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

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

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

Sally and Dick Roberts Coyote Foundation  
7222 Cirrus Way  
West Hills, CA 91307

A Employer identification number  
20-5970941

B Telephone number (see the instructions)  
213-507-5389

C If exemption application is pending, check here ►   
 D 1 Foreign organizations, check here ►   
 2 Foreign organizations meeting the 85% test, check here and attach computation   
 E If private foundation status was terminated under section 507(b)(1)(A), check here ►   
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method  Cash  Accrual  
 ► \$ 6,135,390. (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		3.	3.	N/A	
4 Dividends and interest from securities	161,925.	161,925.			
<b>5a Gross rents</b>					
<b>b Net rental income or (loss)</b>					
6a Net gain/(loss) from sale of assets not on line 10	-158,158.				
<b>b Gross sales price for all assets on line 6a</b>	2,686,639.				
7 Capital gain net income (from Part IV line 2)		0.			
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
<b>b Less Cost of goods sold</b>					
<b>c Gross profit/(loss) (att sch)</b>					
11 Other income (attach schedule)					
<b>12 Total. Add lines 1 through 11</b>	3,770.	161,928.			
13 Compensation of officers, directors, trustees, etc	0.				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
<b>16a Legal fees (attach schedule)</b>					
<b>b Accounting fees (attach sch)</b>					
<b>c Other prof fees (attach sch)</b>	See Sch 1	99,414.	33,021.		66,393.
17 Interest					
18 Taxes (attach schedule (see instr))	7,044.	5,144.			
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings	3,437.				3,437.
22 Printing and publications					
23 Other expenses (attach schedule)					
<b>See Statement 3</b>	29,986.	618.			29,368.
<b>24 Total operating and administrative expenses. Add lines 13 through 23</b>	139,881.	38,783.			99,198.
25 Contributions, gifts, grants paid Part XV	265,416.				265,416.
<b>26 Total expenses and disbursements. Add lines 24 and 25</b>	405,297.	38,783.			364,614.
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-401,527.				
<b>b Net investment income (if negative, enter 0)</b>		123,145.			
<b>c Adjusted net income (if negative, enter 0)</b>					

64  
33

<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions.)	<b>Beginning of year</b>	<b>End of year</b>		
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>	
<b>ASSETS</b>	1 Cash – non-interest-bearing					
	2 Savings and temporary cash investments		231,288.	83,907.	83,907.	
	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)					
	Less allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments – U S and state government obligations (attach schedule)	Statement 4	834,418.	1,023,026.	1,039,449.	
	b Investments – corporate stock (attach schedule)	Statement 5	4,109,908.	3,859,829.	4,059,549.	
	c Investments – corporate bonds (attach schedule)		160,000.			
	11 Investments – land, buildings, and equipment basis					
Less accumulated depreciation (attach schedule)						
12 Investments – mortgage loans						
13 Investments – other (attach schedule)	Statement 6	876,264.	843,589.	952,485.		
14 Land, buildings, and equipment basis						
Less, accumulated depreciation (attach schedule)						
15 Other assets (describe )						
<b>16 Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)		6,211,878.	5,810,351.	6,135,390.		
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, & other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe )					
	<b>23 Total liabilities</b> (add lines 17 through 22)		0.	0.		
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	<b>NET FUND</b>	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, building, and equipment fund				
		29 Retained earnings, accumulated income, endowment, or other funds		6,211,878.	5,810,351.	
		<b>30 Total net assets or fund balances</b> (see the instructions)		6,211,878.	5,810,351.	
(see the instructions)			6,211,878.	5,810,351.		

**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	6,211,878.
2 Enter amount from Part I, line 27a	2	-401,527.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	5,810,351.
5 Decreases not included in line 2 (itemize) ►	5	
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30</b>	6	5,810,351.

**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)
<b>1a Publicly-traded securities</b>		P	Various	Various
<b>b T. Rowe Price Large Cap Growth Offshore</b>		P	12/31/06	4/23/09
<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)	
a 2,667,095.		2,812,122.	-145,027.	
b 19,544.		32,675.	-13,131.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				-145,027.
b				-13,131.
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	-158,158.
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 the instructions) If (loss), enter -0- in Part I, line 8		3	0.

**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	418,242.	6,277,726.	0.066623
2007	304,318.	7,977,911.	0.038145
2006	0	308,393.	0.000000
2005			
2004			

2 Total of line 1, column (d)	2	0.104768
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	0.034923
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,574,340.
5 Multiply line 4 by line 3	5	194,673.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,231.
7 Add lines 5 and 6	7	195,904.
8 Enter qualifying distributions from Part XII, line 4	8	364,614.

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 VI 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.)	
1 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	1,231.
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-)	0.
3 Add lines 1 and 2	1,231.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	1,231.
6 Credits/Payments	
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 2,967.
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	2,967.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 1,736.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 1,736.   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	
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1b	X	
1 c 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	Yes	No
1c	X	
1 d Did the foundation file Form 1120-POL for this year?	Yes	No
1 e 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.	Yes	No
1 f Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	Yes	No
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	Yes	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	Yes	No
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?	Yes	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	Yes	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	Yes	No
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA	Yes	No
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	Yes	No
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)? If 'Yes,' complete Part XIV	Yes	No
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes	No

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Form 990-PF (2009)

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

11		X
12		X
13	X	
14	► N/A	
15	► 15	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
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 checked="" type="checkbox"/> Yes	<input 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
1b	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)?		X
1c	Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
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))		
2a	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__		
2b	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 the instructions)		N/A
3a	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__		
3b	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
4a	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)		N/A
4b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
	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?		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))?

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

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

(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)

(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

Yes  No

Yes  No

Yes  No

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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

G **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?

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 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 Statement 7		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

G

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**

G 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. \_\_\_\_\_ G \_\_\_\_\_ 0 \_\_\_\_\_

Total. Add lines 1 through 3

G 0

BAA

**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
- b Average of monthly cash balances
- c Fair market value of all other assets (see instructions)
- d **Total** (add lines 1a, b, and c)
- 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
- 3 Subtract line 2 from line 1
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3  
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	4,539,933
1b	160,759
1c	958,536
1d	5,659,228
2	0
3	5,659,228
4	84,888
5	5,574,340
6	278,717

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

1	278,717
2a	1,231
2b	
2c	1,231
3	277,486
4	
5	277,486
6	
7	277,486

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

1a	364,614
1b	
2	
3a	
3b	
4	364,614
5	1,231
6	363,383

**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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				277,486
2 Undistributed income, if any, as of the end of 2008			0	
a Enter amount for 2008 only		0		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	1,764.			
f Total of lines 3a through e	1,764.			
4 Qualifying distributions for 2009 from Part XII, line 4 G \$ 364,614			0	
a Applied to 2008, but not more than line 2a			0	
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			277,486	
e Remaining amount distributed out of corpus	87,128			
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	88,892			
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				0
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	88,892			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	1,764			
e Excess from 2009	87,128			

BAA

Form 990-PF (2009)

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

N/A

**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) )

Richard F. Roberts

Sally Roberts

**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:

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

• Any submission deadlines

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

**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
<i>a Paid during the year</i> See attachment	N/A	Publ i c	See attachment	265, 416
<b>Total</b>			<b>G 3a</b>	<b>265, 416</b>
<i>b Approved for future payment</i>				
<b>Total</b>			<b>G 3b</b>	

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	3	
4 Dividends and interest from securities			14	161, 925	
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	- 158, 158	
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)				3, 770	
13 Total Add line 12, columns (b), (d), and (e)				13	3, 770.

