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# Change of Accounting Period

Form 990-PF

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

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning Oct 1, 2009, and ending Dec 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 **Heritage Mark Foundation**  
 Otherwise, print or type  
 See Specific Instructions

Name of foundation	A Employer identification number <b>23-7017100</b>
Number and street (or P O box number if mail is not delivered to street address)	B Telephone number (see the instructions) <b>(517) 337-1373</b>
City or town <b>East Lansing</b>	C If exemption application is pending, check here ► <input type="checkbox"/>
State ZIP code <b>MI 48826-0980</b>	D 1 Foreign organizations, check here ► <input type="checkbox"/>
	E 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
	F If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
	G If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **► \$ 21,804,401.** J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)	857,582.			
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	11,703.	11,703.	11,703.	
	4 Dividends and interest from securities	97,220.	97,220.	97,220.	
	5a Gross rents b Net rental income or (loss)	0.			
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		501,176.		
	8 Net short-term capital gain			179,275.	
	9 Income modifications				
	10a Gross sales less returns and allowances b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) <b>NanoHoldings, LLC</b>	-57,392.	-57,392.	-57,392.	
ADMINISTRATIVE OPERATING AND EXPENSES	12 Total. Add lines 1 through 11	909,113.	552,707.	230,806.	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) b Accounting fees (attach sch) c Other prof fees (attach sch)	500.	500.	0.	0.
	17 Interest <sup>(3)</sup> <b>RECEIVED MAY 21 2010</b>	2,190.	0.	0.	2,190.
	18 Taxes (attach schedule) See Line 8 Stmt	6,133.	626.	0.	0.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy <b>OGDEN, UT</b>				
	21 Travel, conferences, and meetings	1,027.	0.	0.	1,027.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	2,751,612.	840.	840.	2,750,655.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,761,462.	1,966.	840.	2,753,872.
	25 Contributions, gifts, grants paid	949,260.			949,260.
	26 Total expenses and disbursements. Add lines 24 and 25	3,710,722.	1,966.	840.	3,703,132.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0) c Adjusted net income (if negative, enter -0)	-2,801,609.	550,741.	229,966.	

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		484,801.	2,097,122.	2,097,122.
	2 Savings and temporary cash investments		2,045,594.	1,126,654.	1,126,654.
	3 Accounts receivable	► 6,173.			
	Less allowance for doubtful accounts	► 0.	4,448.	6,173.	6,173.
	4 Pledges receivable	►			
	Less allowance for doubtful accounts	►	0.		
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	Less allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		1,790,317.	155,967.	155,967.
	10a Investments – U S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule)	L-10b Stmt	17,692,471.	16,113,829.	9,825,922.
	c Investments – corporate bonds (attach schedule)	L-10c Stmt	10,006,221.	8,241,221.	6,956,881.
	11 Investments – land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans		1,185,447.	1,172,318.	1,172,318.
	13 Investments – other (attach schedule)	L-13 Stmt	490,770.	433,378.	433,378.
	14 Land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ► L-15 Stmt )		35,493.	29,986.	29,986.
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		33,735,562.	29,376,648.	21,804,401.
LIABILITIES	17 Accounts payable and accrued expenses		708,281.	1,167.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)		1,165,167.	0.	
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)		1,873,448.	1,167.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		► <input type="checkbox"/>		
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		► <input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds		0.		
	28 Paid-in or capital surplus, or land, building, and equipment fund		0.		
	29 Retained earnings, accumulated income, endowment, or other funds		31,862,114.	29,375,481.	
	30 Total net assets or fund balances (see the instructions)		31,862,114.	29,375,481.	
	31 Total liabilities and net assets/fund balances (see the instructions)		33,735,562.	29,376,648.	

