Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	
Name of foundation	Washakie Foundation
Number and street (or P O box number if mail is not delivered to street address)	c/o Foundation Source, 501 Silverside Road
Room/suite	123
City or town, state, and ZIP code	Wilmington DE 19809-1377

A Employer identification number: 26-1459358

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 7,269,328

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)	83,802			
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	187,215	145,966		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	-583,519			
b	Gross sales price for all assets on line 6a 4,117,326				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less. Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	19,145	-170		
12	**Total.** Add lines 1 through 11	-293,357	145,796		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	62,553	62,553		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	2,998	2,098		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	32,090	1,906		30,184
24	**Total operating and administrative expenses.** Add lines 13 through 23	97,641	66,557		30,184
25	Contributions, gifts, grants paid	283,500			283,500
26	**Total expenses and disbursements.** Add lines 24 and 25	381,141	66,557		313,684
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-674,498			
b	**Net investment income** (if negative, enter -0-)		79,239		
c	**Adjusted net income** (if negative, enter -0-)				

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form **990-PF** (2009)

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	2,103,788	477,420	477,420
3	Accounts receivable ▶ 1,238			
	Less. allowance for doubtful accounts ▶	1,964	1,238	1,238
4	Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments—U S and state government obligations (attach schedule)	606,843	631,843	599,434
b	Investments—corporate stock (attach schedule)	2,816,094	3,700,543	4,277,138
c	Investments—corporate bonds (attach schedule)	1,487,664	1,549,876	1,649,698
11	Investments—land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	285,543	266,478	264,400
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,301,896	6,627,398	7,269,328
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	7,301,896	6,627,398	
30	**Total net assets or fund balances** (see page 17 of the instructions)	7,301,896	6,627,398	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,301,896	6,627,398	

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	7,301,896
2	Enter amount from Part I, line 27a	2	-674,498
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,627,398
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,627,398

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a Publicly-traded Securities			
b Passthrough K1 Capital Gain			
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	4,183,141		4,699,815	-516,674
b	-65,815			-65,815
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-582,489
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	37,787	7,392,106	0 005112
2007	0	2,505,920	0.000000
2006			0.000000
2005			0.000000
2004			0.000000

2 **Total** of line 1, column (d)	2	0.005112
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 002556
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,980,714
5 Multiply line 4 by line 3	5	17,843
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	792
7 Add lines 5 and 6	7	18,635
8 Enter qualifying distributions from Part XII, line 4	8	313,684

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	792
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	792
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	792
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 17,800		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	17,800
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	17,008
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 900 **Refunded** ▶		11	16,108

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶

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

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

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

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

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

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

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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? — ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? — ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? — ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) — ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? — ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? — ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945–5(d)*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? — ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? — ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
UBS Financial Services 7700 Wisconsin Ave , Suite 300, Bethesda, MD	Investment Management Services	62,553

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	5,622,147
b	Average of monthly cash balances		1b	1,464,872
c	Fair market value of all other assets (see page 24 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	7,087,019
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	7,087,019
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	106,305
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,980,714
6	**Minimum investment return.** Enter 5% of line 5		6	349,036

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

1	Minimum investment return from Part X, line 6		1	349,036
2a	Tax on investment income for 2009 from Part VI, line 5	2a 792		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	792
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	348,244
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	348,244
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	348,244

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	313,684
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	313,684
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	792
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	312,892

