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Form **990-PF**Department of the Treasury  
Internal Revenue Service (77)**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 , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>The Zephyr Charitable Foundation Inc</b>		A Employer identification number <b>20-2597193</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>(800) 839-1754</b>
	c/o Foundation Source, 501 Silverside Road		
	City or town, state, and ZIP code <b>Wilmington DE 19809-1377</b>		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>2,564,292</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	191	191		
	4 Dividends and interest from securities	70,245	70,245		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-102,858			
	b Gross sales price for all assets on line 6a <b>660,583</b>				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-32,422	70,436			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	11,184	11,184		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	200			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,907			13,907
	24 Total operating and administrative expenses. Add lines 13 through 23	25,291	11,184		13,907
	25 Contributions, gifts, grants paid	129,700			129,700
26 Total expenses and disbursements. Add lines 24 and 25	154,991	11,184		143,607	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-187,413				
b Net investment income (if negative, enter -0-)		59,252			
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

(HTA)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	182,437	96,850	96,850
	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			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,783,365	1,781,359	1,943,847
	c Investments—corporate bonds (attach schedule)	604,524	504,704	523,595
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,570,326	2,382,913	2,564,292
	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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,570,326	2,382,913	
	30 Total net assets or fund balances (see page 17 of the instructions)	2,570,326	2,382,913	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,570,326	2,382,913	

## 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	2,570,326
2 Enter amount from Part I, line 27a	2	-187,413
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	2,382,913
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	2,382,913

**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.)
<b>1a Publicly-traded Securities</b>		P	Various	Various
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 660,583		763,181	-102,598	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	-102,598
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> 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.			<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	155,471	2,725,618	0.057041
2007	146,510	3,152,478	0.046475
2006	91,092	2,930,447	0.031085
2005	5,797	1,393,017	0.004161
2004			0.000000
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.138762
<b>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</b>			<b>3</b> 0.034691
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>			<b>4</b> 2,304,764
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 79,955
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 593
<b>7 Add lines 5 and 6</b>			<b>7</b> 80,548
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			<b>8</b> 143,607

**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 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	593
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	0
3 Add lines 1 and 2		3	593
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	593
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,696	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,696	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
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	1,103	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 1,103 Refunded	11	0	

**Part VII-A Statements Regarding Activities**

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?	Yes	No
1a		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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1b		X
c Did the foundation file Form 1120-POL for this year?		X
1c		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? If "Yes," attach a detailed description of the activities		X
2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
3		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
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	X	
7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
8b	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		X
9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
10		X

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		X
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	X	
Website address <span style="float:right">▶</span> _____				
<b>14</b>	The books are in care of <span style="float:right">▶</span> <u>c/o Foundation Source</u>	Telephone no <span style="float:right">▶</span>	<u>(800) 839-1754</u>	
	Located at <span style="float:right">▶</span> <u>501 Silverside Road, Suite 123, Wilmington, DE</u>	ZIP+4 <span style="float:right">▶</span>	<u>19809-1377</u>	
<b>15</b>	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 <span style="float:right">▶</span>	<b>15</b>	N/A	

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
<b>1a</b> 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? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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)? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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) <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶ <input type="checkbox"/></span>	<b>1b</b>	N/A
<b>c</b> 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?	<b>1c</b>	X
<b>2</b> 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))		
<b>a</b> 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? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," list the years <span style="float:right">▶</span> 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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)	<b>2b</b>	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <span style="float:right">▶</span> 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>b</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)	<b>3b</b>	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)?

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?

If "Yes" to 6b, file Form 8870

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

5b

N/A

6b

X

7b

N/A

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

**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 NONE .....	
.....	
2 .....	
.....	
3 .....	
.....	
4 .....	
.....	

