Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: Mark and Jessie Milano Foundation

Number and street (or P O box number if mail is not delivered to street address): c/o Foundation Source, 501 Silverside Road — Room/suite: 123

City or town, state, and ZIP code: Wilmington DE 19809-1377

A Employer identification number: 20-8004580

B Telephone number (see page 10 of the instructions): (800) 839-1754

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, col (c), line 16)* ▶ $ 4,640,184

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	126,422	123,642		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-48,048			
	b Gross sales price for all assets on line 6a 2,071,801				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	78,374	123,642		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	32,606	32,606		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,465	765		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	22,464			22,464
	24 **Total operating and administrative expenses.** Add lines 13 through 23	57,535	33,371		22,464
	25 Contributions, gifts, grants paid	284,500			284,500
	26 **Total expenses and disbursements.** Add lines 24 and 25	342,035	33,371		306,964
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-263,661			
	b **Net investment income** (if negative, enter -0-)		90,271		
	c **Adjusted net income** (if negative, enter -0-)				

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(HTA)

Form **990-PF** (2009)

GA 22

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
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	125,223	29,454	29,454
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	46		
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	1,174,203	850,983	872,545
	b Investments—corporate stock (attach schedule)	2,610,302	2,684,459	2,840,473
	c Investments—corporate bonds (attach schedule)	772,847	854,064	897,712
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,682,621	4,418,960	4,640,184
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,682,621	4,418,960	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	4,682,621	4,418,960	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,682,621	4,418,960	

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	4,682,621
2	Enter amount from Part I, line 27a	2	-263,661
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,418,960
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,418,960

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publicly-traded Securities			
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	2,071,801		2,119,849	-48,048
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-48,048
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	292,887	4,892,251	0 059868
2007	54,500	5,524,255	0 009866
2006	0	2,487,125	0 000000
2005			0 000000
2004			0 000000

2	**Total** of line 1, column (d)	2	0 069734
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 023245
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,157,136
5	Multiply line 4 by line 3	5	96,633
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	903
7	Add lines 5 and 6	7	97,536
8	Enter qualifying distributions from Part XII, line 4	8	306,964

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	903
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	903
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	903
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,900		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	2,900
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,997
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,000 **Refunded** ▶		11	997

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA, DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754

Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No			
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*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,142,439
b	Average of monthly cash balances	1b	78,004
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,220,443
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,220,443
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	63,307
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,157,136
6	**Minimum investment return.** Enter 5% of line 5	6	207,857

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	207,857
2a	Tax on investment income for 2009 from Part VI, line 5	2a	903		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	903
3	Distributable amount before adjustments Subtract line 2c from line 1			3	206,954
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	206,954
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	206,954

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	306,964
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	306,964
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	903
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	306,061

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				206,954
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			179,589	
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 ▶ $ 306,964				
a	Applied to 2008, but not more than line 2a			179,589	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2009 distributable amount				127,375
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				79,579
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2005 — 0				
b	Excess from 2006 — 0				
c	Excess from 2007 — 0				
d	Excess from 2008 — 0				
e	Excess from 2009 — 0				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c 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
a *Paid during the year*				
BEAR VALLEY POLICE-VIPS 25101 BEAR VALLEY RD TEHACHAPI CA 93561	N/A	509(a)(1)	General & Unrestricted	4,000
BOY SCOUTS OF AMERICA 820 17TH AVE S GREAT FALLS MT 59405	N/A	509(a)(1)	General & Unrestricted	3,500
SHASTA REGIONAL COMMUNITY FOUNDATION 1335 ARBORETUM DR STE B REDDING CA 96003	N/A	509(a)(1)	CT Scanner for Modoc Medical Center	250,000
TEHACHAPI MOUNTAIN RODEO ASSOCIATION PO BOX 63 TEHACHAPI CA 93581	N/A	509(a)(1)	General & Unrestricted	2,000
TRUSTEES OF UNION COLLEGE 807 UNION ST SCHENECTADY NY 12308	N/A	509(a)(1)	General & Unrestricted	25,000
Total			▶ 3a	284,500
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	126,422	
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	-48,048	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		78,374	0