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

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

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					348,244
2 Undistributed income, if any, as of the end of 2009:					
a Enter amount for 2008 only				313,265	
b Total for prior years. 20____, 20____, 20___			0		
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005					
c From 2006					
d From 2007					
e From 2008					
f **Total** of lines 3a through e		0			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 313,684					
a Applied to 2008, but not more than line 2a				313,265	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					419
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0			
b Prior years' undistributed income. Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					347,825
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9:					
a Excess from 2005	0				
b Excess from 2006	0				
c Excess from 2007	0				
d Excess from 2008	0				
e Excess from 2009	0				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FL NY NY 10004	N/A	509(a)(1)	General & Unrestricted	15,000
AMERICAN DOCUMENTARY INC 32 BROADWAY 14TH FL NY NY 10004	N/A	509(a)(1)	General & Unrestricted	3,000
CIVIL WAR PRESERVATION TR 11 PUBLIC SQ STE 200 HAGERSTOWN MD 21740	N/A	509(a)(1)	General & Unrestricted	10,000
COLORADO YOUTH FOR A CHANGE 2543 CALIFORNIA ST DENVER CO 80205	N/A	509(a)(1)	General & Unrestricted	1,000
DEMOCRACY NOW PRODUCTIONS INC 207 WEST 25TH ST NEW YORK NY 10001	N/A	509(a)(1)	General & Unrestricted	5,000
DENVER RESCUE MISSION 3501 E 46TH AVE DENVER CO 80216	N/A	509(a)(1)	General & Unrestricted	15,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE FL 2 NEW YORK NY 10001	N/A	509(a)(1)	General & Unrestricted	10,000
ELECTRONIC FRONTIER FOUNDATION INC 454 SHOTWELL ST SAN FRANCISCO CA 94110	N/A	509(a)(1)	General & Unrestricted	5,000
FRIENDS OF THE RIVER FOUNDATION 1418 20TH ST STE 100 SACRAMENTO CA 95811	N/A	509(a)(1)	General & Unrestricted	10,000
FUND FOR WILD NATURE PO BOX 42523 PORTLAND OR 97242	N/A	509(a)(1)	General & Unrestricted	5,000
GRAND CANYON TRUST INC 2601 N FORT VALLEY RD FLAGSTAFF AZ 86001	N/A	509(a)(1)	General & Unrestricted	10,000
GREAT OLD BROADS FOR WILDERNESS P O. BOX 2924 DURANGO CO 81302	N/A	509(a)(1)	General & Unrestricted	5,000
GREATER YELLOWSTONE COALITION INC PO BOX 1874 BOZEMAN MT 59771	N/A	509(a)(1)	General & Unrestricted	5,000
HIGH COUNTRY NEWS P.O. BOX 1090 PAONIA CO 81428	N/A	509(a)(1)	General & Unrestricted	5,000
HUDSON RIVER SLOOP CLEARWATER INC 724 WOLCOTT AVE BEACON NY 12508	N/A	509(a)(1)	General & Unrestricted	5,000
INDIANA UNIVERSITY FOUNDATION PO BOX 500 BLOOMINGTON IN 47402	N/A	509(a)(1)	Manuscript Department at the Lilly Library	2,500
Total . . See Attached Statement . . . ▶ 3a				283,500
b *Approved for future payment*				
Total . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	187,215	
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	-583,519	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Tax Refund			01	19,315	
b K-1 Pass-Through			14	-170	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		-377,159	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -377,159

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

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

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

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

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Stephen R. Weeks — 19 Aug 2010 — co-President/Director

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Jeffrey D. Haskell	Date: 7/16/2010	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code: FOUNDATION SOURCE, 55 WALLS DRIVE, FAIRFIELD, CT 06824		EIN	Phone no (800) 839-1754

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
Washakie Foundation	26-1459358

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 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) and 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 its 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).

Name of organization	Employer identification number
Washakie Foundation	26-1459358

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Weeks, William 475 Madison Street Denver CO 80206 Foreign State or Province: Foreign Country.	$ 83,802	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	Foreign State or Province: Foreign Country.	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Foreign State or Province: Foreign Country:	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	Foreign State or Province· Foreign Country:	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	Foreign State or Province: Foreign Country:	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province: Foreign Country:	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization
Washakie Foundation

Employer identification number
26-1459358

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	US GOLD CORPORATION UXG, 500 sh	$ 1,030	4/14/2009
1	DE KALB CNTY 06 87500% 03/01/2020 240463GB9, 10000 sh	$ 10,000	4/14/2009
1	JACKSON TENN WTR & SWR REV REF WTR & 0 0% 07/01/12, 468826GP1, 15000 sh	$ 15,000	4/14/2009
		$ 0	
		$ 0	
		$ 0	