(See worksheet in the instructions for line 13 to verify calculations )

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization or**

- (1) Cash
- (2) Other assets

### **b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)	X	
1 a (2)	X	
1 b (1)	X	
1 b (2)	X	
1 b (3)	X	
1 b (4)	X	
1 b (5)	X	
1 b (6)	X	
1 c	X	

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

SIGN HERE	<u>Jay A. Kyl</u>		Date <u>4/28/10</u>	Title <u>Treasurer</u>
Signature of officer or trustee				
Paid Preparer's Use Only	Preparer's signature <u>G. Jeffrey H.</u>	Date <u>04/23/10</u> <u>1503403121</u>	Check if self-employed <input checked="" type="checkbox"/> G	Preparer's Identifying number (See Signature in the instrs)
	Firm's name (or yours if self-employed), address, and ZIP code <u>G Foundation Source</u> <u>55 Wall Street</u> <u>Fairfield, CT 06824</u>			EIN <u>G</u>
				Phone no <u>G (800) 839-1754</u>

**BAA**

**Form 990-PF (2009)**

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## Federal Statements

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Sally and Dick Roberts Coyote Foundation

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**Statement 1**  
**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
Administrative services	\$ 31,360			\$ 31,360
Consulting services	12,000			12,000
Investment management services	33,021	\$ 33,021		
Video production and editing services	23,033			23,033
Total	<u>\$ 99,414</u>	<u>\$ 33,021</u>		<u>\$ 66,393</u>

**Statement 2**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 1,900			
Foreign tax	5,144	\$ 5,144		
Total	<u>\$ 7,044</u>	<u>\$ 5,144</u>		<u>\$ 0</u>

**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
Administrative fees	\$ 29,343			\$ 29,343
Bank charges	618	\$ 618		
State or local filing fees	25			25
Total	<u>\$ 29,986</u>	<u>\$ 618</u>		<u>\$ 29,368</u>

**Statement 4**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Government obligations - See attachment	Cost	\$ 1,023,026.	\$ 1,039,449
		\$ 1,023,026	\$ 1,039,449
Total		<u>\$ 1,023,026</u>	<u>\$ 1,039,449</u>

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## Federal Statements

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Sally and Dick Roberts Coyote Foundation

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**Statement 5**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate stock - See attachment	Cost	\$ 3,859,829	\$ 4,059,549
	Total	<u>\$ 3,859,829</u>	<u>\$ 4,059,549</u>

**Statement 6**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
GS Hedge Fund OPP, LTD Class A Series 13	Cost	\$ 843,589	\$ 952,485
	Total	<u>\$ 843,589</u>	<u>\$ 952,485</u>

**Statement 7**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP &amp; DC</u>	<u>Expense Account / Other</u>
Richard F. Roberts 7222 Carrus Way West Hills, CA 91307	Pres/Chair/Dir < 1 hr/wk	\$ 0	\$ 0	\$ 0
Jon-Paul Cowen 7222 Carrus Way West Hills, CA 91307	Dir/Vice Chair < 1 hr/wk	0	0	0
Sally Roberts 7222 Carrus Way West Hills, CA 91307	Co Chair/Dir < 1 hr/wk	0	0	0
Terry Lloyd 7222 Carrus Way West Hills, CA 91307	Dir/Sec/Treas < 1 hr/wk	0	0	0

**Sally and Dick Roberts Coyote Foundation**  
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**Taxable Year Ending December 31, 2009**

**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	FED HOME LN BK BOND DTD 5/15/2003 3.875% 6/14/2013 (31339X2M5)	\$100,848.00	\$105,950.00
100000	FNMA BOND DTD 5/20/2002 5.75% 5/15/2012 (3133MNVV0)	\$105,224.53	\$109,844.00
200000	FHLB - 5.250% - 06/18/2014 (3133X7FK5)	\$216,014.00	\$221,312.00
100000	FHLB 5.125% 08/14/2013 FA (3133XGVF8)	\$103,042.57	\$109,989.00
100000	FED HOME LOAN BANK 4.875% 11/18/11 (3133XHPH9)	\$100,869.92	\$106,813.00
100000	FHLMC 4.750%, DUE 11/17/15 (3134A4VG6)	\$110,940.00	\$107,970.00
100000	FNMA 7.25% DUE 01/15/10 (31359MFG3)	\$109,956.47	\$100,219.00
175000	FEDERAL HOME LN MTG CORP 3.00000% 07/28/2014 REFRN (3137EACD9)	\$176,130.50	\$177,352.00
	<b>TOTAL</b>	<b>\$1,023,026</b>	<b>\$1,039,449</b>

**Sally and Dick Roberts Coyote Foundation**  
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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
184	APPLE INC (AAPL)	\$20,856 57	\$38,774 69
173	ANGLO AMERICAN PLC - AMERICAN DEPOSITORY SHARES EX (AAUK)	\$4,076 59	\$3,750 64
476	ACCENTURE PLC (ACN)	\$17,435 63	\$19,754 00
278	AEGON N V ORD AMER REG (AEG)	\$4,408 78	\$1,781 98
441	AFLAC INC (AFL)	\$15,533 82	\$20,396 25
758	ALCATEL LUCENT (ALU)	\$2,516 56	\$2,516 56
188	AMERICA MOVIL SA (AMX)	\$8,832 24	\$9,437 98
128	AMAZON COM (AMZN)	\$12,810 18	\$17,218 56
177	APACHE CORPORATION (APA)	\$17,710 06	\$18,261 09
1215	ARM HLDGS PLC SPD ADR (ARMHY PK)	\$7,119 46	\$10,400 40
111	ASTRAZENECA (AZN)	\$4,455 52	\$5,210 34
608	ALLIANZ SE ADR (AZSEY PK)	\$10,158 42	\$7,569 60
379	BOEING CO (BA)	\$22,488 26	\$20,515 27
2515	BANK OF AMERICA CORP (BAC)	\$27,801 18	\$33,875 90
153	BAE SYSTEMS PLC SP/AIR (BAEY PK)	\$4,744 35	\$3,546 54
557	BAXTER INTERNATIONAL INC (BAX)	\$31,447 10	\$32,684 76
86	BAYER A G SPONSORED ADR (BAYRY PK)	\$4,989 87	\$6,862 80
750	BANCO BRADESCO S A SPONS ADR NEW (BBD)	\$8,841 53	\$16,402 50
172	FRANKLIN RES INC (BEN)	\$8,994 45	\$18,120 20
486	BIOGEN IDEC INC (BIB)	\$23,258 14	\$26,001 00
614	BANK NEW YORK MELLON CORP COM (BK)	\$17,651 39	\$17,173 58
708	BANK OF EAST ASIA LTD ADR (BKEAY PK)	\$3,174 86	\$2,775 36
87	BANK YOKOHAMA JAPAN ADR (BKJAY PK)	\$6,267 53	\$3,988 95
255	BNP PARIBAS SPONS ADR (BNPQY PK)	\$8,800 69	\$10,240 80
304	BPP PLC SPONSORED ADR (BP)	\$17,810 48	\$17,622 88
149	BG GROUP PLC ADS (BRGYY PK)	\$12,269 26	\$13,484 50
263	BRITISH SKY ADS (BSY)	\$7,351 46	\$9,525 86
107	CANON INC (CAJ)	\$5,185 77	\$4,528 24