13 Total. Add line 12, columns (b), (d), and (e) 13 78,374

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

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

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

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

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

Sign Here

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

Signature of officer or trustee — Date 11.11.10 — Title President

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions)
Jeffrey D. Haskell	10/20/2010		

Firm's name (or yours if self-employed), address, and ZIP code: FOUNDATION SOURCE, 55 WALLS DRIVE, FAIRFIELD, CT 06824 — EIN — Phone no (800) 839-1754

Form 990-PF, Part I, Line 16c - Other Professional Fees

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	32,606	32,606	0	0
1	Investment Management Services	32,606	32,606		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

	TOTAL:	2,465	765	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated tax for 2009	1,700	0		0
2	Foreign Tax Paid	765	765		0
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	22,464	0	0	22,464
1	Administrative Fees	22,464	0	0	22,464
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

	Description/Symbol/CUSIP Number	Shares	Line 10a - Column (b) Book Value	Line 10a - Column (c) Fair Market Value
	TOTAL:	840,841	850,983	872,545
1	FHLB - 4 500% - 11/15/2012 (3133MTZL5)	55,000	58,383	59,066
2	FHLB - 5.000% - 11/17/2017 (3133XMQ87)	100,000	102,253	107,866
3	FHLB - 5 125% - 10/15/2015 - SER R003 (31396C3C2)	20,311	19,994	20,835
4	FHLB - 5.750% - 12/15/2018 - SER R009 (31397BMQ1)	25,903	25,904	26,992
5	FHLMC - 3.750% - 03/27/2019 (3137EACA5)	85,000	84,742	83,287
6	FHLMC - 5 125% - 12/15/2013 - R004 AL (31396GG70)	63,480	64,168	64,814
7	FHLMC - 5 500% - 12/15/2018 (31396HAN9)	28,976	28,827	30,312
8	FHLMC - 5.750% - 12/15/2018 - R006 AK (31396JSK2)	23,934	23,610	25,027
9	FHLMC - 5 875% - 05/15/2016 - R007 (31396NPF7)	17,056	17,075	17,369
10	FNMA - 2 625% - 12/10/2014 (31398AB35)	55,000	55,000	53,952
11	FNMA - 5 250% - 08/01/2012 (31359MNU3)	45,000	48,076	48,001
12	FNMA BENCHMARK REMIC 2007-B1 - 5.450% - 12/25/2020 (31396P6D8)	31,181	31,152	33,025
13	FNMA NOTE 3 000% 09-15-14 (31398AZC9)	80,000	80,000	79,950
14	US TREAS NOTE - 4 000% - 02/15/2014 (912828CA6)	55,000	54,303	58,833
15	US TREAS NOTE - 4 250% - 08/15/2015 (912828EE6)	40,000	41,282	42,825
16	US TREAS NOTE - 4 250% - 11/15/2017 (912828HH6)	115,000	116,214	120,391

