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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service (77)

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 Charles H. Dishman III Family Foundation Inc.		A Employer identification number 20-3987768
	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) (800) 839-1754
	c/o Foundation Source, 501 Silverside Road 123		
	City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 792,131		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
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)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	94	94		
	4 Dividends and interest from securities	11,148	11,148		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-135,829			
	b Gross sales price for all assets on line 6a	1,139,111			
	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	-124,587	11,242			
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)	3,039	3,039		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	312			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,645			7,645
	24 Total operating and administrative expenses. Add lines 13 through 23	10,996	3,039		7,645
	25 Contributions, gifts, grants paid	38,950			38,950
26 Total expenses and disbursements. Add lines 24 and 25	49,946	3,039		46,595	
27 Subtract line 26 from line 12	-174,533				
a Excess of revenue over expenses and disbursements		8,203			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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

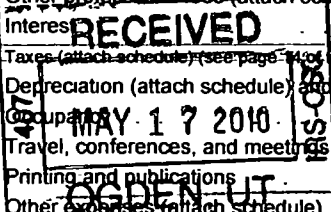
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	95,832	239,873	239,873
	3 Accounts receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	4 Pledges receivable <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	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) <input type="checkbox"/> Less: allowance for doubtful accounts <input type="checkbox"/>			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)		153,900	148,839
	b Investments—corporate stock (attach schedule)	874,025	402,051	403,419
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis <input type="checkbox"/> Less: accumulated depreciation (attach schedule) <input type="checkbox"/>			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis <input type="checkbox"/> Less: accumulated depreciation (attach schedule) <input type="checkbox"/>			
15 Other assets (describe <input type="checkbox"/>)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	969,857	795,824	792,131	
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 <input type="checkbox"/>)			
	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	969,857	795,824		
30 Total net assets or fund balances (see page 17 of the instructions)	969,857	795,824		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	969,857	795,824		

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	969,857
2 Enter amount from Part I, line 27a	2	-174,533
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> RETURNED GRANT	3	500
4 Add lines 1, 2, and 3	4	795,824
5 Decreases not included in line 2 (itemize) <input type="checkbox"/>	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	795,824

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 Publicly-traded Securities	P	Various	Various
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 1,139,111		1,274,940	-135,829
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
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	-135,829
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	24,310	911,558	0.026669
2007	19,354	1,053,627	0.018369
2006	19,121	648,689	0.029476
2005			0.000000
2004			0.000000

2 Total of line 1, column (d)	2	0.074514
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	0.024838
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	734,107
5 Multiply line 4 by line 3	5	18,234
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82
7 Add lines 5 and 6	7	18,316
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	46,595

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 ☐ 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2009 estimated tax payments and 2008 overpayment credited to 2009

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2010 estimated tax

Refunded

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?

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.

c Did the foundation file Form 1120-POL for this year?

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ c/o Foundation Source	Telephone no. ▶	(800) 839-1754	
	Located at ▶ 501 Silverside Road, Suite 123, Wilmington, DE	ZIP+4 ▶	19809-1377	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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** N/A

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** X

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

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

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	602,569
b	Average of monthly cash balances	1b	142,717
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	745,286
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	745,286
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	11,179
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	734,107
6	Minimum investment return. Enter 5% of line 5	6	36,705

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	36,705
2a	Tax on investment income for 2009 from Part VI, line 5	2a	82
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	82
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,623
4	Recoveries of amounts treated as qualifying distributions	4	500
5	Add lines 3 and 4	5	37,123
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	37,123

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	46,595
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	0
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	46,595
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	82
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,513

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				37,123
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			45,253	
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: ► \$ 46,595				
a Applied to 2008, but not more than line 2a			45,253	
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)				
d Applied to 2009 distributable amount				1,342
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				
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				35,781
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	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	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

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 ATTACHMENT				
Total			▶ 3a	38,950
b Approved for future payment NONE				
Total			▶ 3b	

Charles H. Dishman III Family 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	\$3,039	\$3,039	-	\$0
TOTAL:	\$3,039	\$3,039	-	\$0

Charles H. Dishman III Family 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
EXCISE TAX FOR 2008	\$312	\$0	-	\$0
TOTAL:	\$312	\$0	-	\$0

Charles H. Dishman III Family 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	\$7,645	\$0	-	\$7,645
TOTAL:	\$7,645	\$0	-	\$7,645

Charles H. Dishman III Family Foundation Inc.
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Form 990-PF, Part II, Line 10a - Columns (b) & (c) - U.S. and State Government Obligations