**Sally and Dick Roberts Coyote Foundation**  
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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
321	COCA-COLA HELLEN ADS (CCH)	\$9,117.13	\$7,389.42
346	CARNIVAL CORP (CCL)	\$13,172.51	\$10,964.74
504	CELEGENE CORP (CELG)	\$23,226.93	\$28,062.72
51	CNOOC LTD ADS (CEO)	\$7,134.73	\$7,927.95
178	CAP GEMINI SA UNSPADR (CGEMY PK)	\$4,344.37	\$4,085.10
454	CHECK POINT SOFTWARE TECHNOLOGIES LTD (CHKP)	\$11,062.47	\$15,381.52
55	CME GROUP, INC (CME)	\$14,476.49	\$18,477.80
244	CHINA MERCHANTS HDG ADR (CMHHY PK)	\$8,204.52	\$8,052.00
340	CSL LTD UNSP ADR (CMXHY PK)	\$3,839.77	\$4,933.40
210	CANADIAN NATL RAILWAY CO (CNI)	\$10,859.69	\$11,415.60
96	CANADIAN NATURAL RESOURCES LTD (CNQ)	\$5,511.19	\$6,907.20
782	COVIDIEN LTD (COV)	\$29,297.93	\$37,449.98
539	CARREFOUR SA (CRERY PK)	\$3,906.46	\$5,109.72
151	CREDIT SUISSE GROUP ADR (CS)	\$9,266.85	\$7,423.16
1679	CISCO SYSTEMS INC (CSCO)	\$37,575.58	\$40,195.26
163	CARNIVAL PLC ADS (CUK)	\$7,588.64	\$5,486.58
675	CVS CAREMARK CORP (CVS)	\$19,425.13	\$21,741.75
118	CHEVRONTEXACO CORP (CVX)	\$9,251.02	\$9,084.82
297	GROUPE DANONE ADS (DANOY PK)	\$4,337.81	\$3,620.43
109	DASSAULT SYSA SPN ADR (DASTY PK)	\$5,406.02	\$6,229.35
136	DEUTSCHE BANK AG (DB)	\$12,474.86	\$9,643.76
1195	DEUTSCHE BOERSE ADR (DBOEY PK)	\$8,705.16	\$9,942.40
110	DBS GROUP HLDS SPON ADR (DBSDY PK)	\$5,699.25	\$4,840.00
324	NTT DOCOMO ADS (DCM)	\$5,017.88	\$4,529.52
114	DEUTSCHE POSTBANK AG NA (DEUPF PK)	\$4,582.27	\$3,762.00
255	DANAHER CORP (DHR)	\$12,830.41	\$19,176.00
416	WALT DISNEY HOLDINGS CO (DIS)	\$12,019.55	\$13,416.00
982	DISH NETWORK CORP (DISH)	\$16,021.09	\$20,396.14
1116	DOW CHEMICAL PV (DOW)	\$23,365.82	\$30,835.08
52	DAIWA SECURITIES GROUP (DSEEEY PK)	\$5,459.72	\$2,600.52

**Sally and Dick Roberts Coyote Foundation**  
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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
490	DIRECTV GROUP (DTV)	\$14,098.69	\$16,341.50
208	ENI S P A (E)	\$12,395.21	\$10,526.88
109	EDP-ELECTRICIDADE DE PORTUGAL (EDPFY PK)	\$4,993.00	\$4,845.05
75	NEW ORIENTAL ED & TECHNOLOGY GROUP INCSPONSORED AD (EDU)	\$5,623.16	\$5,670.75
1637	ISHARES MSCI EMERGING MARKETS INDEX FD (IEM)	\$62,102.63	\$67,935.50
617	EAST JAPAN RAILWAY C (EJPRY PK)	\$6,566.61	\$6,509.35
1801	ELAN CORP PLC ADR (ELN)	\$12,336.67	\$11,742.52
952	EMERSON ELECTRIC CO (EMR)	\$34,459.73	\$40,555.20
710	ENEL SOCIETA PER AZI (ENLAY PK)	\$6,733.60	\$4,153.50
230	EOG RESOURCES INC (EOG)	\$16,513.86	\$22,379.00
612	ERICSSON L M TEL CO (ERIC)	\$9,905.27	\$5,624.28
326	EMBRAER EMPRESA BR (ERJ)	\$8,201.50	\$7,207.86
285	ENTERGY CORP (ETR)	\$26,361.17	\$23,324.40
388	FANUC LIMITED UNSPONSORED (FANUY PK)	\$15,367.29	\$18,236.00
490	FIRST ENERGY CORP (FE)	\$32,414.04	\$22,760.50
1169	FLISMIDH & CO A/S SIADR (FLIDY PK)	\$6,335.49	\$8,299.90
239	FRESENIUS MED CAR AG (FMS)	\$9,591.52	\$12,669.39
213	FRANCE TELECOM ADS (FTE)	\$5,684.28	\$5,376.12
52151	GS CORE FIXED INC A (GCFIX)	\$500,000.00	\$488,653.58
265	GDF SUEZ SP ADR (GDFZY PK)	\$13,263.99	\$11,342.00
1189	GENERAL ELECTRIC CO (GE)	\$18,308.46	\$17,989.57
319	GOLDCORP INC NEW (GG)	\$14,033.50	\$12,549.46
373	GILEAD SCIENCES INC (GILD)	\$16,681.82	\$16,139.71
127	GENERAL MILLS INC (GIS)	\$7,666.68	\$8,992.87
1140	CORNING INC (GLW)	\$18,245.67	\$22,013.40
62	GOOGLE INC CL A (GOOG)	\$28,141.20	\$38,438.76
356	GOODRICH CORPORATION (GR)	\$18,229.06	\$22,873.00
60144	GOLDMAN SACHS HIGH YIELD FUND INSTITUTIONAL SHARES (GSHIX)	\$394,250.00	\$417,999.81
284	GLAXOSMITHKLINE PLC (GSK)	\$14,259.45	\$11,999.00
1474	HALLIBURTON COMPANY (HAL)	\$35,377.94	\$44,352.66