Form 990-PF, Part I, Line 11 - Other Income

		(a) Expenses per Books	(b) Net Investment Income
	TOTAL:	19,145	-170
1	PS DB AGRICULTURE FUND K-1 Pass-Through Share of Partnership Income/(Loss)	304	304
2	US NATURAL GAS FUND, LP K-1 Pass-Through Share of Partnership Income/(Loss)	-474	-474
3	Federal Income Tax Refund	19,315	0
4			
5			
6			
7			
8			
9			
10			

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	62,553	62,553	0	0
1	Investment Management Services	62,553	62,553		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	2,998	2,098	0	0
1	Estimated tax for 2009	900	0		0
2	Foreign Tax Paid	2,098	2,098		0
3					
4					
5					
6					
7					
8					
9					
10					

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	32,090	1,906	0	30,184
1	Administrative Fees	30,094	0	0	30,094
2	Bank Charge	160	160		0
3	K-1 pass-through POWERSHARES DB AGRICULTURE FUND	1,746	1,746		0
4	Office Supplies	90	0		90
5					
6					
7					
8					
9					
10					

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

	Description/Symbol/CUSIP Number	Shares	Line 10a - Column (b) Book Value	Line 10a - Column (c) Fair Market Value
	TOTAL:	625,000	631,843	599,434
1	DE KALB CNTY 06.87500% 03/01/2020 (240463GB9)	10,000	10,000	10,000
2	GRANT CO. WASHINGTON (387892QW5)	300,000	300,872	279,036
3	JACKSON TENN WTR & SWR REV REF WTR & 0.0% 07/01/12 (468826GP1)	15,000	15,000	13,164
4	Newark NJ FSA 04/01/2008 DTD 04/17/08 5.350% YTM (6503668K6)	300,000	305,971	297,234
5				
6				
7				
8				
9				
10				

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

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	3,700,543	4,277,138
1	3M CO (MMM)	1,200	94,017	99,204
2	AECOM TECHNOLOGY CORPORATION (ACM)	2,000	41,797	55,000
3	AMGEN INC (AMGN)	1,000	62,578	56,570
4	ANADARKO PETROLEUM CORP (APC)	2,000	85,185	124,840
5	APACHE CORPORATION (APA)	1,000	88,100	103,170
6	APPLE INC. (AAPL)	500	45,798	105,366
7	AT&T CORP COM NEW (T)	4,000	106,258	112,120
8	BP P L C SPONSORED ADR (BP)	1,000	35,549	57,970
9	CLAYMORE S&P GLBL WATER (CGW)	4,000	80,800	73,680
10	COLUMBIA ACORN TRUSTFD CL A (LACAX)	1,969	50,209	47,218
11	CRRNCYSHRS CAN DL TR (FXC)	1,500	139,465	142,275
12	CURRENCYSHARES EURO TRUST (FXE)	500	71,935	71,455
13	DOMINION RESOURCES INC (D)	3,000	108,907	116,760
14	ELEMENTS ROGERS AGRI TOTAL RETURN (RJA)	10,000	114,993	79,400
15	ENERPLUS RES FD (ERF)	5,000	104,669	114,800
16	GENERAL ELECTRIC CO (GE)	3,000	21,285	45,390
17	GOOGLE INC CL A (GOOG)	300	113,562	185,994
18	HOME DEPOT INC. (HD)	2,500	71,248	72,325
19	ISHARES MSCI BRAZIL FREE INDEX FD (EWZ)	2,000	110,232	149,220
20	ISHARES MSCI CANADA INDEX FD (EWC)	5,000	118,106	131,650
21	JOHNSON & JOHNSON (JNJ)	2,000	118,137	128,820
22	MARKET VECTORS - GOLD MINERS ETF (GDX)	1,500	77,532	69,315
23	MCDERMOTT INT PANAMA (MDR)	6,000	109,600	144,060
24	MCDONALD'S CORP (MCD)	2,200	124,116	137,368
25	MONSANTO CO (MON)	1,200	106,475	98,100
26	NUVEEN TRADEWINDS VALUE OPPORTUNITIES FUND CL A (NVOAX)	4,107	121,837	121,928
27	OIL SVC HLDRS TR (OIH)	1,500	154,030	178,320
28	PEABODY ENERGY CORP (BTU)	3,500	111,459	158,235
29	PENGROWTH ENERGY TRUST (PGH)	12,500	96,361	115,560
30	PETROLEO BRASILEIRO (PBR)	2,500	58,567	119,200
31	POWERSHARES GLOBAL WATER PORTFOLIO (PHO)	7,000	108,639	118,020
32	QUALCOMM INC (QCOM)	2,500	114,296	115,650
33	STREETTRACKS GOLD SHARES (GLD)	2,000	214,350	214,620
34	SYNGENTA AG ADS (SYT)	2,000	91,050	112,540
35	Telefonica S A Adr (TEF)	1,100	97,328	91,872
36	TEMPLETON CHINA WORLD FUND CLASS A (TCWAX)	4,819	106,696	164,614
37	TEMPLETON GLOBAL BOND FUND - CLASS A (TPINX)	19,222	225,377	244,509