Shares	Description/Symbol/CUSIP Number	Line 10a - Column (b) Book Value	Line 10a - Column (c) Fair Market Value
100000	KENTUCKY ST PPTY & BLDS 4 64% 11/01/2017 (KYBLDPPTY)	\$102,120.00	\$97,335.00
25537	TIPS 1.25% DUE 04/15/2014 (TIPS1 25)	\$26,497.81	\$26,391.97
25062	TIPS 1 375% DUE 07/15/2018 (TIPS1 375)	\$25,282.31	\$25,112.37
	TOTAL	\$153,900	\$148,839

Charles H. Dishman III Family 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
47	APPLE INC (AAPL)	\$9,427.05	\$9,904.40
141	ABBOTT LABS (ABT)	\$7,766.53	\$7,612.59
594	ACTIVISION BLIZZARD INC (ATVI)	\$6,878.52	\$6,599.34
225	BRISTOL-MYERS SQUIBB CO (BMY)	\$5,590.44	\$5,681.25
23	CME GROUP, INC (CME)	\$7,759.27	\$7,727.08
459	CISCO SYSTEMS INC (CSCO)	\$11,043.49	\$10,988.46
110	CHEVRONTEXACO CORP (CVX)	\$8,693.49	\$8,468.90
182	GILEAD SCIENCES INC (GILD)	\$8,519.40	\$7,875.14
2003	HENDERSON INTERNATIONAL OPPORTUNITIES FD CL A (HFOAX)	\$40,500.00	\$40,239.61
81	INTERNATIONAL BUSINESS MACHINES (IBM)	\$10,405.01	\$10,602.90
201	IDEXX CORP (IDXX)	\$10,299.02	\$10,743.45
1607	ING GLOBAL REAL ESTATE FUND CLASS A (IGLAX)	\$24,300.00	\$23,576.79
208	KIRBY CORPORATION (KEX)	\$7,133.58	\$7,244.64
98	L-3 COMMUNICATIONS CORP (LLL)	\$7,755.14	\$8,521.10
118	MCDONALD'S CORP (MCD)	\$7,528.33	\$7,367.92
76	MONSANTO CO (MON)	\$6,374.36	\$6,213.00
139	MICROSOFT CORPORATION (MSFT)	\$4,185.45	\$4,236.72
1872	VANGHAN NELSON SMALL CAP VALUE FUND CLASS A (NEFJX)	\$40,500.00	\$41,773.22
154	NIKE INC-CL B (NIKE)	\$10,168.58	\$10,174.78
850	OPPENHEIMER DEVELOPING MKTS FD CL A* (ODMAX)	\$24,300.00	\$24,384.96
281	ORACLE CORP (ORCL)	\$6,398.67	\$6,892.93
169	PEPSICO INC (PEP)	\$10,767.96	\$10,275.20
181	PROCTER GAMBLE CO (PG)	\$11,443.82	\$10,974.03
113	PRAXAIR INC (PX)	\$9,447.58	\$9,075.03
151	ROPER INDUSTRIES NEW COMMON (ROP)	\$8,158.82	\$7,907.87
1541	ROYCE PREMIER FUND SERVICE CLASS (RPFFX)	\$24,300.00	\$24,839.31
308	CHARLES SCHWAB CORP NEW (SCHW)	\$5,667.20	\$5,796.56
274	SHAW COMMUNICATIONS INC (SJR)	\$5,469.83	\$5,636.18

Charles H. Dishman III Family 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) Book Value	Line 10b - Column (c) Fair Market Value
109	SCHLUMBERGER LTD (SLB)	\$7,078.83	\$7,094.81
218	SPDR S&P 500 ETF TRUST (SPY)	\$24,394.56	\$24,293.92
113	STERICYCLE INC (SRCL)	\$6,376.24	\$6,234.21
249	AT&T CORP COM NEW (T)	\$6,876.79	\$6,979.47
153	WATERS CORP (WAT)	\$9,138.75	\$9,479.88
172	XTO ENERGY INC (XTO)	\$7,403.94	\$8,003.16
TOTAL		\$402,051	\$403,419

Charles H. Dishman III Family Foundation Inc.

