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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  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

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

Name of foundation: **TALBOTT AND CARTER SIMONDS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **330 GRANT STREET, SUITE 2000**

City or town, state, and ZIP code: **PITTSBURGH, PA 15219**

Room/suite: \_\_\_\_\_

A Employer identification number: **25-1752984**

B Telephone number: **(412) 338-3466**

C If exemption application is pending, check here

D 1. Foreign organizations, check here   
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 0**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses		(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		25,626.	26,882.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<129,080.>			
b Gross sales price for all assets on line 6a		177,271.			
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		<103,454.>	26,882.		
13 Compensation of officers, directors, trustees, etc.		2,207.	293.		1,914.
14 Other employee salaries and wages		884.	0.		884.
15 Pension plans, employee benefits		721.	68.		653.
16a Legal fees STMT 1		175.	0.		175.
b Accounting fees STMT 2		5,320.	1,998.		3,322.
c Other professional fees STMT 3		5,338.	5,047.		0.
17 Interest			26.		
18 Taxes STMT 4		544.	321.		182.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		12.	0.		12.
22 Printing and publications					
23 Other expenses STMT 5		279.	3,475.		180.
24 Total operating and administrative expenses. Add lines 13 through 23		15,480.	11,228.		7,322.
25 Contributions, gifts, grants paid		71,800.			75,900.
26 Total expenses and disbursements. Add lines 24 and 25		87,280.	11,228.		83,222.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<190,734.>			
b Net investment income (if negative, enter -0-)			15,654.		
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			
	2 Savings and temporary cash investments	91,237.	0.	0.
	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			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 7	1,605,168.	0.	0.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8 )		56,400.	0.	0.
16 Total assets (to be completed by all filers)		1,752,805.	0.	0.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	9,100.		
	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)		9,100.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,743,705.	0.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances		1,743,705.	0.	
31 Total liabilities and net assets/fund balances		1,752,805.	0.	

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	1,743,705.
2 Enter amount from Part I, line 27a	2	<190,734.>
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED APPRECIATION	3	213,809.
4 Add lines 1, 2, and 3	4	1,766,780.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,766,780.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	0.

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**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	177,271.	292,972.	<115,701.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<115,701.>	
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	<115,701.>
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	98,327.	1,945,315.	.050546
2007	53,696.	1,169,671.	.045907
2006	47,717.	1,025,322.	.046539
2005	48,990.	1,005,242.	.048735
2004	48,622.	990,070.	.049110
2	Total of line 1, column (d)		.240837
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		.048167
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		1,709,096.
5	Multiply line 4 by line 3		82,322.
6	Enter 1% of net investment income (1% of Part I, line 27b)		157.
7	Add lines 5 and 6		82,479.
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.		83,222.

**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)	}	1	157.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	157.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	157.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	300.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	200.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	500.	
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	343.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>	11	343.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

STATEMENT 13

**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 ► N/A	13	X	
14	The books are in care of ► DAVID K. ROGER Telephone no. ► 412-338-3466 Located at ► 330 GRANT STREET, SUITE 2000, PITTSBURGH PA ZIP+4 ► 15219			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	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. ► _____, _____, _____		
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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)  N/A

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?  Yes  No

**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 9		1,894.	252.	61.

**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
NOT APPLICABLE				

Total number of other employees paid over \$50,000  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	905,169.
b	Average of monthly cash balances	1b	821,308.
c	Fair market value of all other assets	1c	8,646.
d	Total (add lines 1a, b, and c)	1d	1,735,123.
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	1,735,123.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,027.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,709,096.
6	Minimum investment return. Enter 5% of line 5	6	85,455.

**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	85,455.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	157.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	157.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,298.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	85,298.
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	85,298.

**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	83,222.
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	83,222.
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	157.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	83,065.

**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				85,298.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,206.	
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: ▶ \$ 83,222.				
a Applied to 2008, but not more than line 2a			1,206.	
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				82,016.
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				3,282.
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				

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**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).)

TALBOTT L. SIMONDS  
 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:  
**SEE STATEMENT 12**

b The form in which applications should be submitted and information and materials they should include  
**SEE STATEMENT 12**

c Any submission deadlines:  
**SEE STATEMENT 12**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**SEE STATEMENT 12**

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 11				75,900.
<b>Total</b>				<b>75,900.</b>
b Approved for future payment				
NONE				
<b>Total</b>				<b>0.</b>





FORM 990-PF	LEGAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	175.	0.		175.
TO FM 990-PF, PG 1, LN 16A	175.	0.		175.

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	5,320.	1,998.		3,322.
TO FORM 990-PF, PG 1, LN 16B	5,320.	1,998.		3,322.

