Portland Public LibraryFive Monument Square PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	'Reach for the Stars' capital campaign	120,000
Portland Public Schools196 Allen Avenue PORTLAND, ME 04103	NO RELATIONSHIP	PUBLIC CHARITY	employ Dr Green to train his approach to challenging students	30,000
Total . . . . ▶ **3a**				1,521,355

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Preble Street Resource CenterP O Box 1459 52 Fredrick St PORTLAND, ME 04104	NO RELATIONSHIP	PUBLIC CHARITY	Emergency Food Assessment in York County	100,000
Ronald McDonald House250 Brackett Street PORTLAND, ME 04102	NO RELATIONSHIP	PUBLIC CHARITY	Family Support Services Gas Card Program	1,500
SARSSMP O Box 1371 PORTLAND, ME 04104	NO RELATIONSHIP	PUBLIC CHARITY	Operating support	7,500
Seeds of Peace370 Lexington Avenue Suite 401 NEW YORK, NY 10017	NO RELATIONSHIP	PUBLIC CHARITY	Middle East youth International Camp in the summer of 2010	6,250
Southern Maine Agency on Aging Inc 136 US Route One SCARBOROUGH, ME 04074	NO RELATIONSHIP	PUBLIC CHARITY	computers for the Meals on Wheels	20,000
Spurwink Services477 Congress Street Suite 408 PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	Portland Help Center	15,000
St Elizabeth's Essentials Pantry143 State Street PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	OPERATING SUPPORT	5,000
Susan L Curtis Charitable Foundation 1321 Washington Avenue Suite 104 PORTLAND, ME 04103	NO RELATIONSHIP	PUBLIC CHARITY	programs at the Susan Curtis Arts Education Center	10,000
The Mitchell Institute22 Monument Square Suite 200 PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	Sam L Cohen Pioneer Scholarship at Thornton Academy	41,667
The Summer Camp Inc8 Church Street BRIDGTON, ME 04009	NO RELATIONSHIP	PUBLIC CHARITY	Leadership Training program	7,500
The Telling Room225 Commercial Street Suite 201 PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	operating support for youth writing programs	7,500
University of Hawaii FoundationPO Box 11270 HONOLULU, HI 968280270	NO RELATIONSHIP	PUBLIC CHARITY	Fellowship in International Human Rights	15,000
University of Hawaii FoundationPO Box 11270 HONOLULU, HI 968280270	NO RELATIONSHIP	PUBLIC CHARITY	Fellowship in International Human Rights	300
University of Southern Maine School of Music37 College Avenue GORHAM, ME 04038	NO RELATIONSHIP	PUBLIC CHARITY	Youth Ensembles Program	10,000
WinterKidsP O Box 7566 PORTLAND, ME 04112	NO RELATIONSHIP	PUBLIC CHARITY	outdoor education programs in Greater Portland	10,000
Total . . . . ▶ **3a**				1,521,355

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Youth and Family Outreach331 Cumberland Avenue PORTLAND, ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	Operating support	7,500
Total . . . . ▶ **3a**				1,521,355

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
UNIVERSITY of Hawaii FoundationPO BOX 11270 HONOLULU,HI 968280270	NO RELATIONSHIP	PUBLIC CHARITY	FEllowship in International Human Rights	15,000
PORTLAND Chamber Music Festival50 Market Street 137 SOUTH PORTLAND,ME 04106	NO RELATIONSHIP	PUBLIC CHARITY	OPERATING SUPPORT OVER three years	5,000
THE Mitchell Institute22 Monument Square Suite 200 PORTLAND,ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	PIONEER SCHOLARSHIP AT THORNTON ACADEMY	83,333
CONGREGATION Etz ChaimP O Box 905 36 Bacon St KEnnebunk,ME 04043	NO RELATIONSHIP	PUBLIC CHARITY	OPERATING SUPPORT for three years	10,000
PORTLAND PUBLIc LibraryFive Monument Square PORTLAND,ME 04101	NO RELATIONSHIP	PUBLIC CHARITY	RESEARCH FOR THE STARS CAPITAL CAMPAIGN	120,000
OSHER LIBRARYP O Box 9300 PORTLAND,ME 04104	NO RELATIONSHIP	PUBLIC CHARITY	OSHER LIBRARY EXPANSION	50,000
Total . . . . ▶ **3b**				283,333

