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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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 01-01-2009 , and ending 12-31-2009

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 River Branch Foundation		A Employer identification number 22-6054887	
	Number and street (or P O box number if mail is not delivered to street address) 177 4th Avenue N 2nd Floor		Room/suite	B Telephone number (see page 10 of the instructions) (904) 396-5831
	City or town, state, and ZIP code Jacksonville, FL 32250		C If exemption application is pending, check here <input type="checkbox"/>	
			D 1. Foreign organizations, check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,075,523		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
				F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	244,000	244,000		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-31,721			
	b Gross sales price for all assets on line 6a <u>18,579,785</u>				
	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 Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2	2		
	12 Total. Add lines 1 through 11	212,281	244,002		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	16,625	12,469		4,156
	c Other professional fees (attach schedule)	143,200	143,200		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	16,122	10,607		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	247	0		247
	24 Total operating and administrative expenses. Add lines 13 through 23	176,194	166,276		4,403
	25 Contributions, gifts, grants paid	1,611,000			1,611,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,787,194	166,276		1,615,403
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,574,913			
	b Net investment income (if negative, enter -0-)		77,726		
	c Adjusted net income (if negative, enter -0-)				

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	1,468,607	7,930,230	7,930,230
	3	Accounts receivable  <u>339,262</u>			
		Less allowance for doubtful accounts  _____		339,262	339,262
	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	69,351	63,836	63,836
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	16,739,530 	8,999,227	8,742,195
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis  _____			
Liabilities		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)	18,277,488	17,332,555	17,075,523
	17	Accounts payable and accrued expenses	65,020	695,000	
	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)	65,020	695,000	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here  <input type="checkbox"/> 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  <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	18,212,468	16,637,555	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	18,212,468	16,637,555	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	18,277,488	17,332,555	

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	18,212,468
2	Enter amount from Part I, line 27a	2	-1,574,913
3	Other increases not included in line 2 (itemize)  _____	3	0
4	Add lines 1, 2, and 3	4	16,637,555
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	16,637,555

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	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
a	See Additional Data Table		
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	-31,721
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	1,591,577	22,225,354	0 071611
2007	1,632,707	29,232,661	0 055852
2006	1,289,949	27,267,329	0 047307
2005	2,025,326	26,305,242	0 076993
2004	516,482	24,322,421	0 021235

2	Total of line 1, column (d).	2	0 272998
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 054600
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	15,910,037
5	Multiply line 4 by line 3.	5	868,688
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	777
7	Add lines 5 and 6.	7	869,465
8	Enter qualifying distributions from Part XII, line 4.	8	1,615,403

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
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	777
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	777
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	777
6		Credits/Payments			
a		2009 estimated tax payments and 2008 overpayment credited to 2009	6a	68,920	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	68,920
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	68,143
11		Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 68,143	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	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		No
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)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
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		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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> FL, NJ			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶None				
14	The books are in care of ▶EDWARD P SCHMITZER Telephone no ▶(904) 396-5831			
Located at ▶5011 Gate Parkway Bldg 100 Suite 300 JACKSONVILLE FL ZIP+4 ▶32256				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶	15		
and enter the amount of tax-exempt interest received or accrued during the year ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

☐ Yes

☒ No

(2)

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

☐ Yes

☒ No

(3)

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

☐ Yes

☒ No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

☐ Yes

☒ No

(5)

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

☐ Yes

☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes

☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes

☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes

☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

☐

5b

6b

No

7b

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
JENNIFER JOHNSON DUKE	DIRECTOR	0	0	0
177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	0 00			
JUDITH LEROUX	TRUSTEE	0	0	0
177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	0 00			
SIMON GREGG	TRUSTEE	0	0	0
177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	0 00			
JASON GREGG	TRUSTEE	0	0	0
177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	0 00			

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.

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 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. <div></div>		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	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 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 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. <div></div>	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	14,811,232
b	Average of monthly cash balances.	1b	1,341,090
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	16,152,322
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	16,152,322
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	242,285
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,910,037
6	Minimum investment return. Enter 5% of line 5.	6	795,502

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	795,502
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	777
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	777
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	794,725
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	794,725
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	794,725

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	1,615,403
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	
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	1,615,403
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	777
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,614,626
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				794,725
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.	732,549			
c From 2006.	4,411			
d From 2007.	217,160			
e From 2008.	482,039			
f Total of lines 3a through e.	1,436,159			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,615,403				
a Applied to 2008, but not more than line 2a			0	
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). . .	0			
d Applied to 2009 distributable amount.				794,725
e Remaining amount distributed out of corpus	820,678			
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	2,256,837			
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 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				0
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).	0			
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	2,256,837			
10 Analysis of line 9				
a Excess from 2005.	732,549			
b Excess from 2006.	4,411			
c Excess from 2007.	217,160			
d Excess from 2008.	482,039			
e Excess from 2009.	820,678			

Part XIV

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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 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

TRUSTEE THE RIVER BRANCH FOUNDATION
177 4TH AVENUE NORTH
JACKSONVILLE,FL 32250
(904) 396-5831

b

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

WRITTEN REQUESTS ACCEPTED FROM RECOGNIZED NONPROFIT ORGANIZATIONS NO PRESCRIBED APPLICATION FORMAT

c

Any submission deadlines

NONE

d

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

ALL GRANTS ARE MADE TO ORGANIZATIONS RECOGNIZED BY IRS AS CHARITABLE ORGANIZATIONS MOST OF THESE ARE IN THE JACKSONVILLE AREA

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	1,611,000
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	244,000	
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.			14	2	
8 Gain or (loss) from sales of assets other than inventory			18	-31,721	
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		212,281	0
13 Total. Add line 12, columns (b), (d), and (e). 13				212,281	212,281

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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			




[illegible]

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

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				
*****		2010-03-01	*****	
Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's Signature  Edward P Schmitzer		Date	Check if self-employed 
	Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number (see Signature on page 30 of the instructions)	
	Smoak Davis & Nixon LLP 5011 Gate Parkway Bldg 100 Ste 300 Jacksonville, FL 322560562		EIN 	Phone no (904) 396-5831

Additional Data

Software ID: 09000028
Software Version: 2009.02061
EIN: 22-6054887
Name: River Branch Foundation

