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

2009

Department of the Treasury
Internal Revenue Service

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

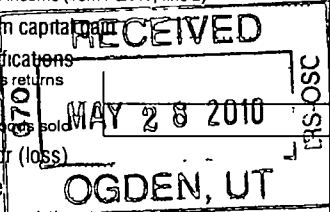
For calendar year 2009, or tax year beginning _____, and ending _____

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

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation SHEPHERD FOUNDATION	A Employer identification number 22-6460210
	Number and street (or P O box number if mail is not delivered to street address) 106 PROSPECT STREET	B Telephone number 201-490-3788
	Room/suite 3RD FL	C If exemption application is pending, check here <input type="checkbox"/>
	City or town, state, and ZIP code RIDGEWOOD, NJ 07450-4433	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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	I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 21,199,301.	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
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	558,681.	558,681.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-703,756.			
b Gross sales price for all assets on line 6a	3,210,590.			
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				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	-145,075.	558,681.		
13 Compensation of officers, directors, trustees, etc	92,732.	92,732.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	850.	850.		0.
c Other professional fees STMT 3	182,481.	182,481.		0.
17 Interest	83,508.	83,508.		0.
18 Taxes				
19 Depreciation and depletion				
20 Occupancy	20,232.	20,232.		0.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses Add lines 13 through 23	379,803.	379,803.		0.
25 Contributions, gifts, grants paid	1,175,215.			1,175,215.
26 Total expenses and disbursements Add lines 24 and 25	1,555,018.	379,803.		1,175,215.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,700,093.			
b Net investment income (if negative, enter -0-)		178,878.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	82,175.	28,175.	28,175.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 4	10,472,262.	11,570,443.	11,570,443.
	c Investments - corporate bonds STMT 5	1,889,414.	2,716,995.	2,716,995.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	5,196,210.	6,883,688.	6,883,688.	
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	17,640,061.	21,199,301.	21,199,301.	
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			
	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	17,640,061.	21,199,301.	
	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	17,640,061.	21,199,301.		
31 Total liabilities and net assets/fund balances	17,640,061.	21,199,301.		

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	17,640,061.
2 Enter amount from Part I, line 27a	2	-1,700,093.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED APPRECIATION OF ASSETS	3	5,259,333.
4 Add lines 1, 2, and 3	4	21,199,301.
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	21,199,301.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,210,590.		3,914,346.	-703,756.

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	
a			
b			
c			
d			
e			-703,756.

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	-703,756.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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	1,347,131.	22,871,856.	.058899
2007	1,279,692.	27,638,334.	.046301
2006	1,228,496.	26,517,185.	.046328
2005	1,186,900.	25,261,310.	.046985
2004	1,049,790.	24,172,475.	.043429

2 Total of line 1, column (d)	2	.241942
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	.048388
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	17,451,633.
5 Multiply line 4 by line 3	5	844,450.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,789.
7 Add lines 5 and 6	7	846,239.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,175,215.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	1,789.
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	1,789.
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	1,789.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	16,493.
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	16,493.
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	14,704.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 14,704. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13		
14	The books are in care of ► RICHARD PASSEN Telephone no. ► 201-490-3788 Located at ► 106 PROSPECT STREET, RIDGEWOOD, NJ ZIP+4 ► 07450-4433			
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		N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
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 instructions.) N/A	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. <input type="checkbox"/> _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A	3b	
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)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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? **N/A**

5b		
6b		X
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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		92,732.	0.	0.

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,662,219.
b	Average of monthly cash balances	1b	55,175.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,717,394.
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	17,717,394.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	265,761.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,451,633.
6	Minimum investment return. Enter 5% of line 5	6	872,582.