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
INVESTMENT CONSULTING FEES	5,338.	5,047.		0.
TO FORM 990-PF, PG 1, LN 16C	5,338.	5,047.		0.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	123.	0.		0.
PAYROLL TAX	201.	19.		182.
FLOWTHROUGH FROM PARTNERSHIP	0.	79.		0.
FOREIGN TAXES - PERSHING	220.	223.		0.
TO FORM 990-PF, PG 1, LN 18	544.	321.		182.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	279.	2.		180.
FLOWTHROUGH FROM PARTNERSHIP	0.	3,473.		0.
TO FORM 990-PF, PG 1, LN 23	279.	3,475.		180.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
TRANSFER TO THE HILLMAN FAMILY FOUNDATIONS	1,766,780.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,766,780.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER RECEIVABLE	54,792.	0.	0.
REFUNDABLE FEDERAL EXCISE TAX	1,608.	0.	0.
TO FORM 990-PF, PART II, LINE 15	56,400.	0.	0.



**Transaction Schedule - Sales**  
**Talbott Lea Simonds Foundation**  
**From 01-01-09 Through 12-30-09**

CLOSE DATE	QUANTITY	SECURITY	UNIT COST	TOTAL COST	UNIT PROCEEDS	TOTAL PROCEEDS	REALIZED GAIN/LOSS
<b>SALES</b>							
Equity							
01-22-09	21	Brown-Forman Corp Cl B	67.44	1,416.26	47.40	995.47	(420.79)
04-24-09	100	Pernod Ricard Rights Expiring 4/29/09	4.98	497.91	3.56	356.36	(141.55)
08-17-09	25	Altria Group Inc	21.30	532.41	17.49	437.31	(95.10)
11-02-09	25	Wells Fargo	35.86	896.54	27.22	680.54	(216.00)
12-28-09	1	Pernod Ricard	110.37	55.18	86.86	43.43	(11.75)
				3,398.31		2,513.11	(885.20)
						2,513.11	(885.20)
<b>GRAND TOTAL</b>				<b>3,398.31</b>		<b>2,513.11</b>	<b>(885.20)</b>

**TALBOTT AND CARTER SIMONDS FOUNDATION**  
**Schedule of Contributions Paid**  
**For The Year Ended December 31, 2009**

Recipient Name, Address	Purpose of Grant	Amount Paid
<b>COMMUNITY/ECONOMIC DEVELOPMENT</b>		
Harlem RBI Incorporated 333 East 100th Street Ground Floor New York, New York 10029	<i>Unrestricted - in honor of Pete Daneker</i>	\$ 1,000
The Pittsburgh/Muskoka Foundation 3 Mellon Bank Center, Room 3902 525 William Penn Place Pittsburgh, PA 15219	<i>Toward Foundation's distributions to deserving recipient agencies</i>	500
The Sprout Fund 5423 Penn Avenue Pittsburgh, PA 15206	<i>Unrestricted</i>	500
<b>Total for COMMUNITY/ECONOMIC DEVELOPMENT</b>		<u>2,000</u>
<b>CULTURAL ADVANCEMENT/ARTS</b>		
Headlands Center for the Arts 944 Fort Barry Sausalito, CA 94965	<i>Unrestricted</i>	500
Pittsburgh Filmmakers, Inc. 477 Melwood Avenue Pittsburgh, PA 15213-1135	<i>Toward documentary film, "Rachel Is" by Charlotte Glynn</i>	1,000
<b>Total for CULTURAL/ARTS</b>		<u>1,500</u>
<b>EDUCATION</b>		
Diller-Quaile School Of Music Inc. 24 E 95th St. New York, NY 10128-0702	<i>Toward Annual Fund</i>	500

**TALBOTT AND CARTER SIMONDS FOUNDATION**  
**Schedule of Contributions Paid**  
**For The Year Ended December 31, 2009**

Recipient Name, Address	Purpose of Grant	Amount Paid
Exodus School 309 East 103rd Street New York, NY 10029	<i>Toward operating support for East Harlem School</i>	\$ 25,000
President and Fellows of Harvard College Teele Hall, Room 417 Soldiers Field Boston, MA 02163	<i>Toward Annual Fund - credit class of 2004</i>	1,000
The Trustees of Princeton University P.O. Box 5357 Princeton, NJ 08543-5357	<i>Toward Annual Fund-credit class of 1996</i>	1,500
Rider University 2083 Lawrenceville Road Lawrenceville, NJ 08648-3099	<i>Toward Westminster Choir College in honor of Elsie H Hillman</i>	1,000
The Taft School 110 Woodbury Road Watertown, CT 06795	<i>Toward Annual Fund - credit class of 1991</i>	2,000
Trustees of Deerfield Academy 7 Boyden Lane PO Box 87 Deerfield, MA 01342	<i>Toward Annual Fund - credit class of 1995</i>	1,800
Waterside School, Inc. 535 Fairfield Avenue Stamford, CT 06902	<i>Unrestricted</i>	1,000
Yale University c/o Yale Alumni Fund P.O. Box 2038 New Haven, CT 06521-2038	<i>Toward Annual Fund</i>	2,500
<b>Total for EDUCATION</b>		<u>36,300</u>

