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

2009

Department of the Treasury
Internal Revenue Service

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

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

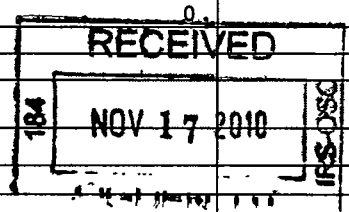
G Check all that apply: Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label Otherwise, print or type. See Specific Instructions	Name of foundation The Hankins Foundation		A Employer identification number 34-6565426
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (216) 861-7976
	c/o C J D'Ambrosia, CPA 1900 East 9th. Street	3200	C If exemption application is pending, check here <input type="checkbox"/>
	City or town	State ZIP code	D 1 Foreign organizations, check here <input type="checkbox"/>
	Cleveland OH 44114-3485		D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 4,497,878.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
		(Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	24,913.	24,913.		
4 Dividends and interest from securities	60,526.	60,526.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-16,858.			
b Gross sales price for all assets on line 6a	929,428.			
7 Capital gain net income (from Part IV, line 2)				
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	68,581.	85,439.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) L-16a Stmt	18,707.			18,707.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) L-16c Stmt	14,493.	14,493.		
17 Interest				
18 Taxes (attach schedule) See Line 18 Stmt	4,967.	252.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	4,393.	210.		4,183.
24 Total operating and administrative expenses. Add lines 13 through 23	42,560.	14,955.		22,890.
25 Contributions, gifts, grants paid	295,500.			295,500.
26 Total expenses and disbursements. Add lines 24 and 25	338,060.	14,955.		318,390.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-269,479.			
b Net investment income (if negative, enter 0-)		70,484.		
c Adjusted net income (if negative, enter 0-)				

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REVENUE AND ADMINISTRATIVE EXPENSES



12914

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		52,662.	39,979.	39,979.
	2	Savings and temporary cash investments		334,983.	270,275.	270,275.
	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 – US and state government obligations (attach schedule) L-10a Stmt		581,808.	382,249.	398,740.
	b	Investments – corporate stock (attach schedule)		3,276,257.	3,170,585.	3,645,230.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt			144,843.	143,654.
	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 Brokerage Account Adj)		11,700.			
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		4,257,410.	4,007,931.	4,497,878.	
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)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		4,257,410.	4,007,931.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see the instructions)		4,257,410.	4,007,931.		
31	Total liabilities and net assets/fund balances (see the instructions)		4,257,410.	4,007,931.		

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	4,257,410.
2	Enter amount from Part I, line 27a	2	-269,479.
3	Other increases not included in line 2 (itemize) Void prior year contribution	3	20,000.
4	Add lines 1, 2, and 3	4	4,007,931.
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	4,007,931.

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 Publicly Traded Securities			
b			
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 929,428.		946,286.	-16,858.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-16,858.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	$\left[\begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right]$	2	-16,858.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\left[\begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see the instructions)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{array} \right]$	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	334,366.	5,065,159.	0.066013
2007	337,030.	5,739,674.	0.058719
2006	316,779.	5,519,889.	0.057389
2005	311,661.	6,196,458.	0.050297
2004	341,079.	6,216,416.	0.054867
2 Total of line 1, column (d)			2 0.287285
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 0.057457
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 4,045,757.
5 Multiply line 4 by line 3			5 232,457.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 705.
7 Add lines 5 and 6			7 233,162.
8 Enter qualifying distributions from Part XII, line 4			8 318,390.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	705.
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	705.
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	705.
6	Credits/Payments		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	1,000.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	1,000.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	295.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 295. Refunded	11	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) OH - Ohio		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13		X
14 The books are in care of ▶ <u>Richard R. Hollington, Jr.</u> Telephone no ▶ <u>(216) 621-0200</u> Located at ▶ <u>1900 East 9th. St.</u> <u>Cleveland</u> <u>OH</u> ZIP + 4 ▶ <u>44114-3485</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year			▶ 15

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	
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?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 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)	2 b	X
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__		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

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

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

7b

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

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
Gordon Long 315 South Lake Drive, Apt. #2B Palm Beach FL 33480	Trustee 1.00	0.	0.	0.
Janet L. Harbour 11908 Thornbridge Road Oklahoma City OK 73120	Trustee 1.00	0.	0.	0.
Richard R. Hollington, Jr. 1900 E.9th Street, Suite 3200 Cleveland OH 44114	Trustee 1.00	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				
0				
0				
0				
0				

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

None

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

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

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

Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	3,694,050.
b	Average of monthly cash balances	1b	413,318.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,107,368.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,107,368.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	61,611.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,045,757.
6	Minimum investment return. Enter 5% of line 5	6	202,288.

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	202,288.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	705.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	705.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	201,583.
4	Recoveries of amounts treated as qualifying distributions	4	20,000.
5	Add lines 3 and 4	5	221,583.
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	221,583.

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	318,390.
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	318,390.
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	705.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	317,685.

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				221,583.
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 __				
3 Excess distributions carryover, if any, to 2009.				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	200.			
e From 2008	67,672.			
f Total of lines 3a through e	67,672.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 318,390.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				221,583.
e Remaining amount distributed out of corpus	96,807.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	164,679.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	164,679.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	200.			
d Excess from 2008	67,672.			
e Excess from 2009	96,807.			

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)

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

	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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

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				
Total				▶ 3a
b Approved for future payment				
Total				▶ 3b

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

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax	252.	252.		
Excise Tax	4,715.			
Total	<u>4,967.</u>	<u>252.</u>		

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

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Fees	133.			133.
Brokerage Fees	210.	210.		
Ohio Filing Fee	200.			200.
Foundation Business Trip	3,850.			3,850.
Total	<u>4,393.</u>	<u>210.</u>		<u>4,183.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Baker & Hostetler LLP	General Legal	18,707.			18,707.
Total		<u>18,707.</u>			<u>18,707.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Campbell, Newman & P	Investment Counsel	14,493.	14,493.		
Total		<u>14,493.</u>	<u>14,493.</u>		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
FHLB 4.875% due 11/18/11			123,074.	128,176.
115000 US Treas Note 4.5% due 4/30/12			114,713.	123,293.
145000 US Treas Note 4.5% due 05/15			144,462.	147,271.
Total			<u>382,249.</u>	<u>398,740.</u>

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Part II, Line 10b, Investments

<u>No. of Shares</u>	<u>Name of Securities</u>	<u>Date of Purchase</u>	<u>Book Value</u>	<u>Market Value</u>
1,000	Abbott Labs	12/28/2005	\$ 40,961	\$ 53,990
525	Apple	7/2/2008	91,281	110,634
1,820	Baker Hughes Inc	7/9/2007	160,040	73,674
985	Becton Dickinson & Co	12/3/2009	76,648	77,677
575	Blackrock Inc.	6/1/2007	88,632	133,515
1,400	Boeing	4/24/2007	131,927	75,782
400	BP PLC	12/28/2005	25,733	23,188
4,200	Cisco Systems Inc	4/19/2000	173,668	100,548
1,675	Colgate Palmolive	12/30/1991	19,484	137,601
2,300	ConnocoPhillips	12/28/2005	134,417	117,461
1,355	Covidien Plc	12/6/2007	55,126	64,891
3,995	CVS Caremark Corp	5/2/2007	145,502	128,679
500	Goldman Sachs	7/30/2008	91,568	84,420
750	Goodrich Corporation	8/28/2009	42,190	48,188
100	Google Inc CL A	10/23/2007	66,691	61,998
4,400	Hewlett Packard Co	5/9/1994	35,333	226,644
11,775	Intel Corp	12/9/1993	46,453	240,210
1,175	IBM	7/19/2007	136,693	153,808
1,600	McDermott International	4/23/2008	96,427	38,416
2,300	MetLife Incorporated	8/3/2009	82,068	81,305
4,350	Microsoft Corp	2/8/1993	11,799	132,588
2,775	Morgan Stanley	5/7/2009	77,546	82,140
2,125	Nike Inc B	4/24/2007	113,849	140,399
4,000	Oracle Corp	8/3/2009	89,364	98,120
1,485	Pepsico Inc.	2/15/1991	20,452	90,288
1,250	Proctor & Gamble	4/28/2006	73,064	75,788
900	Qualcom	8/2/2009	42,781	41,634
885	Research in Motion	8/14/2008	115,187	59,773
2,450	Schlumberger Ltd	5/2/2007	181,445	159,471
2,000	State Street Corp	8/28/2009	106,192	87,080
1,900	T Rowe Price	2/8/2008	95,715	101,175
2,090	Teva International	5/14/2007	84,585	117,416
3,600	Thermo Fisher Scientific	4/24/2007	180,004	171,684
2,250	United Technologies Corp	8/3/2009	124,360	156,173
1,350	V F Corporation	9/3/2008	113,401	98,874
Total Value			<u>\$ 3,170,585</u>	<u>\$ 3,645,230</u>