**Part IX-B Summary of Program-Related Investments** (see page 24 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 NONE .....	
.....	
2 .....	
.....	
All other program-related investments. See page 24 of the instructions	
3 .....	
.....	
<b>Total.</b> 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,210,495
<b>b</b>	Average of monthly cash balances	<b>1b</b>	129,367
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,339,862
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,339,862
<b>4</b>	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	35,098
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,304,764
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	115,238

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	115,238
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	593
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	593
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	114,645
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	114,645
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	114,645

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	143,607
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	143,607
<b>5</b>	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)	<b>5</b>	593
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	143,014

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				114,645
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			85,463	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 143,607				
<b>a</b> Applied to 2008, but not more than line 2a			85,463	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2009 distributable amount				58,144
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a)).	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				56,501
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005	0			
<b>b</b> Excess from 2006	0			
<b>c</b> Excess from 2007	0			
<b>d</b> Excess from 2008	0			
<b>e</b> Excess from 2009	0			



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year SEE ATTACHMENT				
<b>Total</b>			▶ 3a	129,700
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ 3b	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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			14	191	
4	Dividends and interest from securities			14	70,245	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-102,858	
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		-32,422	0
13	Total. Add line 12, columns (b), (d), and (e)				13	-32,422

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

[illegible]



The Zephyr Charitable Foundation Inc.  
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**Form 990-PF, Part I, Line 16c – Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
INVESTMENT MANAGEMENT SERVICES	\$11,184	\$11,184	-	\$0
<b>TOTAL:</b>	<b>\$11,184</b>	<b>\$11,184</b>	<b>-</b>	<b>\$0</b>

The Zephyr Charitable Foundation Inc.  
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**Form 990-PF, Part I, Line 18 – Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ESTIMATED TAX FOR 2009	\$200	\$0	-	\$0
<b>TOTAL:</b>	<b>\$200</b>	<b>\$0</b>	<b>-</b>	<b>\$0</b>



The Zephyr Charitable Foundation Inc.  
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Form 990-PF, Part I, Line 23 – Other expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ADMINISTRATIVE FEES	\$13,907	\$0	-	\$13,907
<b>TOTAL:</b>	<b>\$13,907</b>	<b>\$0</b>	<b>-</b>	<b>\$13,907</b>

**The Zephyr Charitable Foundation Inc.**

**EIN: 20-2597193**

**Taxable Year Ending December 31, 2009**

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

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
150	APPLE INC. (AAPL)	\$19,261.45	\$31,609.80
405	abb ltd (ABB)	\$8,690.73	\$7,735.50
250	Abbott Labs (ABT)	\$12,676.26	\$13,497.50
450	ADOBE SYSTEMS, INC. (ADBE)	\$18,388.15	\$16,551.00
350	ALTERA CORPORATION (ALTR)	\$6,123.57	\$7,920.50
55	Amazon Com (AMZN)	\$4,323.77	\$7,398.60
200	Air Prods & Chem Inc. (APD)	\$17,972.00	\$16,212.00
150	BHP Billiton Limited (BHP)	\$7,472.45	\$11,487.00
300	CUMMINS INC (CMI)	\$13,498.47	\$13,758.00
150	COSTCO WHOLESALE CORP NEW (COST)	\$9,409.50	\$8,875.50
200	COVIDIEN LTD (COV)	\$10,356.00	\$9,578.00
7427	CREDIT SUISSE COMMODITY RET STRAT FD COMMON CL (CRSOX)	\$66,270.47	\$63,795.18
1150	CISCO SYSTEMS INC (CSCO)	\$20,188.25	\$27,531.00
250	CVS Caremark Corp. (CVS)	\$8,712.80	\$8,052.50
250	ChevronTexaco Corp (CVX)	\$18,768.51	\$19,247.50
250	Danaher Corp (DHR)	\$16,521.90	\$18,800.00
400	Walt Disney Holdings Co (DIS)	\$11,608.94	\$12,900.00
400	Emerson Electric Co. (EMR)	\$17,459.44	\$17,040.00
85	Fedex Corporation Common Stock (FDX)	\$7,646.18	\$7,093.25
200	FPL Group Inc. (FPL)	\$12,776.84	\$10,564.00
550	GENERAL ELECTRIC CO (GE)	\$18,226.37	\$8,321.50
220	STREETTRACKS GOLD SHARES (GLD)	\$20,090.49	\$23,608.20
50	Google Inc Cl A (GOOG)	\$19,605.64	\$30,999.00
150	Goldman Sachs Group (GS)	\$15,488.94	\$25,326.00
450	HEWLETT PACKARD CO (HPQ)	\$13,858.64	\$23,179.50
200	International Business Machines (IBM)	\$25,176.52	\$26,180.00
250	ITT Corp. (ITT)	\$13,770.00	\$12,435.00
500	JOHNSON CONTROLS INC. (JCI)	\$13,311.90	\$13,620.00