**TALBOTT AND CARTER SIMONDS FOUNDATION**  
**Schedule of Contributions Paid**  
**For The Year Ended December 31, 2009**

Recipient Name, Address	Purpose of Grant	Amount Paid
<b>ENVIRONMENT/CONSERVATION</b>		
Central Park Conservancy, Inc. 14 East 60th Street New York, NY 10022	<i>Toward Playground Partners and Patrons program</i>	\$ 1,000
National Outdoor Leadership School (NOLS) 284 Lincoln Street Lander, WY 82520	<i>Toward challenge grant for restoration of the historic Noble Hotel</i>	1,600
	<b>Total for ENVIRONMENT/CONSERVATION</b>	<u>2,600</u>
<b>HEALTH/MEDICINE</b>		
Hospital for Special Surgery Development Department 535 East 70th Street New York, New York 10021	<i>Toward pediatrics</i>	2,500
New York Presbyterian Hospital 654 West 170th Street New York, NY 10032	<i>Toward general support for Weill Cornell Medical Center</i>	5,000
	<b>Total for HEALTH/MEDICINE</b>	<u>7,500</u>
<b>HUMAN/SOCIAL SERVICES</b>		
Groundwork, Inc. 595 Sutter Avenue Brooklyn, NY 11207	<i>Unrestricted</i>	25,000
Healthy Teen Network (HTN) 1501 St. Paul St., Suite 124 Baltimore, MD 21202	<i>Unrestricted</i>	500

**TALBOTT AND CARTER SIMONDS FOUNDATION**  
**Schedule of Contributions Paid**  
**For The Year Ended December 31, 2009**

Recipient Name, Address	Purpose of Grant	Amount Paid
Preservation Alliance Of New Orleans Incorporated dba Preservation Resource Center of New Orleans 923 Tchoupitoulas St New Orleans, LA 70130-3819	<i>Unrestricted - in honor of Bronson van Wyck</i>	\$ 500
	<b>Total for HUMAN/SOCIAL SERVICES</b>	<u>26,000</u>
	<b>GRAND TOTAL</b>	<b>\$ 75,900</b>

PART XV  
SUPPLEMENTAL INFORMATION

LINE 2  
INFORMATION REGARDING CONTRIBUTION,  
GRANT, GIFT, LOAN, SCHOLARSHIP, ETC., PROGRAMS

- (a) Mr. David K. Roger  
Vice President and Trustee  
Talbot and Carter Simonds Foundation  
330 Grant Street, Suite 2000  
Pittsburgh, Pennsylvania 15219
- (b) Requests should be presented in a cover letter which describes the program, its objectives and specifies the amount of funds needed. The letter should convey justification for the request and be signed by a fully authorized official of the organization.

Included as part of the application should be an annual budget of the organization, a listing of the organization's directors/trustees, detailed information concerning costs of the project or program to be funded, and a time schedule (if appropriate). Additional information deemed necessary by the applicant will be welcomed.

- (c) No deadline.
- (d) Each applicant must present evidence of a charitable, tax-exempt status. Further, each applicant must provide information clearly indicating that any contribution made to it by Talbot and Carter Simonds Foundation, will be considered a "qualifying distribution" as defined in the Internal Revenue Code Section 4942(g) and will not be considered a "taxable expenditure" as defined in the Internal Revenue Code Section 4945(d).

Recipients of contributions are expected to provide written periodic reports concerning the funding project or program. The time table and content of the reports will be specified by the Foundation when each contribution is made.

**Talbott and Carter Simonds Foundation**  
**2009 Form 990-PF**

EIN: 25-1752984

**Part VII-A, Question 5**

**General Explanation**

Effective December 31, 2009, the Talbott and Carter Simonds Foundation merged into the Henry L. Hillman Foundation. Immediately after the merger, the Henry L. Hillman Foundation changed its name to Hillman Family Foundations.