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
<u>GMAC LLC TLGP 2% 12/19/12</u>	<u>100,807.</u>	<u>100,613.</u>
<u>General Electric Cap Corp</u>	<u>21,888.</u>	<u>21,621.</u>
<u>Bellsouth Corp</u>	<u>22,148.</u>	<u>21,420.</u>
Total	<u>144,843.</u>	<u>143,654.</u>

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Part XV, Supplementary Information

Grants to Charitable and Educational Institutions

<u>Name of Organizations</u>	<u>Foundation Amount</u>	<u>Status</u>
Achievement Center of Cleveland 11001 Buckeye Road Cleveland, Ohio 44104	5,000	Public
American Red Cross 3747 Euclid Avenue Cleveland, Ohio 44115	10,000	Public
Arizona Arts Circle, Ltd. 15849 N. 71st Street, Suite 235 Scottsdale, Arizona 85254	5,000	Public
Arizona Cancer Center (Scottsdale Health Care Foundation) 10001 North 92nd Street Scottsdale, Arizona 85258	1,000	Public
Beech Brook 3737 Lander Road Chagrin Falls, Ohio 44124	10,000	Public
Benjamin Rose Institute 850 Euclid Avenue Cleveland, Ohio 44114	10,000	Public
Berea Arts Fest, Inc. 31 East Bridge St. Berea, Ohio 44017	1,000	Public
Big Brothers, Big Sisters 8 North State Street Painesville, Ohio 44077	5,000	Public
Camp Barnabus 901 Teas Trail Purdy, Missouri 65734	500	Public
Center for Families & Children 1468 West 9th Street Cleveland, Ohio 44113	2,000	Public
Central School of Practical Nursing 4600 Carnegie Avenue Cleveland, Ohio 44103	5,000	Public

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Part XV, Supplementary Information

Grants to Charitable and Educational Institutions

<u>Name of Organizations</u>	<u>Foundation Amount</u>	<u>Status</u>
Chagrin River Land Conservancy P O. Box 317 Novelty, Ohio 44072	2,000	Public
Children's' Miracle Network 205 West 700 South Salt Lake City, UT 84101	1,000	Public
Cleveland Baroque Orchestra 3091 Mayfield Road Cleveland Heights, Ohio 44118	2,000	Public
Cleveland Hearing & Speech 11206 Euclid Avenue Cleveland, Ohio 44106	3,000	Public
Cleveland Institute of Art 11141 East Boulevard Cleveland, Ohio 44106	3,000	Public
Cleveland Institute of Music 11021 East Boulevard Cleveland, Ohio 44106	3,000	Public
Cleveland Museum of Art 11150 East Boulevard Cleveland, Ohio 44106	5,000	Public
Cleveland Museum of Natural History 1 Wade Oval Drive Cleveland, Ohio 44106	5,000	Public
Cleveland Orchestra 11001 Euclid Avenue Cleveland, Ohio 44106	5,000	Public
Cleveland Playhouse 8500 Euclid Avenue Cleveland, Ohio 44106	20,000	Public
Cleveland Public Theatre 6415 Detroit Road Cleveland, Ohio 44102	3,000	Public
Cleveland Scholarship Program 850 Euclid Avenue Cleveland, Ohio 44114	5,000	Public

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Part XV, Supplementary Information