**Sally and Dick Roberts Coyote Foundation**  
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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
155	HESS CORP (HES)	\$9,185.71	\$9,377.50
466	HONG KONG EX&CL UNSP/ADR (HKXCY PK)	\$3,878.07	\$8,294.80
470	HANG LUNG PROPERTIES-SP ADR (HLPPY PK)	\$6,232.03	\$9,235.50
1112	HENNES & MAURITZ AB (HNNMY PK)	\$10,269.75	\$12,332.08
722	HONEYWELL INTERNATIONAL INC (HON)	\$26,383.72	\$28,302.40
937	HEWLETT PACKARD CO (HPQ)	\$34,576.27	\$48,264.87
252	HANNOVER RUCKVISCG SP/ADR (HVRRY PK)	\$5,125.25	\$5,934.85
181	INTERNATIONAL BUSINESS MACHINES (IBM)	\$15,030.84	\$23,692.90
204	INDUSTRIAL & COM UNSP/ADR (IDCBY PK)	\$6,586.92	\$8,502.72
349	ILLUMINA INC COM (ILMN)	\$7,372.56	\$10,707.32
114	INFOSYS TECH LTD SPD ADR (INFY)	\$3,060.67	\$6,300.78
252	ING GROUP NV SPONSORED ADR (ING)	\$5,751.87	\$2,472.12
945	INTEL CORP (INTC)	\$18,734.59	\$19,278.00
424	INTESA SANPAOLO S/ADR (ISNPY PK)	\$10,565.60	\$11,490.40
359	ITT CORP (ITT)	\$14,899.01	\$17,856.66
271	BANCO ITAU HOLDING FINANCIERA (ITUB)	\$4,085.69	\$6,189.64
1910	ISHARES RUSSELL 2000 (IWM)	\$149,944.28	\$119,260.40
156	ORIX CORP ADS (IX)	\$8,625.89	\$5,328.96
1695	ISHARES S&P GLOBAL ENERGY SECTOR (IXC)	\$62,491.59	\$60,477.60
561	JOHNSON CONTROLS INC (JCI)	\$12,464.34	\$15,281.64
414	JOHNSON & JOHNSON (JNJ)	\$26,671.79	\$26,665.74
1027	JP MORGAN CHASE & CO (JPM)	\$45,433.97	\$42,795.09
308	J SAINSBURY PLC S/ADR NEW (JSAIY PK)	\$9,476.13	\$6,363.28
2088	KINGFISHER PLC (KGFFY PK)	\$14,449.82	\$15,242.40
683	ROYAL KPN N V (KPNY PK)	\$9,700.21	\$11,645.15
145	KOMATSU LTD (KMTUY PK)	\$9,337.67	\$12,114.75
327	COCA-COLA CO (KO)	\$15,395.72	\$8,639.00
347	KOHL'S CORP (KSS)	\$17,031.98	\$18,713.71
135	KUBOTA CP (KUB)	\$5,571.08	\$6,226.20
171	CHINA LIFE INS CO SP ADR (LFC)	\$7,700.46	\$12,542.85

**Sally and Dick Roberts Coyote Foundation**  
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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
705	LOGITECH INTERNATIONAL (LOGI)	\$13,590.33	\$12,062.55
637	LVMH MOET HENNUNSP (LVMUY PK)	\$7,029.90	\$14,300.65
1514	LLOYDS TSB GROUP PLC (LYG)	\$14,210.91	\$4,950.78
173	MARUI CO LTD ADR OTC (MAURY PK)	\$2,136.55	\$3,717.51
69	mitsubishi estate co adr (MITEY PK)	\$17,639.60	\$11,043.45
81	MERCK KGAA UADR (MKGAY PK)	\$1,947.46	\$2,497.23
335	THE MOSAIC CO (MOS)	\$14,043.71	\$20,009.55
361	MERCK & CO INC (MRK)	\$13,623.35	\$13,190.94
174	VM MORRISON UNSPON ADR (MRVWSY PK)	\$3,305.31	\$3,868.02
938	MICROSOFT CORPORATION (MSFT)	\$18,047.40	\$28,590.24
2798	MITSUBISHI TOKYO FIN (MTU)	\$22,517.03	\$13,766.16
530	MUENCHENER RUECKVERS (MURGY PK)	\$7,211.12	\$8,215.00
1908	NATL BK GREECE SA SPNADR (NBG)	\$8,654.60	\$9,940.68
477	NEWFIELD EXPLORATION CO (NFX)	\$21,041.33	\$23,005.71
624	NOMURA HOLDINGS ADR (NMR)	\$10,928.26	\$4,617.60
891	NOKIA (NOK)	\$17,624.92	\$11,449.35
573	NATL OILWELL VARCO (NOV)	\$14,453.16	\$25,263.57
307	NISSAN MOTOR LTD ASR (NSANY PK)	\$6,339.34	\$5,412.41
541	NESTLE S A (NSRGY PK)	\$20,470.90	\$26,157.35
301	NOVO NORDISK A S (NVO)	\$13,978.16	\$19,218.85
452	NOVARTIS AG ADR (NVS)	\$23,966.83	\$24,602.36
451	OSTERREICHISCHE ELK S/ADR (OEZVY PK)	\$4,218.87	\$3,968.80
339	OAO GAZPROM SPONS GDR (OGZPY PK)	\$12,634.22	\$8,644.50
2029	ORACLE CORP (ORCL)	\$41,730.73	\$49,771.37
565	HELLENIC TELEADS (OTE)	\$7,355.59	\$4,248.80
557	OCCIDENTAL PETE CORP (OXY)	\$35,255.37	\$5,311.95
349	PANASONIC CORP (PC)	\$6,577.44	\$5,008.15
446	PEPSICO INC (PEP)	\$22,926.59	\$21,116.80
389	PROCTER GAMBLE CO (PG)	\$22,601.67	\$23,585.07
257	KONINKLIJKE PHILIPS ELECTRONICS (PHG)	\$8,673.41	\$7,566.08