**Certified Copy of Liquidation Plan**

See attached

**Name and address of recipient**

Hillman Family Foundations (formerly Henry L. Hillman Foundation)  
EIN. 25-6065959  
330 Grant Street, Suite 2000  
Pittsburgh, PA 15219

**Assets and liabilities transferred**

	<b><u>Market Value</u></b>
Cash and Cash Equivalents	<u>62,287</u>
Other Assets	<u>1,485</u>
Other Investments:	
Fixed Income	907,174
Developed Equities	446,795
Hedge Funds	257,378
Domestic Equities	<u>96,661</u>
	<u>1,708,008</u>
Total Assets	1,771,780
Contributions Payable	<u>(5,000)</u>
<b>Net Assets Transferred</b>	<b><u><u>1,766,780</u></u></b>

1208

43



1/2

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

IN RE:

ORPHANS' COURT DIVISION

No. \_\_\_\_\_ of \_\_\_\_\_

020907168

HILLMAN FOUNDATION  
 HENRY L. HILLMAN FOUNDATION  
 ELSIE H. HILLMAN FOUNDATION  
 JULIET LEA HILLMAN SIMONDS FOUNDATION  
 AUDREY HILLMAN FISHER FOUNDATION  
 HENRY LEA HILLMAN, JR. FOUNDATION  
 WILLIAM TALBOTT HILLMAN FOUNDATION  
 DYLAN TODD SIMONDS FOUNDATION  
 TALBOTT AND CARTER SIMONDS FOUNDATION  
 HENRY JOHN SIMONDS FOUNDATION  
 JUSTIN BROOKS FISHER FOUNDATION  
 MATTHEW HILLMAN FISHER FOUNDATION  
 LILAH HILLARD FISHER FOUNDATION  
 NINA BALDWIN FISHER FOUNDATION  
 JULIET ASHBY HILLMAN FOUNDATION  
 SUMMER LEA HILLMAN FOUNDATION  
 MARY HILLMAN JENNINGS FOUNDATION  
 POLK FOUNDATION

FILED  
 NOV 18 2009  
 DEPT. OF COURT RECORDS  
 WILLISPORT, PA  
 DIVISION  
 ALLEGHENY COUNTY PA

**PETITION TO APPROVE  
MERGER OF 18 NONPROFIT  
CORPORATIONS**

Filed on Behalf of the above-captioned nonprofit corporations

Counsel of Record for These Parties:

Carolyn D. Duronio  
PA I.D. #41518

Kristen M. Gurdin  
PA I.D. #86612

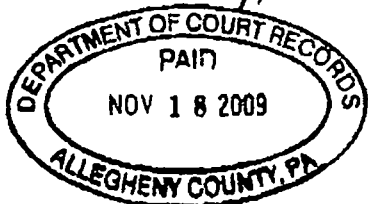
Reed Smith LLP  
Firm #234  
225 Fifth Avenue  
Pittsburgh, PA 15222  
(412) 288-4106

**FILED**

09 NOV 18 AM 11:00

DEPT OF COURT RECORDS  
WILLISPORT, PA  
DIVISION  
ALLEGHENY COUNTY PA

*Paid*  
*\$ 30*  
*new \$55*  
*11-18-09*



IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

IN RE:

ORPHANS' COURT DIVISION

No. 7168 of 09

HILLMAN FOUNDATION  
 HENRY L. HILLMAN FOUNDATION  
 ELSIE H. HILLMAN FOUNDATION  
 JULIET LEA HILLMAN SIMONDS FOUNDATION  
 AUDREY HILLMAN FISHER FOUNDATION  
 HENRY LEA HILLMAN, JR. FOUNDATION  
 WILLIAM TALBOTT HILLMAN FOUNDATION  
 DYLAN TODD SIMONDS FOUNDATION  
 TALBOTT AND CARTER SIMONDS FOUNDATION  
 HENRY JOHN SIMONDS FOUNDATION  
 JUSTIN BROOKS FISHER FOUNDATION  
 MATTHEW HILLMAN FISHER FOUNDATION  
 LILAH HILLARD FISHER FOUNDATION  
 NINA BALDWIN FISHER FOUNDATION  
 JULIET ASHBY HILLMAN FOUNDATION  
 SUMMER LEA HILLMAN FOUNDATION  
 MARY HILLMAN JENNINGS FOUNDATION  
 POLK FOUNDATION  
 (TOGETHER, "MERGING CORPORATIONS")