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	2,684,459	2,840,473
1	ABBOTT LABS (ABT)	630	34,935	34,014
2	AMERICAN ELECTRIC POWER INC (AEP)	1,225	47,382	42,618
3	APACHE CORPORATION (APA)	400	30,658	41,268
4	APPLE INC. (AAPL)	200	22,091	42,146
5	AT&T CORP COM (T)	1,275	46,845	35,738
6	BARRICK GOLD CORP COM (ABX)	675	22,416	26,582
7	BEST BUY INC. (BBY)	750	28,536	29,595
8	CATERPILLAR INC (CAT)	750	28,680	42,743
9	CELGENE CORP (CELG)	550	30,817	30,624
10	CERNER CORPORATION (CERN)	375	20,244	30,915
11	CHARLES SCHWAB CORP (SCHW)	2,375	47,767	44,698
12	COLGATE-PALMOLIVE COMPANY (CL)	400	24,478	32,860
13	COSTCO WHOLESALE CORP (COST)	675	38,619	39,940
14	CVS CAREMARK CORP. (CVS)	1,600	53,810	51,536
15	EBAY INC (EBAY)	1,050	26,396	24,707
16	EMC CORP-MASS (EMC)	3,275	46,078	57,214
17	ENI S P A (E)	600	28,143	30,366
18	FEDEX CORPORATION COMMON STOCK (FDX)	525	49,359	43,811
19	FIRST SOLAR INC (FSLR)	150	18,782	20,310
20	FLUOR CORP NEW (FLR)	675	30,372	30,402
21	FREEPORT-MCMORAN COPPER & GOLD INC (FCX)	475	22,105	38,138
22	GAMESTOP CORP (GME)	975	28,706	21,392
23	GENZYME CORP (GENZ)	525	35,996	25,730
24	GILEAD SCIENCES INC (GILD)	850	30,501	36,780
25	HEWLETT PACKARD CO (HPQ)	850	38,161	43,784
26	I T T EDUCATION SVCS (ESI)	275	30,296	26,389
27	ILLUMINA INC COM (ILMN)	1,325	27,580	40,651
28	INTEL CORP (INTC)	1,825	36,665	37,230
29	INTERNATIONAL BUSINESS MACHINES (IBM)	350	36,528	45,815
30	INTUITIVE SURGICAL, INC (ISRG)	150	25,165	45,515
31	ISHARE MSCI FRANCE (EWQ)	2,051	59,787	53,018
32	ISHARE MSCI GERMANY (EWG)	885	22,514	19,859
33	ISHARE MSCI ITALY IN (EWI)	854	18,478	16,662
34	ISHARE MSCI SINGAPOR (EWS)	1,789	16,421	20,555
35	ISHARE MSCI SPAIN IN (EWP)	685	35,502	32,906
36	ISHARE MSCI SWEDEN (EWD)	769	16,897	18,071
37	ISHARE MSCI UK INDEX (EWU)	6,685	135,793	108,296
38	ISHARES INC MSCI SWITZERLAND INDEX FD (EWL)	991	23,916	22,059
39	ISHARES MSCI AUST INDEX FD (EWA)	884	18,989	20,190
40	ISHARES MSCI CANADA INDEX FD (EWC)	585	13,021	15,403
41	ISHARES MSCI EMERGING MARKETS INDEX FD (EEM)	210	7,895	8,715
42	ISHARES MSCI-JAPAN (EWJ)	7,476	92,142	72,816
43	JP MORGAN CHASE & CO (JPM)	725	26,845	30,211
44	MATTHEWS PACIFIC TIGER FUND (MAPTX)	7,532	150,642	144,833

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	2,684,459	2,840,473
45	MCDERMOTT INT PANAMA (MDR)	1,550	29,646	37,216
46	MICROSOFT CORPORATION (MSFT)	1,425	41,251	43,434
47	MSCI NTEHERLANDS INVEST MKT INDEX (EWN)	300	5,026	6,138
48	NASDAQ OMX GROUP (THE) (NDAQ)	1,350	27,714	26,757
49	NATIONAL GRID TRANSCO PLC (NGG)	400	19,335	21,752
50	NATL OILWELL VARCO (NOV)	1,025	34,760	45,192
51	ORACLE CORP (ORCL)	1,750	34,552	42,928
52	PEPSICO INC (PEP)	650	33,503	39,520
53	PETROLEO BRASILEIRO (PBR)	950	24,259	45,296
54	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	350	29,639	37,975
55	PRECISION CASTPARTS (PCP)	375	24,392	41,381
56	REPSOL YPF S A. (REP)	1,150	24,559	30,659
57	ROWAN COS INC. (RDC)	1,175	28,240	26,602
58	ROYAL DUTCH SHEL PLC SPONS ADR B (RDS-B)	375	17,523	21,799
59	STARBUCKS CORP COM (SBUX)	2,100	38,929	48,426
60	STATE STREET CORPORATION (STT)	700	46,491	30,478
61	TARGET CORPORATION (TGT)	925	42,145	44,742
62	TEXAS INSTRUMENTS INC. (TXN)	1,500	40,289	39,090
63	TRAVELERS COMPANIES INC (THE) (TRV)	975	46,464	48,614
64	UNITED NATURAL FOODS, INC (UNFI)	1,250	31,456	33,425
65	US BANCORP DEL (USB)	1,200	31,005	27,012
66	VANGUARD SM-CAP ETF (VB)	3,410	188,127	195,564
67	VERIZON COMMUNICATIONS (VZ)	875	29,536	28,989
68	VMWARE INC (VMW)	900	30,695	38,142
69	WAL-MART STORES INC. (WMT)	525	29,916	28,061
70	WALT DISNEY HOLDINGS CO (DIS)	875	21,507	28,219
71	WELLS FARGO & CO (WFC)	1,575	51,108	42,509
72	WILLIS GROUP HOLDINGS LTD (WSH)	950	26,544	25,061
73	XTO ENERGY INC (XTO)	825	28,895	38,387