**Sally and Dick Roberts Coyote Foundation**  
**EIN: 20-5970941**  
**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
111	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	\$10,709.27	\$12,043.50
890	PREMIER FOODS PLC (PRRFF PK)	\$3,566.15	\$445.00
347	PRUDENTIAL FINCL INC (PRU)	\$17,725.04	\$17,266.72
293	PRUDENTIAL PLC SC (PUK)	\$6,902.11	\$5,974.27
226	PRAXAIR INC (PX)	\$13,745.88	\$18,150.06
419	QUALCOMM INC (QCOM)	\$15,055.79	\$19,382.94
1251	RECKITT BENCKISER GRP PLC ADR (RBGPY PK)	\$11,053.05	\$13,573.35
181	ROYAL DUTCH SHELL PLC (RDS-A)	\$11,641.77	\$10,879.91
105	ROYAL DUTCH SHELL PLC SPONS ADR B (RDS-B)	\$6,705.58	\$6,103.65
509	REPSOL YPF SA (REP)	\$15,220.47	\$13,569.94
495	ROCHE HOLDING LTD ADR (RHHBY PK)	\$20,620.64	\$20,889.00
219	ROLLS ROYCE GRP PLC SIADR (RYCEY PK)	\$8,844.01	\$8,543.19
4518	SPRINT NXTL CP (S)	\$48,435.34	\$16,535.88
667	SAP AKTIENGESELL ADS (SAP)	\$28,947.74	\$31,222.27
422	SCHNEIDER ELEC UNSPADR (SBGSY PK)	\$4,229.12	\$5,000.70
306	SABMILLER PLC SIADR (SBMRY PK)	\$5,901.47	\$9,042.30
159	SOUTHERN COPPER CORP (SCCO)	\$3,727.46	\$5,232.69
424	SHARP CORP ADR (SHGAY PK)	\$6,380.28	\$5,372.08
157	SIEMENS A G ADR (SI)	\$15,022.28	\$14,396.90
212	SCHLUMBERGER LTD (SLB)	\$11,322.08	\$13,799.08
1020	SLM CORP (SLM)	\$18,121.20	\$11,495.40
1498	SUMITOMO MITSUI FINCL GRP (SMFYJY PK)	\$13,197.22	\$4,269.30
263	SONY CORP ADR (SNE)	\$9,895.50	\$7,627.00
166	SMITH & NEPHEW PLC ADR (SNN)	\$7,892.06	\$8,507.50
168	SANOFI-AVENTIS SPONSORED ADR (SNY)	\$6,847.55	\$6,597.36
936	STAPLES INC (SPLS)	\$19,872.57	\$23,016.24
306	SHISEIDO CO LTD (SSDOY PK)	\$5,327.46	\$5,896.62
269	STATOIL ASA ADS (STO)	\$6,679.72	\$6,700.79
285	STATE STREET CORPORATION (STT)	\$12,400.40	\$12,408.90
480	SUNCOR ENERGY INC (SU)	\$11,987.89	\$16,948.80

**Sally and Dick Roberts Coyote Foundation**  
**EIN: 20-5970941**  
**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
116	SEVEN & I HOLDINGS C (SVNDY PK)	\$5,742.32	\$4,802.40
64	SWISS REINSURANCE CO ADR (SWCEY PK)	\$4,659.79	\$3,084.16
360	SYNGENTA AG ADS (SYT)	\$12,668.87	\$20,257.20
271	TELEFONICA S AADR (TEF)	\$18,113.47	\$22,633.92
677	TEVA PHARMACEUTICAL SP ADR (TEVA)	\$29,740.49	\$38,033.86
845	TARGET CORPORATION (TGT)	\$36,388.70	\$40,872.65
106	TAISEI CORP ADR (TISCY PK)	\$3,117.80	\$1,810.37
625	TURKCELL ILET NEW (TKC)	\$10,164.73	\$10,931.25
252	TOKIO MARINE HOLDINGS INC (TKOMY PK)	\$8,936.61	\$6,856.92
96	TAKEDA PHARM CO LTD ADR (TKPHY PK)	\$2,092.44	\$1,972.80
156	TOYOTA MTR CORP (TM)	\$13,962.26	\$13,128.96
478	THERMO FISHER SCIENTIFIC INC (TMO)	\$14,808.83	\$32,795.82
891	TOKYU CORPORATION, FIRST SECTION(DOMESTIC STOCK) (TOKUF PK)	\$4,126.83	\$3,608.55
142	TOTAL FINA ELF S A (TOT)	\$9,111.46	\$9,093.68
491	THE TRAVELERS COMPANIES INC (TRV)	\$23,298.33	\$24,481.26
836	TESCO PLC ADR (TSCDY PK)	\$17,377.69	\$17,196.52
73	TDK CORP (TTDKY PK)	\$5,134.95	\$4,463.95
361	GRUPO TELEISA (ADR) (TV)	\$9,120.63	\$7,494.36
662	UNILEVER N V N Y (UN)	\$19,016.22	\$21,402.46
214	VISA INC (V)	\$15,742.66	\$18,716.44
57	VEOLIA ENVIRONN ADS (VE)	\$3,790.97	\$1,874.16
508	VIACOM INC CL B (VIA-B)	\$11,372.11	\$15,102.84
146	VIVENDI SA S/ADR (VIVDY PK)	\$3,721.30	\$4,352.26
560	VESTAS WIND SYS UNSP ADR (VWDRY PK)	\$13,782.45	\$11,368.00
592	WARNER CHILCOTT PLC IRELAND SHS-A (WCRX)	\$15,337.70	\$16,854.24
1140	WEATHERFORD INTL NEW (WFT)	\$15,689.53	\$20,417.40
360	WELLPOINT INC (WLP)	\$13,994.13	\$20,984.40
489	WAL-MART DE MEX V SP/ADR (WMMVY PK)	\$14,518.32	\$21,836.78
725	WAL-MART STORES INC (WMT)	\$37,957.40	\$38,751.25

Sally and Dick Roberts Coyote Foundation  
EIN 20-5970941  
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
693	BERKLEY W R CP (WRB)	\$16,136.56	\$17,075.52
228	ZURICH FINCL SVC AR NEW (ZFSVY PK)	\$5,626.60	\$4,956.72
<b>TOTAL</b>		<b>\$3,859,829</b>	<b>\$4,059,549</b>

## **BYLAWS OF THE SALLY AND DICK ROBERTS COYOTE FOUNDATION**

### **ARTICLE I - NAME, PURPOSE**

**Section 1:** The name of the organization shall be The Sally and Dick Roberts Coyote Foundation ("the Foundation").

### **ARTICLE II - MEMBERSHIP**

**Section 1:** Upon the inception of the Foundation, the Membership shall be comprised of Richard Furness Roberts ("Dick"), Sally Rhett Roberts ("Sally"), Katherine Juliet Hite ("Katherine"), Edmund van Braam Roberts ("Edmund"), Richard Rhett Roberts ("Richard"), Terry Lloyd ("Terry"), and Jon-Paul Cowen ("Jon-Paul"). Each serving member shall have one (1) vote to cast for any ballots and/or elective events.

