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

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Service

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

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

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.	DUKE AND GAEL HABERNICKEL CHARITABLE FOUNDATION 2644 CAPITOL TRAIL STE 300 DEPT 657 NEWARK, DE 19711		A Employer identification number 20-5339152
			B Telephone number (see the instructions) 302-286-0200
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"/>	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,983,525.		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"/>	
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 the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (att sch)				
2	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	189.	189.		
4	Dividends and interest from securities	28,989.	28,989.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	221,911.			
b	Gross sales price for all assets on line 6a 964,302.				
7	Capital gain net income (from Part IV, line 2)		221,911.		
8	Net short-term capital gain			9,775.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	251,089.	251,089.	9,775.	
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 1	2,785.			
c	Other prof fees (attach sch) SEE ST 2	6,616.	6,616.		
17	Interest				
18	Taxes (attach schedule)(see instr)				
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	5,435.			
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 3	264.			
24	Total operating and administrative expenses. Add lines 13 through 23	15,100.	6,616.		
25	Contributions, gifts, grants paid PART XV	91,365.			91,365.
26	Total expenses and disbursements. Add lines 24 and 25	106,465.	6,616.	0.	91,365.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	144,624.			
b	Net investment income (if negative, enter -0-)		244,473.		
c	Adjusted net income (if negative, enter -0-)			9,775.	

**Part II Balance Sheets**

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

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	763,745.	45,943.	45,943.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) 47,744.	STATEMENT 4		
	Less: allowance for doubtful accounts	63,050.	47,744.	47,744.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	655,444.	1,518,445.	1,889,838.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe )				
16 <b>Total assets</b> (to be completed by all filers – see instructions. Also, see page 1, item I)	1,482,239.	1,612,132.	1,983,525.	
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue	61,180.	46,320.	
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	61,180.	46,320.	
<b>NET ASSETS OR FUND BALANCES</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>	X		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,421,059.	1,565,812.	
	30 <b>Total net assets or fund balances</b> (see the instructions)	1,421,059.	1,565,812.	
31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)	1,482,239.	1,612,132.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year– Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,421,059.
2 Enter amount from Part I, line 27a	2	144,624.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	129.
4 Add lines 1, 2, and 3	4	1,565,812.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	1,565,812.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 6				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	221,911.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-            in Part I, line 8         </div>		3	9,775.

**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 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 (column (b) divided by column (c))
2008	69,521.	1,997,511.	0.034804
2007	96,838.	2,150,989.	0.045020
2006			
2005			
2004			

2 Total of line 1, column (d)	2	0.079824
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	0.039912
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	1,826,601.
5 Multiply line 4 by line 3	5	72,903.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,445.
7 Add lines 5 and 6	7	75,348.
8 Enter qualifying distributions from Part XII, line 4	8	91,365.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VII Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 2,445.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 2,445.
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 2,445.
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 414.	
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	7 414.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 2,031.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) 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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2009)

**Part VII-A Statements Regarding Activities** *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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? Website address <span style="float: right;">► N/A</span>	13	X	
14	The books are in care of ► <u>FRANKLIN MONTGOMERY, ESQ.</u> Telephone no ► <u>302-286-0200</u> Located at ► <u>2644 CAPITOL TRAIL, SUITE 300 NEWARK DE</u> ZIP + 4 ► <u>19711</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	►	<input type="checkbox"/> N/A
		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
<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?	<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? <b>Exception.</b> 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>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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b	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?	1c	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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<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 the instructions.)	2b	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. ► 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<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.)	3b	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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Form 990-PF (2009)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

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?

5b N/A

6b X

7b N/A

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MAX HABERNICKEL, III 250 JOHNS ISLAND DRIVE VERO BEACH, FL 32963	DIRECTOR 5.00	0.	0.	0.
GAEL HABERNICKEL 250 JOHNS ISLAND DRIVE VERO BEACH, FL 32963	DIRECTOR 5.00	0.	0.	0.

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

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

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

0

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

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

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Form 990-PF (2009)



**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,394,177.
b	Average of monthly cash balances	1b	404,843.
c	Fair market value of all other assets (see instructions)	1c	55,397.
d	Total (add lines 1a, b, and c)	1d	1,854,417.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,854,417.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	27,816.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,826,601.
6	Minimum investment return Enter 5% of line 5	6	91,330.

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

1	Minimum investment return from Part X, line 6	1	91,330.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,445.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,445.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	88,885.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	88,885.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	88,885.

**Part XII** Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.— total from Part I, column (d), line 26	1a	91,365.
b	Program-related investments— total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	91,365.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,445.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	88,920.