## 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	31,862,114.
2 Enter amount from Part I, line 27a	2	-2,801,609.
3 Other increases not included in line 2 (itemize) ► Net realized gain on securities sold	3	314,976.
4 Add lines 1, 2, and 3	4	29,375,481.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	29,375,481.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a common stock, 3,000 shares BNK Petroleum		D	03/01/06	11/10/09
b common stock, 3,000 shares BNK Petroleum		D	10/12/06	11/10/09
c common stock, 34,050 shares BNK Petroleum		D	08/30/07	11/10/09
d common stock, 5,600 shares BNK Petroleum		D	08/31/07	11/10/09
e See Columns (a) thru (d)				
(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 3,490.	0.	0.	3,490.	
b 3,490.	0.	0.	3,490.	
c 39,615.	0.	0.	39,615.	
d 6,515.	0.	0.	6,515.	
e See Columns (e) thru (h)	0.	4,250,024.	448,066.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a			3,490.	
b			3,490.	
c			39,615.	
d			6,515.	
e See Columns (i) thru (l)			448,066.	
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	501,176.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	5,945,114.	24,111,320.	0.246569
2007	5,110,539.	49,706,635.	0.102814
2006	6,757,162.	56,814,673.	0.118933
2005	7,261,527.	53,413,385.	0.135950
2004	7,760,827.	44,324,457.	0.175091

- 2 Total of line 1, column (d) 2 0.779357
- 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 0.155871
- 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 21,062,785.
- 5 Multiply line 4 by line 3 5 3,283,077.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 5,507.
- 7 Add lines 5 and 6 7 3,288,584.
- 8 Enter qualifying distributions from Part XII, line 4 8 3,703,132.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)	1	5,507.
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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 2	2	0.
3	Add lines 1 and 2 3	3	5,507.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 4	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- 5	5	5,507.
6	<b>Credits/Payments</b>		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 6a	6a	7,507.
b	Exempt foreign organizations – tax withheld at source 6b	6b	
c	Tax paid with application for extension of time to file (Form 8868) 6c	6c	
d	Backup withholding erroneously withheld 6d	6d	
7	Total credits and payments Add lines 6a through 6d 7	7	7,507.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached 8	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed 9	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10	10	2,000.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 2,000.   Refunded 11	11	

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes	No
1a	X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1b	X
----	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c	X
----	---

c Did the foundation file **Form 1120-POL** for this year?

2	X
---	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

3	X
---	---

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

4a	X
----	---

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

4b	
----	--

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

5	X
---	---

If 'Yes,' attach a detailed description of the activities

6	X
---	---

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

7	X
---	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

8a	
----	--

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

8b	X
----	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

9	X
---	---

If 'Yes,' attach the statement required by General Instruction T

10	X
----	---

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

--	--

- By language in the governing instrument, or

--	--

- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

--	--

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

--	--

8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► \_\_\_\_\_

## 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)	<input checked="" type="checkbox"/> 11	<input type="checkbox"/> X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<input checked="" type="checkbox"/> 12	<input type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input checked="" type="checkbox"/> 13	<input type="checkbox"/> X
	Website address	► N/A	
14	The books are in care of ► <u>Frederick C. Foote</u> Telephone no ► <u>(517) 337-1373</u> Located at ► <u>241 E. Saginaw, Ste 300, East Lansing, MI</u> ZIP + 4 ► <u>48823</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	<input type="checkbox"/> 15	<input type="checkbox"/>

## 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> 1b	
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?	<input type="checkbox"/> 1c	<input checked="" type="checkbox"/> 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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions)	<input type="checkbox"/> 2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	<input type="checkbox"/> 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> 4b	<input checked="" type="checkbox"/> X

BAA

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## 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 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
<u>Cheryl F. Groenendyke</u> 241 E. Saginaw, E. Lansing MI 48823	President 1.00	0.	0.	0.
<u>Barbara Shingleton</u> 241 E. Saginaw, E. Lansing MI 48823	Vice Pres. 1.00	0.	0.	0.
<u>Shirley A. Foote</u> 241 E. Saginaw, E. Lansing MI 48823	Chairman 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'				
(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<u>NONE</u>				
<u>0</u>				