**Section 2:** Upon the Foundation's inception, only Dick and/or Sally may invite and elect individuals for membership in the Foundation. If both Dick and Sally are unable or unwilling to perform the aforementioned responsibilities as regards membership in the Foundation, then membership in the Foundation, from that time forward, will be at the invitation of the standing membership of the Foundation and subject to a vote, in the affirmative, by its Majority. Only immediate family members or direct descendants of either Sally or Dick, who are current members in good standing of the Foundation, may nominate an individual for membership in the Foundation. However, a member need not be an immediate family member or direct descendant of either Sally or Dick to become a member of the Foundation. At no time will the membership of the Foundation contain a majority of voting members who are not immediate family members or direct descendants of either Sally or Dick. The standing membership of the Foundation may, upon a majority vote, terminate the membership (and all rights appurtenant thereto) of any member of the Foundation, with the exception of Sally, Dick, or any immediate family member or direct descendant of either Sally or Dick. The Board of Directors may ask that Sally, Dick, an immediate family member or direct descendant of either Sally or Dick be removed as a member of the Foundation and, to do so, must have a unanimous vote in favor of such removal, of the entire standing membership of the Foundation, excluding the member whose continuing membership is being voted upon.

### **ARTICLE III - ANNUAL MEETING AND SPECIAL MEETINGS**

**Section 1:** Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

**Section 2:** The Chairman of the Board shall be responsible for establishing its method of procedures, subject to the approval of the Foundation's Board of Directors.

**Section 3:** Notice of Annual meeting. Notice of each annual meeting shall be given to each voting member, by mail or by telephone, not less than two weeks before the meeting.

**Section 4:** Special Meetings. Special meetings may be called by the Chair or the Executive Committee and may be convened without formal notice.

### **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1: Board Role, Size, Compensation.** The Board is responsible for overall policy and direction of the Foundation and for its day-to-day operations. The Board shall have up to eight (8) and not fewer than three (3) members. The board shall receive no compensation other than reimbursement of reasonable expenses.

**Section 2: Meetings.** The Board shall meet at least two (2) times each calendar year, at an agreed upon time and place.

**Section 3: Board Elections.** Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

**Section 4: Terms.** All Board members shall serve five (5) year terms, but are eligible for re-election.

**Section 5: Quorum.** A quorum must be in attendance for any vote to take place. The Chairman of the Board may permit any board member to attend a meeting via telephone or other interactive communication protocol. If a vote requires the entire membership of the Foundation, then a quorum will be defined as sixty-six (66) percent of the Foundation's eligible voting members. If the vote requires only the approval of the Foundation's Board of Directors, then a majority of the Board must be present before business can be transacted or motions made or passed.

**Section 6: Notice.** An official Board meeting requires that each Board member have written notice two weeks in advance.

**Section 7: Officers and Duties.** There shall be Three (3) officers of the Board consisting of a Chairman, a Vice Chairman and a Secretary/Treasurer. Their duties are as follows:

**A. Chairman:**

1. The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary/Treasurer.
2. Shall preside at all regular and special meetings of the Board.
3. Shall be responsible for establishing the agenda for all meetings.
4. May cast the deciding vote to make or break a tie.
5. May attend all standing committee meetings.
6. Shall ensure that the general account of the Foundation be internally audited by its committee annually.

**B. Vice Chairman:**

1. Shall serve in the absence of the chairman.
2. Shall perform all other duties as requested by the Board.

**C. Secretary/Treasurer:**

**As Secretary:**

1. Shall see that minutes are kept of all Board meetings and that a copy of the minutes is printed and mailed to each member. As a cooperative gesture, a copy of the minutes may be sent to certain individuals designated by the Chairman.
2. Shall maintain a file of all minutes of past meetings.
3. Shall Keep and retain all the records and files of the Foundation in hard copy or electronically.
4. Shall perform all other related duties as requested by the Board of Directors.

5. Appoint an individual to act in the capacity of the Secretary for a period of no less than one (1) board meeting or for a specified term subject to the approval by the Board of Directors.

**As Treasurer:**

1. Shall maintain only a checking and/or savings account, if necessary, for dispersal of funds
2. Shall submit financial reports at the Board meetings.
3. Shall be cosignatory with other board members or an appointee of the board.

The Board shall provide that its Executive Committee be empowered to conduct the business of the Foundation in the case of emergencies and/or between Board meetings.

**Section 8. Vacancies.** When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary/Treasurer two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 9: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary/Treasurer. A Board member shall be dropped for excess absences from the Board if he/she has three (3) unexcused absences from Board Meetings in any consecutive two (2) year period. A Board member, other than Sally or Dick, may be removed for other reasons by a majority vote of the remaining directors.

**Section 10: Special Meetings.** Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary/Treasurer to each Board member postmarked at least two weeks in advance.

**Section 11:** The Treasurer will be granted through the Board's resolution the authority to open necessary accounts and transfer funds, set up signature cards and perform various duties and tasks necessary to conduct the business of the foundation in his capacity as its Secretary/Treasurer.

**Section 12: Authorization.** Both the Secretary/Treasurer and the Chairman shall have authority to sign checks on behalf of the foundation. The signature of either the Secretary/Treasurer or the Chairman shall be sufficient for any single check which is (i) for an amount below \$500.00 US dollars, and (ii) is not payable to the signer or to any individual who is related to the signer by blood or marriage. In all other cases, the check must include the signatures of both the Secretary/Treasurer and Chairman. The Secretary/Treasurer will have the authority to disburse funds in the normal course of his duties with respect to any reasonable and customary expenses incurred in the performance of his duties as the Foundation's Secretary/Treasurer. No one officer or individual inside or outside of the Foundation will have the right to authorize the disbursement of any gifting funds of any amount without the approval of the Board. Funds may be disbursed through the Gifting Committee's protocol or by submitting to the Board a request for reimbursement of funds that have been or are expected to be expended on behalf of the Foundation. The Board, in its sole discretion, will vote whether to instruct its Secretary/Treasurer to disburse the funds.

## ARTICLE V - COMMITTEES

**Section 1:** The Board may create committees as needed and The Board Chair may nominate a committee chair and, subject to the Board's approval, the nominee will be appointed to the chair for the term designated by the Board.

The board shall designate such standing committees as are deemed necessary for the welfare and operation of the Foundation.

The chair of each standing committee shall be responsible for calling and holding meetings. Each standing committee shall be responsible for establishing its method of procedures, subject to the approval of the Foundation's Board of Directors.

**Section 2: Committee Responsibility.** Any committee decision and/or vote which establishes or changes a policy, sets a procedural plan for a special event, or expends funds, shall require approval of the Foundation's Board of Director's prior to implementation. Each standing committee chairman shall submit a written report to the Board quarterly and at the end of any specific event coordinated by that committee. If any monies are expended from an approved budget, a detailed and itemized report shall be included with the committee report.