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1700 Applied Materials	P	2009-03-11	2009-03-18
4800 Applied Materials	P	2009-09-21	2009-10-09
350 Applied Materials	P	2009-09-21	2009-12-23
4620 Applied Materials	P	2009-03-11	2009-12-23
11910 Applied Materials	P	2009-02-20	2009-12-23
2160 Applied Materials	P	2009-03-03	2009-12-23
1300 Axis Capital Holdings Shs	P	2009-01-05	2009-03-18
300 Axis Capital Holdings Shs	P	2009-01-05	2009-10-09
2140 Axis Capital Holdings Shs	P	2009-01-27	2009-10-09
210 Axis Capital Holdings Shs	P	2009-02-17	2009-10-09
2800 Axis Capital Holdings Shs	P	2008-11-11	2009-12-23
3200 Axis Capital Holdings Shs	P	2008-11-12	2009-12-23
1460 Axis Capital Holdings Shs	P	2009-02-17	2009-12-23
2270 Axis Capital Holdings Shs	P	2009-02-20	2009-12-23
1050 Axis Capital Holdings Shs	P	2009-02-20	2009-12-23
600 Boeing Co	P	2008-06-11	2009-03-18
1300 Boeing Co	P	2008-01-30	2009-06-15
1300 Boeing Co	P	2008-01-31	2009-06-15
1800 Boeing Co	P	2008-03-03	2009-06-15
300 Boeing Co	P	2008-01-16	2009-06-15
1800 Boeing Co	P	2008-06-11	2009-06-15
2150 Bank Of America Corp	P	2009-06-15	2009-10-09
4150 Bank Of America Corp	P	2009-06-25	2009-10-09
350 Bank Of America Corp	P	2009-06-09	2009-10-09
5100 Bank Of America Corp	P	2009-10-28	2009-12-23
3850 Bank Of America Corp	P	2009-06-09	2009-12-23
2800 Bank Of America Corp	P	2009-05-18	2009-12-23
13000 Bank Of America Corp	P	2009-05-14	2009-12-23
6800 Bank Of America Corp	P	2009-05-29	2009-12-23
200 Becton Dickinson & Co	P	2009-03-03	2009-03-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,370		15,913	2,457
62,974		61,577	1,397
4,888		4,490	398
64,524		43,246	21,278
166,337		105,011	61,326
30,167		19,043	11,124
30,544		38,548	-8,004
9,340		8,896	444
66,629		55,784	10,845
6,538		5,385	1,153
79,770		71,636	8,134
91,165		79,185	11,980
41,594		37,437	4,157
64,670		53,714	10,956
29,914		24,505	5,409
20,394		44,131	-23,737
64,311		105,884	-41,573
64,311		105,328	-41,017
89,046		143,723	-54,677
14,841		23,495	-8,654
89,046		132,394	-43,348
37,366		28,813	8,553
72,125		51,175	20,950
6,083		4,210	1,873
77,110		77,748	-638
58,211		46,309	11,902
42,335		33,219	9,116
196,555		149,539	47,016
102,813		76,153	26,660
13,134		12,868	266

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,457
			1,397
			398
			21,278
			61,326
			11,124
			-8,004
			444
			10,845
			1,153
			8,134
			11,980
			4,157
			10,956
			5,409
			-23,737
			-41,573
			-41,017
			-54,677
			-8,654
			-43,348
			8,553
			20,950
			1,873
			-638
			11,902
			9,116
			47,016
			26,660
			266

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
950 Becton Dickinson & Co	P	2009-03-25	2009-10-09
710 Becton Dickinson & Co	P	2009-03-25	2009-12-23
1760 Becton Dickinson & Co	P	2009-03-03	2009-12-23
1400 Becton Dickinson & Co	P	2009-05-07	2009-12-23
600 Chubb Corp	P	2008-10-13	2009-03-18
1800 Chubb Corp	P	2008-10-13	2009-10-09
1260 Chubb Corp	P	2008-10-13	2009-11-03
1140 Chubb Corp	P	2008-10-13	2009-12-23
200 Chubb Corp	P	2008-10-15	2009-12-23
1000 Chubb Corp	P	2008-10-16	2009-12-23
1750 Chubb Corp	P	2009-04-24	2009-12-23
1490 Chubb Corp	P	2009-02-26	2009-12-23
800 Chubb Corp	P	2009-05-20	2009-12-23
2100 Comcast Corp New CI A	P	2007-06-26	2009-03-18
2400 Comcast Corp New CI A	P	2007-06-26	2009-05-14
10950 Comcast Corp New CI A	P	2004-04-30	2009-05-14
4350 Comcast Corp New CI A	P	2004-03-31	2009-05-14
1450 Comcast Corp New CI A	P	2004-03-31	2009-05-14
3750 Comcast Corp New CI A	P	2004-08-02	2009-05-14
1400 Cisco Systems Inc	P	2007-12-28	2009-03-18
3150 Cisco Systems Inc	P	2007-12-28	2009-10-09
2450 Cisco Systems Inc	P	2007-12-28	2009-12-23
4200 Cisco Systems Inc	P	2007-12-31	2009-12-23
6100 Cisco Systems Inc	P	2008-01-11	2009-12-23
400 Energizer Holdings, Inc	P	2008-09-23	2009-03-18
200 Energizer Holdings, Inc	P	2008-10-13	2009-10-09
800 Energizer Holdings, Inc	P	2008-09-23	2009-10-09
700 Energizer Holdings, Inc	P	2008-09-23	2009-12-23
2000 Energizer Holdings, Inc	P	2008-09-11	2009-12-23
1400 Energizer Holdings, Inc	P	2008-10-15	2009-12-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
65,140		63,763	1,377
56,118		47,654	8,464
139,108		113,241	25,867
110,654		86,029	24,625
25,029		25,373	-344
90,592		76,118	14,474
61,369		53,283	8,086
55,352		48,208	7,144
9,711		8,198	1,513
48,554		39,575	8,979
84,970		72,802	12,168
72,346		59,046	13,300
38,843		31,135	7,708
28,539		58,527	-29,988
35,617		66,888	-31,271
162,501		217,163	-54,662
64,555		83,122	-18,567
21,518		27,578	-6,060
55,651		68,566	-12,915
23,478		38,589	-15,111
75,361		86,825	-11,464
57,966		67,531	-9,565
99,369		114,500	-15,131
144,322		158,631	-14,309
19,207		35,117	-15,910
13,073		13,219	-146
52,291		70,233	-17,942
43,369		61,454	-18,085
123,912		174,127	-50,215
86,738		89,503	-2,765

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,377
			8,464
			25,867
			24,625
			-344
			14,474
			8,086
			7,144
			1,513
			8,979
			12,168
			13,300
			7,708
			-29,988
			-31,271
			-54,662
			-18,567
			-6,060
			-12,915
			-15,111
			-11,464
			-9,565
			-15,131
			-14,309
			-15,910
			-146
			-17,942
			-18,085
			-50,215
			-2,765