The Zephyr Charitable Foundation Inc.

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Taxable Year Ending December 31, 2009

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

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
300	JOHNSON & JOHNSON (JNJ)	\$18,834.00	\$19,323.00
850	JP MORGAN CHASE & CO (JPM)	\$33,057.10	\$35,419.50
350	KELLOGG CO (K)	\$18,077.00	\$18,620.00
150	Kohls Corp (KSS)	\$5,635.83	\$8,089.50
225	MCKESSON CORP (MCK)	\$13,756.82	\$14,062.50
400	Medco Health Solutions Inc. (MHS)	\$16,655.12	\$25,564.00
150	THE MOSAIC CO (MOS)	\$8,453.12	\$8,959.50
650	MICROSOFT CORPORATION (MSFT)	\$17,407.00	\$19,812.00
100	Noble Energy Inc. (NBL)	\$6,175.73	\$7,122.00
115	NIKE INC-CL B (NKE)	\$7,339.28	\$7,598.05
6048	NORTHERN MULTI-MANG HIGH YLD OPPORTUNITY (NMHYX)	\$60,477.34	\$61,867.87
42497	Northern Multi-Manager Intl Equity Fund (NMIEX)	\$397,554.40	\$379,496.42
14755	Northern Multi-Manager Mid Cap Fund (NMMCX)	\$141,992.60	\$138,404.53
8747	MFB Northern FDS Multi Mngr Emerging Mrkts (NMMEX)	\$99,258.86	\$178,173.95
5711	MFB Northern FDS Multi Mngr Gbl Real Est (NMMGX)	\$58,129.10	\$94,624.48
8736	Northern Multi-Manager Small Cap Fund (NMMSX)	\$77,411.90	\$72,162.91
602	NORTHERN FUNDS FIXED INCOME FUND (NOFIX)	\$5,913.71	\$6,106.41
250	NATL OILWELL VARCO (NOV)	\$12,564.01	\$11,022.50
433	NORTHERN FDS SHORT INTERMEDIATE US GOVERNMENT FD (NSIUX)	\$4,503.87	\$4,458.46
300	PG & E CORP (PCG)	\$11,338.43	\$13,395.00
8332	PIMCO Commodity Real Return Strategy Fund (PCRIX)	\$53,419.49	\$68,987.47
250	Pepsico Inc (PEP)	\$14,460.00	\$15,200.00
250	PROCTER GAMBLE CO (PG)	\$14,458.00	\$15,157.50
250	QUALCOMM INC (QCOM)	\$11,382.08	\$11,565.00
100	TRANSOCEAN LTD. (RIG)	\$7,067.66	\$8,280.00
750	Charles Schwab Corp New (SCHW)	\$17,255.39	\$14,115.00
850	SPECTRA ENERGY CORP-W/I (SE)	\$21,344.56	\$17,433.50
200	Sigma Aldrich Corp (SIAL)	\$11,112.00	\$10,110.00
250	SUNCOR ENERGY INC (SU)	\$9,759.87	\$8,827.50
300	Teva Pharmaceutical Sp Adr (TEVA)	\$12,780.02	\$16,854.00

The Zephyr Charitable Foundation Inc.

