Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 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: 1002 FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: 5 GRANDIN LANE

City or town, state, and ZIP code: CINCINNATI, OH 45208

A Employer identification number 31-1518488

B Telephone number 513-661-3100

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: [X] 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)* ▶$ 334,508.

J Accounting method: [X] 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))

		(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 ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	14.	14.		Statement 1
4	Dividends and interest from securities	8,137.	8,137.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-18,574.			
b	Gross sales price for all assets on line 6a 50,232.				
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	-10,423.	8,151.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees Stmt 3	550.	275.		275.
c	Other professional fees				
17	Interest				
18	Taxes Stmt 4	138.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 5	1,193.	98.		1,095.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,881.	373.		1,370.
25	Contributions, gifts, grants paid	26,050.			26,050.
26	**Total expenses and disbursements.** Add lines 24 and 25	27,931.	373.		27,420.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-38,354.			
b	**Net investment income** (if negative, enter -0-)		7,778.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue / Operating and Administrative Expenses

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08090405 756897 31-1518488 2009.03040 1002 FOUNDATION 31-15181

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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 (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	12,185.	12,541.	12,541.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations			
b Investments - corporate stock Stmt 7	218,299.	178,522.	196,817.
c Investments - corporate bonds Stmt 8	118,967.	120,533.	125,150.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	349,451.	311,596.	334,508.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	349,451.	311,596.	
30 **Total net assets or fund balances**	349,451.	311,596.	
31 **Total liabilities and net assets/fund balances**	349,451.	311,596.	

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	349,451.
2 Enter amount from Part I, line 27a	2	-38,354.
3 Other increases not included in line 2 (itemize) ▶ See Statement 6	3	500.
4 Add lines 1, 2, and 3	4	311,597.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	311,596.

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	LONG TERM GAIN/LOSS SEE ATTACHED	P	Various	Various
b	Capital Gains Dividends			
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	48,912.		68,806.	-19,894.
b	1,320.			1,320.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-19,894.
b				1,320.
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	-18,574.
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	31,020.	391,851.	.079163
2007	50,068.	461,455.	.108500
2006	51,976.	460,465.	.112877
2005	53,941.	470,703.	.114597
2004	51,384.	419,078.	.122612

2 Total of line 1, column (d)	2	.537749
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	.107550
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	314,655.
5 Multiply line 4 by line 3	5	33,841.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	78.
7 Add lines 5 and 6	7	33,919.
8 Enter qualifying distributions from Part XII, line 4	8	27,420.

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

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

1a	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	156.
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	156.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	156.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 196.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	196.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	40.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 40.	**Refunded** ▶	11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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
4a	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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
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)? *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

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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 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 ▶ N/A

14 The books are in care of ▶ GATES RICHARDS Telephone no ▶513-661-3100

Located at ▶5 GRANDIN LANE, CINCINNATI, OH ZIP+4 ▶45208

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? ☐ 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)? N/A | 1b | | |

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 ▶ ____, ____, ____, ____

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? ☐ 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)* 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 |

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	319,362.
b	Average of monthly cash balances	1b	85.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	319,447.
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	319,447.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,792.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	314,655.
6	**Minimum investment return.** Enter 5% of line 5	6	15,733.

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	15,733.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a 156.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	156.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	15,577.
4	Recoveries of amounts treated as qualifying distributions	4	500.
5	Add lines 3 and 4	5	16,077.
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	16,077.

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	27,420.
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	27,420.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,420.

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				16,077.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 33,068.				
b From 2005 32,312.				
c From 2006 31,427.				
d From 2007 27,499.				
e From 2008 11,621.				
f **Total** of lines 3a through e	135,927.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 27,420.				
a Applied to 2008, but not more than line 2a			0.	
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				16,077.
e Remaining amount distributed out of corpus	11,343.			
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	147,270.			
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				0.
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	33,068.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	114,202.			
10 Analysis of line 9				
a Excess from 2005 32,312.				
b Excess from 2006 31,427.				
c Excess from 2007 27,499.				
d Excess from 2008 11,621.				
e Excess from 2009 11,343.				

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			
	(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 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))

GATES T. RICHARDS

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 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*				
SEE ATTACHED SCHEDULE	NONE	CHARITABLE	GENERAL CHARITABLE USE	26,050.
Total			▶ 3a	26,050.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclu-sion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14.	
4 Dividends and interest from securities			14	8,137.	
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	-18,574.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		-10,423.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -10,423.

(See worksheet in line 13 instructions 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)

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

Gary Ridge 5-4-10 President

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature Denise L Johnson Date 04/05/10 Check if self-employed ☐ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: Fiduciary Solutions, Ltd. 6135 Trust Drive, Suite 118 Holland, OH 43528 EIN

Phone no (419) 861-2300

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
INTEREST	14.
Total to Form 990-PF, Part I, line 3, Column A	14.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS	9,457.	1,320.	8,137.
Total to Fm 990-PF, Part I, ln 4	9,457.	1,320.	8,137.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	550.	275.		275.
To Form 990-PF, Pg 1, ln 16b	550.	275.		275.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ESTIMATES	138.	0.		0.
To Form 990-PF, Pg 1, ln 18	138.	0.		0.

Form 990-PF	Other Expenses			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK FEES	98.	98.		0.
OHIO FILING FEE	100.	0.		100.
FOUNDATION COUNCIL AND ASSOC DUES	995.	0.		995.
To Form 990-PF, Pg 1, ln 23	1,193.	98.		1,095.

Form 990-PF Other Increases in Net Assets or Fund Balances	Statement 6
Description	Amount
REDEPOSIT OF NON-CASHED CHECK FOR STARFISH GREATHEARTS FROM 2008	500.
Total to Form 990-PF, Part III, line 3	500.

Form 990-PF Corporate Stock		Statement 7
Description	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	178,522.	196,817.
Total to Form 990-PF, Part II, line 10b	178,522.	196,817.

Form 990-PF Corporate Bonds		Statement 8
Description	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	120,533.	125,150.
Total to Form 990-PF, Part II, line 10c	120,533.	125,150.

INDUSTRY ANALYSIS

Account # 2248

DECEMBER 31, 2009

1002 FOUNDATION
GATES & MARGY RICHARDS

QUANTITY	ASSET DESCRIPTION	TOTAL COST	AVG. UNIT COST	MARKET PRICE	MARKET VALUE	UNIT INCOME	EST. ANNUAL INCOME	CURRENT YIELD	% OF PORT.	YLD. TO DUE DATE
FIXED INCOME										
TAXABLE BONDS FUNDS										
7,543 684	JOHNSON FIXED INCOME FUND	120,533	15 98	16 59	125,150	0 67	5,090	4 0	37.4	0 0
	TOTAL TAXABLE BONDS FUNDS	**$120,533**			**$125,150**		**$5,090**		**37.4 %**	
	TOTAL FIXED INCOME	**$120,533**			**$125,150**		**$5,090**		**37.4 %**	
COMMON EQUITY										
CONSUMER DISCRETIONARY										
140	NIKE, INCORPORATED, CLASS B	5,603	40 02	66 07	9,250	1 08	151	1 6	2.8	
	TOTAL CONSUMER DISCRETIONARY	**$5,603**			**$9,250**		**$151**		**2.8 %**	
CONSUMER STAPLES										
325	PROCTER & GAMBLE COMPANY	66	0 20	60 63	19,705	1 76	572	2 9	5 9	
	TOTAL CONSUMER STAPLES	**$66**			**$19,705**		**$572**		**5.9 %**	
INDUSTRIALS										
115	3M COMPANY	8,347	72.58	82 67	9,507	2 04	235	2 4	2 8	
200	EMERSON ELECTRIC COMPANY	5,744	28 72	42.60	8,520	1 34	268	3 1	2 5	
150	GENERAL ELECTRIC COMPANY	5,870	39.13	15 13	2,270	0.40	60	2.6	0 7	
	TOTAL INDUSTRIALS	**$19,960**			**$20,297**		**$563**		**6.1 %**	
INTERNATIONAL DEVELOPED-MARKETS										
600	FIRST EAGLE OVERSEAS FUND	12,000	20 00	19 72	11,832	0 63	380	3 2	3 5	
235 433	HARBOR INTERNATIONAL FUND	12,000	50 97	54 87	12,918	0 70	166	1.2	3 9	
601 604	THORNBURG INTERNATIONAL VALUE FUND I	15,000	24 93	25 37	15,263	0 26	158	1 0	4 6	
	TOTAL INTERNATIONAL DEVELOPED-MARKETS	**$39,000**			**$40,013**		**$703**		**12.0 %**	
LARGE CAPITALIZATION CORE										
2,258 664	JOHNSON EQUITY INCOME FUND	35,336	15 64	15 66	35,371	0 23	512	1 4	10 6	
	TOTAL LARGE CAPITALIZATION CORE	**$35,336**			**$35,371**		**$512**		**10.6 %**	
LARGE CAPITALIZATION GROWTH										
712 606	AMERICAN GROWTH FUND OF AMERICA F2	24,000	33 68	27 30	19,454	0 29	209	1 0	5 8	
844 802	T ROWE PRICE GROWTH STOCK FUND	25,000	29 59	27 51	23,241	0 05	42	0 1	6 9	

INDUSTRY ANALYSIS

Account # 2246

DECEMBER 31, 2009

1002 FOUNDATION
GATES & MARGY RICHARDS

QUANTITY	ASSET DESCRIPTION	TOTAL COST	AVG. UNIT COST	MARKET PRICE	MARKET VALUE	UNIT INCOME	EST. ANNUAL INCOME	CURRENT YIELD	% OF PORT.
	TOTAL LARGE CAPITALIZATION GROWTH	$49,000			$42,695		$251		12.8 %
LARGE CAPITALIZATION VALUE									
121 310	DODGE & COX STOCK FUND	9,000	74 19	96.14	11,663	0 94	114	0 9	3.5
	TOTAL LARGE CAPITALIZATION VALUE	$9,000			$11,663		$114		3.5 %
MID CAPITALIZATION CORE									
150	ISHARES RUSSELL MIDCAP INDEX	15,095	100 63	82 51	12,377	1 63	245	1.9	3 7
	TOTAL MID CAPITALIZATION CORE	$15,095			$12,377		$245		3.7 %
UTILITIES									
140	DOMINION RESOURCES	5,463	39 02	38 92	5,449	1 75	245	4 4	1 6
	TOTAL UTILITIES	$5,463			$5,449		$245		1.6 %
	TOTAL COMMON EQUITY	$178,522			$196,817		$3,357		58.8 %
CASH & EQUIVALENTS									
BANK MONEY MARKET FUNDS									
52.800	ACCRUED INTEREST AND DIVIDENDS	53	1 00	1 00	53	0 00	0	0 0	0.0
12,541.150	CASH AND EQUIVALENTS	12,541	1 00	1 00	12,541	0 00	0	0 0	3.7
	TOTAL BANK MONEY MARKET FUNDS	$12,594			$12,594		$0		3.7 %
	TOTAL CASH & EQUIVALENTS	$12,594			$12,594		$0		3.7 %
	PORTFOLIO TOTAL	$311,649			$334,561		$8,447	2 5 %	100.0 %

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
GATES T. RICHARDS 5 GRANDIN LANE CINCINNATI, OH 45208	TRUSTEE/PRESIDENT 0.00	0.	0.	0.
MARGARET MARY K. RICHARDS 5 GRANDIN LANE CINCINNATI, OH 45208	TRUSTEE/TREASR/SECRETARY 0.00	0.	0.	0.
GATES T. RICHARDS, JR. 5 GRANDIN LANE CINCINNATI, OH 45208	TRUSTEE 0.00	0.	0.	0.
L. BRADY RICHARDS 5 GRANDIN LANE CINCINNATI, OH 45208	TRUSTEE 0.00	0.	0.	0.
MARGARET MARY RICHARDS 5 GRANDIN LANE CINCINNATI, OH 45208	TRUSTEE 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