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1500 Fedex Corp	P	2008-10-14	2009-03-09
600 Fedex Corp	P	2008-12-04	2009-03-09
300 Fedex Corp	P	2008-12-04	2009-03-10
200 Fedex Corp	P	2008-10-13	2009-03-10
1200 Fedex Corp	P	2008-11-12	2009-03-10
1000 Fiserv Inc	P	2008-09-12	2009-03-18
1800 Fiserv Inc	P	2008-09-12	2009-10-09
450 Fiserv Inc	P	2008-09-16	2009-10-09
1750 Fiserv Inc	P	2008-09-16	2009-12-23
2500 Fiserv Inc	P	2008-09-22	2009-12-23
2900 Fiserv Inc	P	2008-10-02	2009-12-23
2000 Fiserv Inc	P	2008-11-12	2009-12-23
800 Foster Wheeler Ag	P	2008-09-23	2009-02-24
1500 Foster Wheeler Ag	P	2008-09-12	2009-02-24
6700 Foster Wheeler Ag	P	2004-12-31	2009-02-24
660 Goldman Sachs Group	P	2009-01-02	2009-02-09
360 Goldman Sachs Group	P	2008-12-17	2009-02-09
200 Goldman Sachs Group	P	2009-03-02	2009-03-18
60 Goldman Sachs Group	P	2009-03-02	2009-04-07
730 Goldman Sachs Group	P	2009-02-20	2009-04-07
200 Goldman Sachs Group	P	2009-02-20	2009-09-21
70 Goldman Sachs Group	P	2008-12-17	2009-09-21
50 Goldman Sachs Group	P	2008-12-08	2009-09-21
300 Goldman Sachs Group	P	2008-12-08	2009-10-09
550 Goldman Sachs Group	P	2008-12-08	2009-12-23
600 Goldman Sachs Group	P	2008-12-09	2009-12-23
700 Hewlett-Packard Co	P	2008-07-21	2009-03-18
1500 Hewlett-Packard Co	P	2008-07-21	2009-10-09
550 Hewlett-Packard Co	P	2004-11-16	2009-10-09
5850 Hewlett-Packard Co	P	2004-11-16	2009-12-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
51,184		109,955	-58,771
20,474		42,696	-22,222
10,740		21,348	-10,608
7,160		14,046	-6,886
42,959		78,038	-35,079
34,967		54,543	-19,576
87,688		98,176	-10,488
21,922		23,588	-1,666
84,964		91,732	-6,768
121,377		128,736	-7,359
140,797		131,387	9,410
97,101		65,983	31,118
12,507		33,804	-21,297
23,451		62,986	-39,535
104,748		44,488	60,260
63,693		54,900	8,793
34,742		28,646	6,096
20,850		17,365	3,485
7,093		5,210	1,883
86,299		60,497	25,802
36,519		16,574	19,945
12,782		5,570	7,212
9,130		3,804	5,326
56,498		22,825	33,673
90,050		41,845	48,205
98,236		45,382	52,854
20,293		30,146	-9,853
70,858		64,598	6,260
25,981		10,750	15,231
304,458		114,342	190,116

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-58,771
			-22,222
			-10,608
			-6,886
			-35,079
			-19,576
			-10,488
			-1,666
			-6,768
			-7,359
			9,410
			31,118
			-21,297
			-39,535
			60,260
			8,793
			6,096
			3,485
			1,883
			25,802
			19,945
			7,212
			5,326
			33,673
			48,205
			52,854
			-9,853
			6,260
			15,231
			190,116

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2400 Hewlett-Packard Co	P	2009-05-20	2009-12-23
800 J P Morgan Chase & Co	P	2009-03-12	2009-03-18
1640 J P Morgan Chase & Co	P	2009-03-12	2009-04-07
1600 J P Morgan Chase & Co	P	2009-06-24	2009-09-21
930 J P Morgan Chase & Co	P	2009-03-12	2009-09-21
270 J P Morgan Chase & Co	P	2009-03-11	2009-09-21
1200 J P Morgan Chase & Co	P	2009-03-11	2009-10-09
1920 J P Morgan Chase & Co	P	2009-12-04	2009-12-23
4720 J P Morgan Chase & Co	P	2009-03-11	2009-12-23
710 Lear Corp	P	2009-11-12	2009-12-23
1520 Lear Corp	P	2009-11-30	2009-12-23
1200 Mosaic	P	2009-06-01	2009-10-09
800 Mosaic	P	2009-06-01	2009-12-02
580 Mosaic	P	2009-05-07	2009-12-02
3470 Mosaic	P	2009-05-07	2009-12-23
1300 Microsoft Corp	P	2008-06-12	2009-03-18
2650 Microsoft Corp	P	2008-01-28	2009-10-09
2260 Microsoft Corp	P	2008-01-28	2009-11-03
590 Microsoft Corp	P	2008-01-28	2009-11-13
500 Microsoft Corp	P	2007-06-26	2009-11-13
1590 Microsoft Corp	P	2007-09-05	2009-11-13
3910 Microsoft Corp	P	2007-09-05	2009-12-23
2000 Microsoft Corp	P	2008-06-12	2009-12-23
1050 Navistar International	P	2009-09-10	2009-10-09
650 Navistar International	P	2009-09-10	2009-10-09
650 Navistar International	P	2009-09-10	2009-12-23
1100 Navistar International	P	2009-05-04	2009-12-23
750 Navistar International	P	2009-05-05	2009-12-23
1500 Navistar International	P	2009-07-29	2009-12-23
650 Navistar International	P	2009-05-26	2009-12-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
124,906		84,467	40,439
21,305		17,160	4,145
45,205		35,179	10,026
71,128		54,203	16,925
41,343		19,949	21,394
12,003		5,506	6,497
54,491		24,470	30,021
79,624		79,393	231
195,743		96,247	99,496
48,232		44,766	3,466
103,256		95,535	7,721
59,074		68,103	-9,029
48,864		45,403	3,461
35,426		26,635	8,791
209,023		159,352	49,671
22,123		35,734	-13,611
67,467		86,637	-19,170
62,199		73,887	-11,688
17,436		19,289	-1,853
14,776		14,825	-49
46,988		45,368	1,620
120,581		111,565	9,016
61,678		54,975	6,703
39,042		45,191	-6,149
24,169		27,479	-3,310
26,128		27,479	-1,351
44,217		46,255	-2,038
30,148		30,830	-682
60,295		58,904	1,391
26,128		25,068	1,060

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			40,439
			4,145
			10,026
			16,925
			21,394
			6,497
			30,021
			231
			99,496
			3,466
			7,721
			-9,029
			3,461
			8,791
			49,671
			-13,611
			-19,170
			-11,688
			-1,853
			-49
			1,620
			9,016
			6,703
			-6,149
			-3,310
			-1,351
			-2,038
			-682
			1,391
			1,060

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1100 Navistar International	P	2009-04-30	2009-12-23
1050 Navistar International	P	2009-04-29	2009-12-23
1640 Navistar International	P	2009-10-28	2009-12-23
2400 Annaly Mortgage Mgmt	P	2009-02-19	2009-03-18
1710 Annaly Mortgage Mgmt	P	2009-02-19	2009-05-07
3800 Annaly Mortgage Mgmt	P	2008-11-04	2009-05-07
490 Annaly Mortgage Mgmt	P	2009-03-02	2009-05-07
3400 Annaly Mortgage Mgmt	P	2009-03-02	2009-05-08
2050 Annaly Mortgage Mgmt	P	2008-10-06	2009-05-08
3000 Annaly Mortgage Mgmt	P	2008-10-06	2009-10-09
4300 Annaly Mortgage Mgmt	P	2008-10-06	2009-12-02
7650 Annaly Mortgage Mgmt	P	2008-10-06	2009-12-04
1120 Northern Trust Corporation	P	2009-01-02	2009-01-22
510 Northern Trust Corporation	P	2008-12-17	2009-01-22
400 Northern Trust Corporation	P	2009-02-27	2009-03-18
480 Northern Trust Corporation	P	2009-02-27	2009-04-07
90 Northern Trust Corporation	P	2008-12-17	2009-04-07
1600 Northern Trust Corporation	P	2008-12-09	2009-09-10
940 Northern Trust Corporation	P	2009-03-05	2009-09-10
900 Northern Trust Corporation	P	2008-12-15	2009-09-10
1900 Pfizer Inc	P	2008-10-15	2009-03-18
3600 Pfizer Inc	P	2008-10-15	2009-10-09
1750 Pfizer Inc	P	2008-10-13	2009-10-09
6250 Pfizer Inc	P	2008-10-13	2009-12-23
6700 Pfizer Inc	P	2008-10-13	2009-12-23
2600 Pfizer Inc	P	2008-11-12	2009-12-23
5600 Pfizer Inc	P	2009-09-08	2009-12-23
950 Pentair Inc	P	2009-06-22	2009-10-09
2050 Pentair Inc	P	2009-06-22	2009-12-23
1650 Pentair Inc	P	2009-07-08	2009-12-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
44,217		41,567	2,650
42,207		38,241	3,966
65,923		53,748	12,175
35,833		33,774	2,059
24,591		24,064	527
54,646		52,794	1,852
7,046		6,604	442
49,934		45,824	4,110
30,107		27,550	2,557
52,289		40,318	11,971
78,917		57,788	21,129
137,660		102,810	34,850
62,758		57,615	5,143
28,577		25,975	2,602
24,493		22,621	1,872
27,902		27,145	757
5,232		4,584	648
92,998		79,805	13,193
54,636		45,644	8,992
52,311		40,672	11,639
26,999		31,158	-4,159
60,838		59,035	1,803
29,574		28,556	1,018
116,023		101,988	14,035
124,377		108,354	16,023
48,266		41,414	6,852
103,957		91,144	12,813
29,202		23,774	5,428
66,813		51,303	15,510
53,776		38,644	15,132

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,650
			3,966
			12,175
			2,059
			527
			1,852
			442
			4,110
			2,557
			11,971
			21,129
			34,850
			5,143
			2,602
			1,872
			757
			648
			13,193
			8,992
			11,639
			-4,159
			1,803
			1,018
			14,035
			16,023
			6,852
			12,813
			5,428
			15,510
			15,132

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3600 Schwab Charles Corp New	P	2008-07-23	2009-03-18
500 Schwab Charles Corp New	P	2008-07-23	2009-04-24
2000 Schwab Charles Corp New	P	2008-05-19	2009-04-24
4550 Schwab Charles Corp New	P	2008-10-02	2009-04-24
1150 Schwab Charles Corp New	P	2008-10-02	2009-06-11
4800 Schwab Charles Corp New	P	2008-06-12	2009-06-11
900 Schwab Charles Corp New	P	2008-06-11	2009-06-11
850 Schwab Charles Corp New	P	2008-05-19	2009-06-11
4250 Schwab Charles Corp New	P	2008-05-19	2009-10-09
200 Schwab Charles Corp New	P	2008-05-19	2009-12-23
6300 Schwab Charles Corp New	P	2008-05-20	2009-12-23
10560 Schwab Charles Corp New	P	2009-01-16	2009-12-23
1350 Sherwin Williams Co	P	2008-06-12	2009-01-13
2450 Sherwin Williams Co	P	2008-06-12	2009-01-23
2400 Sherwin Williams Co	P	2008-10-02	2009-01-23
480 Teva Pharmactcl Inds Adr	P	2009-12-07	2009-12-23
760 Teva Pharmactcl Inds Adr	P	2009-12-16	2009-12-23
3480 Teva Pharmactcl Inds Adr	P	2009-10-09	2009-12-23
1260 Teva Pharmactcl Inds Adr	P	2009-11-03	2009-12-23
1700 Terex Corp New Com	P	2009-10-15	2009-10-27
520 Terex Corp New Com	P	2009-10-15	2009-12-23
4290 Terex Corp New Com	P	2009-10-22	2009-12-23
2430 Terex Corp New Com	P	2009-10-13	2009-12-23
2140 Terex Corp New Com	P	2009-12-09	2009-12-23
900 Target Corp Com	P	2008-07-09	2009-03-18
1000 Target Corp Com	P	2008-07-09	2009-05-18
1200 Target Corp Com	P	2008-07-23	2009-05-18
1550 Target Corp Com	P	2008-07-23	2009-10-09
1920 Target Corp Com	P	2008-07-23	2009-10-12
930 Target Corp Com	P	2008-07-23	2009-12-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
52,680		82,645	-29,965
8,792		11,479	-2,687
35,168		45,562	-10,394
80,006		102,760	-22,754
20,398		25,973	-5,575
85,140		104,203	-19,063
15,964		19,068	-3,104
15,077		19,145	-4,068
82,533		95,725	-13,192
3,824		4,505	-681
120,451		139,712	-19,261
201,899		156,156	45,743
79,004		66,907	12,097
115,082		121,424	-6,342
112,733		131,164	-18,431
26,841		25,769	1,072
42,498		40,354	2,144
194,597		179,681	14,916
70,457		63,269	7,188
39,261		39,122	139
10,872		11,967	-1,095
89,690		97,383	-7,693
50,804		52,005	-1,201
44,741		39,646	5,095
28,746		43,793	-15,047
41,223		48,659	-7,436
49,468		55,379	-5,911
77,048		71,532	5,516
95,068		88,607	6,461
45,370		42,919	2,451

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-29,965
			-2,687
			-10,394
			-22,754
			-5,575
			-19,063
			-3,104
			-4,068
			-13,192
			-681
			-19,261
			45,743
			12,097
			-6,342
			-18,431
			1,072
			2,144
			14,916
			7,188
			139
			-1,095
			-7,693
			-1,201
			5,095
			-15,047
			-7,436
			-5,911
			5,516
			6,461
			2,451