ORDER OF COURT

AND NOW, this 8th day of December, 2009, upon consideration of the foregoing Petition to Approve Merger of 18 Nonprofit Corporations, notice of said Petition having been given to the Attorney General of Pennsylvania, and upon no objection thereto, and after a hearing in open court, on motion of Carolyn D. Duronio and Kristen M. Gurdin, Reed Smith LLP, attorneys for the Merging Corporations, it is hereby ORDERED, ADJUDGED and DECREED that the Hillman Foundation, Henry L. Hillman Foundation, Elsie H. Hillman Foundation, Juliet Lea Hillman Simonds Foundation, Audrey

✓

Hillman Fisher Foundation, Henry Lea Hillman, Jr. Foundation, William Talbott Hillman Foundation, Dylan Todd Simonds Foundation, Talbott and Carter Simonds Foundation, Henry John Simonds Foundation, Justin Brooks Fisher Foundation, Matthew Hillman Fisher Foundation, Lilah Hillard Fisher Foundation, Nina Baldwin Fisher Foundation, Juliet Ashby Hillman Foundation, Summer Lea Hillman Foundation, Mary Hillman Jennings Foundation, and the Polk Foundation may be merged, and that the merged entity will operate under the name the Hillman Family Foundations.

Each of the Surviving Corporation and the Merging Corporations will have a grantmaking fund allocated to it in accord with the fair market value of each such corporation at the time of the merger, with such funds to be referred to as "Foundations". Specific Foundations will be referred to by the name of the applicable Merging Corporation.

The Surviving Corporation shall be substituted for the Merging Corporations as the named beneficiary of gifts and bequests for all existing instruments and all future instruments that name any of the Merging Corporations as beneficiary. Such gifts and bequests shall be administered by the Surviving Corporation as part of the respective concomitant Foundation named after the beneficiary Merging Corporation.

A handwritten signature in cursive script, appearing to read "Stephen AS", written over a horizontal line.A simple handwritten checkmark symbol.

Entity #: 161270  
 Date Filed: 12/10/2009  
 Effective Date: 12/31/2009  
 Pedro A. Cortés  
 Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE  
 CORPORATION BUREAU

Articles/Certificate of Merger  
 (15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name: PENNCORP SERVICEGROUP, INC.  
 Address: 49151 NORTH SECOND STREET  
PO BOX 1210  
 City: HARRISBURG, PA 17108-1210 State: PA Zip Code: 17108-1210

Document will be returned to the name  
 and address you enter to the left.

Commonwealth of Pennsylvania  
 ARTICLES OF MERGER-NONPROFIT 12 Page(s)



T0934447107

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Henry L. Hillman Foundation

2. (Check and complete one of the following):

The surviving corporation is a domestic nonprofit corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)

Number and Street	City	State	Zip	County

(b) c/o CT Corporation System  
 Name of Commercial Registered Office Provider: \_\_\_\_\_  
 County: Allegheny

The surviving corporation is a qualified foreign nonprofit corporation incorporated under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)

Number and Street	City	State	Zip	County

(b) c/o \_\_\_\_\_  
 Name of Commercial Registered Office Provider: \_\_\_\_\_  
 County: \_\_\_\_\_

The surviving corporation is a nonqualified foreign nonprofit corporation incorporated under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip	County

2009 DEC 10 PM 12:45

US\_ACTIVE-13250708.1-CASOLTES 12/10/09 2:58 AM

PA DEPT OF STATE

3. The name and address of the registered office in this Commonwealth and the name of its commercial registered office provider and the county of venue of each other domestic nonprofit corporation and qualified foreign nonprofit corporation which is a party to the plan of merger are as follows:

<u>Name</u>	<u>Address of Registered Office or Name of Commercial Registered Office Provider, County</u>
Hillman Foundation	c/o CT Corporation System, Allegheny County
Elsie H. Hillman Foundation	c/o CT Corporation System, Allegheny County
Juliet Lea Hillman Simonds Foundation	2000 Grant Building, Pittsburgh, PA 15219 Allegheny County
Audrey Hillman Fisher Foundation	2000 Grant Building, Pittsburgh, PA 15219 Allegheny County
Henry Lea Hillman, Jr. Foundation	2000 Grant Building, Pittsburgh, PA 15219 Allegheny County
William Talbot Hillman Foundation	2000 Grant Building, Pittsburgh, PA 15219 Allegheny County
Dylan Todd Simonds Foundation	c/o CT Corporation System, Allegheny County
Talbot and Carter Simonds Foundation	c/o CT Corporation System, Allegheny County
Henry John Simonds Foundation	c/o CT Corporation System, Allegheny County
Justin Brooks Fisher Foundation	c/o CT Corporation System, Allegheny County
Matthew Hillman Fisher Foundation	c/o CT Corporation System, Allegheny County
Lilah Hilliard Fisher Foundation	c/o CT Corporation System, Allegheny County
Nina Baldwin Fisher Foundation	c/o CT Corporation System, Allegheny County
Juliet Ashby Hillman Foundation	c/o CT Corporation System, Allegheny County
Summer Lea Hillman Foundation	c/o CT Corporation System, Allegheny County
Mary Hillman Jennings Foundation	c/o CT Corporation System, Allegheny County
Polk Foundation	c/o CT Corporation System, Allegheny County

4. (Check, and if appropriate complete, one of the following):

- The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State
- The plan of merger shall be effective on December 31, 2009 at 11:59 p.m.