1002 Foundation
Attachment to Part XV
12/31/2009

Gift Date	Amt	Name	Address
8/24/2009	$3,000	St. Xavier Church	607 Sycamore St., Cincinnati, OH 45202
8/24/2009	$3,000	Cincinnati Art Museum	1731 Art Museum Drive Cincinnati 45202
15/15/09	$100	Manhattanville College	2900 Purchase St, Purchase NY 10577
Various	$1,850	Ursuline Academy of Cincinnati	5535 Pfeiffer Rd , Cincinnati, OH 45242
10/19/2009	$2,500	Beech Acres	6881 Beechmont Ave , Cincinnati, OH 45230-9989
10/19/2009	$1,500	Virginia Military Institute	P.O Box 932, Lexington, VA 24450-9983
15/15/09	$500	Volunteer Lawyers for the Poor	215 E Ninth St., Ste 200, Cincinnati, OH 45202
10/19/2009	$500	Society of the Sacred Heart	4389 W Pine Blvd , St. Louis, MO 63108-2205
10/19/2009	$100	Coast Guard Foundation	394 Taugwonk Rd , Stonington, CT 06378
11/25/2009	$1,000	Creativity for Peace	369 Montezuma Ave Suite 566, Santa Fe NM 87501
11/25/2009	$335	Lander Children's Museum	PO Box 533, Lander, WY 82529
11/30/2009	$750	Kansas University	2010 Dole Human Develpmt, 1000 Sunnyside Ave, Lawrence, KS 66045
11/25/2009	$330	Arthur B Schultz Fdn	PO Box 5339, Ketchum, ID 83340
11/25/2009	$500	Georgetown Univ	37th and O Street NW, Washington, DC 20057
11/25/2009	$1,000	Wyoming Outdoor Council	262 Lincoln Street, Lander, WY 82520
11/25/2009	$1,000	Family Voices Inc	2340 Alamo SE, Ste 102, Albuquerque, NM 87106
11/25/2009	$1,000	Hospice of Western Reserve	300 E 185 St , Cleveland, OH 44119-1330
11/25/2009	$1,250	Natural Resources Defense Council	40 W 20th St , New York , NY 10011
11/25/2009	$500	St. Xavier High School	600 N Bend Rd , Cincinnati, OH 45224
11/25/2009	$500	The Conservation Fund	1655 N FT Meyer Dr., Ste 1300, Arlington, VA 22209
7/23/2009	$500	Starfish Greathearts Foundation	172 Fifth Ave , #12, Brooklyn, NY 11217
11/25/2009	$335	Nature Conservancy	4245 N Fairfax Dr , Ste 100, Arlington, VA 22203
4/29/2009	$50	Greater Cincinnati Foundation	P.O Box 5200, Cincinnati, OH 45201-5200
8/11/2009	$100	Cincinnati May Festival	1241 Elm Street, Cincinnati, OH 45202
8/26/2009	$500	Williams Foundation	212 E 3rd Street, Ste 300 Cincinnati, OH 45202
9/14/2009	$50	Wyoming School Foundation	420 Springfield Pike Suite K Cincinnati, OH 45215
10/19/2009	$500	University of Georgia Law School	U of Georgia Fdn Bldg, Athens, GA 30602-5582
10/22/2009	$50	Guardian Angels Parish	6531 Beechmont Ave., Cincinnati, OH 45230
11/25/2009	$500	Arteeast	1178 Broadway, 3rd Floor, New York, NY 10011
11/25/2009	$1,250	Innocence Project	100 Fifth Ave 3rd Floor, New York, NY 10011
11/25/2009	$1,000	Women for Afghan Women	32-17 College Point Blvd , Rm 206 Flushing, NY 11354
	$26,050		

REALIZED CAPITAL GAINS AND LOSSES

Account # 2248

JANUARY 1, 2009 - DECEMBER 31, 2009
CALENDAR YEAR ENDING

1002 FOUNDATION
GATES & MARGY RICHARDS

QUANTITY	ASSET DESCRIPTION	ACQUISITION DATE	PROCEEDS DATE	DOLLAR COST	DOLLAR PROCEEDS	$ GAIN / LOSS
LONG TERM CAPITAL TRANSACTIONS						
601	940 FIDELITY DIVERSIFIED INTERNATIONAL FUND	10/06/04	10/01/09	15,500 00	16,107 97	607 97
403	900 FIDELITY DIVERSIFIED INTERNATIONAL FUND	03/08/05	10/01/09	12,000.00	10,808 47	-1,191 53
200	ISHARES S&P 500 INDEX FUND	02/02/06	03/06/09	25,654 00	13,648.51	-12,005 49
155	RYDEX RUSSELL TOP 50 ETF	09/29/06	03/06/09	15,651.90	8,346 79	-7,305 11
				$68,805.90	**$48,911.74**	**-$19,894.16**
	TOTAL GROSS PROCEEDS				**$48,911.74**	

Please retain this document for tax preparation.