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

	Description/Symbol/CUSIP Number	Shares	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
		TOTAL:	1,549,876	1,649,698
1	Anadarko Petroleum Corp 5.95% 09/15/16 (032511AX5)	55,000	57,055	59,494
2	ANHEUSER BUSCH COS INC 4.375% 01/15/2013 (035229CP6)	37,000	38,917	37,859
3	CAPMARK BK MIDVALE UTAH 4.75000% 07/02/2012CD (140653XC5)	95,000	95,000	100,242
4	COCA COLA ENTERPRISE NOTES 07.37500% 03/03/2014 (191219BT0)	100,000	102,029	115,960
5	COWLITZ BK LONGVIEW WASH 4.30000% 06/30/2010CD (223768DV1)	95,000	95,000	96,579
6	DISCOVER BK GREENWOOD DEL 4.85000% 12/26/2012CD (25469JLV9)	95,000	95,000	100,809
7	FIRSTBANK P R SANTURCE 5.00000% 07/03/2013CD (337629UP2)	95,000	95,000	101,125
8	GOLDMAN SACHS BK USA UT 4.80000% 06/25/2013CD (381426KZ7)	95,000	94,050	100,779
9	GOLDMAN SACHS GROUP INC NOTE DTD 8/27/2002 5.7% 9/1/2012 (38141GCG7)	100,000	90,750	107,541
10	JP MORGAN CHASE & CO GLBL SB NT 5.750% 01/02/2013 (46625HAT7)	50,000	54,321	53,918
11	JPMORGAN CHASE & CO SR NT 6.00000% 01/15/2018 (46625HGY0)	100,000	106,099	107,499
12	LEHMAN COML BK UTAH CD 4.55000% 08/22/2011 (52520KYR2)	95,000	94,430	98,980
13	PARKWAY B&T HARWOOD HGTS IL 4.25000% 12/27/2010CD (70153REG9)	95,000	95,000	97,800
14	PHILIP MORRIS INTL INC 6.87500% 03/17/2014 NT (718172AG4)	100,000	100,791	113,312
15	SOUTHWEST AIRLINES NTS 5.750% 12/15/2016 (844741AY4)	100,000	95,250	98,832
16	STERLING SVGS BK WA CD 4.25000% 07/09/2010 (859531L29)	95,000	94,876	96,613
17	VERIZON COMMUNICATIONS DTD 11/4/2008 8.75% 11/1/2018 (92343VAQ7)	50,000	51,878	63,350
18	WESTERNBANK P R CD 4.50000% 06/27/2011 (95989QEG8)	95,000	94,430	99,008

Form 990-PF, Part II, Line 13 - Investments - Other

	TOTAL:	266,478	264,400
	Asset Description	Line 13 - Column (b) Book Value	Line 13 - Column (c) Fair Market Value
1	POWERSHARES DB AGRICULTURE FUND (DBA)	266,478	264,400
2			
3			
4			
5			
6			
7			
8			
9			
10			