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

None

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

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

None

## Part IX-A Summary of Direct Charitable Activities

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

## Expenses

1	
2	
3	
4	

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

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

**Amount**

1	<hr/> <hr/>
2	<hr/> <hr/>

All other program-related investments See instructions

3 \_\_\_\_\_  
\_\_\_\_\_

Total. Add lines 1 through 3

**BAA**

**Form 990-PF (2009)**

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	17,680,899.
b Average of monthly cash balances	1b	2,500,335.
c Fair market value of all other assets (see instructions)	1c	1,202,304.
d <b>Total</b> (add lines 1a, b, and c)	1d	21,383,538.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	21,383,538.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	320,753.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,062,785.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	265,449.

**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	265,449.
2a Tax on investment income for 2009 from Part VI, line 5	2a	5,507.
b Income tax for 2009 (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	5,507.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	259,942.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	259,942.
6 Deduction from distributable amount (see instructions)	6	
7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	259,942.

**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	3,703,132.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 <b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,703,132.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	5,507.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	3,697,625.

**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				259,942.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004 5,818,726.				
b From 2005 4,764,720.				
c From 2006 4,046,496.				
d From 2007 3,005,118.				
e From 2008 4,754,561.				
f Total of lines 3a through e 22,389,621.				
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 3,703,132.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount 3,443,190.				259,942.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 25,832,811.				
b Prior years' undistributed income Subtract line 4b from line 2b 0.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 0.				
d Subtract line 6c from line 6b Taxable amount – see instructions 0.				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions 0.				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 0.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) 5,818,726.				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 20,014,085.				
10 Analysis of line 9				
a Excess from 2005 4,764,720.				
b Excess from 2006 4,046,496.				
c Excess from 2007 3,005,118.				
d Excess from 2008 4,754,561.				
e Excess from 2009 3,443,190.				

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Form 990-PF (2009)

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

N/A

- |  |  |  |                                     |  |
|--|--|--|-------------------------------------|--|
| 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 foundation is a private operating foundation described in section  | <input type="checkbox"/> 4942(j)(3) or |  | <input type="checkbox"/> 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   |  |  |                                     |  |
| 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<br>Subtract line 2d from line 2c  |  |  |                                     |  |
| 3 Complete 3a, b, or c for the alternative test relied upon  |  |  |                                     |  |
| a 'Assets' alternative test – enter  |  |  |                                     |  |
| (1) Value of all assets  |  |  |                                     |  |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i)  |  |  |                                     |  |
| b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed   |  |  |                                     |  |
| c 'Support' alternative test – enter   |  |  |                                     |  |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)                                |  |  |                                     |  |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)   |  |  |                                     |  |
| (3) Largest amount of support from an exempt organization  |  |  |                                     |  |
| (4) Gross investment income  |  |  |                                     |  |

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

## 1 Information Regarding Foundation Managers:

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

David R. Foote, Shirley A. Foote, Frederick C. Foote, Kenneth J. Foote,

David R. Foote, Shirley A. Foote, Frederick C. Foote, Kenneth J. Foote,  
Steven M. Foote, Cheryl Groenendyke

- 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Attached Schedule.				949,260.
<b>Total</b>			► 3a	949,260.
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,703.	
4 Dividends and interest from securities			14	97,220.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	501,176.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>NanoHoldings (K-1)</u>			14	-57,392.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				552,707.	
13 Total Add line 12, columns (b), (d), and (e)					13 552,707.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions )
	Not Applicable

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

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

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

**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

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

Signature of officer or trustee		Date	Treasurer	
<i>Ang Maggyr C.P.A.</i>		5/14/10	Title	
Paid Pre- parer's Use Only	Preparer's signature ►	Date	Check if self- employed ► <input type="checkbox"/>	Preparer's Identifying number (See Signature in the instrs)
	Firm's name (or yours if self employed), address, and ZIP code	_____	EIN ► <input type="checkbox"/>	Phone no ► <input type="checkbox"/>