**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.

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Form 990-PF (2009)

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				88,885.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			39,210.	
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 ▶ \$ 91,365.				
a Applied to 2008, but not more than line 2a			39,210.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				52,155.
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 instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				36,730.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	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				

N/A

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

**b** 85% of line 2a

**c** Qualifying distributions from Part XII,  
line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

**3** Complete 3a, b, or c for the alternative test relied upon

a 'Assets' alternative test – enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** 'Endowment' alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

**c** 'Support' alternative test – enter'

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

**(3) Largest amount of support from an exempt organization**

**(4) Gross investment income**

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

### 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 7

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

NONE

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

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

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

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

**c Any submission deadlines:**

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient 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>a</b> Paid during the year SEE STATEMENT 9				
<b>Total</b>			<b>3a</b>	91,365.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	





2009

## FEDERAL STATEMENTS

PAGE 1

CLIENT 9901

DUKE AND GAEI HABERNICKEL CHARITABLE  
FOUNDATION

20-5339152

5/13/10

03:41PM

STATEMENT 1  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	\$ 2,785.			
TOTAL	\$ 2,785.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 2  
FORM 990-PF, PART I, LINE 16C  
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 6,616.	\$ 6,616.		
TOTAL	\$ 6,616.	\$ 6,616.	\$ 0.	\$ 0.

STATEMENT 3  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 264.			
TOTAL	\$ 264.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 4  
FORM 990-PF, PART II, LINE 7  
OTHER NOTES AND LOANS RECEIVABLE

NOTES AND LOANS REPORTED SEPARATELY	BOOK VALUE	FAIR MARKET VALUE	DOUBTFUL ACCOUNTS ALLOWANCE
BORROWER'S NAME:			
BORROWER'S TITLE:			
DATE OF NOTE:	10/08/2006		
MATURITY DATE:			
REPAYMENT TERMS:			
INTEREST RATE:			
SECURITY PROVIDED:			
PURPOSE OF LOAN:	INSTALLMENT SALE ESCROW		
BORROWER RELATIONSHIP:			
CONSIDERATION:			
CONSIDERATION FMV:			
ORIGINAL AMOUNT:	\$ 63,050.		
BALANCE DUE:	\$ 47,744.	\$ 47,744.	
DOUBTFUL ACCT. ALLOW.:			\$ 0.

2009

## FEDERAL STATEMENTS

PAGE 2

CLIENT 9901

DUKE AND GAEI HABERNICKEL CHARITABLE  
FOUNDATION

20-5339152

5/13/10

03:41PM

STATEMENT 4 (CONTINUED)  
FORM 990-PF, PART II, LINE 7  
OTHER NOTES AND LOANS RECEIVABLE

TOTAL \$ 47,744. \$ 47,744.

ALLOWANCE FOR DOUBTFUL ACCOUNTS \$ 0.  
NET OTHER NOTES/LOANS REC. - BOOK VALUE \$ 47,744.STATEMENT 5  
FORM 990-PF, PART III, LINE 3  
OTHER INCREASES

TAX EXEMPT INTEREST

TOTAL \$ 129.  
\$ 129.STATEMENT 6  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	350 3M CO	DONATED	12/18/2006	2/13/2009
2	1400 AETNA INC	DONATED	12/18/2006	2/13/2009
3	650 APACHE CORP.	DONATED	12/18/2006	2/13/2009
4	300 BOEING CO	DONATED	12/18/2006	2/13/2009
5	1200 CATERPILLAR INC	DONATED	12/18/2006	2/13/2009
6	700 CHEVRON	DONATED	12/18/2006	2/13/2009
7	700 CHUBB CORP	DONATED	12/18/2006	2/13/2009
8	1300 CSX CORP	DONATED	12/18/2006	2/13/2009
9	350 DIAMOND OFFSHORE DRILLING	DONATED	12/18/2006	2/13/2009
10	750 EMERSON ELECTRIC	DONATED	12/18/2006	2/13/2009
11	500 EXXON MOBIL CORP	DONATED	12/18/2006	2/13/2009
12	25000 GS 9M RTY TACTICAL NOTE	PURCHASED	2/13/2009	5/31/2009
13	700 HONEYWELL INTERNATIONAL INC	DONATED	12/18/2006	2/13/2009
14	1000 ISHARES MSCI BRAZIL INDEX FUND	DONATED	12/18/2006	2/13/2009
15	435 ISHARES RUSSELL 2000 INDEX FUND	PURCHASED	2/13/2009	10/29/2009
16	300 JOHNSON & JOHNSON	DONATED	12/18/2006	2/13/2009
17	550 JOY GLOBAL INC	DONATED	12/18/2006	2/13/2009
18	600 MARATHON OIL CORP	DONATED	12/18/2006	2/13/2009
19	650 MCGRAW-HILL COMPANIES INC	DONATED	12/18/2006	2/13/2009
20	240 PATRIOT COAL CORP.	DONATED	12/18/2006	2/13/2009
21	1200 PEABODY ENERGY CORP	DONATED	12/18/2006	2/13/2009
22	650 PPL CORP	DONATED	12/18/2006	2/13/2009
23	500 PROCTOR & GAMBLE CO	DONATED	12/18/2006	2/13/2009
24	350 ROYAL DUTCH SHELL PLC SPONSORED A/D/R	DONATED	12/18/2006	2/13/2009
25	700 SCHLUMBERGER LTD	DONATED	12/18/2006	2/13/2009
26	500 SPDR S&P 500 ETF TRUST	PURCHASED	2/13/2009	5/13/2009
27	600 SUNCOR ENERGY INC	DONATED	12/18/2006	2/13/2009
28	1700 UNION PACIFIC CORP	DONATED	12/18/2006	2/13/2009
29	1450 UNITED TECHNOLOGIES CORP	DONATED	12/18/2006	2/13/2009
30	1450 VALERO ENERGY CORP	DONATED	12/18/2006	2/13/2009
31	1000 WAL MART STORES INC	DONATED	12/18/2006	2/13/2009
32	HABAND COMPANY, INC	DONATED	VARIOUS	12/31/2009