**Section 3: Ex-officio Members:**

1. Past committee chairmen may serve in an ex-officio capacity in their respective committees.
2. The Chairman of the Board is an ex-officio member of all committees (except the nominating committee, if one is formed).

**Section 4: Vacancies:** Should a vacancy, resignation, or removal of a committee chairman occur, all pertinent information shall be turned over to the Foundation's Chairman of the Board. The chairman shall then appoint a new committee chairman to serve the remainder of the term.

**Section 5: Standing Committees.** The following committees will be recognized by the Foundation.

**Executive Committee.** The Chairman of the Board of Directors is the chair of the Executive Committee. The officers serving as the members of the Executive Committee, except for the power to amend the Articles of Incorporation and Bylaws, shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. Membership in this committee will be determined by the Board of Directors and may or may not include in its membership any other acting member(s) of the Board of Directors.

**Finance Committee.** The Secretary/Treasurer is chair of the Finance Committee, which shall include no fewer than two (2) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and the Foundation's annual budget with the Board and, where applicable, with the Foundation's membership in whole or in part. The Board must approve the budget. All expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public in a timely manner, within the limits of the law.

During each calendar year, the Foundation will grant to certain individuals and entities monetary contributions or other such contributions, herein defined as the Annual Allotment Gifting Balance. The Finance Committee will, upon agreeing unanimously as to the Annual Allotment Gifting Balance for the Calendar year will submit that sum to the Board of Directors for its approval. The Board will then vote to either accept or decline the submission from the Finance Committee. Should the Board approve the submission from the Finance Committee then it will inform the membership of the Foundation accordingly. If the Board declines the submission of the Finance Committee it will so inform the Finance Committee's chair who may share with the committee its concerns and opinions. Should the Board not be able to approve the submission(s) made by the Finance Committee on or before the first (1) day of the third (3) month of the current calendar year, then the last submission made to the Board by the Finance Committee will be set before the Foundation's membership in its entirety for a vote where its majority will rule. If for any reason the Finance Committee, The Board of Directors and the Foundation's membership, collectively, is unable to agree upon an Annual Allotted

Gifting Balance, then the Annual Allotted Gifting Balance will be established using a sum equal to 5% of the average fair market value of the Foundation's investment assets for the preceding year, or such other amount of distribution as required by Section 4942 of the Internal Revenue Code of 1986, as amended.

Gifting Committee. The Gifting Committee will be chaired by Sally Roberts and must include (Richard Furness Roberts) and all standing members of the Foundation who are direct descendants of either Sally or Richard Furness Roberts and no less than two (2) other invited persons as the committee membership determines. The Chair will be passed to its successor by the then-current Chair when he/she is unable or unwilling to perform the duties of the chair and if the current chair is unable to do so, then by the Foundation's Board of Directors under the expressed conditions of membership in the Gifting Committee. It is anticipated that this committee will include the largest membership of any committee in the Foundation. The Gifting Committee will be responsible for establishing and reviewing on an annual basis the criteria that it will consider for any grants to be awarded. The Gifting Committee will determine which individuals and/or which entities are recipients of the Foundation's awards.

The gifting committee will determine the recipients of the calendar year awards under the following protocol:

Submissions:

- The Gifting Committee will provide an application titled, "Gifting Request Form", which will be made available, without discrimination, to any person or entity that elects to request consideration for support from the Foundation within the confines of the Foundation's mission statement.
- Through direct contact by active Foundation members, presentation to certain public venues and through public information networks, the general public will be informed of the mission statement, gifting criteria and goals of the Foundation. Additionally, the Gifting Committee, at its discretion, may provide public notice of the Foundation, its mission statement, its goals and the availability of a Gifting Request Form through other means. It is not the Foundation's intention to incur costs with regard to public awareness.
- All Gifting Request Forms must have a sponsor in the Foundation who is either a standing member of the foundation, a direct descendent of either Sally or Dick Roberts, a serving or past board member (in good standing with the Foundation) or a board designee. These individuals will be named as a "Qualified Sponsor" by the Gifting Committee at its sole discretion. The Qualified Sponsor will present the contents of the submitted Gifting Request Form along with his/her diligence as to the authenticity of the request, the information submitted and their subjective opinion regarding recommended action on the Gifting request. It is suggested that any qualified sponsor have no greater than five (5) submissions before the committee at any given time.
- The Secretary/Treasurer will make available to all qualified sponsors copies of any outstanding Gifting Request Forms that do not have sponsorship. The Qualified Sponsor may elect to pursue an application for sponsorship, however, the Qualified Sponsor is not obligated to sponsor a gifting request unless he/she elects to do so at his/her sole discretion. The Secretary will keep a list of all Gifting Request Forms and send to the active membership of the Foundation ten (10) days prior to a scheduled meeting of the Gifting Committee, a list identifying the following:
  1. The requesting party's name and address
  2. A brief description of the individual or entity's charitable function, service or program
  3. The Qualified Sponsor (if available)

- Any active member, in good standing, of the Foundation may contact either the Qualified Sponsor or the chair of the Gifting committee as to any considerations (positive or negative) they may have with a party or entity making a request of the Foundation. It is incumbent upon any member of the Foundation to notify the chair of the Gifting Committee of any factual information they may have, or have access to, regarding a party submitting a Gifting Request Form regardless of its positive or negative contents.

**Review and Awarding:**

- The Gifting Committee will review all sponsored Gifting Request Forms submitted by the respective Qualified Sponsor and will vote as to accepting the respective Gifting Request Form as defined in the following paragraph. Should the Gifting Request Form be accepted, then the Gifting Committee will determine the size and scope of the Foundation's gift and submit the request to the Board for its review. The Board upon its review may ask that the Gifting Committee reconsider a gift but cannot veto or rescind a gift that the Gifting Committee has voted to approve. The Board may request the Audit Committee further investigate the Gift and must abide by the Audit Committee's finding.
- For a Gifting Request Form to be approved by the Gifting Committee a majority vote in favor of the Gifting Request Form by all of the standing members of the committee must prevail. The Gifting Committee cannot vote upon any Gifting Request Form unless the committee is seated in its entirety. The chair of the gifting committee can request of the Foundation's Board that it permit votes by proxy from its standing membership and, subject to the Board's decision, this may be permitted; thereby, providing for the standing of all the committee members. Upon the approval by the Board, the Secretary will, within ten (10) days, notify in writing the Foundation's membership of the Foundation's gift.
- The Secretary/Treasurer of the Foundation will present a check to the individual or entity on behalf of the Foundation in the sum determined under the approved Gifting Request Form so long as the Treasurer has the following:
  1. The Gifting Committee, by its majority, has approved the Gifting request form and has agreed upon the sum to be gifted.
  2. The Gifting Request Form has moved duly though the Foundation
  3. The Gifting Request Form remains compliant under the terms and conditions set forth under the Bylaws of the Sally and Dick Roberts Coyote Foundation.
- It is anticipated that the Secretary/Treasurer will present a check to the individual or entity no longer than thirty (30) days from the date of the Gifting Request Form's approval. At any time prior to the issuance of a check by its Secretary/Treasurer, the Membership may at the request of a standing member and by special vote of its majority, with cause, revoke a Gifting Request Form and if it does so it must inform the Secretary/Treasurer who will inform the membership of the Foundation as to the revocation and its cause.