**BAA**

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**Form 990-PF (2009)**

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF

**2009**

Name of the organization	Employer identification number
<u>Heritage Mark Foundation</u>	<u>23-7017100</u>
Organization type (check one)	
Form 990 or 990-EZ	<b>Section:</b> <input type="checkbox"/> 501(c)( ____ ) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule** —

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II )

**Special Rules** —

- For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990EZ, or 990-PF.**

**Schedule B** (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

**Part I** **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Steven M. Foote 177 E. 71st Street New York NY 10021	\$ 72,250	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Kenneth J. Foote 325 Wind-N-Wood Drive Okemos MI 48864	\$ 525,295	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Frederick C. Foote 5820 Shoeman Rd. Haslett MI 48840	\$ 201,339	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	David R. Foote 5202 Knobcone Drive Castle Rock CO 80108	\$ 58,698	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	50,000 shares of BNK Petroleum Ltd common stock	\$ 72,250.	11/10/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	6,000 shares of BNK Petroleum Ltd common stock	\$ 8,670.	11/10/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	25,000 shares of Williams Companies Inc. common stock	\$ 516,625.	12/17/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	8,550 shares of Williams Companies Inc. common stock	\$ 182,799.	12/29/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	18,000 shares of BNK Petroleum Ltd. common stock	\$ 18,540.	12/29/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	1,200 shares of Pioneer Natural Resources Co. common stock	\$ 58,698.	12/31/09

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Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

## Form 990-PF, Page 1, Part I, Line 18

## Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Federal</u>	<u>5,507.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
<u>Foreign tax on securities</u>	<u>626.</u>	<u>626.</u>	<u>0.</u>	<u>0.</u>
<b>Total</b>	<b><u>6,133.</u></b>	<b><u>626.</u></b>	<b><u>0.</u></b>	<b><u>0.</u></b>

## Form 990-PF, Page 1, Part I, Line 23

## Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Bank charges</u>	<u>62.</u>	<u>0.</u>		<u>62.</u>
<u>Film/movie production</u>	<u>2,750,568.</u>	<u>0.</u>	<u>0.</u>	<u>2,750,568.</u>
<u>Miscellaneous</u>	<u>25.</u>	<u>0.</u>	<u>0.</u>	<u>25.</u>
<u>Mortgage loan expenses</u>	<u>840.</u>	<u>840.</u>	<u>840.</u>	<u>0.</u>
<u>Office supplies</u>	<u>101.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
<u>Postage</u>	<u>16.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
<b>Total</b>	<b><u>2,751,612.</u></b>	<b><u>840.</u></b>	<b><u>840.</u></b>	<b><u>2,750,655.</u></b>

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
common stock, 10,350 shares BNK Petroleum	P	09/06/07	11/10/09
common stock, 4,900 shares Hilltop Holdings	P	10/31/08	10/26/09
common stock, 25,000 shares MI Development	P	02/04/09	12/29/09
common stock, 42,300 shares Yamana Gold	P	05/01/08	12/29/09
common stock, 30,400 shares BNK Petroleum	P	07/17/08	11/10/09
common stock, 75,000 shares Bankers Pete	P	02/14/06	10/05/09
bond, 2,000,000 Equator Exploration 10%	P	08/03/06	10/08/09
common stock, 192,871 shares Great Basin Gold	P	02/28/08	12/30/09
common stock, 15,000 shares Hilltop Holdings	P	10/31/08	12/29/09
common stock, 10,000 shares Hexcel Corp	P	10/22/02	12/14/09
common stock, 30,000 shares Hexcel Corp	P	10/22/02	12/29/09
common stock, 2,000 shares Mission West	P	07/15/04	12/29/09
common stock, 8,000 shares Mission West	P	06/29/99	12/29/09
common stock, 10,000 shares Newport Corp	P	10/12/07	11/03/09
common stock, 5,000 shares Williams Companies	P	09/24/02	10/26/09
common stock, 5,000 shares Williams Companies	P	09/24/02	12/02/09
common stock, 5,000 shares Williams Companies	P	09/24/02	12/09/09
common stock, 5,000 shares Williams Companies	P	09/24/02	12/17/09
common stock, 5,000 shares Williams Companies	D	09/24/02	12/17/09
common stock, 2,650 shares Williams Companies	D	10/02/02	12/17/09
common stock, 12,250 shares Williams Companies	P	02/20/03	12/29/09
common stock, 2,750 shares Williams Companies	P	10/30/02	12/29/09