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

1	Minimum investment return from Part X, line 6	1	872,582.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,789.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,789.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	870,793.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	870,793.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	870,793.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,175,215.
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	1,175,215.
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	5	1,789.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,173,426.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				870,793.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,137,738.	
b Total for prior years:		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: ▶ \$ 1,175,215.				
a Applied to 2008, but not more than line 2a			1,137,738.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				37,477.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				833,316.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see 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		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 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 if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- 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	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)				
<p>a <i>Paid during the year</i> SEE ATTACHED LIST</p>				<p>1,175,215.</p>
<p>Total</p>				<p>▶ 3a 1,175,215.</p>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>				<p>▶ 3b 0.</p>

SHEPHERD FOUNDATION

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 NEUBERGER			
b GABELLI		VARIOUS	VARIOUS
c BANK OF AMERICA		VARIOUS	VARIOUS
d BRANDES - 099553		VARIOUS	VARIOUS
e FROM FLOW THROUGH LONG VIEW PARTNERS	P	VARIOUS	VARIOUS
f MORGAN STANLEY - 143634		VARIOUS	04/27/09
g MORGAN STANLEY - 175667		VARIOUS	VARIOUS
h MORGAN STANLEY - 174794		03/31/09	10/07/09
i			
j			
k			
l			
m			
n			
o			

(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 2,092,060.		2,342,669.	-250,609.
b 257,883.		504,349.	-246,466.
c 350,000.		360,767.	-10,767.
d 432,401.		429,076.	3,325.
e 24,427.		217,610.	-193,183.
f 18,082.		27,723.	-9,641.
g 14,618.		12,768.	1,850.
h 21,119.		19,384.	1,735.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-250,609.
b			-246,466.
c			-10,767.
d			3,325.
e			-193,183.
f			-9,641.
g			1,850.
h			1,735.
i			
j			
k			
l			
m			
n			
o			

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	-703,756.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT** **1**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA (BOND)	93,649.	0.	93,649.
BRANDES - 099553	8,023.	0.	8,023.
GABELLI	87,184.	0.	87,184.
LONG VIEW PARTNERS	240,285.	0.	240,285.
MORGAN STANLEY - 098715	28,307.	0.	28,307.
MORGAN STANLEY - 143634	45.	0.	45.
MORGAN STANLEY - 174794	15,874.	0.	15,874.
MORGAN STANLEY - 175667	6,161.	0.	6,161.
NUEBERGER	79,121.	0.	79,121.
PLAINS ALL AMERICAN PIPELINE	32.	0.	32.
TOTAL TO FM 990-PF, PART I, LN 4	558,681.	0.	558,681.

FORM 990-PF **ACCOUNTING FEES** **STATEMENT** **2**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	850.	850.		0.
TO FORM 990-PF, PG 1, LN 16B	850.	850.		0.

FORM 990-PF **OTHER PROFESSIONAL FEES** **STATEMENT** **3**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUEBERGER	37,130.	37,130.		0.
GABELLI	41,535.	41,535.		0.
MORGAN STANLEY - 098715	6,104.	6,104.		0.
BANK OF AMERICA	7,491.	7,491.		0.
MORGAN STANLEY - 09553	2,577.	2,577.		0.
LONG VIEW PARTNERS	76,055.	76,055.		0.
MORGAN STANLEY 143634	6,374.	6,374.		0.
MORGAN STANLEY - 175667	1,428.	1,428.		0.
MORGAN STANLEY - 174794	3,787.	3,787.		0.
TO FORM 990-PF, PG 1, LN 16C	182,481.	182,481.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER	4,404,513.	4,404,513.
GABELLI	5,002,639.	5,002,639.
MORGAN STANLEY - 098715	940,791.	940,791.
MORGAN STANLEY/BRANDES - 099553	1.	1.
MORGAN STANLEY - 143634	1,222,499.	1,222,499.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,570,443.	11,570,443.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA	2,066,476.	2,066,476.
MORGAN STANLEY - 175667	210,575.	210,575.
MORGAN STANLEY - 174794	439,944.	439,944.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,716,995.	2,716,995.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LONG VIEW PARTNERS	FMV	6,815,923.	6,815,923.
PLAINS ALL AMERICAN PIPELINE	FMV	67,765.	67,765.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,883,688.	6,883,688.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 7
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD PASSEN 4878-401 S HARBOR DR VERO BEACH, FL 32967	TRUSTEE, INVESTMENT ADVISO 10.00	92,732.	0.	0.
CHARLES V. SCHAEFER III 927 SCIOTO DR FRANKLIN LAKES, NJ 07417	TRUSTEE 0.00	0.	0.	0.
LYNN S. BOVENIZER 206 ECHO DR JUPITER, FL 33458	TRUSTEE 0.00	0.	0.	0.
GEORGE BOVENIZER 206 ECHO DR JUPITER, FL 33458	TRUSTEE 0.00	0.	0.	0.
CAROL SCHAEFER 927 SCIOTO DR FRANKLIN LAKES, NJ 07417	TRUSTEE 0.00	0.	0.	0.
CHARLES V. SCHAEFER IV 41 OAKHILL ROAD CLIFTON, NJ 07013	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		92,732.	0.	0.