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

Shares	Description/Symbol	Line 10b - Column (b)		Line 10b - Column (c)	
		Book Value	Fair Market Value	Book Value	Fair Market Value
350	TJX Companies Inc (TJX)	\$11,493.30	\$12,792.50		
275	THE TRAVELERS COMPANIES INC (TRV)	\$14,797.59	\$13,711.50		
345	UnitedHealth Group Inc. (UNH)	\$10,771.87	\$10,515.60		
600	US BANCORP DEL NEW (USB)	\$20,977.20	\$13,506.00		
150	UNITED TECHNOLOGIES CORP (UTX)	\$7,719.21	\$10,411.50		
405	VERIZON COMMUNICATIONS (VZ)	\$13,050.92	\$13,417.65		
520	WELLS FARGO & CO. (WFC)	\$15,391.28	\$14,034.80		
450	Wal-Mart Stores Inc. (WMT)	\$26,717.93	\$24,052.50		
400	EXXON MOBIL CORP (XOM)	\$25,211.44	\$27,276.00		
<b>TOTAL:</b>		<b>\$1,781,359</b>		<b>\$1,943,847</b>	

The Zephyr Charitable Foundation Inc.  
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**Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds**

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
50000	ALLSTATE LIFE GLOBAL 4 25 DUE 02-26-2010 (02003MAK0)	\$49,624.60	\$50,118.00
50000	AMERICAN EXPRESS 4 875% 7/15/13 (025816AQ2)	\$51,185.05	\$51,885.00
50000	ANHEUSER BUSCH COS NT 4.7 DUE 04-15-2012 (035229CX9)	\$51,126.90	\$52,145.00
50000	Cisco Systems Inc 5.25% 02/22/11 (17275RAB8)	\$50,384.00	\$52,466.50
50000	CITIGROUP INC SUB DEB GLOBAL (172967BP5)	\$50,955.00	\$51,428.50
50000	GENERAL ELEC CAP CORP 4.375% DUE 11-21-2011 (36962GM68)	\$49,623.15	\$52,329.50
50000	HOME DEPOT INC SR UNS 5.250% CALLABLE 12/16/2012 @ (437076AR3)	\$50,108.00	\$53,343.00
50000	METLIFE INC GLBL NT 5.500% 06/15/2014 (59156RAH1)	\$50,694.50	\$53,949.00
50000	NATIONAL RURAL UTILS COOP FIN CORP COLL TR B 4 75 (637432DC6)	\$50,707.70	\$53,545.00
50000	PITNEY BOWES INC NT 5.00000% 03/15/2015 (724479AG5)	\$50,295.00	\$52,385.50
	<b>TOTAL.</b>	<b>\$504,704</b>	<b>\$523,595</b>

**The Zephyr Charitable Foundation Inc.**

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**Taxable Year Ending December 31, 2009**

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

(a) - Name and address	(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
Charles R Gibbs c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	1 President / Director / Secretary hour(s) per week	\$0.00	\$0.00	\$0.00
David Gibbs c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Vice President hour(s) per week	\$0.00	\$0.00	\$0.00
Mary H. Gibbs c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Vice President / Director hour(s) per week	\$0.00	\$0.00	\$0.00
Rebecca Gibbs c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Vice President hour(s) per week	\$0.00	\$0.00	\$0.00
Timothy Gibbs c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	<1 Vice President hour(s) per week	\$0.00	\$0.00	\$0.00

**The Zephyr Charitable Foundation Inc.**  
**EIN: 20-2597193**  
**Taxable Year Ending December 31, 2009**

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALBINA HEAD START INC 3417 NE 7TH AVE, PORTLAND, OR 97212-2111	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500 00
AMERICAN RED CROSS -OREGON TRAIL CHAPTER 2025 E STREET NW, WASHINGTON, DC 20006-5009	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500 00
BUDDHIST PEACE FELLOWSHIP PO BOX 3470, BERKELEY, CA 94703-0470	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
CENTRAL ASIA INSTITUTE PO BOX 7209, BOZEMAN, MT 59771-7209	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,500 00
CORNELL COLLEGE 600 1ST ST SW, MOUNT VERNON, IA 52314-1006	N/A	509(a)(1)	COLE LIBRARY CAMPAIGN	\$300 00
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE FL 2, NEW YORK, NY 10001-5126	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500 00
FERAL CAT COALITION OF OREGON PO BOX 82734, PORTLAND, OR 97282-0734	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$3,000 00
FINCA INTERNATIONAL INC 1101 14TH ST NW FL 11, WASHINGTON, DC 20005-5637	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,500 00

**The Zephyr Charitable Foundation Inc.**

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**Taxable Year Ending December 31, 2009**

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KBPS PUBLIC RADIO FOUNDATION 515 NE 15TH AVE, PORTLAND, OR 97232-2897	N/A	509(a)(1)	CLASSICAL GUITAR PROGRAMMING	\$1,500 00
NATIVE FISH SOCIETY INC 7830 SW 40TH AVE STE 6, PORTLAND, OR 97219	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00
OREGON FOOD BANK INC PO BOX 55370, PORTLAND, OR 97238-5370	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$10,000 00
OREGON FOOD BANK INC PO BOX 55370, PORTLAND, OR 97238-5370	N/A	509(a)(1)	WASHINGTON COUNTY WAREHOUSE PURCHASE AND CONSTRUCTION CAMPAIGN	\$10,000 00
OREGON HUMANE SOCIETY 1067 NE COLUMBIA BLVD, PORTLAND, OR 97211-1411	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,500 00
OREGON PUBLIC BROADCASTING 7140 SW MACADAM AVE, PORTLAND, OR 97219-3013	N/A	509(a)(1)	\$1,000 00 - JAZZ RADIO STATION \$1,500 00 - GENERAL & UNRESTRICTED	\$2,500 00
OREGON SYMPHONY ASSOCIATION 921 SW WASHINGTON ST STE 200, PORTLAND, OR 97205-2800	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00
OREGON ZOO FOUNDATION 4001 SW CANYON RD, PORTLAND, OR 97221-2705	N/A	509(a)(1)	WILD DOG EXHIBIT PROJECT	\$1,000 00



**The Zephyr Charitable Foundation Inc.**  
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**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor		Foundation status of recipient	Purpose of grant or contribution	Amount
OUTSIDE IN 1132 SW 13TH AVE, PORTLAND, OR 97205-1703	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$700 00
PACIFIC NORTHWEST COLLEGE OF ART 1241 NW JOHNSON ST, PORTLAND, OR 97209-3023	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$500 00
PLANNED PARENTHOOD OF THE COLUMBIA WILLAMETTE INC 3231 SE 50TH AVE, PORTLAND, OR 97206-2248	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$1,000 00
PORTLAND ART MUSEUM 1219 SW PARK AVE, PORTLAND, OR 97205-2430	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$2,000 00
SEVA FOUNDATION 1786 5TH ST, BERKELEY, CA 94710-1716	N/A		509(a)(1)	NEPAL/TIBET EYE PROGRAMS	\$1,500 00
SISTERS OF THE ROAD CAFE INC 133 NW 6TH AVE, PORTLAND, OR 97209-3608	N/A		509(a)(2)	GENERAL & UNRESTRICTED	\$700 00
THE NATURE CONSERVANCY - OREGON CHAPTER 821 SE 14TH AVENUE, PORTLAND, OR 97214	N/A		509(a)(1)	\$20,000 FOR USE IN THE STATE OF OREGON AND \$10,000 FOR USE IN THE STATE OF HAWAII	\$30,000 00
WIKIMEDIA FOUNDATION INC P O BOX 78350, SAN FRANCISCO, CA 94107-8350	N/A		509(a)(1)	GENERAL & UNRESTRICTED	\$2,000 00

The Zephyr Charitable Foundation Inc.  
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**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WORLD WILDLIFE FUND INC 1250 24TH ST N W , WASHINGTON, DC 20037-1124	N/A	509(a)(1)	\$40,000 TO SUPPORT THE SELOUS AFRICAN WILD DOG PROJECT AND \$10,000 FOR GENERAL INSTITUTIONAL SUPPORT	\$50,000 00
TOTAL:				\$129,700