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (e) thru (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)
12,041.	0.	0.	12,041.
58,116.	0.	45,043.	13,073.
307,289.	0.	141,086.	166,203.
486,530.	0.	537,015.	-50,485.
35,368.	0.	0.	35,368.
300,890.	0.	205,178.	95,712.
1,226,767.	0.	2,000,000.	-773,233.
328,583.	0.	666,087.	-337,504.
173,443.	0.	137,888.	35,555.
119,018.	0.	14,650.	104,368.
389,638.	0.	43,950.	345,688.
14,256.	0.	22,835.	-8,579.
57,023.	0.	66,640.	-9,617.
71,778.	0.	153,001.	-81,223.
94,097.	0.	8,875.	85,222.
100,037.	0.	8,875.	91,162.
95,560.	0.	8,875.	86,685.
354,469.	0.	30,796.	323,673.
102,153.	0.	8,834.	93,319.
54,141.	0.	5,835.	48,306.
258,796.	0.	42,784.	216,012.
58,097.	0.	101,777.	-43,680.
Total	0.	4,250,024.	448,066.

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
			12,041.
			13,073.
			166,203.
			-50,485.
			35,368.
			95,712.
			-773,233.
			-337,504.
			35,555.
			104,368.
			345,688.
			-8,579.
			-9,617.
			-81,223.
			85,222.
			91,162.
			86,685.
			323,673.
			93,319.

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

Continued

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0-) or losses (from column (h))
			<u>48,306.</u>
			<u>216,012.</u>
			<u>-43,680.</u>
Total			<u>448,066.</u>

Form 990-PF, Page 6, Part VIII, Line 1  
Information about Officers, Directors, Trustees, Etc.

(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
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>Frederick C. Foote</b> <b>241 E. Saginaw,</b> <b>E. Lansing MI 48823</b>	Vice Pres 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>Kenneth J. Foote</b> <b>241 E. Saginaw,</b> <b>E. Lansing MI 48823</b>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>Susan L. Foote</b> <b>241 E. Saginaw,</b> <b>E. Lansing MI 48823</b>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>Steven M. Foote</b> <b>241 E. Saginaw,</b> <b>E. Lansing MI 48823</b>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>David R. Foote</b> <b>241 E. Saginaw, E.</b> <b>Lansing MI 48823</b>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> <b>Rhonda F. Judy</b> <b>241 E. Saginaw,</b> <b>E. Lansing MI 48823</b>	Trustee 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <b>Amy A. Kaczmarczyk</b> <b>690 Emily Ln</b> <b>Haslett MI 48840</b>	Sec/Treas 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 10b  
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Alseres Pharmaceutical Inc.	2,380,650.	149,000.
Big Sky Energy Corp.	512,825.	1,850.
BNK Petroleum Ltd.	18,540.	21,240.
Canadian Superior Energy Inc.	886,375.	450,000.
Exar Corp.	1,427,669.	959,850.
Gastar Cheney #1 Royalty	-23.	1.
Gastar Fridkin Kaufman #1 Realty	-1,878.	1.
Great Basin Gold Ltd.	191,837.	103,403.
Hexcel Corp.	109,875.	973,500.
Innovative Solutions & Support Inc.	2,396,690.	1,032,750.
Mission West Properties	657,875.	647,100.
Mosys, Inc.	2,758,796.	1,274,000.
Newport Corp.	540,247.	367,600.
Pioneer Natural Resources Co.	58,698.	57,804.
Polaris Minerals	689,413.	799,000.
Pulse Data Inc.	487,215.	208,506.
Quantum 3D Ser 1 Conv Preferred	250,000.	208.
Stratic Energy Corp	471,502.	99,225.
Titanium Resources Group Ltd	464,525.	76,450.
Williams Companies Inc.	1,812,998.	2,604,434.
Total	<u>16,113,829.</u>	<u>9,825,922.</u>