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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 (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Susan Dougherty 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
Carolyn G Strickler 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
Catharine B. Strickler 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
F. Hunter Stinckler 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
Hope O. Dishman 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
John T. Dougherty Jr. 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

Charles H. Dishman III Family Foundation Inc.
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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 (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Mary P. Dishman c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Vice President hour(s) per week <1	\$0 00	\$0 00	\$0 00

Charles H. Dishman III Family 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
ATLANTA COMMUNITY FOOD BANK INC 732 JOSEPH E LOWERY BLVD NW, ATLANTA, GA 30318	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$400.00
CAPTAIN PLANET FOUNDATION INC 133 LUCKIE ST NW 2ND FL, ATLANTA, GA 30303	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$300.00
CENTER FOR WOMEN AND FAMILIES INC 226 W BRECKINRIDGE ST, LOUISVILLE, KY 40203	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,500.00
CEREBRAL PALSY K I D S CENTER 982 EASTERN PKWY STE 6, LOUISVILLE, KY 40217	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
COLLEGE OF CHARLESTON ALUMNI ASSOCIATION INC BLACKLOCK HOUSE, CHARLESTON, SC 29424	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500.00
COOPERATIVE FOR ASSISTANCE AND RELIEF EVERYWHERE INC - CARE PO BOX 1871, MERRIFIELD, VA 22116	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$300.00
FOOD FOR THE POOR INC 6401 LYONS ROAD, COCONUT CREEK, FL 33097	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$750.00
FUND FOR THE ARTS INC 623 W MAIN STREET, LOUISVILLE, KY 40202	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00

Charles H. Dishman III Family 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
GILDAS CLUB LOUISVILLE INC 633 BAXTER AVE, LOUISVILLE, KY 40204	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
HABITAT FOR HUMANITY INTERNATIONAL INC 2777 S FLOYD ST, LOUISVILLE, KY 40209	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000.00
HISTORIC LOCUST GROVE INC 561 BLANKENBAKER LN, LOUISVILLE, KY 40207	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500.00
HOSEA FEED THE HUNGRY & HOMELESS 1035 DONNELLY AVE. S.W., ATLANTA, GA 30310	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500.00
J B SPEED ART MUSEUM 2035 S 3RD ST, LOUISVILLE, KY 40208	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,200.00
JEFFERSON COUNTY CHILDRENS WELFARE FUND INC 810 BARRET, LOUISVILLE, KY 40204	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
KENTUCKY COUNTRY DAY SCHOOL INC 4100 SPRINGDALE RD, LOUISVILLE, KY 40241	N/A	509(a)(1)	ATHLETIC DEPARTMENT DIVISION	\$250.00
KENTUCKY FISH & WILDLIFE EDUCATION AND RESOURCE FOUNDATION INC 1 GAME FARM ROAD, FRANKFORT, KY 40601	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500.00

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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
LOUISVILLE FREE PUBLIC LIBRARY FOUNDATION INC 301 YORK ST, LOUISVILLE, KY 40203	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
LOUISVILLE OLMSTED PARKS CONSERVANCY INC 1297 TREVILIAN WAY, LOUISVILLE, KY 40213	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,500.00
NATIONAL MERIT SCHOLARSHIP CORPORATION 1560 SHENNAN AVE SUITE 200, EVANSTON, IL 60201	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,500.00
NATURAL RESOURCES DEFENSE COUNCIL INC 40 WEST 20TH STREET, NEW YORK, NY 10011	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,500.00
OXFAM-AMERICA INC 226 CAUSEWAY ST, BOSTON, MA 02114	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
PAT TILLMAN FOUNDATION 2121 S MILL AVE STE 214, TEMPE, AZ 85282	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
PRESERVATION SOCIETY OF CHARLESTON 147 KING ST, CHARLESTON, SC 29401	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$1,000.00
PRICHARD COMMITTEE FOR ACADEMIC EXCELLENCE PO BOX 1658, LEXINGTON, KY 40588	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500.00

Charles H. Dishman III Family 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
SPOLETO FESTIVAL U S A 14 GEORGE ST, CHARLESTON, SC 29401	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$1,000.00
THE SALVATION ARMY METRO AREA COMMAND 1190 WEST DRUID HILLS DRIVE, ATLANTA, GA 30329	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$500.00
TRAILS 2000 INC PO BOX 3868, DURANGO, CO 81302	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$1,000.00
UNITED STATES OLYMPIC COMMITTEE 1750 E BOULDER ST, COLORADO SPGS, CO 80909	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$2,000.00
UNIVERSITY OF LOUISVILLE FOUNDATION INC 2323 S BROOK STREET, LOUISVILLE, KY 40292	N/A	509(a)(1)	DEPARTMENT OF ANATOMICAL SCIENCES AND NEUROBIOLOGY OLFACTORY STUDIES FUND	\$10,000.00
WORLD WILDLIFE FUND INC 1250 24TH ST N W , WASHINGTON, DC 20037	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$750.00
TOTAL:				\$38,950