Shepherd/ Charitable Contributions 2009 - ~~1/1/2009~~

1/1/2009 through 12/31/2009

2/11/2010

Page 1

Date	Account	Num	Description	Category	Amount
4/6/2009	MS checking	376	Jupiter Medical Foundation	Charity	-200,000
6/5/2009	MS checking	481	Hackensack Hospital (HUMC)	Charity	-200,000
4/6/2009	MS checking	377	Lehigh Univ	Charity	-115,000
12/9/2009	MS checking	385	Lehigh Univ	Charity	-100,000
12/24/2009	MS checking	502	Hackensack Medical Center Foundation	Charity	-70,000
9/24/2009	MS checking	485	Per Dev Development Center	Charity	-50,000
12/14/2009	MS checking	496	Per Dev Development Center	Charity	-50,000
2/23/2009	MS checking	350	NY Philharmonic	Charity	-45,000
1/7/2009	MS checking	348	Little Orchestra Society	Charity	-35,000
10/17/2009	MS checking	488	NY Philharmonic	Charity	-25,000
2/13/2009	MS checking	349	Ramapo College Foundation	Charity	-20,000
12/1/2009	MS checking	494	Metropolitan Opera	Charity	-20,000
4/14/2009	MS checking	476	Little Orchestra Society	Charity	-12,000
11/9/2009	MS checking	491	Little Orchestra Society	Charity	-12,000
1/2/2009	MS checking	373	Hopewell Borough Fire Company	Charity	-10,000
4/28/2009	MS checking	379	Pennington Presbyterian Church	Charity	-10,000
4/28/2009	MS checking	378	Pennington Presbyterian Church	Charity	-10,000
9/24/2009	MS checking	486	Amer Skin Assoc	Charity	-10,000
9/27/2009	MS checking	431	Yale University Child Care	Charity	-10,000
12/9/2009	MS checking	136	Pennington Presbyterian Church	Charity	-10,000
12/9/2009	BOA	132	Princeton Health Care Sysytem Found...	Charity	-10,000
12/9/2009	BOA	134	Hospice Of Palm Beach County	Charity	-10,000
12/18/2009	MS checking	497	Little Orchestra Society	Charity	-10,000
12/23/2009	MS checking	498	Soka University	Charity	-10,000
5/14/2009	BOA	146	Nine Circles Theater/Reflection Series ...	Charity	-7,000
9/2/2009	MS checking	512	Princeton Historical Society	Charity	-6,000
11/9/2009	MS checking	492	Lincoln Center Theater	Charity	-6,000
12/24/2009	MS checking	501	Oasis	Charity	-6,000
5/6/2009	BOA	144	Mom's Club Of Titusville	Charity	-5,500
5/14/2009	BOA	145	Lower Eastside Girls Club	Charity	-5,000
6/9/2009	BOA	141	SoHo Rep Theater	Charity	-5,000
3/30/2009	BOA	129	McCarter Theater	Charity	-4,000
6/12/2009	MS checking	215	Glimmer Of Hope Breast Cancer Foun...	Charity	-4,000
6/14/2009	MS checking	483	Lawrenceville School Fund	Charity	-3,000
12/23/2009	MS checking	499	Wolf Trap Foundation	Charity	-3,000
12/23/2009	MS checking	500	Kennedy Center	Charity	-3,000
1/2/2009	MS checking	369	Arts Council Of Princeton	Charity	-2,500
1/2/2009	MS checking	370	Mercer County Police Dept	Charity	-2,500
1/2/2009	MS checking	371	Hopewell Township Police	Charity	-2,500
1/2/2009	MS checking	372	YMCA Of HOPEWELL	Charity	-2,500
5/6/2009	BOA	142	Robert Wood Johnson Foundation	Charity	-2,500
12/9/2009	MS checking	142	Pennington Fire Department	Charity	-2,500
12/9/2009	MS checking	144	Kravits Center	Charity	-2,500
12/9/2009	MS checking	149	Malz Jupiter Theater/ Children's Theate...	Charity	-2,500
12/9/2009	MS checking	150	Jupiter Elementary School	Charity	-2,500
5/31/2009	MS checking	477	Little Orchestra Society	Charity	-2,200
5/14/2009	BOA	147	League Of Hard Of Hearing	Charity	-2,000
5/31/2009	MS checking	479	Smithsonian Institute	Charity	-2,000
5/31/2009	MS checking	480	American Museum Of Natural History	Charity	-2,000
6/9/2009	BOA	131	RG Memorial Foundation/ Vivikids.org	Charity	-2,000
9/24/2009	MS checking	487	Hackensack Hospital (HUMC)	Chanty	-2,000