Form 990-PF, Page 2, Part II, Line 10c  
L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
First Industrial LP 6 7/8% due 4/15/2012	669,000.	987,500.
Focus Enhancements Inc. Sr. Con 12%	1,252,514.	129.
Focus Enhancements Sr DIP Note 8%	1,053,388.	1,053,388.
Magna Entertainment Corp. 7.25%	725,250.	147,682.
Newport Corp. 2.5% due 2/15/2012	182,804.	230,300.
Prologis 2.25% due 4/1/2037	660,487.	786,651.
Quantum 3D Sec Conv Prom NT 5%	140,000.	140,000.
Stratic Energy Corp. 9%	3,329,653.	3,344,053.
Williams Cos Inc. 7.5%	228,125.	267,178.
Total	<u>8,241,221.</u>	<u>6,956,881.</u>

Form 990-PF, Page 2, Part II, Line 13  
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Investment in The Passion	1.	1.
Investment in NanoHoldings, LLC	433,377.	433,377.

Form 990-PF, Page 2, Part II, Line 13  
**L-13 Stmt**

Continued

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Total	<u>433,378.</u>	<u>433,378.</u>

Form 990-PF, Page 2, Part II, Line 15  
**Other Assets Stmt**

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Prepaid federal income tax	35,493.	29,986.	29,986.
Total	<u>35,493.</u>	<u>29,986.</u>	<u>29,986.</u>

Additional Information For Tax Return

Heritage Mark Foundation

23-7017100

Form 990-PF, p1: Line 23(a)-2

Taxpayer elects under Section 181 to deduct movie production costs rather than capitalize them.