TY 2009 Accounting Fees Schedule

Name: SAM L COHEN FOUNDATION

EIN: 20-2262822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,915	1,783		7,132

TY 2009 Investments Corporate Bonds Schedule

Name: SAM L COHEN FOUNDATION

EIN: 20-2262822

Name of Bond	End of Year Book Value	End of Year Fair Market Value
COLCHESTER GLOBAL BOND FUND	1,431,911	1,516,069

TY 2009 Investments Corporate Stock Schedule

Name: SAM L COHEN FOUNDATION

EIN: 20-2262822

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GRYPHON INTN'L EAFE GROWTH FUND	0	0
SANDERSON INTN'L VALUE FUND	3,902,423	3,859,430
THORNBURG INTN'L VALUE FUND	3,602,265	3,581,092
VANGUARD MID CAP INDEX FUND	775,513	698,485
VANGUARD GROWTH INDEX FUND	1,043,064	1,007,001
ABBOTT LABS CO	23,376	26,995
AEROPOSTALE	24,175	25,538
ALAMO GROUP INC	22,737	25,725
ALLIANT TECHSYSTEMS INC	17,469	22,067
APACHE CORPORATION	16,220	25,792
ARCH CAP GROUP LTD ORD	19,955	25,043
ARROW ELECTRS INC	26,802	28,870
ASTRAZENECA PLC ADR SPONSORED	41,398	35,205
AVATAR HLDHS INC	23,400	22,113
AVNET INC	23,282	36,192
BAR HBR BANKSHARES	24,919	23,085
BERKSHIRE HATHAWAY INC DEL CL B	45,187	55,862
BIOMED REALTY TRUST INC	18,968	30,771
BJ-S WHOLESALE CLUB	23,425	22,897
BRISTOL MYERS SQUIBB CO	20,204	25,250
BRITISH SKY BROADCAST GROUP-SP ADR	43,444	36,220
BUCKLE INC.COM	24,847	23,424
BURGER KING HLDGS INC	20,616	22,584
CAL DIVE INTL INC DEL COM	26,813	21,168
CHECK POINT SOFTWARE TECH LTD	17,597	27,104
COMCAST CORP SPECIAL CL A	36,655	28,818
COMMERCIAL METALS CO	26,067	22,692
DIRECTV COM CL A	13,276	31,349
DRYSHIPS INC	13,215	7,275
DYNOCORP INTL INC CL A	23,186	19,373
FEDEX CORP	15,049	33,380
GAMESTOP CORP NEW CL A	24,515	19,746
GERDAU AMERISTEEL CORP	29,751	32,175
GOLDMAN SACHS GROUP INC	24,894	29,040
HASBRO INC	19,048	25,648
INGERSOLL-RAND COMPANY LTD CL A	39,357	36,633
JACK IN THE BOX INC	19,768	17,703
LOEWS CORP	40,609	32,715
LTC PPTYS INC COM	46,720	53,500
MAIDENFORM BRANDS INC COM	22,959	25,035
MICROSOFT CORPORATION	16,557	27,432
NEWS CORP CL B	43,479	41,392
NOKIA CORPORATION ADR CLASS A	37,759	19,275
NORFOLK SOUTHERN CORP	26,496	27,520
PATTERSON COMPANIES INC	17,933	25,182
PETROLEUM DEV CORP COM	22,892	23,673
PLATINUM UNDERWRITER HLDGS L	19,857	22,974
PUBLICIS S A NEW	30,582	32,712
RAYTHEON CO	20,225	23,184
RIO TINTO PLC SPONSORED ADR	21,067	22,400
SOVRAN SELF STORAGE INC COM	20,873	28,584
STEALTHGAS INC	44,034	16,224
TEVA PHARMACEUTICAL SP ADR	28,980	30,900
TOWER GROUP INC COM	21,590	21,069
TOYOTA MOTOR CORP ADR	37,291	37,872
VALE S A ADR	41,174	42,093
VALERO ENERGY CORP	21,267	18,425
WALT DISNEY CO	29,652	39,506
WASHINGTON POST CO CL B	41,709	26,816
WELLS FARGO & CO NEW	27,935	28,340
WHITING PETE CORP NEW COM	22,137	41,084
WPP GROUP PLC-SPONS ADR	49,738	40,136
XTO ENERGY INC	8,432	36,061
ZHONGPIN INC COM	24,459	28,098
ZIMMER HLDGS INC	21,880	26,600
BEST BUY INC	16,938	17,560
DARDEN RESTAURANTS INC	29,829	33,317
TIDEWATER INC	39,535	32,366
AETNA US HEALTHCARE INC	35,464	26,945
NOVARTIS A G SPONSORED ADR	22,949	27,215
BOEING CO	19,816	27,065
DOVER CORP	14,592	16,644
GENERAL DYNAMICS CORP	22,607	23,859
UNITED TECHNOLOGIES	37,304	40,258
AUTO DATA PROCESSING	18,980	21,410
CISCO SYSTEMS INC	25,087	31,122
FLEXTONICS INTL LTD CORP	44,181	46,784
HEWLETT PACKARD CO	20,905	30,906
ORACLE CORP	35,712	44,154
V F CORP	29,537	29,296

TY 2009 Investments Government Obligations Schedule

Name:	SAM L COHEN FOUNDATION
EIN:	20-2262822
US Government Securities - End of Year Book Value:	3,152,157
US Government Securities - End of Year Fair Market Value:	3,006,963
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2009 Investments - Other Schedule

Name: SAM L COHEN FOUNDATION

EIN: 20-2262822

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARIES PROPERTY CO., LP	AT COST	97,886	98,000
AEOW 2000 LP	AT COST	0	0
RIVERPLACE DEVELOPMENT, LLC	AT COST	0	0
ARCHSTONE FUND	AT COST	4,067,271	4,481,387
NYES LEDGE CAPITAL FUND	AT COST	2,100,000	2,291,026
ADAGE CAPITAL PARTNERS	AT COST	3,576,107	4,914,153
WTC-CTF DIVERSIFIED INFLATION HEDGES PORT.	AT COST	0	0
EATON VANCE EMERGING MARKETS INT'L FUND	AT COST	1,506,055	1,594,306
AEW GLOBAL PROPERTY SECURITIES FUND	AT COST	905,683	842,979
VANGUARD INFLATION-PROTECTED SECURITIES	AT COST	1,487,321	1,556,672
WTC-CTF STRATEGIC REAL ASSET PORTFOLIO	AT COST	3,398,547	3,590,815

TY 2009 Legal Fees Schedule

Name: SAM L COHEN FOUNDATION

EIN: 20-2262822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,650	530		2,120

TY 2009 Other Expenses Schedule

Name: SAM L COHEN FOUNDATION

EIN: 20-2262822

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,531	0		1,531
BANK CHARGES	134	134		0
MEMBERSHIPS	10,860	2,172		8,688
OFFICE EXPENSE	11,093	2,219		8,874
TELEPHONE	1,294	259		1,035
POSTAGE	965	193		772
PAYROLL PROCESSING FEES	1,106	111		995
GIFTS DATABASE	1,938	0		1,938
MISCELLANEOUS	846	169		677
SUBSCRIPTIONS AND PUBLICATIONS	236	0		236
NON-DEDUCTIBLE INVESTMENT RELATED EXPENSES	25	0		0
K1 RIVERPLACE DEVELOPMENT RENTAL LOSS	6,878	6,878		0
K1 COLCHESTER OTHER LOSSES	215,270	215,270		0
K1 SANDERSON OTHER LOSSES	83	83		0
k1 GRYPHON OTHER LOSSES	556	556		0
K1 GRYPHON INVESTMENT EXPENSES	2,000	2,000		0
K1 ENBRIDGE ENERGY LP ORDINARY LOSS	435	435		0
K1 ENBRIDGE ENERGY LP CHARITABLE	1	0		1
K1 ARIES PROPERTIES RENTAL LOSS	3,762	3,762		0
K1 TEPPCO ORDINARY LOSS	1,148	1,148		0
K1 WTC-CTF DIV INFL HEDGE INVESTMENT EXPENSES	11,663	11,663		0
K1 WTC-CTF STRATEGIC REAL ASSET INVESTMENT EXPENSES	1,373	1,373		0
K1 ADAGE OTHER LOSSES	1,344	1,344		0
K1 ADAGE INVESTMENT EXPENSES	467	467		0
K1 AEW GLOBAL PROPERTY SECURITIES FUND	5,274	5,274		0

TY 2009 Other Income Schedule

Name: SAM L COHEN FOUNDATION

EIN: 20-2262822

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K1 WTC-CTF DIVERSIFIED INFLATION HEDGES PORTFOLIO	12,101	12,101	12,101
TEPPCO ORDINARY INCOME ON UNIT SALE	10,631	10,631	10,631
ENBRIDGE ORDINARY INCOME ON UNIT SALE	9,921	9,921	9,921
OTHER INVESTMENT INCOME	4,302	4,302	4,302
K1 WELLINGTON REAL ESTATE	4,904	4,904	4,904
K1 AEW ESTIMATED INCOME	47,746	47,746	47,746

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TY 2009 Other Professional Fees Schedule

Name: SAM L COHEN FOUNDATION

EIN: 20-2262822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES - PRIME BUCHHOLZ	75,000	75,000		0
INVESTMENT ADVISORY FEES - DELPHI MANAGEMENT	20,587	20,587		0
INVESTMENT ADVISORY FEES - GRYPHON	32,698	32,698		0
inVESTMENT ADVISORY FEES - SANDERSON	32,911	32,911		0
INVESTMENT ADVISORY FEES - ADAGE CAPITAL PARTNERS L P	18,505	18,505		0
INVESTMENT ADVISORY FEES - EATON VANCE FUND SALE FEES	9,159	9,159		0
INVESTMENT ADVISORY FEES - COLCHESTER	9,018	9,018		0
INVESTMENT ADVISORY FEES - WTC-CTF DIVERSIFIED	25,305	25,305		0
INVESTMENT ADVISORY FEES - CUSTODY ACCOUNT FEES	4,292	4,292		0

TY 2009 Taxes Schedule

Name: SAM L COHEN FOUNDATION

EIN: 20-2262822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	26,274	26,274		0
FEDERAL NET INVESTMENT INCOME TAX	23,000	0		0
PAYROLL TAXES	13,660	1,366		12,294

SAM L. COHEN FOUNDATION
CHAIR'S CERTIFICATE

The undersigned, Jerome F. Goldberg, Chair of the Board of Directors of the Sam L. Cohen Foundation (the "Foundation") hereby certifies to the following:

At a regular meeting of the Board of Directors of the Foundation, held on February 26, 2009, the Board voted to amend Section 2.1 of the Bylaws of the Foundation to read as follows:

> "Section 2.1 Purposes. The Corporation has been created exclusively for charitable purposes within the meaning of Section 501(c)(3) of the United Stated Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision(s) of any subsequent federal tax law replacing same; and the Corporation is to be operated at all times in a manner consistent with continuing qualification and eligibility under Section 501(c)(3) of the Code, or the corresponding provision(s) of any subsequent federal tax law replacing same. The purpose of the Corporation is for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of a succeeding code; and its funds and assets shall be utilized to provide financial or other assistance to persons or entities engaged in pursuing such purposes."

The undersigned further certifies that he is the duly elected Chair of the Board of Directors of the Corporation and continues to serve as such as of the date hereof.

DATED: March 31, 2009

Jerome F. Goldberg, Chair