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

<u>Name</u>	<u>Manner of adoption</u>
Henry L. Hillman Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Elsie H. Hillman Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)

Dylan Todd Simonds Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Talbot and Carter Simonds Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Henry John Simonds Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Justin Brooks Fisher Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Matthew Hillman Fisher Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Lilah Hilliard Fisher Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Nina Baldwin Fisher Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Juliet Ashby Hillman Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Summer Lea Hillman Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Mary Hillman Jennings Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)
Polk Foundation	Adopted by action of the Board of Trustees of the corporation pursuant to 15 Pa.C.S. § 5924(b)

6. The plan was authorized, adopted or approved, as the case may be, by each foreign nonprofit corporation party to the plan in accordance with the laws of the jurisdiction in which it is incorporated

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 5901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part thereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

\_\_\_\_\_ Number and Street

\_\_\_\_\_ City

\_\_\_\_\_ State

\_\_\_\_\_ Zip

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 9<sup>th</sup> day of December, 2009.

HENRY L. HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, President

HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, President

ELSIE H. HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, President

JULIET LEA HILLMAN SIMONDS FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

AUDREY HILLMAN FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

HENRY LEA HILLMAN, JR. FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

WILLIAM TALBOTT HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

DYLAN TODD SIMONDS FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

TALBOTT AND CARTER SIMONDS FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

HENRY JOHN SIMONDS FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

JUSTIN BROOKS FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

MATTHEW HILLMAN FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

LILAH HILLIARD FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

NINA BALDWIN FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

JULIET ASHBY HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

SUMMER LEA HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

MARY HILLMAN JENNINGS FOUNDATION

By: David K. Roger  
David K. Roger, President

POLK FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated as of the 17<sup>th</sup> day of November, 2009 by and among:

Henry L. Hillman Foundation, a Pennsylvania nonprofit corporation (the "Surviving Corporation"),

Hillman Foundation, a Delaware nonprofit corporation ("Hillman"),

Elsie H. Hillman Foundation, a Pennsylvania nonprofit corporation ("EHH Foundation"),

Juliet Lea Hillman Simonds Foundation, a Delaware nonprofit corporation ("JLHS Foundation"),

Audrey Hillman Fisher Foundation, a Delaware nonprofit corporation ("AHF Foundation"),

Henry Lea Hillman, Jr. Foundation, a Delaware nonprofit corporation ("HLH, Jr. Foundation"),

William Talbott Hillman Foundation, a Delaware nonprofit corporation ("WITH Foundation"),

Dylan Todd Simonds Foundation, a Pennsylvania nonprofit corporation ("DTS Foundation"),

Talbott and Carter Simonds Foundation, a Pennsylvania nonprofit corporation ("TCS Foundation"),

Henry John Simonds Foundation, a Pennsylvania nonprofit corporation ("HJS Foundation"),

Justin Brooks Fisher Foundation, a Pennsylvania nonprofit corporation ("JBF Foundation"),

Matthew Hillman Fisher Foundation, a Pennsylvania nonprofit corporation ("MHF Foundation"),

Lilah Hilliard Fisher Foundation, a Pennsylvania nonprofit corporation ("LHF Foundation"),

Nina Baldwin Fisher Foundation, a Pennsylvania nonprofit corporation ("NBF Foundation"),

Juliet Ashby Hillman Foundation, a Pennsylvania nonprofit corporation ("JAH Foundation"),

Summer Lea Hillman Foundation, a Pennsylvania nonprofit corporation ("SLH Foundation"),

Mary Hillman Jennings Foundation, a Pennsylvania nonprofit corporation ("MHJ Foundation"), and

Polk Foundation, a Pennsylvania nonprofit corporation ("Polk")

(Hillman, EHH Foundation, JLHS Foundation, AHF Foundation, HLH, Jr. Foundation, WITH Foundation, DTS Foundation, TCS Foundation, HJS Foundation, JBF Foundation, MHF Foundation, LHF Foundation, NBF Foundation, JAH Foundation, SLH Foundation, MHJ Foundation, and Polk being herein sometimes collectively referred to as the "Merging Corporations", and the Surviving Corporation

and the Merging Corporations being herein sometimes collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Constituent Corporations desire that the Merging Corporations be merged with and into the Surviving Corporation upon the terms and conditions set forth herein;