## HERITAGE MARK FOUNDATION

FORM 990-PF

23-7017100

## PART XV SCHEDULE OF CONTRIBUTIONS

DECEMBER 31, 2009

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	STATUS OF RECIPIENT	CONTRIBUTION	AMOUNT
3XM-USA	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	\$ 800
Adrian Dominican Sisters	Adrian, MI	PUBLIC CHARITY	CHARITABLE	2,000
Bank of America Charitable Gift	Boston, MA	PUBLIC CHARITY	CHARITABLE	5,000
Beacon Hill Civic Association	Boston, MA	PUBLIC CHARITY	CHARITABLE	2,500
Blair Academy	Blairstown, NJ	PUBLIC CHARITY	CHARITABLE	5,000
The Boston Athenaeum	Boston, MA	PUBLIC CHARITY	CHARITABLE	5,000
Campus Crusade for Christ International	Orlando, FL	PUBLIC CHARITY	CHARITABLE	9,800
Capital Area Humane Society	Lansing, MI	PUBLIC CHARITY	CHARITABLE	100
Capital Homeschool Athletic Program	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	500
Charity Global, Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	12,000
Chicago Hope Academy	Chicago, IL	PUBLIC CHARITY	CHARITABLE	125,000
Choate Rosemary Hall	Wallingford, CT	PUBLIC CHARITY	CHARITABLE	10,000
Christian Mission for the Deaf	Aledo, TX	PUBLIC CHARITY	CHARITABLE	2,500
Christian Missions in Many Lands	Springlake, NJ	PUBLIC CHARITY	CHARITABLE	89,200
Christian Union	Princeton, NJ	PUBLIC CHARITY	CHARITABLE	5,000
Christian Workers Fellowship Fund Inc	Kansas City, KS	PUBLIC CHARITY	CHARITABLE	65,265
Christians at East Lansing	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	26,600
Cornell University	Ithaca, NY	PUBLIC CHARITY	CHARITABLE	10,000
Cystic Fibrosis Foundation	Bethesda, MD	PUBLIC CHARITY	CHARITABLE	5,000
DiscipleMakers	State College, PA	PUBLIC CHARITY	CHARITABLE	500
Ele's Place	Lansing, MI	PUBLIC CHARITY	CHARITABLE	200
Emma Willard School	Troy, NY	PUBLIC CHARITY	CHARITABLE	5,000
Focus on the Family	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	39,000
Friends of the Public Garden	Boston, MA	PUBLIC CHARITY	CHARITABLE	1,000
Greater Lansing Ballet Company	Lansing, MI	PUBLIC CHARITY	CHARITABLE	20,000
HCJB World Radio	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	2,000
Lansing City Rescue Mission	Lansing, MI	PUBLIC CHARITY	CHARITABLE	3,975
Layman's Foundation, Inc	Cambridge, MA	PUBLIC CHARITY	CHARITABLE	2,500
Leadership Foundation, Inc	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	2,500
Light Boston, Inc	Boston, MA	PUBLIC CHARITY	CHARITABLE	1,000
Marymount School	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
Michigan Baptist General Conference	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	300
National Organization on Disability	New York, NY	PUBLIC CHARITY	CHARITABLE	10,000
New Hope Church	Haslett, MI	PUBLIC CHARITY	CHARITABLE	1,250
New Tribes Mission Inc	Sanford, FL	PUBLIC CHARITY	CHARITABLE	400
New York Fellowship	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
Nichols House Museum	Boston, MA	PUBLIC CHARITY	CHARITABLE	7,000
Olivet College	Olivet, MI	PUBLIC CHARITY	CHARITABLE	250
OMF International	Littleton, CO	PUBLIC CHARITY	CHARITABLE	600
Park Street Church	Boston, MA	PUBLIC CHARITY	CHARITABLE	25,000
Park Street Kids Inc	Boston, MA	PUBLIC CHARITY	CHARITABLE	20,000
Princeton Evangelical Fellowship	Princeton, NJ	PUBLIC CHARITY	CHARITABLE	150,000
Princeton University	Princeton, NJ	PUBLIC CHARITY	CHARITABLE	500
Red Cedar Evangelical Free Church	Okemos, MI	PUBLIC CHARITY	CHARITABLE	250
Rest Haven Homes, Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	50,000
Ronald McDonald House of New York, Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	200
Second Chance Outreach	Tyrone, GA	PUBLIC CHARITY	CHARITABLE	1,000
Sippican Lands Trust	Marion, MA	PUBLIC CHARITY	CHARITABLE	1,000
St Gerard Parish	Lansing, MI	PUBLIC CHARITY	CHARITABLE	2,000
St Vincent Catholic Charities	Lansing, MI	PUBLIC CHARITY	CHARITABLE	300
The Steppingstone Foundation	Boston, MA	PUBLIC CHARITY	CHARITABLE	4,120
Stockbridge Fire Department	Stockbridge, MA	PUBLIC CHARITY	CHARITABLE	5,000
That Day, Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	5,000
The Buckley School	New York, NY	PUBLIC CHARITY	CHARITABLE	52,500
Truth and Tidings Gospel Trust USA	Wadsworth, OH	PUBLIC CHARITY	CHARITABLE	116,150
The University of Texas at Austin	Austin, TX	PUBLIC CHARITY	CHARITABLE	1,000
The University of Texas M D Anderson Cancer Center	Houston, TX	PUBLIC CHARITY	CHARITABLE	20,000
Vision New England	Burlington, MA	PUBLIC CHARITY	CHARITABLE	2,800
Walkboston Inc	Boston, MA	PUBLIC CHARITY	CHARITABLE	1,000
Wycliffe Bible Translators	Huntington Beach, CA	PUBLIC CHARITY	CHARITABLE	2,700
				\$ 949,260