2009

## FEDERAL STATEMENTS

PAGE 3

CLIENT 9901

DUKE AND GAEL HABERNICKEL CHARITABLE  
FOUNDATION

20-5339152

5/13/10

03:41PM

STATEMENT 6 (CONTINUED)  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	17,426.		13,743.	3,683.				\$ 3,683.
2	45,761.		22,879.	22,882.				22,882.
3	47,890.		22,275.	25,615.				25,615.
4	12,276.		11,999.	277.				277.
5	37,876.		49,405.	-11,529.				-11,529.
6	49,098.		26,366.	22,732.				22,732.
7	29,827.		23,271.	6,556.				6,556.
8	38,425.		22,425.	16,000.				16,000.
9	22,266.		6,758.	15,508.				15,508.
10	24,367.		10,236.	14,131.				14,131.
11	37,650.		19,149.	18,501.				18,501.
12	26,750.		25,000.	1,750.				1,750.
13	23,406.		20,076.	3,330.				3,330.
14	38,520.		46,250.	-7,730.				-7,730.
15	25,198.		19,697.	5,501.				5,501.
16	17,304.		7,856.	9,448.				9,448.
17	12,006.		19,387.	-7,381.				-7,381.
18	16,284.		11,154.	5,130.				5,130.
19	15,830.		20,093.	-4,263.				-4,263.
20	1,140.		585.	555.				555.
21	33,867.		8,740.	25,127.				25,127.
22	20,410.		12,745.	7,665.				7,665.
23	25,740.		16,472.	9,268.				9,268.
24	17,896.		15,765.	2,131.				2,131.
25	29,561.		17,876.	11,685.				11,685.
26	44,329.		41,805.	2,524.				2,524.
27	12,000.		6,146.	5,854.				5,854.
28	74,794.		53,542.	21,252.				21,252.
29	69,273.		58,585.	10,688.				10,688.
30	34,698.		60,833.	-26,135.				-26,135.
31	47,128.		50,833.	-3,705.				-3,705.
32	15,306.		445.	14,861.				14,861.
TOTAL								\$ 221,911.

STATEMENT 7  
FORM 990-PF, PART XV, LINE 1A  
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORSMAX HABERNICKEL, III  
GAEL HABERNICKELSTATEMENT 8  
FORM 990-PF, PART XV, LINE 2A-D  
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

DUKE AND GAEL HABERNICKEL  
2644 CAPITOL TRAIL, SUITE 300, DEPT 657

2009

## FEDERAL STATEMENTS

PAGE 4

CLIENT 9901

DUKE AND GAEI HABERNICKEL CHARITABLE  
FOUNDATION

20-5339152

5/13/10

03:41PM

STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 2A-D  
APPLICATION SUBMISSION INFORMATION

CITY, STATE, ZIP CODE: NEWARK, DE 19711  
 TELEPHONE: 302-286-0200  
 FORM AND CONTENT: APPLICATIONS FOR GRANTS TO THE ORGANIZATION MUST BE IN WRITING THROUGH 501(C) (3) ORGANIZATIONS AND PUBLIC CHARITIES. GRANTS ARE ONLY DISTRIBUTED TO PUBLIC CHARITIES, NOT TO INDIVIDUALS.