WHEREAS, the Boards of Trustees of the Merging Corporations have adopted resolutions approving this Agreement in accordance with the Pennsylvania Nonprofit Corporation Law of 1988 (the "PA Act") and in accordance with the Delaware General Corporation Law (the "DE Act"); and

WHEREAS, the Board of Trustees of the Surviving Corporation have adopted resolutions approving this Agreement in accordance with the PA Act.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Merging Corporations and the Surviving Corporation hereby agree as follows:

1. Terms of Merger. On the Effective Date (as hereinafter defined), the Merging Corporations shall be merged with and into the Surviving Corporation pursuant to the provisions of the PA Act and the provisions of the DE Act (the "Merger").
2. Surviving Corporation. The corporation surviving the Merger shall be the Surviving Corporation.
3. Effective Date. If this Agreement is not terminated as contemplated by Section 7 hereof, (i) Articles of Merger (the "Articles of Merger"), executed in accordance with the PA Act, shall be delivered to the Pennsylvania Secretary of State for filing and (ii) a Certificate of Merger (the "Certificate of Merger"), executed in accordance with the DE Act, shall be delivered to the Delaware Secretary of State for filing. The Merger shall become effective on December 31, 2009 at 11:59 p.m. (the "Effective Date").
4. Articles of Incorporation. Except as provided in this Section 4, the Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date, from and after the Effective Date and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation. Pursuant to Section 5922 of the PA Act, on and as of the Effective Date, Article 1 of the Articles of Incorporation of the Surviving Corporation is amended to read: "The name of the Corporation is Hillman Family Foundations."
5. Bylaws. The Bylaws of the Surviving Corporation attached hereto shall be the Bylaws of the Surviving Corporation.
6. Trustees and Officers. Upon the Effective Date, the Board of Trustees of the Surviving Corporation shall consist of those persons who were Trustees of the Surviving Corporation immediately prior to the Effective Date, and the officers of the Surviving Corporation shall be the persons who were officers of the Surviving Corporation immediately prior to the Effective Date, each such person to hold, in accordance with the Bylaws and at the pleasure of the Board of Trustees of the Surviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with the Surviving Corporation.

7. Termination and Amendment. This Agreement may be terminated by the Boards of Trustees of either the Surviving Corporation or the Merging Corporations at any time prior to the Effective Date. In addition, the Boards of Trustees of the Surviving Corporation and the Merging Corporations may amend this Agreement at any time prior to the Effective Date.

8. Miscellaneous. Upon the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporations respectively. The Merging Corporations hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporations acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and Trustees of the Merging Corporations and the proper officers and Trustees of the Surviving Corporation are fully authorized in the name of the Merging Corporations or otherwise to take any and all such action.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporations have caused this Agreement to be executed as of the date first above written.

HENRY L. HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, President

HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, President

ELSIE H. HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, President

JULIET LEA HILLMAN SIMONDS  
FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

AUDREY HILLMAN FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

HENRY LEA HILLMAN, JR. FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

WILLIAM TALBOTT HILLMAN  
FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

DYLAN TODD SIMONDS FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

TALBOTT AND CARTER SIMONDS  
FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

HENRY JOHN SIMONDS FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

JUSTIN BROOKS FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

MATTHEW HILLMAN FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

LILAH HILLIARD FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

NINA BALDWIN FISHER FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

JULIET ASHBY HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

SUMMER LEA HILLMAN FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

MARY HILLMAN JENNINGS FOUNDATION

By: David K. Roger  
David K. Roger, President

POLK FOUNDATION

By: David K. Roger  
David K. Roger, Vice President

# Delaware

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*The First State*

CORPORATION,

"NINA BALDWIN FISHER FOUNDATION", A PENNSYLVANIA  
CORPORATION,

"POLK FOUNDATION", A PENNSYLVANIA CORPORATION,

"SUMMER LEA HILLMAN FOUNDATION", A PENNSYLVANIA CORPORATION,

"TALBOTT AND CARTER SIMONDS FOUNDATION", A PENNSYLVANIA  
CORPORATION,

"WILLIAM TALBOTT HILLMAN FOUNDATION", A DELAWARE  
CORPORATION,

WITH AND INTO "HENRY L. HILLMAN FOUNDATION" UNDER THE NAME  
OF "HILLMAN FAMILY FOUNDATIONS", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS  
RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF DECEMBER,  
A.D. 2009, AT 2:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