Shepherd/ Charitable Contributions 2009 - ~~2009/2010~~

1/1/2009 through 12/31/2009

2/11/2010

Page 2

Date	Account	Num	Description	Category	Amount
10/17/2009	MS checking	489	ISMS Operation Kids	Charity	-2,000
12/9/2009	MS checking	137	Loxahatchee Club Scholarship Foundation	Charity	-2,000
12/9/2009	MS checking	143	Longwood College	Charity	-2,000
12/9/2009	MS checking	148	Museum Of Natural History	Charity	-1,750
12/9/2009	MS checking	141	Pennington First Aid	Charity	-1,500
12/9/2009	MS checking	146	Jupiter Medical Foundation	Charity	-1,500
4/14/2009	MS checking	473	Metropolitan Museum Of Art	Charity	-1,200
12/9/2009	MS checking	139	Metropolitan Museum Of Art	Charity	-1,200
3/30/2009	BOA	128	Princeton Montessori School	Charity	-1,000
5/31/2009	MS checking	478	Friends Of The Hermitage	Charity	-1,000
6/14/2009	MS checking	482	Centenary College	Charity	-1,000
8/19/2009	MS checking	219	Jupiter Medical Foundation	Charity	-1,000
11/9/2009	MS checking	490	Circle Program (New Opport For NH G...	Charity	-1,000
12/6/2009	MS checking	495	NYPilharmonic	Charity	-1,000
12/9/2009	MS checking	140	Philadelphia Museum Of Art	Charity	-1,000
12/9/2009	MS checking	145	Smithsonian Institute	Charity	-1,000
12/9/2009	MS checking	147	Sloan Kettering Hospital	Charity	-1,000
12/9/2009	MS checking	383	Norton Museum Of Art	Charity	-1,000
12/9/2009	MS checking	384	Bush Wildlife Center	Charity	-1,000
12/16/2009	MS checking	386	NTM Foundation (Non Tuberculous My...	Charity	-1,000
4/14/2009	MS checking	472	Ramapo College Foundation	Charity	-715
4/14/2009	MS checking	475	Ameican Jewish Committee	Charity	-650
4/14/2009	MS checking	474	Philoctetes Society	Charity	-500
6/26/2009	MS checking	216	FAU Foundation	Charity	-500
7/20/2009	MS checking	484	Adler Center	Charity	-500
11/7/2009	MS checking	381	Habitat For Humanity	Charity	-500
12/1/2009	MS checking	493	Actor's Foundation Fund	Charity	-250
12/6/2009	MS checking	382	McKee Botanical Gardens	Charity	-250
1/1/2009 - 12/31/2009					-1,175,215

TOTAL INFLOWS 0

TOTAL OUTFLOWS -1,175,215

NET TOTAL -1,175,215

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ▶
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization SHEPHERD FOUNDATION	Employer identification number 22-6460210
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 106 PROSPECT STREET, NO. 3RD FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions RIDGEWOOD, NJ 07450-4433	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

RICHARD PASSEN

- The books are in the care of ▶ **106 PROSPECT STREET - RIDGEWOOD, NJ 07450-4433**
 Telephone No ▶ **201-490-3788** FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for calendar year **2009** or tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	1,789.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	16,493.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions