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 , 2009, 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.

THE ALTON FOUNDATION
815 COUNTRY VALLEY ROAD
WESTLAKE VILLAGE, CA 91362

A Employer identification number: 31-1816253

B Telephone number (see the instructions): 805-379-1550

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, column (c), line 16*) ► $ 813,965.

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) (see the instructions).*)

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1,328.	1,328.		
	4 Dividends and interest from securities	7,526.	7,526.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-274,656.			
	b Gross sales price for all assets on line 6a 682,405.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	373.			
	12 **Total.** Add lines 1 through 11	-265,429.	8,854.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	50,000.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	1,959.	1,959.		
	c Other prof fees (attach sch) SEE ST 3	6,226.	6,226.		
	17 Interest	118.	118.		
	18 Taxes (attach schedule)(see instr) SEE STM 4	4,788.	4,788.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	63,091.	13,091.		
	25 Contributions, gifts, grants paid PART XV	125,300.			125,300.
	26 **Total expenses and disbursements.** Add lines 24 and 25	188,391.	13,091.	0.	125,300.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-453,820.			
	b **Net investment income** (if negative, enter 0)		0.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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		-30,289.	
2 Savings and temporary cash investments			
3 Accounts receivable ►			
Less allowance for doubtful accounts ►			
4 Pledges receivable ►			
Less. allowance for doubtful accounts ►			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
7 Other notes and loans receivable (attach sch) ►			
Less. allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments – U.S and state government obligations (attach schedule)			
b Investments – corporate stock (attach schedule)	1,397,455.	973,924.	813,965.
c Investments – corporate bonds (attach schedule)			
11 Investments – land, buildings, and equipment. basis ►			
Less accumulated depreciation (attach schedule) ►			
12 Investments – mortgage loans			
13 Investments – other (attach schedule)			
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 instructions. Also, see page 1, item I)	1,397,455.	943,635.	813,965.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & 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 ► [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund	1,397,455.	943,635.	
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see the instructions)	1,397,455.	943,635.	
31 **Total liabilities and net assets/fund balances** (see the instructions)	1,397,455.	943,635.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,397,455.
2 Enter amount from Part I, line 27a	2	-453,820.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	943,635.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	943,635.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	FOOTNOTE TWO NET STCL-MORGANSTANLEY SB #XX682	P	VARIOUS	VARIOUS
b	FOOTNOTE THREE NET LTCL -MORGANSTANLEY SB #XX682	P	VARIOUS	VARIOUS
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	432,155.		469,347.	-37,192.
b	250,250.		487,714.	-237,464.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-37,192.
b				-237,464.
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	-274,656.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)· If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	-37,192.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	98,175.	1,185,935.	0.082783
2007	191,153.	1,611,618.	0.118609
2006	139,624.	1,547,072.	0.090250
2005	150,399.	1,555,980.	0.096659
2004	131,923.	1,546,500.	0.085304

2	**Total** of line 1, column (d)	2	0.473605
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	0.094721
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	801,348.
5	Multiply line 4 by line 3	5	75,904.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	75,904.
8	Enter qualifying distributions from Part XII, line 4	8	125,300.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	0.
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	0.
6 Credits/Payments				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	128.		
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	128.
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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	128.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	128.	Refunded ►	11	0.

Part VII-A Statements Regarding Activities

		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 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 ► $ 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?	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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► N/A			
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

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 ► LEE & COCHRAN CPA'S, LLP Telephone no. ► 818.991.5430

Located at ► 31255 CEDARVALLEY DR, #304 WESTLAKE VILLAGE ZIP + 4 ► 91362

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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 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 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)*

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)? (see instructions) [ ] 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)? **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? 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 (No)

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] 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 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
KIRBY ALTON 815 COUNTRY VALLEY ROAD WESTLAKE VILLAGE, CA 91362	CHAIRMAN 12.00	50,000.	0.	0.
JAN ALTON 815 COUNTRY VALLEY ROAD WESTLAKE VILLAGE, CA 91362	SECRETARY 0	0.	0.	0.
SCOTT HIBBARD P.O. BOX 835 HELENA, MT 59624	DIRECTOR 10.00	0.	0.	0.
HENRY JOINER 410 MILLSTONE CIRCLE ATHENS, GA 30605	DIRECTOR 0	0.	0.	0.