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

	Description/Symbol/CUSIP Number	Shares	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
		TOTAL:	854,064	897,712
1	ALABAMA POWER CO BOND 04.85000% 12/15/2012 (010392EY0)	40,000	40,136	43,291
2	AMER HOME PRODUCT SER B FLOAT 3/15/11 (026609AM9)	45,000	47,365	47,822
3	ANHEUSER BUSCH COS NT 7 5% 03/15/2012 (035229CE1)	40,000	41,711	44,232
4	AT&T WIRELESS SVCS INC NT 8 125% 05/01/2012 (00209AAG1)	40,000	42,315	45,197
5	BA 6.5% 2/15/2012 (097014AG9)	40,000	41,894	43,747
6	BOTTLING GROUP LLC 4.625% 11/15/12 (10138MAB1)	45,000	44,724	48,371
7	CISCO SYSTEMS INC 5% 2/22/16 (17275RAC6)	35,000	38,277	37,958
8	CITIGROUP INC 5.125% 5/5/14 (172967CK5)	55,000	54,274	55,319
9	DOW CHEMICAL CO NOTES 08 55000% 05/15/2019 (260543BX0)	15,000	15,934	17,897
10	EXELON CORP NOTES - 4.900% - 06/15/2015 MAKE WHOLE (30161NAD3)	15,000	14,263	15,485
11	GE CAP CORP MTN 6 000% 6/15/12 (36962GYY4)	65,000	66,220	70,142
12	GOLDMAN SACHS GROUP INC 5 625% 01/15/2017 (38141GEU4)	45,000	44,574	47,128
13	HEWLETT-PACKARD CO GLBL NT 04.75000% 06/02/2014 (428236AV5)	30,000	31,408	32,551
14	JEFFERIES GROUP INC 8 5% 07/15/2019 (472319AF9)	15,000	16,451	16,397
15	JPMORGAN CHASE & CO FDIC TLGP 2 12500% 06/22/2012 (481247AE4)	60,000	60,392	60,689
16	MERRILL LYNCH & CO INC BOND DTD 5/16/2006 6 05% 5/16/2016 (5901884M7)	40,000	32,411	40,452
17	METLIFE INC NOTES 07.71700% 02/15/2019 (59156RAT5)	30,000	31,724	35,254
18	US CNTRL FED CR UN NCUA TCCULG 1 25000% 10/19/2011 (90345AAA0)	100,000	100,112	99,973
19	VERIZON COMMUNICATIONS 5 550% 02/15/2016 (92343VAC8)	45,000	44,600	47,844
20	WALT DISNEY CO 5 700% DUE 7/15/11 (254687CC8)	45,000	45,279	47,963

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
							TOTAL:	0	0	0
1	Mark R Milano	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0
2	Jessie Milano	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0
3										
4										
5										
6										
7										
8										
9										
10										