Grants to Charitable and Educational Institutions

<u>Name of Organizations</u>	<u>Foundation Amount</u>	<u>Status</u>
Cleveland Sight Center 1909 East 101 Street Cleveland, Ohio 44106	10,000	Public
Cleveland Zoological Society 3900 Wildlife Way Cleveland, Ohio 44109	5,000	Public
Connecticut College 270 Mohegan Avenue New London, Connecticut 06320	5,000	Public
Fieldstone Farm Therapeutic Riding Center 16497 Snyder Road Chagrin Falls, Ohio 44023	7,000	Public
Foundation Center Endowment 1422 Euclid Avenue Cleveland, Ohio 44115	1,000	Public
Free Clinic of Greater Cleveland 12201 Euclid Avenue Cleveland, Ohio 44106	5,000	Public
Great Lakes Science Center 601 Erieside Avenue Cleveland, Ohio 44114	2,000	Public
Hathaway Brown School 19600 North Park Boulevard Shaker Heights, Ohio 44122	20,000	Public
Hiram House 33775 Hiram Trail Chagrin Falls, Ohio 44022	5,000	Public
Holden Arboretum 9500 Sperry Road Kirtland, Ohio 44094	1,000	Public
Impact Oklahoma, Inc. P.O. Box 20149 Oklahoma City, Oklahoma 73156	2,000	Public
Junior Achievement 850 Euclid Avenue Cleveland, Ohio 44114	3,000	Public

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Part XV, Supplementary Information

Grants to Charitable and Educational Institutions

<u>Name of Organizations</u>	<u>Foundation Amount</u>	<u>Status</u>
McBride Foundation 1110 N Lee Avenue Oklahoma City, Oklahoma 73103	2,500	Public
Mental Health Services for Homeless Persons, Inc 1736 Superior Avenue Cleveland, Ohio 44114	5,000	Public
National Multiple Sclerosis Society 1422 Euclid Avenue Cleveland, Ohio 44115	2,000	Public
Neighborhood Centers 1761 East 30th Street Cleveland, Ohio 44114	5,000	Public
Ohio Foundation of Independent Colleges 21 East State Street Columbus, Ohio 43215	10,000	Public
Phelps School 583 Sugartown Road Malvern, Pennsylvania 19355	5,000	Public
Phoenix Art Museum Phoenix, Arizona	5,000	Public
Playhouse Square Foundation 1501 Euclid Avenue Cleveland, Ohio 44115	10,000	Public
Research to Prevent Blindness in Ohio 19929 Center Ridge Road Cleveland, Ohio 44116	2,000	Public
Salvation Army P O Box 6538 Cleveland, Ohio 44101	10,000	Public
Scottsdale Health Care Foundation 10001 North 92 Street Scottsdale, Arizona 85258	10,000	Public

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Part XV, Supplementary Information

Grants to Charitable and Educational Institutions

<u>Name of Organizations</u>	<u>Foundation Amount</u>	<u>Status</u>
United Cerebral Palsy 10011 Euclid Avenue Cleveland, Ohio 44106	2,000	Public
United Negro College Fund 25 West Prospect Cleveland, Ohio 44115	5,000	Public
United Way of Greater Cleveland 1331 Euclid Avenue Cleveland, Ohio 44115	10,000	Public
Virginia Piper Cancer Center 10460 North 92nd Street Scottsdale, Arizona 85260	500	Public
Vocational Guidance & Rehabilitation 2239 East 55th Street Cleveland, Ohio 44103	5,000	Public
Western Reserve Academy 115 Collete Street Hudson, Ohio 44236	10,000	Public
Willoughby Starzz Organization 4130 Grove Avenue Willoughby, Ohio 44094	2,000	Public
WomenSafe. Inc P O Box 656 Chardon, Ohio 44024	2,000	Public
YMCA of Cleveland Ohio 2200 Prospect Avenue Cleveland, Ohio 44115	5,000	Public
Young Audiences of Cleveland 13110 Shaker Square Cleveland, Ohio 44120	5,000	Public
YWCA of Cleveland Ohio 4019 Prospect Avenue Cleveland, Ohio 44103	5,000	Public
	<u>\$295,500</u>	