**One Time Veto:**

- It is agreed that upon one occasion, during each calendar year, Dick, Sally, Katherine, Edmund, and Richard may elect to dismiss without cause or explanation one sponsored Gifting request Form each. This privilege is reserved for the aforementioned members of the foundation only and will not have rights of survivorship. The Gifting Committee will acknowledge this veto and the Gifting Request Form will be denied.

Audit Committee. Upon its inception, the Audit Committee will be chaired by Jon-Paul Cowen and will be comprised of members who may or may not be standing members of the Foundation and who the Chair invites to participate as an active member of the committee.

All committee members serve at the will of the Audit Committee Chair. The Chair will be passed to its successor by the then-current Chair when he/she is unable or unwilling to perform the duties of the chair and if the current chair is unable to do so, then by the Foundation's Board of Directors. The Audit Committee's size will vary in consideration of the requirement for individuals with the expertise necessary to complete any tasks it undertakes. It will meet annually and at other times when called upon to do so by the Board of Directors.

The Audit Committee will report to the Board of Directors and its responsibilities will include, but not limited to, the follow:

1. The review of all Gifting Request Forms that are presented to the Board for its approval by the Gifting Committee and concur with the request.
2. The review of any Gifting Request Form that is brought under suspicion by a Foundation member, a public source (regardless of anonymity) or from another unspecified venue.
3. Confirm that the funds provided to any individual or entity is being used as per the foundation's approval.
4. Confirmation on a continuing basis that the entity or individual is substantially involved in the activity that facilitated the gifting by the Foundation.
5. The review of any action by any committee of the Foundation and under special circumstances the actions of any standing member of the Foundation in determination of events that may directly or indirectly effect the Foundation legally or in its standing in the community, including that awards are being made with adequate criteria and in a non-discriminatory manner, consistent with law.

The findings of the Audit Committee will be submitted to the Foundation's Board of Directors who will call for a vote by all standing members of the foundation to act upon its finding and/or recommendations. Should a standing member request that the Board convene a meeting prior to any voting to discuss the action item hereunder; the Chairman will schedule the meeting. The vote, upon a majority, will mandate that the Board of Director's act in accordance with the recommendation of the Audit Committee.

## ARTICLE VI - DISSOLUTION

### Section 1

Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed in accordance with the Articles of Incorporation of the corporation, to a non-profit fund, association, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code.

### Section 2

No part of the net earnings of this association shall ever inure to or be used for the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the association shall be empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the express purposes for which it is formed.

### Section 3

All requirements of the Articles of Incorporation shall be followed as if set forth fully herein.

**ARTICLE VII - AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary/Treasurer to be sent out with regular Board announcements.

**ARTICLE VIII - CONSISTENCY WITH ARTICLES OF INCORPORATION**

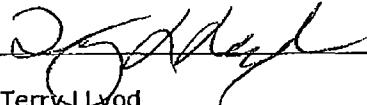
To the extent any provision herein is inconsistent with the Articles of Incorporation, the Articles of Incorporation shall supersede and such inconsistent provision shall be void. The remaining provisions of these Bylaws shall continue to have full force and effect.

These Bylaws were approved at a meeting of the Board of Directors of The Sally and Dick Roberts Coyote Foundation on December 22, 2009.

Adopted

Date: December 22, 2009

Foundation Name: Sally and Dick Roberts coyote Foundation

By: 

Name: Terry Lloyd

Title: Secretary

**Sally and Dick Roberts Coyote Foundation**  
**EIN: 20-5970941**  
**Taxable Year Ending December 31, 2009**

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

<u>Recipient name and address (home or business)</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
BEACON SLOOP CLUB INC PO BOX 527, BEACON, NY 12508	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
CENTER FOR CREATIVE EDUCATION 20 THOMAS ST, KINGSTON, NY 12401	N/A	509(a)(2)	GENERAL & UNRESTRICTED	\$20,000 00
CHARITIES AID FOUNDATION AMERICA 1800 DIAGONAL RD STE 150, ALEXANDRIA, VA 22314	N/A	509(a)(1)	HOPE AFRICA PROGRAM	\$6,030 00
CHARITIES AID FOUNDATION AMERICA 1800 DIAGONAL RD STE 150, ALEXANDRIA, VA 22314	N/A	509(a)(1)	HOPE AFRICA PROGRAM	\$6,030 00
LOS ANGELES COUNTY EDUCATION FOUNDATION 9300 IMPERIAL HWY RM 106, DOWNEY, CA 90242	N/A	509(a)(1)	SUMMER SCIENCE CAMP AT BLUE SKY MEADOW PROJECT	\$5,000 00
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVE, LOS ANGELES, CA 90012	N/A	509(a)(2)	TO ESTABLISH COMMUNITY-BASED YOUTH ORCHESTRAS	\$100,000 00
NATIONAL AFTERSCHOOL ASSOCIATION PO BOX 34447, WASHINGTON, DC 20043	N/A	509(a)(2)	EXECUTIVE LEADERSHIP FOCUSED ON THE FUTURE OF AFTER SCHOOL PROJECT	\$5,000 00
NEW VISION PARTNERS INC 132 N EUCLID AVE, PASADENA, CA 91101	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$13,356 00

**Sally and Dick Roberts Coyote Foundation**  
**EIN: 20-5970941**  
**Taxable Year Ending December 31, 2009**

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

<u>Recipient name and address (home or business)</u>	<u>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</u>	<u>Foundation status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 10920 WILSHIRE BLVD STE 620, LOS ANGELES, CA 90024	N/A	509(a)(1)	REGENTAL FUND #401930-43050	\$40,000 00
THE UC DAVIS FOUNDATION 1480 DREW AVE 130, DAVIS, CA 95618	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$40,000 00
VERDUGO YOUNG MUSICIANS A CALIFORNIA NON-PROFIT CORPORATION 1005 N ISABEL ST, GLENDALE, CA 91207	N/A	509(a)(1)	GENERAL & UNRESTRICTED	\$5,000 00
VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVE, LOS ANGELES, CA 90034	N/A	509(a)(1)	SERVICES AT MY FRIENDS PLACE	\$20,000 00
			<b>TOTAL:</b>	<b>\$265,416</b>