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

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

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

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

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

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

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	813,551.
b Average of monthly cash balances		1b	
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	813,551.
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	813,551.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	12,203.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	801,348.
6 **Minimum investment return.** Enter 5% of line 5		6	40,067.

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	40,067.
2a Tax on investment income for 2009 from Part VI, line 5	2a		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	40,067.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	40,067.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	40,067.

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	125,300.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	125,300.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	125,300.

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				40,067.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years. 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 — 60,156.				
b From 2005 — 72,992.				
c From 2006 — 68,582.				
d From 2007 — 116,096.				
e From 2008 — 39,131.				
f **Total** of lines 3a through e	356,957.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 125,300.				
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				40,067.
e Remaining amount distributed out of corpus	85,233.			
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	442,190.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	60,156.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	382,034.			
10 Analysis of line 9.				
a Excess from 2005 — 72,992.				
b Excess from 2006 — 68,582.				
c Excess from 2007 — 116,096.				
d Excess from 2008 — 39,131.				
e Excess from 2009 — 85,233.				

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 5

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 STATEMENT 6				
Total			► **3a**	125,300.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	1,328.	
4 Dividends and interest from securities			14	7,526.	
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			14	373.	
8 Gain or (loss) from sales of assets other than inventory			18	-274,656.	
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)				-265,429.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -265,429.

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

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

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

► Norman K. Alton | 8-11-2010 ► Chairman

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only				
Preparer's signature	► Steve Cochran STEVE COCHRAN, CPA	Date 8/05/10	Check if self employed ► ☐	Preparer's Identifying number (See Signature in the instrs) P00002582
Firm's name (or yours if self employed), address, and ZIP code	► LEE & COCHRAN, CPA'S, LLP 31255 CEDARVALLEY DRIVE, SUITE 304 WESTLAKE VILLAGE, CA 91362		EIN ► 77-0263950	Phone no ► (818) 991-5430

The Alton Foundation

Portfolio Value at Cost Basis - As of 12/31/2009

As of 12/31/2009

Security	12/31/2009 Cost Bε	# Shares
Agnico Eagle Mines LTD	19,708.10	300.00
AMR Corp	20,060.81	2,500.00
Apple Inc	19,354.55	100.00
California Pizza Kitchen	43,433.88	1,800.00
Chesapeake Utilities Corp	31,579.30	1,000.00
Clevland Cliffs Inc	18,877.00	800.00
Companhia Vale Di Rio ADR	14,761.50	1,200.00
ETFS Silver Trust	17,957.16	1,200.00
Exelixis Inc	30,201.50	3,000.00
General Mills Inc	12,133.68	200.00
Gold Fields Ltd Spons ADR	20,017.64	1,500.00
Goldcorp Inc	19,131 56	500.00
Google Inc	20,566.00	50.00
Hansen Medical Inc	37,316.60	3,000.00
Hardinge Inc	54,037.60	2,200.00
International Paper Co	16,377.15	1,500.00
Kinross Gold Corp	15,506.45	700.00
Korea Fund		
Lihr Gold LTD	12,879.90	500.00
Louisiana Pacific Corp	32,748.32	3,500.00
Market Vectors Gold Miners ETF	20,697.75	500.00
market Vectors Junior Gold Miners ETF	19,150.51	700.00
MEMC Electronic Materials Inc	15,310.68	1,200.00
Monsanto Co	29,764.63	300.00
Mosaic Company	40,736.64	500.00
Nordic America Tanker Shipping	16,274.40	500.00
Office Depot Inc	13,223.40	3,000.00
Pan American Silver Corp	34,084.30	1,500.00
Potash Corp Sask Inc	27,197.72	200.00
Proshares Trust Ultrashort Oil and Gas		
Proshares Ultrashort Lehman 20+ Year Treasury		
Silver Wheaton Corp ADR	32,086.10	2,200.00
Sociedad Quimica Minera De Chile SA	22,566.55	500.00
SOMA Networks Bridge Loan	60,000.00	60,000.00
Teck Resources Ltd Cl B	17,907.35	500.00
Telefonica SA	12.99	0.42
Titanium Metals Corp	59,867.98	2,500.00
Whole Food Markets	51,251.06	1,200.00
Yamana Gold Inc	18,857.30	3,000.00
Yum Brands Inc	27,294.67	800.00
-Cash-	(40,739.60)	
TOTAL Investments	922,193.13	
Add back negative cash balance	40,739.60	
Plus closed funds as per prior year	10,991.38	
EOY BOOK VALUE of portfolio as of 12/31/09	***973,924.11***	

FOOTNOTE # ONE

1-4

MorganStanley SmithBarney

Corrected Copy as of 03/11/10
Ref: 00011663 00124740

Reserved Client
Financial Management Account
2009 Year End Summary

THE ALTON FOUNDATION
Account Number 449-3T682-16 145

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income / Capital Gain/(Loss)
125000010	1,000	INGERSOLL RAND CO LTD CLASS A (BERMUDA)	10/13/08	05/29/09	$ 19,938 08	$ 22,256 60	($ 2,318.52)	$ 0.00
						$ 22,256 60	**($ 2,318 52)**	$ 0.00
125000020	800	COPA HOLDINGS SA CL A USD	10/08/08	05/15/09	27,851.68	18,073 16	9,778.52	0 00
						18,073 16	**9,778 52**	0 00
125000060	700	ALCOA INC	12/30/08	11/24/09	8,882.07	7,298.23	1,583.84	0 00
						7,298 23	**1,583 84**	0 00
	800		06/01/09		10,150.93	8,016 48	2,134 45	0.00
						8,016 48	**2,134.45**	0 00
125000070	100	ALLIED IRISH BKS SPON ADR	06/17/08	03/04/09	94.57	3,565.12	(3,470 55)	0.00
						3,565 12	**(3,470 55)**	0 00
	200		07/30/08		189.15	4,999 48	(4,810.33)	0 00
						4,999 48	**(4,810.33)**	0.00
	200		10/03/08		189 14	3,885 70	(3,696.56)	0 00
						3,885 70	**(3,696 56)**	0 00
125000080	300	BANK OF AMERICA CORP	06/12/08	02/03/09	1,595.54	8,838 34	(7,242.80)	0.00
						8,838.34	**(7,242 80)**	0 00
125000090	500	BARRICK GOLD CORP CAD	03/12/09	11/24/09	21,605.94	14,227 50	7,378.44	0 00
						14,227 50	**7,378 44**	0.00
	500		06/01/09		21,605.94	18,687 30	2,918 64	0.00
						18,687 30	**2,918.64**	0 00
125000130	100	CARNIVAL CORP (PAIRED STOCK)	05/27/08	03/02/09	1,797 85	3,873 78	(2,075 93)	0 00
						3,873.78	**(2,075 93)**	0.00
125000140	200	CHEVRON CORP	03/11/09	06/16/09	13,963.95	12,503 12	1,460.83	0.00
						12,503.12	**1,460 83**	0.00
125000150	700	DOLBY LABORATORIES INC CLASS A	10/13/08	04/24/09	25,598.07	22,769 49	2,828 58	0.00
						22,769 49	**2,828.58**	0 00
125000170	300	ENSCO INTERNATIONAL INC	06/01/09	10/28/09	13,720 33	12,475 22	1,245.11	0.00
						12,475 22	**1,245.11**	0 00
125000180	1,000	GENERAL ELECTRIC CO	10/10/08	02/19/09	9,932.74	20,752 30	(10,819 56)	0 00
						20,752 30	**(10,819 56)**	0 00
125000190	500	IRELAND BANK SPONS ADR-EUR	07/16/08	03/04/09	415 34	15,797 50	(15,382.16)	0 00
						15,797 50	**(15,382 16)**	0 00

2009 YEAR END SUMMARY

FOOTNOTE TWO 1 of 2

Corrected Copy as of 03/11/10
Ref: 00011663 00124741

MorganStanley
SmithBarney

Reserved Client
Financial Management Account
2009 Year End Summary

THE ALTON FOUNDATION
Account Number 449-3T682-16 145

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000220	200	ISHARES MSCI BRAZIL INDEX FUND	11/26/08	03/02/09	$ 6,360.82	$ 7,282.56 **$ 7,282 56**	($ 921.74) **($ 921.74)**	$ 0.00 $ 0.00
125000230	300	ISHARES TRFTSE XINHAU HK CHINA 25 INDEX	11/26/08	02/25/09	7,513.61	8,094.34 **8,094 34**	(580.73) **(580.73)**	0 00 0 00
125000240	2,000	MANITOWOC CO INC	03/16/09	10/28/09	18,508 31	8,562.20 **8,562 20**	9,946.11 **9,946.11**	0.00 0.00
125000260	1,000	NASDAQ OMX GROUP INC	07/22/08	01/30/09	21,961.97	28,155 60 **28,155 60**	(6,193 63) **(6,193 63)**	0.00 0 00
125000270	500	OFFICE DEPOT INC NEW	05/29/08	03/04/09	414.48	6,570.20 **6,570 20**	(6,155 72) **(6,155.72)**	0.00 0.00
	1,000		07/23/08		828.97	7,488 70 **7,488 70**	(6,659.73) **(6,659 73)**	0 00 0.00
125000280	500	PROSHARES ULTRASHORT LEHMAN 20+ YEAR TREASURY	03/02/09	09/01/09	23,304.00	23,601 50 **23,601.50**	(297.50) **(297.50)**	0 00 0 00
	300		05/22/09		13,982.40	16,161 41 **16,161 41**	(2,179.01) **(2,179.01)**	0 00 0.00
	200		06/04/09		9,321 59	11,081.68 **11,081.68**	(1,760 09) **(1,760.09)**	0 00 0.00
125000290	300	PROSHARES ULTRASHORT FTSE/ XINHUA CHINA 25	03/02/09	03/12/09	10,151 92	14,298 02 **14,298.02**	(4,146.10) **(4,146 10)**	0 00 0 00
125000300	500	PROSHARES ULTRA OIL & GAS	02/03/09	08/05/09	14,563 94	13,712.44 **13,712.44**	851.50 **851 50**	0.00 0 00
	200		03/11/09		5,825 57	4,174.87 **4,174.87**	1,650.70 **1,650 70**	0 00 0 00
125000310	200	PROSHARES ULTRASHORT S&P500	03/02/09	03/10/09	20,277 20	21,177.56 **21,177 56**	(900 36) **(900 36)**	0.00 0.00
125000340	50,000	U S TREASURY NOTES SER C-2010 DTD 09/30/08 DUE 09/30/2010 RATE 2.000 YIELD 834MTY	10/06/08	05/26/09	50,777 30	50,714 85 **50,486 50**	62 45 **290.80**	0.00 290 80
125000350	50,000	U S TREASURY NOTES SER C-2010 DTD 09/30/08 DUE 09/30/2010 RATE 2.000 YIELD .738MTY	10/06/08	06/01/09	50,832.03	50,714.84 **50,480.50**	117 19 **351 53**	0 00 351 53
Total					**$ 432,155 43**	$ 469,810 09 **$ 469,347.40**	($ 37,654 66) **($ 37,191.97)**	$ 0 00 $ 642.33

2009 YEAR END SUMMARY

FOOTNOTE TWO 2 of 2

THE ALTON FOUNDATION

Account Number 449-3T682-16 145

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000030	500	ABB LTD SPONS ADR	05/19/06	01/20/09	$ 5,908 46	$ 6,518 59 **$ 6,518.59** X	($ 610 13) **($ 610 13)**	$ 0.00 $ 0 00
125000040	800	ABB LTD SPONS ADR	05/19/06	02/09/09	11,536 53	10,429.74 **10,429 74** X	1,106 79 **1,106 79**	0 00 0 00
125000050	1,200	AIR FRANCE-KLM ADR CGMI AND/OR ITS AFFILIATES	05/29/08	11/30/09	18,743 51	30,510 08 **30,510 08**	(11,766 57) **(11,766 57)**	0.00 0.00
125000070	700	ALLIED IRISH BKS SPON ADR	09/18/07	03/04/09	662 01	31,809 50 **31,809 50**	(31,147 49) **(31,147 49)**	0.00 0 00
125000080	700	BANK OF AMERICA CORP	06/19/07	02/03/09	3,722 92	35,526 50 **35,526 50**	(31,803 58) **(31,803.58)**	0 00 0 00
125000100	300	CABELA'S INC CLASS A	08/14/08	08/28/09	4,802 34	3,617 90 **3,617.90**	1,184 44 **1,184 44**	0 00 0 00
125000110	2,000	CABELA'S INC CLASS A	08/14/08	09/28/09	26,827 30	24,119 35 **24,119 35**	2,707 95 **2,707 95**	0 00 0 00
125000120	500	CAMERON INTERNATIONAL CORP	05/21/08	12/03/09	18,572 52	28,450 50 **28,450 50**	(9,877.98) **(9,877 98)**	0 00 0 00
125000130	700	CARNIVAL CORP (PAIRED STOCK)	11/12/07	03/02/09	12,584 94	31,421.70 **31,421 70**	(18,836 76) **(18,836 76)**	0 00 0 00
125000160	2,500	EMC CORP-MASS	12/21/06	03/02/09	25,775.60	34,642 50 **34,642 50**	(8,866.90) **(8,866 90)**	0 00 0 00
125000190	500	IRELAND BANK SPONS ADR-EUR	09/03/04	03/04/09	415 35	27,361 80 **27,361 80**	(26,946 45) **(26,946 45)**	0 00 0 00
125000200	200	IRON MTN INC (DEL)	06/04/08	06/10/09	5,594 17	6,125 90 **6,125 90**	(531 73) **(531 73)**	0 00 0.00
125000210	800	IRON MTN INC (DEL)	06/04/08	07/06/09	22,413 58	24,503 60 **24,503 60**	(2,090 02) **(2,090.02)**	0 00 0 00
125000240	1,000	MANITOWOC CO INC	07/23/08	10/28/09	9,254.16	28,567 20 **28,567 20**	(19,313 04) **(19,313 04)**	0 00 0 00
125000250	1,000	MUELLER INDS INC	01/24/07	05/22/09	21,232.05	31,792 00 **31,792 00**	(10,559 95) **(10,559 95)**	0 00 0.00

2009 YEAR END SUMMARY

FOOTNOTE THREE 1 of 2

THE ALTON FOUNDATION

Account Number 449-3T682-16 145

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000270	1,500	OFFICE DEPOT INC NEW	09/27/07	03/04/09	$ 1,243.45	$ 31,222.55 **$ 31,222 55**	($ 29,979.10) **($ 29,979.10)**	$ 0.00 $ 0 00
	300		12/05/07		248.69	5,016 97 **5,016 97**	(4,768.28) **(4,768 28)**	0.00 0.00
	200		01/31/08		165.79	3,026 56 **3,026 56**	(2,860 77) **(2,860 77)**	0.00 0.00
125000320	750	RAYONIER INC (REIT)	03/15/05	05/15/09	27,769.23	24,594 65 **24,594 65**	3,174 58 **3,174.58**	0.00 0.00
125000330	300	RESEARCH IN MOTION LTD-CAD CGMI AND/OR ITS AFFILIATES	11/20/07	11/04/09	17,484 24	34,495.00 **34,495 00** ✓	(17,010.76) **(17,010.76)**	0 00 0.00
125000360	500	VMWARE INC CL A COM	05/28/08	06/03/09	15,293.05	33,961.50 **33,961.50** ✓	(18,668.45) **(18,668 45)**	0.00 0.00
Total					**$ 250,249.89**	$ 487,714 09 **$ 487,714.09**	($ 237,464 20) **($ 237,464 20)**	$ 0 00 $ 0 00

Details of Accrued Income 2009

This section shows your accrued income paid or received as a result of purchases and sales

Reference number	Transaction Description	Trade Date	Interest Paid	Interest Received
120007700	U S TREASURY NOTES SER C-2010 DTD 09/30/08 DUE 09/30/2010 RATE 2 000	05/26/09		$ 155 74
120007800	U S TREASURY NOTES SER C-2010 DTD 09/30/08 DUE 09/30/2010 RATE 2.000	06/01/09		172.13
Total				**$ 327 87**

2009 YEAR END SUMMARY

FOOTNOTE THREE 2 OF 2

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 373.		
TOTAL	$ 373.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 1,959.	$ 1,959.		
TOTAL	$ 1,959.	$ 1,959.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR MANAGEMENT FEES	$ 44.	$ 44.		
CLASS ACTION CHARGES	45.	45.		
INV. MANAGEMENT FEES	6,137.	6,137.		
TOTAL	$ 6,226.	$ 6,226.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	$ 263.	$ 263.		
FRANCHISE TAX BOARD, CA	10.	10.		
OTHER TAXES	389.	389.		
PAYROLL TAXES - FEDERAL	3,331.	3,331.		
PAYROLL TAXES - STATE	795.	795.		
TOTAL	$ 4,788.	$ 4,788.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	KIRBY ALTON
CARE OF:	
STREET ADDRESS:	815 COUNTRY VALLEY ROAD
CITY, STATE, ZIP CODE:	WESTLAKE VILLAGE, CA 91362
TELEPHONE:	(805) 445-6484
FORM AND CONTENT:	WRITTEN INFORMATION AS APPROPRIATE TO DETERMINE CHARITABLE BENEFIT SERVED BY CHARITABLE ORGANIZATIONS TAX-EXEMPT UNDER IRC SECTION 501(C)(3) AND THAT QUALIFY UNDER IRC SECTION 509.
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ARTEMIS WILDLIFE FOUNDATION BOX 748 HELENA, MT 59624,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	$ 10,000.
AMERICAN RED CROSS 836 CALLE PLANO, P.O. BOX 608 CAMARILLO, CA 93011,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
CARE 151 ELLIS STREET, NE ATLANTA, GA 30303-2440,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	900.
DISABLED AMERICAN VETERANS P.O. BOX 14301 CINCINNATI, OH 45250-0301,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	120.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 31709-3498,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	700.
U. S. OLYMPIC COMMITTEE BOX 7010 ALBERT LEA, MN 56007,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
UNICEF 333 EAST 38TH STREET NEW YORK, NY 10016,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
VFW 406 WEST 34TH STREET KANSAS CITY, MO 64111,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	$ 100.
CHILDRENS HOPITAL LA FOUNDAT'N 4650 SUNSET BLVD., #29 LOS ANGELES, CA 90027,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
UN. OF ILLINOIS FOUNDATION BOX 3429 CHAMPAIGN, IL 60826,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	500.
MADISON VALLEY HOSP. FOUND'N P.O. BOX 993 ENNIS, MT 59729,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	25,000.
HOSPICE OF THE CONEJO 80 E. HILLCREST DRIVE, STE 204 THOUSAND OAKS, CA 91360,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	140.
ASSISTANCE LEAGUE CONEJO VALLE P.O. BOX 4732 THOUSAND OAKS, CA 91359,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	5,500.
EASTER SEALS P.O. BOX 2194 VENTURA, CA 93002-2194,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	120.
INTERFACE CHILDREN FAMILY SVCS 1350 DEL NORTE ROAD, #130 CAMARILLO, CA 93010-8366,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	400.
JEANETTE RANKIN FOUNDATION P.O. BOX 6653 ATHENS, GA 30604,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
MADISON VALLEY RANCHLANDS GRP P.O. BOX 330 ENNIS, MT 59729,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
THE NATURE CONSERVANCY OF MONTANA 32 SOUTH EWING HELENA, MT 59601,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	40,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNITED WAY OF VENTURA COUNTY 1317 DEL NORTE ROAD, SUITE 100 CAMARILLO, CA 93010,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	$ 2,000.
UNIVERSITY OF SOUTHERN CALIF LOS ANGELES, CA 90089-7799,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
VENTURA COUNTY RESCUE MISSION P.O. BOX 5545 OXNARD, CA 93030,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	790.
AIDS PROJECT LOS ANGELES 611 S. KINGSLEY DRIVE LOS ANGELES, CA 90005,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
AMERICAN CANCER SOCIETY 1710 WEBSTER STREET OAKLAND, CA 94612,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	300.
AMERICAN RED CROSS P.O. BOX 37243 WASHINGTON, DC 20013,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	900.
AMVETS 2905 N. MONTANA AVE., DMB 111 HELENA, MT 59601,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	30.
BIG BROTHERS BIG SISTERS-ENNIS P.O. BOX 57 ENNIS, MT 59729,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
C.A.S.A. 1305 DEL NORTE ROAD, #130 CAMARILLO, CA 93010-8366,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
CHILDRENS HOSPITAL OF L.A. 4650 SUNSET BLVD., #29 LOS ANGELES, CA 90027,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
KAPPA KAPPA GAMMA FOUNDATION P.O. BOX 38 COLUMBUS, OH 43216-0038,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	$ 100.
SPECIAL OLYMPICS BOX 2006 SANTA MONICA,CA90406,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	150.
THE WELLNESS COMMUNITY 530 HAMPSHIRE ROAD WESTLAKE VILLAGE, CA 91361,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	300.
UNIVERSITY OF GEORGIA FOUNDATN GEORGIA GENETICS FOUNDATION ATHENS, GA 30602-5582,	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	23,000.
US FUND FOR UNICEF P. O.BOX 97294 WASHINGTON, DC 20077,	NONE			500.
ALS GREATER LA CHAPTER P.O.BOX 565 AGOURA HILLS, CA 91376	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
ASSISTANCE LEAGUE P. O. BOX 4731 THOUSAND OAKS, CA 91359	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
CANOPY STUDIO P.O.BOX 7801 ATHENS, GA 30604	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
CHILDCARE NETWOR OF EVANSTON 1416 STREET EVANSTON, IL 60201	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
CHILDREN'S ONCOLOGY CAMP FDN. P.O.BOX 1450 MISSOULA, MT 59806	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
CONSUMER REPORTS FOUNDATION P.O.BOX 1945 MARION, OH 43306	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	25.
FOOD SHARE 4156 SOUTHBANK ROAD OXNARD, CA 93036	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	700.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
PARALYZED VETERANS 7 MILL BROOK ROAD WILTON, NH 03086	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	$ 100.
CANINE COMPANIONS FOR INDEPENDENCE BOX 4568 OCEANSIDE, CA 92052	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
COALITION TO SALUTE AMER. HEROES 100 BROADWAY OSSING, NY 10562	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	300.
MAKE A WISH FOUNDATION BOX 97104 WASHINGTON, DC 20090	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
SMILE TRAIN BOX 96231 WASHINGTON, DC 20090	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
ALTAMAHA RIVER KE P.O. BOX 242 DARIEN, GA 31305	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	500.
AMERICAN LEPROSY 1 ALM WAY GREENVILLE, SC 29601	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	75.
KCET BOX 469028 ESCONDIDO, CA 92046	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
ST JOHN'S EPISCOPALIAN 30382 VIA CON DIOS RANCHO SANTA MARG, CA 92688	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
USO WORLD HEADQUARTERS BOX 96860 WASHINGTON, DC 20077	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
CANCER SUPPORT SERVICES 23400 MICHIGAN AVENUE DEERBORN, MI 48124	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	25.
CENTRAL ASIA INSTITUTE BOX 7209 BOSEMANN, MT 59771	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
GLACIER NATIONAL PARK FUND BOX 2749 COLUMBIA FALLS, MT 59912	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	$ 1,000.
MAKE A WISH OF TRI COUNTIES BOX 97104 WASHINGTON, DC 20090	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
MONTANA POLICE PROT ASSOC 2017 HARRIS STREET BUTTE, MT 59701	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	25.
STAR FOUNDATION 1907 GLOUSTER BRUNSWICK, GA 31520	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
			TOTAL	$ 125,300.

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization THE ALTON FOUNDATION	**Employer identification number** 31-1816253
	Number, street, and room or suite number If a P O box, see instructions 815 COUNTRY VALLEY ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WESTLAKE VILLAGE, CA 91362	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► LEE & COCHRAN CPA'S, LLP

Telephone No ► 818.991.5430 FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above The extension is for the organization's return for.

► [X] calendar year 20 09 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$ 0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 128.
c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

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

5/11/10
e-filed XT