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

	Name	Street	City	State	Zip Code	Title	Avg. Hrs.	Comp.	Benefits	Expense Account
							TOTAL:	0	0	0
1	Stephen Weeks	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Co- President / Director	1	0	0	0
2	Tacy Weeks Hahn	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Co- President / Director / Secretary	1	0	0	0
3	William R. Weeks (deceased in 2009)	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0
4										
5										
6										
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	INTERNATIONAL RIVERS NETWORK
Person / Business	[ ] Person [X] Business
Street	2150 ALLSTON WAY, STE 300
City	BERKELEY
State	CA
Zip code	94704
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	General & Unrestricted
Amount	2,500

Name	LUDWIG VON MISES INSTITUTE FOR AUSTRIAN ECONOMICS INC
Person / Business	[ ] Person [X] Business
Street	518 W MAGNOLIA AVE
City	AUBURN
State	AL
Zip code	36832
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	General & Unrestricted
Amount	5,000

Name	NATIONAL OUTDOOR LEADERSHIP SCHOOL
Person / Business	[ ] Person [X] Business
Street	284 LINCOLN ST
City	LANDER
State	WY
Zip code	82520
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	Program Scholarship
Amount	5,000

Name	NATIONAL PUBLIC RADIO INC
Person / Business	[ ] Person [X] Business
Street	635 MASS AVE NW
City	WASHINGTON
State	DC
Zip code	20001
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	General & Unrestricted
Amount	5,000

Name	NATURAL RESOURCES DEFENSE COUNCIL INC
Person / Business	[ ] Person [X] Business
Street	40 WEST 20TH ST
City	NY
State	NY
Zip code	10011
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	General & Unrestricted
Amount	5,000

Name	NEVADA CITY COMMUNITY BROADCAST GROUP
Person / Business	[ ] Person [X] Business
Street	401 SPRING ST
City	NEVADA CITY
State	CA
Zip code	95959
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	General & Unrestricted
Amount	3,500

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				Person	Business
NORTHERN CALIFORNIA PUBLIC BROADCASTING INC					X
Street					
2601 MARIPOSA ST					
City		**State**	**Zip code**	**Foreign Country**	
SAN FRANCISCO		CA	94110		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					15,000

Name				Person	Business
OJAI VALLEY SCHOOL					X
Street					
723 EL PASEO RD					
City		**State**	**Zip code**	**Foreign Country**	
OJAI		CA	93023		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					25,000

Name				Person	Business
PACIFICA FOUNDATION					X
Street					
1925 MARTIN LUTHER KING JR WAY					
City		**State**	**Zip code**	**Foreign Country**	
BERKELEY		CA	94704		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					5,000

Name				Person	Business
RIEKES CENTER FOR HUMAN ENHANCEMENT					X
Street					
3455 EDISON WAY					
City		**State**	**Zip code**	**Foreign Country**	
MENLO PARK		CA	94025		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					25,000

Name				Person	Business
RIVERTON MUSEUM					X
Street					
700 EAST PARK AVENUE					
City		**State**	**Zip code**	**Foreign Country**	
RIVERTON		WY	82501		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					5,000

Name				Person	Business
SEQUOIA FORESTKEEPER					X
Street					
PO BOX 2134					
City		**State**	**Zip code**	**Foreign Country**	
KERNVILLE		CA	93238		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					36,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip code	Foreign Country	Person / Business	Relationship	Foundation Status	Purpose of grant/contribution	Amount
SIERRA CLUB FOUNDATION	85 2ND ST STE 750	SAN FRANCISCO	CA	94105		X Business	N/A	509(a)(1)	General & Unrestricted	10,000
SOUTH YUBA RIVER CITIZENS LEAGUE	216 MAIN ST	NEVADA CITY	CA	95959		X Business	N/A	509(a)(2)	Charitable Event	5,000
TAYLOR HOOTON FOUNDATION FOR FIGHTING STEROID ABUSE	PO BOX 2104	FRISCO	TX	75034		X Business	N/A	509(a)(1)	General & Unrestricted	10,000
VENTANA WILDLIFE SOCIETY	19045 PORTOLA DR STE F-1	SALINAS	CA	93908		X Business	N/A	509(a)(1)	General & Unrestricted	10,000
										0