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091087354

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7696796

DATE: 12-14-09

**CERTIFICATE OF MERGER  
OF  
HILLMAN FOUNDATION,  
ELSIE H. HILLMAN FOUNDATION,  
JULIET LEA HILLMAN SIMONDS FOUNDATION,  
AUDREY HILLMAN FISHER FOUNDATION,  
HENRY LEA HILLMAN, JR. FOUNDATION,  
WILLIAM TALBOTT HILLMAN FOUNDATION,  
DYLAN TODD SIMONDS FOUNDATION,  
TALBOTT AND CARTER SIMONDS FOUNDATION,  
HENRY JOHN SIMONDS FOUNDATION,  
JUSTIN BROOKS FISHER FOUNDATION,  
MATTHEW HILLMAN FISHER FOUNDATION,  
LILAH HILLIARD FISHER FOUNDATION,  
NINA BALDWIN FISHER FOUNDATION,  
JULIET ASHBY HILLMAN FOUNDATION,  
SUMMER LEA HILLMAN FOUNDATION,  
MARY HILLMAN JENNINGS FOUNDATION,  
AND  
POLK FOUNDATION  
  
INTO  
HENRY L. HILLMAN FOUNDATION**

The undersigned corporation, Henry L. Hillman Foundation, DOES HEREBY CERTIFY THAT:

**FIRST:** The names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Henry L. Hillman Foundation	Pennsylvania
Hillman Foundation	Delaware
Elsie H. Hillman Foundation	Pennsylvania
Juliet Lea Hillman Simonds Foundation	Delaware
Audrey Hillman Fisher Foundation	Delaware
Henry Lea Hillman, Jr. Foundation	Delaware
William Talbott Hillman Foundation	Delaware
Dylan Todd Simonds Foundation	Pennsylvania
Talbott and Carter Simonds Foundation	Pennsylvania
Henry John Simonds Foundation	Pennsylvania
Justin Brooks Fisher Foundation	Pennsylvania
Matthew Hillman Fisher Foundation	Pennsylvania
Lilah Hilliard Fisher Foundation	Pennsylvania
Nina Baldwin Fisher Foundation	Pennsylvania
Juliet Ashby Hillman Foundation	Pennsylvania

Summer Lea Hillman Foundation  
Mary Hillman Jennings Foundation  
Polk Foundation

Pennsylvania  
Pennsylvania  
Pennsylvania

**SECOND:** An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware and in accordance with the laws under which each constituent corporation is formed.

**THIRD:** The name of the surviving corporation of the merger is Henry L. Hillman Foundation, a Pennsylvania nonprofit corporation.

**FOURTH:** The Articles of Incorporation of Henry L. Hillman Foundation, a Pennsylvania nonprofit corporation, which is the surviving corporation, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation, provided that, on and as of the effective date of the merger Article 1 of the Articles of Incorporation of the Surviving Corporation is amended to read: "The name of the Corporation is Hillman Family Foundations."

**FIFTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 330 Grant Street, Suite 2000, Pittsburgh, Pennsylvania 15219.

**SIXTH:** Henry L. Hillman Foundation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 330 Grant Street, Suite 2000, Pittsburgh, Pennsylvania 15219 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

**SEVENTH:** The merger is to be effective on December 31, 2009 at 11:59 p.m.

IN WITNESS WHEREOF, Henry L. Hillman Foundation has caused this Certificate of Merger to be duly executed as of the 9<sup>th</sup> day of December, 2009

HENRY L. HILLMAN FOUNDATION

By David K. Roger  
David K. Roger, President

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 10	P	VARIOUS	VARIOUS
b FLOWTHROUGH FROM PARTNERSHIP	P	VARIOUS	VARIOUS
c 300.000 SHS IRON MOUNTAIN, INC.	P	04/09/08	VARIOUS
d 170.000 SHS GAMMON GOLD	P	07/24/07	12/03/09
e 199.402 SHS FEDERATED MORTGAGE CORE	P	VARIOUS	08/17/09
f FEDERATED US GOVT SECURITIES FD 2-5 IS	P	VARIOUS	VARIOUS
g 10,738.541 SHS LONGLEAF SMALL-CAP	P	VARIOUS	VARIOUS
h			
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 2,513.		3,398.	<885.>
b		4,911.	<4,911.>
c 8,587.		8,031.	556.
d 1,960.		2,137.	<177.>
e 2,000.		1,963.	37.
f 1,714.			1,714.
g 160,497.		272,532.	<112,035.>
h			
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			<885.>
b			<4,911.>
c			556.
d			<177.>
e			37.
f			1,714.
g			<112,035.>
h			
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	<115,701.>
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