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3380 Target Corp Com	P	2009-02-12	2009-12-23
343 Time Warner Cable Inc	P	2005-02-04	2009-03-31
719 Time Warner Cable Inc	P	2005-03-23	2009-03-31
443 Time Warner Cable Inc	P	2005-02-24	2009-03-31
879 Time Warner Cable Inc	P	2005-06-09	2009-03-31
0 6 Time Warner Cable Inc	P	2005-02-04	2009-04-01
2500 Time Warner Inc	P	2005-02-04	2009-03-18
1 Time Warner Inc	P	2005-02-04	2009-04-01
1365 68 Time Warner Inc	P	2005-02-04	2009-10-09
2866 67 Time Warner Inc	P	2005-03-29	2009-10-09
1377 67 Time Warner Inc	P	2005-03-01	2009-10-09
389 01 Time Warner Inc	P	2005-03-01	2009-10-12
3500 Time Warner Inc	P	2005-06-15	2009-10-12
1000 Walgreen Co	P	2008-11-04	2009-03-18
2000 Walgreen Co	P	2008-11-04	2009-10-09
50 Walgreen Co	P	2008-10-14	2009-10-09
300 Walgreen Co	P	2008-10-13	2009-12-23
4250 Walgreen Co	P	2008-10-14	2009-12-23
2100 Walgreen Co	P	2008-11-11	2009-12-23
1800 Walgreen Co	P	2008-11-12	2009-12-23
16300 Wendy's / Arby's Group Inc	P	2009-04-13	2009-10-09
3150 Wendy's / Arby's Group Inc	P	2009-04-13	2009-12-23
6950 Wendy's / Arby's Group Inc	P	2009-04-29	2009-12-23
8650 Wendy's / Arby's Group Inc	P	2009-04-30	2009-12-23
14750 Wendy's / Arby's Group Inc	P	2009-05-07	2009-12-23
31800 Wendy's / Arby's Group Inc	P	2009-06-11	2009-12-23
3100 Wellpoint Inc	P	2008-09-30	2009-02-26
1230 Wellpoint Inc	P	2008-09-25	2009-02-26
2470 Wellpoint Inc	P	2008-09-25	2009-03-03
1500 Wellpoint Inc	P	2008-09-24	2009-03-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
164,892		102,122	62,770
8,526		18,371	-9,845
17,871		38,273	-20,402
11,011		23,213	-12,202
21,848		43,809	-21,961
16		32	-16
21,150		45,278	-24,128
21		40	-19
41,174		55,813	-14,639
86,428		116,159	-29,731
41,536		54,939	-13,403
11,826		15,513	-3,687
106,402		132,963	-26,561
24,000		25,718	-1,718
78,378		51,437	26,941
1,959		1,238	721
11,190		7,364	3,826
158,521		105,236	53,285
78,328		48,808	29,520
67,138		41,891	25,247
79,216		90,004	-10,788
14,395		17,393	-2,998
31,761		37,978	-6,217
39,529		43,677	-4,148
67,406		66,503	903
145,322		128,358	16,964
112,526		145,317	-32,791
44,647		57,513	-12,866
75,588		115,494	-39,906
45,904		68,250	-22,346

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			62,770
			-9,845
			-20,402
			-12,202
			-21,961
			-16
			-24,128
			-19
			-14,639
			-29,731
			-13,403
			-3,687
			-26,561
			-1,718
			26,941
			721
			3,826
			53,285
			29,520
			25,247
			-10,788
			-2,998
			-6,217
			-4,148
			903
			16,964
			-32,791
			-12,866
			-39,906
			-22,346

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2360 Wellpoint Inc	P	2009-01-13	2009-03-03
1300 Williams Companies Del	P	2007-09-14	2009-03-18
2600 Williams Companies Del	P	2007-09-14	2009-10-09
2000 Williams Companies Del	P	2007-09-06	2009-10-09
400 Williams Companies Del	P	2007-09-06	2009-12-23
3100 Williams Companies Del	P	2007-09-10	2009-12-23
6000 Williams Companies Del	P	2006-02-28	2009-12-23
4900 Williams Companies Del	P	2009-06-01	2009-12-23
3800 Williams Companies Del	P	2009-04-13	2009-12-23
400 Wyeth	P	2009-02-03	2009-03-18
3750 Wyeth	P	2009-02-03	2009-05-22
18 Berkshire Hathaway Inc	P	1999-06-14	2009-12-22
3424 759 Lonleaf Partners International	P	2007-11-07	2009-12-21
1870 196 Oakmark Internations Small Cap I	P	2006-12-14	2009-12-21
469 184 Tweedy Browne Global Value Fund	P	2006-12-28	2009-12-21
382 498 Tweedy Browne Global Value Fund	P	2006-12-28	2009-12-21
1432 821 Tweedy Browne Global Value Fund	P	2007-12-28	2009-12-21
123 285 Vanguard Fixed Income Short Term Corp	P	2009-11-30	2009-12-21
2541 498 Vanguard Fixed Income Short Term Corp	P	2009-11-03	2009-12-21
2,700 00 American Express	P	2007-03-12	2009-02-24
3,825 00 Carmax Inc W/I Com	P	2004-05-13	2009-08-10
2,100 00 Meredith Corp	P	2006-05-12	2009-02-09
4,300 00 Pool Corporation	P	2007-03-12	2009-07-24
100 Apple Inc	P	2009-04-16	2009-08-06
1500 Affiliated Computer Services, Inc	P	2008-12-29	2009-08-24
1400 Aon Corp	P	2008-11-20	2009-06-04
200 Apollo Group Inc Cl A	P	2008-07-30	2009-02-03
3300 Aeropostale Com	P	2007-11-28	2009-01-06
100 Autozone Inc Com	P	2008-12-22	2009-03-20
400 Autozone Inc Com	P	2008-12-22	2009-08-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
72,222		92,073	-19,851
14,820		42,627	-27,807
50,116		85,254	-35,138
38,550		64,784	-26,234
8,444		12,957	-4,513
65,442		97,717	-32,275
126,662		129,616	-2,954
103,440		88,014	15,426
80,219		47,647	32,572
17,118		17,312	-194
165,521		162,301	3,220
59,374		41,402	17,972
46,200		69,386	-23,186
21,900		42,117	-20,217
9,961		14,507	-4,546
8,120		11,827	-3,707
30,419		42,856	-12,437
1,309		1,314	-5
26,991		26,917	74
36,579		152,808	-116,229
65,553		34,604	30,949
33,088		102,249	-69,161
99,142		150,408	-51,266
16,391		12,047	4,344
68,183		65,020	3,163
49,779		58,530	-8,751
17,336		12,431	4,905
62,763		93,539	-30,776
15,762		13,002	2,760
61,097		52,007	9,090

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-19,851
			-27,807
			-35,138
			-26,234
			-4,513
			-32,275
			-2,954
			15,426
			32,572
			-194
			3,220
			17,972
			-23,186
			-20,217
			-4,546
			-3,707
			-12,437
			-5
			74
			-116,229
			30,949
			-69,161
			-51,266
			4,344
			3,163
			-8,751
			4,905
			-30,776
			2,760
			9,090