SUBMISSION DEADLINES: NONE  
 RESTRICTIONS ON AWARDS: THE ORGANIZATION SEEKS TO PROVIDE GRANTS TO SUPPORT 501(C) (3) PUBLIC CHARITY-GRANTS TO HOSPITALS, THE ARTS, EDUCATION, LAND PRESERVATION, LIBRARIES AND RELIGIOUS INSTITUTIONS. THE AWARDS ARE MADE TO ORGANIZATIONS SUCH AS HOSPITALS, UNIVERSITIES, AND RELIGIOUS INSTITUTIONS AND OTHER 501(C) (3) ORGANIZATIONS REGARDLESS OF GEOGRAPHIC AREA WITHIN THE UNITED STATES OF AMERICA.

STATEMENT 9  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MCKEE BOTANICAL GARDEN VERO BEACH, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	\$ 500.
VERO BEACH MUSEUM OF ART VERO BEACH, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	12,680.
JOHN'S ISLAND FOUNDATION INDIAN RIVER SHORES, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	2,500.
INTERNATONAL RED CROSS FOUNDATION 2506 17TH AVE VERO BEACH, FL 32960	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000.
RIVERSIDE THEATRE VERO BEACH, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	7,000.
ST ELIZABETHS CHURCH RIDGEWOOD, NJ 07450	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000.
INDIAN RIVER MEDICAL CTR FOUNDATION 1000 36TH STREET VERO BEACH, FL 32960	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	60,900.

2009

FEDERAL STATEMENTS  
DUKE AND GAEL HABERNICKEL CHARITABLE  
FOUNDATION

PAGE 5

CLIENT 9901

20-5339152

5/13/10

03:41PM

STATEMENT 9 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GIFFORD YOUTH ACTIVITY CENTER 4875 43RD AVE VERO BEACH , FL 32967	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	\$ 1,000.
OCEAN MEDICAL CENTER 425 JACK MARTIN BLVD BRICK, NJ 08724	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	500.
LYNDHURST 635 SOUTH BROADWAY TARRYTOWN, NY 10591	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	400.
FLORIDA NATURE CONSERVANCY 222 SOUTH WESTMONTE DRIVE, STE 300 ALTAMONTE SPRINGS, FL 32714	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	385.
SALVATION ARMY 2655 5TH ST, SW VERO BEACH, FL 32963	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	2,000.
JOHN'S ISLAND COMMUNITY SERVICES INDIAN RIVER SHORES, FL	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,500.
TOTAL				\$ <u>91,365.</u>

Duke and Gael Habernickel Foundation

December 31, 2009

20-5339152

Attachment to Part II, Line 10b.

	<u>Cost</u>	<u>FMV-12/31/2009</u>
14752.748 JPMorgan US Equity Fund	97,000	133,217
415 SPDR Trust Series 1	34,698	46,248
245 Ishares Russell 2000 Index Fund	11,094	15,298
4646.952 JPMorgan TRI	77,000	73,143
7768.586 Managers AMG Funds-Timesquare	67,000	91,669
4111.052 Professionally Managed Portfolios	77,000	100,063
3210.772 Dodge & Cox International Stock	62,000	102,263
5308.219 Ivy Global Natural Resources	62,000	99,635
2011.667 JPMorgan Asia Equity Fund	55,000	62,764
11334.552 Manning & Napier Fund Inc	62,000	92,037
4305.902 Matthews Pacific Tiger Fund- CL1	46,000	82,803
4288.826 Nuveen NWQ Value Opportunities	87,000	127,635
600 SPDR Gold Trust	54,620	64,386
1350 Vanguard Emerging Market ETF	30,686	55,350
844 Ishares Barclay Income	85,347	87,692
8690.883 JPMorgan Strategic Income	100,000	100,727
14152.122 JPMorgan High Yield Bond Fund	90,000	109,537
13991 086 JPMorgan Short Duration	150,000	151,803
4899.56 JPMorgan Treasury & Agency Fund	50,000	48,310
8478.697 Vanguard Fixed income Secs F	75,000	81,565
20000 Barclay's Bren Gold 4/20/10	20,000	23,000
20000 Barclay's Bren linked to S&P GSCI	20,000	20,480
20000 Credit Suisse Bren SPX 5/5/10	20,000	24,092
20000 Credit Suisse Bren AIB 5/3/10	25,000	29,150
20000 GS 9M Eafe Note	20,000	20,974
20000 GS 9M SPX Note	20,000	20,505
20000 JPM OIH REN	20,000	25,492

<b>Total</b>	<b>1,518,445</b>	<b>1,889,838</b>
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