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300 Becton Dickinson & Co	P	2006-10-12	2009-01-05
958 Becton Dickinson & Co	P	2006-10-12	2009-08-06
1400 Biogen Idec Inc	P	2009-01-08	2009-08-24
2000 Bjs Wholesale Club Inc	P	2009-01-06	2009-08-24
800 Bmc Software Inc Com	P	2008-03-05	2009-03-10
2600 Cameron Intl Corp	P	2008-10-13	2009-02-23
1050 Cephalon, Inc	P	2008-09-22	2009-06-04
300 Church & Dwight Inc	P	2007-11-28	2009-03-20
200 Colgate-Palmolive Co	P	2007-01-29	2009-07-29
2400 Commscope, Inc	P	2009-05-07	2009-08-24
3200 Dean Foods Company	P	2009-02-23	2009-08-24
5700 Emc Corp	P	2009-03-12	2009-04-27
400 Express Scripts Inc Cl A	P	2006-03-23	2009-04-16
2300 Family Dollar Stores, Inc	P	2008-12-02	2009-08-24
1200 Firstenergy Corp	P	2008-07-10	2009-03-10
1200 General Mills Inc	P	2008-10-15	2009-03-20
1400 Gen - Probe Inc	P	2009-02-04	2009-08-06
100 Goldman Sachs Group	P	2009-03-25	2009-08-24
500 Harris Corp	P	2008-11-06	2009-02-03
1500 Harris Corp	P	2008-11-06	2009-04-16
100 Intl Business Machines Corp Ibm	P	2009-02-04	2009-08-06
300 Intuitive Surgical, Inc	P	2008-06-20	2009-01-08
1300 Jacobs Engr Group Del	P	2007-01-29	2009-02-04
3900 Juniper Networks	P	2008-07-30	2009-02-04
1700 Joy Global Inc	P	2009-06-04	2009-08-24
900 L-3 Communications Hldgs	P	2009-01-07	2009-10-21
500 McAfee, Inc	P	2008-11-14	2009-05-22
4200 N C R Corp New	P	2008-10-28	2009-03-04
1800 Nasdaq Stock Market Inc	P	2008-09-23	2009-02-13
1000 Nasdaq Stock Market Inc	P	2008-09-26	2009-02-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20,793		21,977	-1,184
60,969		70,180	-9,211
69,415		65,424	3,991
64,187		68,127	-3,940
22,770		26,401	-3,631
47,417		72,558	-25,141
61,891		79,423	-17,532
15,083		16,781	-1,698
15,121		13,241	1,880
66,745		60,718	6,027
56,871		61,773	-4,902
69,514		60,913	8,601
23,683		17,460	6,223
67,913		57,552	10,361
45,812		98,643	-52,831
56,654		77,097	-20,443
52,270		63,972	-11,702
16,439		11,130	5,309
20,974		17,691	3,283
42,587		53,073	-10,486
11,689		9,375	2,314
33,536		84,906	-51,370
50,037		58,993	-8,956
56,261		102,696	-46,435
68,533		64,716	3,817
67,777		69,572	-1,795
19,043		14,431	4,612
31,489		70,487	-38,998
39,115		59,530	-20,415
21,731		32,132	-10,401

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,184
			-9,211
			3,991
			-3,940
			-3,631
			-25,141
			-17,532
			-1,698
			1,880
			6,027
			-4,902
			8,601
			6,223
			10,361
			-52,831
			-20,443
			-11,702
			5,309
			3,283
			-10,486
			2,314
			-51,370
			-8,956
			-46,435
			3,817
			-1,795
			4,612
			-38,998
			-20,415
			-10,401

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3400 Knight Capital Group	P	2009-02-13	2009-03-25
1400 Natl Oilwell Varco	P	2006-03-23	2009-01-05
1400 Norfolk Southern	P	2008-09-17	2009-02-03
500 Omnicare Inc	P	2008-09-10	2009-01-08
2600 Omnicare Inc	P	2008-09-10	2009-08-06
1900 Osi Pharmaceuticals Inc	P	2007-12-11	2009-06-04
1150 Procter & Gamble Co	P	2008-10-21	2009-06-04
1200 Red Hat Inc	P	2009-02-11	2009-06-04
500 Red Hat Inc	P	2009-02-11	2009-10-21
1400 Tesoro Corp	P	2009-01-06	2009-02-23
3600 Tesoro Corp	P	2009-01-06	2009-05-11
1600 United Technologies	P	2006-03-23	2009-01-07
1600 Varian Med Sys Inc	P	2008-02-01	2009-07-29
800 Valero Energy	P	2008-10-10	2009-01-08
2700 Valero Energy	P	2008-10-10	2009-05-07
1300 Watson Wyatt Worldwide	P	2009-03-04	2009-05-22
50 Apple Inc	P	2009-12-07	2009-12-22
150 Abbott Labs	P	2009-12-07	2009-12-22
50 Allergan Inc	P	2009-12-07	2009-12-22
3500 Td Ameritrade Holding Corp	P	2009-06-04	2009-12-07
800 Apache Corporation	P	2009-08-06	2009-12-07
800 Apollo Group Inc Cl A	P	2008-07-30	2009-12-07
1900 Avery Dennison Corp	P	2009-10-21	2009-12-07
700 Franklin Resources	P	2009-08-24	2009-12-07
2000 Bmc Software Inc Com	P	2008-03-05	2009-12-07
3000 Bristol Myers Squibb Co	P	2008-11-20	2009-12-07
150 Cameron Intl Corp	P	2009-12-07	2009-12-22
1200 Church & Dwight Inc	P	2007-11-28	2009-12-07
50 Colgate-Palmolive Co	P	2009-12-07	2009-12-22
1600 Con-Way Inc	P	2009-07-29	2009-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
49,070		60,803	-11,733
39,996		41,829	-1,833
53,174		93,846	-40,672
13,559		15,926	-2,367
60,218		82,815	-22,597
59,549		91,341	-31,792
60,936		72,781	-11,845
23,762		18,784	4,978
13,896		7,827	6,069
19,891		20,373	-482
57,316		52,386	4,930
85,679		94,761	-9,082
56,797		84,082	-27,285
19,287		15,425	3,862
58,910		52,060	6,850
47,807		63,702	-15,895
9,976		9,587	389
8,113		8,102	11
3,102		2,999	103
65,796		62,676	3,120
74,920		69,273	5,647
43,648		49,724	-6,076
74,272		73,763	509
76,127		66,677	9,450
77,033		66,002	11,031
76,489		61,181	15,308
6,102		5,666	436
72,400		67,126	5,274
4,144		4,125	19
52,697		68,533	-15,836

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-11,733
			-1,833
			-40,672
			-2,367
			-22,597
			-31,792
			-11,845
			4,978
			6,069
			-482
			4,930
			-9,082
			-27,285
			3,862
			6,850
			-15,895
			389
			11
			103
			3,120
			5,647
			-6,076
			509
			9,450
			11,031
			15,308
			436
			5,274
			19
			-15,836

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1400 Conocophillips	P	2009-06-04	2009-12-07
50 Costco Whsl Corp New	P	2009-12-07	2009-12-22
3400 Cisco Systems Inc	P	2009-05-11	2009-12-07
1200 Cvs/Caremark Corporation	P	2009-12-07	2009-12-15
100 Disney (walt) Holding Co	P	2009-12-07	2009-12-22
2400 Dresser - Rand Group Inc	P	2009-05-22	2009-12-07
50 Emerson Elec Co	P	2009-12-07	2009-12-22
1000 Express Scripts Inc Cl A	P	2006-03-23	2009-12-07
1000 Freeport-Mcmoran Copper & Gold	P	2009-08-24	2009-12-07
100 Fluor Corp New Del Com	P	2009-12-16	2009-12-22
200 Gilead Sciences Inc Com	P	2009-12-07	2009-12-22
20 Google Inc	P	2009-12-07	2009-12-10
11 Google Inc	P	2009-12-07	2009-12-22
400 Goldman Sachs Group	P	2009-03-25	2009-12-07
2700 Home Depot Inc	P	2009-06-04	2009-12-07
200 Hewlett-Packard Co	P	2009-12-07	2009-12-22
600 Intl Business Machines Corp Ibm	P	2009-02-04	2009-12-07
4000 Intel Corp	P	2009-04-27	2009-12-07
1600 Illinois Tool Works Inc	P	2009-08-24	2009-12-07
200 Juniper Networks	P	2009-12-07	2009-12-22
100 J P Morgan Chase & Co	P	2008-09-29	2009-12-07
150 J P Morgan Chase & Co	P	2008-09-29	2009-12-22
100 Coca Cola Com	P	2009-12-07	2009-12-22
2100 Lender Processing Services	P	2009-08-24	2009-12-07
150 Mcdonalds Corp	P	2009-12-07	2009-12-22
1300 Mckesson Corp	P	2009-08-06	2009-12-07
1800 Mcafee, Inc	P	2008-11-14	2009-12-07
50 3m Company	P	2009-12-07	2009-12-22
200 Merck Co Inc New	P	2009-12-07	2009-12-22
50 Nike Inc Cl B	P	2009-12-07	2009-12-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
71,741		63,973	7,768
2,967		2,965	2
82,816		62,742	20,074
38,228		37,124	1,104
3,224		3,111	113
67,946		65,418	2,528
2,121		2,107	14
87,822		43,650	44,172
80,411		66,489	13,922
4,373		4,328	45
8,637		9,343	-706
11,841		11,761	80
6,589		6,469	120
66,483		44,519	21,964
76,210		64,845	11,365
10,479		9,968	511
76,394		56,252	20,142
81,233		61,889	19,344
77,752		68,046	9,706
5,265		5,487	-222
4,162		4,602	-440
6,255		6,903	-648
5,713		5,802	-89
85,492		73,310	12,182
9,430		9,332	98
79,760		68,387	11,373
70,299		51,952	18,347
4,074		3,919	155
7,541		7,385	156
3,251		3,242	9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,768
			2
			20,074
			1,104
			113
			2,528
			14
			44,172
			13,922
			45
			-706
			80
			120
			21,964
			11,365
			511
			20,142
			19,344
			9,706
			-222
			-440
			-648
			-89
			12,182
			98
			11,373
			18,347
			155
			156
			9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50 Occidental Petroleum Corp	P	2009-12-07	2009-12-22
50 Procter & Gamble Co	P	2009-12-07	2009-12-22
2900 Pactiv Corp	P	2008-11-14	2009-12-07
150 Qualcomm Inc	P	2009-12-10	2009-12-22
2700 Red Hat Inc	P	2009-02-11	2009-12-07
1700 Ross Stores Inc	P	2009-03-20	2009-12-07
1400 Raytheon Co (new)	P	2008-10-27	2009-12-07
4000 Saic, Inc	P	2008-10-23	2009-12-07
300 Schwab Charles Corp New	P	2009-12-07	2009-12-22
150 Schlumberger Ltd	P	2009-12-07	2009-12-22
200 Strayer Education Inc	P	2008-12-01	2009-12-07
70 Strayer Education Inc	P	2008-12-01	2009-12-09
100 Tjx Companies Inc	P	2009-12-07	2009-12-22
200 Visa Inc Cl A	P	2009-12-07	2009-12-21
100 Visa Inc Cl A	P	2009-12-07	2009-12-22
2500 Valeant Pharmaceuticals Inte	P	2009-08-24	2009-12-07
2100 Western Digital Corp	P	2009-08-24	2009-12-07
2400 Whole Foods Mkt Inc	P	2009-08-24	2009-12-07
1600 Wms Inds Inc	P	2009-08-24	2009-12-07
200 Wal-Mart Stores Inc	P	2008-06-30	2009-12-22
800 Exxon Mobil Corp	P	2006-03-23	2009-12-07
Arcata Liquidation Settlement Fund	P	1982-06-04	2009-05-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,055		3,932	123
3,045		3,126	-81
70,227		71,891	-1,664
6,849		6,841	8
76,643		42,263	34,380
74,741		56,984	17,757
73,738		61,982	11,756
72,230		71,840	390
5,709		5,526	183
9,604		9,264	340
39,202		45,801	-6,599
13,825		16,030	-2,205
3,686		3,705	-19
17,439		16,053	1,386
8,602		8,026	576
80,572		62,363	18,209
82,647		69,412	13,235
62,392		69,431	-7,039
63,658		69,951	-6,293
10,691		11,375	-684
59,286		49,069	10,217
26			26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			123
			-81
			-1,664
			8
			34,380
			17,757
			11,756
			390
			183
			340
			-6,599
			-2,205
			-19
			1,386
			576
			18,209
			13,235
			-7,039
			-6,293
			-684
			10,217
			26

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Aspen Country Day School3 Music School Road Aspen, CO 61611	n/a	Public charity	provide for program services	50,000
Beaches Episcopal School Foundation 1150 Fifth Street North JACKSONVILLE BEACH, FL 32250	n/a	Public charity	provide for program services	50,000
BEAM850 Sixth Avenue South JACKSONVILLE BEACH, FL 32250	n/a	Public charity	provide for program services	10,000
BoysGirls Club of Newark NJ155 Washington Street Suite 202 Newark, NJ 07102	n/a	Public charity	provide for program services	10,000
Center for Reproductive Rights120 WALL ST NEW YORK, NY 10005	n/a	Public charity	provide for program services	50,000
Concord Academy166 Main St CONCORD, MA 01742	n/a	Public charity	provide for program services	65,000
Conservation Resources100 NORTH ROAD SUITE TWO CHESTER, NJ 07930	n/a	Public charity	provide for program services	5,000
Cultural Council of Jacksonville300 Water St JACKSONVILLE, FL 32202	n/a	Public charity	provide for program services	2,000
Cummer Museum of Art829 Riverside Ave JACKSONVILLE, FL 32204	n/a	Public charity	provide for program services	250,000
Ecoflight311K ASPEN AIRPORT BUSINESS CENTER ASPEN, CO 81611	n/a	Public charity	provide for program services	12,000
Everglades Foundation18001 OLD CUTLER ROAD PALMETTO BAY, FL 33157	n/a	Public charity	provide for program services	30,000
Housing Partnership of Jacksonville 4401 Emerson ST JACKSONVILLE, FL 32207	n/a	Public charity	provide for program services	80,000
Jacksonville Museum of Contemporary Art333 N Laura St JACKSONVILLE, FL 32202	n/a	Public charity	provide for program services	15,000
Jacksonville University mARINE iNSTITUTE2800 University Blvd North Jacksonville, FL 32211	n/a	Public charity	provide for program services	250,000
Karma Thegsum Choling1258 Mcduff Ave S JACKSONVILLE, FL 32205	n/a	Public charity	provide for program services	3,500
Total 3a				1,611,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
1000 Friends of FloridaPO Box 5948 TALLAHASSEE,FL 32314	n/a	Public charity	provide for program services	5,000
Planned Parenthood of NE Florida 3850 Beach Blvd JACKSONVILLE,FL 32207	n/a	Public charity	provide for program services	3,500
Public Trust Environmental2029 North Third Street JACKSONVILLE BEACH,FL 32250	n/a	Public charity	provide for program services	450,000
St John's Riverkeeper2800 UNIVERSITY BLVD NORTH JACKSONVILLE,FL 32211	n/a	Public charity	provide for program services	40,000
Student Conservation Association Inc PO Box 550 CHARLESTON,NH 03603	n/a	Public charity	provide for program services	10,000
Theatre Jacksonville Inc2032 SAN MARCO BLVD JACKSONVILLE,FL 32207	n/a	Public charity	provide for program services	20,000
Vermont Studio CenterPO Box 613 JOHNSON,VT 05656	n/a	Public charity	provide for program services	100,000
Harbor Branch Oceanographic Institute Inc5600 US 1 NORTH FT PIERCE,FL 34946	n/a	Public charity	provide for program services	100,000
University of North Florida Foundation 4567 ST JOHNS BLUFF ROAD SOUTH jacksonville,FL 32224	n/a	Public charity	provide for program services	10,000
University of Florida Brain Institue (2008 Contribution never received) 100 S Newell Drive Bldg 59 Rm L5-101 Gainesville,FL 32611	n/a	Public charity	provide for program services	-10,000
Total ▶ 3a				1,611,000

TY 2009 Accounting Fees Schedule

Name: River Branch Foundation

EIN: 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,625	12,469		4,156

TY 2009 Investments Corporate
Stock Schedule

Name: River Branch Foundation
EIN: 22-6054887

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1050 Shs - 3m Company	82,295	86,804
2150 Shs - Abbott Labs	100,513	116,079
1450 Shs - Allergan, Inc.	86,977	91,365
600 Shs - Apple, Inc.	86,535	126,439
2200 Shs - Bed Bath & Beyond, Inc.	83,542	84,942
293 Shs - Berkshire Hathaway CL B	673,929	962,798
11350 Shs - Brown & Brown Inc. FLA	262,445	203,960
450 Shs - Burlington Northern Sante Fe Corp.	44,460	44,379
1950 Shs - Cameron International Corp.	73,659	81,510
4175 Shs - CarMax Group	37,770	101,244
2200 Shs - Coca Cola Com	127,652	125,400
1050 Shs - Colgate-Palmolive Co.	71,961	86,258
1650 Shs - Costco Whsl. Corp.	97,711	97,631
1500 Shs - Disney (walt) Holding Co.	46,672	48,375
2325 Shs - Donaldson Company Inc	66,997	98,906
750 Shs - Emerson Elec Co	31,612	31,950
3500 Shs - Federated Invs Inc Pa	115,165	96,250
1300 Shs - Fluor Corp.	55,702	58,552
3000 Shs - Forward Air Corp	97,067	75,090
2100 Shs - Gilead Sciences, Inc.	98,103	90,867
219 Shs - Google, Inc.	128,785	135,776
6200 Shs - Heartland Express Inc	93,667	94,674
2600 Shs - Hewlett-Packard Co	97,134	133,926
2250 Shs - Illinois Tool Works Inc	123,589	107,978
2400 Shs - International Speedway Corp CI A	114,554	68,280
2050 Shs - J P Morgan Chase & Co., Inc.	84,356	85,424
3200 Shs - John Wiley Sons CI A	105,908	134,016
1550 Shs - Johnson & Johnson	98,581	99,836
2300 Shs - Juniper Networks	63,095	61,341
57731 Shs - Longleaf Partners International	1,017,373	788,602
450 Shs - Markel Corp	81,057	153,000
1850 Shs - Mcdonald's Corp.	113,661	115,514
2100 Shs - Mednax Inc.	96,158	126,231
2800 Shs - Merek Co. Inc.	103,384	102,312
1200 Shs - Mohawk Inds Inc	95,168	57,120
300 Shs - Monsanto Co New Com	25,085	24,525
950 Shs - Nike Inc CI B	61,593	62,767
31315 Shs - Oakmark International Small Cap I	559,379	372,331
850 Shs - Occidental Petroleum Corp.	66,841	69,148
2000 Shs - Pepsico, Inc.	127,972	121,600
950 Shs - Procter & Gamble Co.	59,402	57,599
2750 Shs - Qualcomm, Inc.	124,191	127,215
1400 Shs - Research In Motion	88,398	94,556
1650 Shs - Schlumberger Ltd.	101,909	107,399
5100 Shs - Schwab Charles Corp New	93,940	95,982
900 Shs - Stryker Corp.	46,681	45,333
4100 Shs - Tcf Financial	106,553	55,842
2200 Shs - Tjx Companies, Inc.	81,518	80,410
39294 Shs - Tweedy Browne Global Value Fund	1,034,706	833,030
110431 Shs - Vanguard S/T Investment Grade	1,169,558	1,169,462
1300 Shs - Visa Inc. CI A	104,343	113,698
2200 Shs - Wal-Mart Stores, Inc.	123,175	117,590
240 Shs - White Mountain Insurance Group	133,645	79,838
4975 Shs - Zebra Technologies Corp CI A	133,101	141,041

TY 2009 Other Expenses Schedule

Name: River Branch Foundation

EIN: 22-6054887

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	150	0		150
MISCELLANEOUS	97	0		97

TY 2009 Other Income Schedule

Name: River Branch Foundation

EIN: 22-6054887

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
Other Investment Income	2	2	2

TY 2009 Other Professional Fees Schedule

Name: River Branch Foundation

EIN: 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	143,200	143,200		0

TY 2009 Taxes Schedule**Name:** River Branch Foundation**EIN:** 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	10,607	10,607		0
EXCISE TAXES	5,515	0		0