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

OMB No 1545-0052

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 changeUse the  
IRS label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.Ayres Foundation, Inc.  
545 W. 93rd St.  
Indianapolis, IN 46260

A Employer identification number

35-6018437

B Telephone number (see the instructions)

317-443-1868

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

\$ 3,165,357.

J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2 ☒ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

219.

219.

4 Dividends and interest from securities

148,341.

148,341.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

-74,604.

b Gross sales price for all assets on line 6a. 954,866.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

73,956.

148,560.

0.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St. 1

1,397.

1,397.

c Other prof fees (attach sch) See St. 2

10,348.

10,348.

17 Interest

18 Taxes (attach schedule)(see instr) See Stm 3

-1,332.

606.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 4

383.

383.

24 Total operating and administrative expenses. Add lines 13 through 23

10,796.

10,954.

1,780.

25 Contributions, gifts, grants paid Part XV

102,200.

102,200.

26 Total expenses and disbursements. Add lines 24 and 25

112,996.

10,954.

0.

103,980.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-39,040.

b Net investment income (if negative, enter -0-)

137,606.

c Adjusted net income (if negative, enter -0-)

0.

SCANNED JUL 23 2010

ADMINISTRATIVE EXPENSES

19

| Part II Balance Sheets      |   | Beginning of year<br>(a) Book Value | End of year    |                       |
|-----------------------------|---|-------------------------------------|----------------|-----------------------|
|                             |   |                                     | (b) Book Value | (c) Fair Market Value |
| ASSETS                      | 1 Cash – non-interest-bearing   |                                     |                |                       |
|                             | 2 Savings and temporary cash investments  | 105,474.                            | 461,396.       | 464,016.              |
|                             | 3 Accounts receivable <span style="float:right">1,550.</span>   |                                     |                |                       |
|                             | Less allowance for doubtful accounts  |                                     | 1,550.         | 1,550.                |
|                             | 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)   | 5,316.                              |                |                       |
|                             | b Investments – corporate stock (attach schedule) Statement 5   | 1,125,712.                          | 997,398.       | 802,511.              |
|                             | c Investments – corporate bonds (attach schedule) Statement 6   | 1,457,386.                          | 1,473,175.     | 1,167,423.            |
|                             | 11 Investments – land, buildings, and equipment: basis  |                                     |                |                       |
| LIABILITIES                 | Less: accumulated depreciation (attach schedule)  |                                     |                |                       |
|                             | 12 Investments – mortgage loans   |                                     |                |                       |
|                             | 13 Investments – other (attach schedule) Statement 7  | 920,598.                            | 641,927.       | 729,857.              |
|                             | 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)                                  | 3,614,486.                          | 3,575,446.     | 3,165,357.            |
|                             | 17 Accounts payable and accrued expenses  |                                     |                |                       |
|                             | 18 Grants payable   |                                     |                |                       |
|                             | 19 Deferred revenue   |                                     |                |                       |
| NET ASSETS OR FUND BALANCES | 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.             |                       |
|                             | 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   | 3,614,486.                          | 3,575,446.     |                       |
|                             | 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)   | 3,614,486.                          | 3,575,446.     |                       |
|                             | 31 Total liabilities and net assets/fund balances (see the instructions)  | 3,614,486.                          | 3,575,446.     |                       |

## 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 | 3,614,486. |
| 2 Enter amount from Part I, line 27a   | 2 | -39,040.   |
| 3 Other increases not included in line 2 (itemize)   | 3 |            |
| 4 Add lines 1, 2, and 3  | 4 | 3,575,446. |
| 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 | 3,575,446. |

**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<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|--|--|--|---|-------------------------------------|
| 1 a See Statement 8  |  |  |   |                                     |
| b  |  |  |   |                                     |
| c  |  |  |   |                                     |
| d  |  |  |   |                                     |
| e  |  |  |   |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a                     |  |   |  |
| 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)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value<br>as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |   |
| a   |                                      |   |   |
| b   |                                      |   |   |
| c   |                                      |   |   |
| d   |                                      |   |   |
| e   |                                      |   |   |

|   |   |          |
|---|---|----------|
| 2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 ]</span>  | 2 | -74,604. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br><span style="float: right;">[ If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-<br/>in Part I, line 8 ]</span> | 3 | 18,011.  |

**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<br>Calendar year (or tax year<br>beginning in) | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(column (b) divided by column (c)) |
|--|---------------------------------------|--|--|
| 2008   | 171,251.                              | 3,154,791.                                   | 0.054283   |
| 2007   | 182,952.                              | 3,746,179.                                   | 0.048837   |
| 2006   | 169,891.                              | 3,582,585.                                   | 0.047421   |
| 2005   | 163,707.                              | 3,544,016.                                   | 0.046193   |
| 2004   | 194,422.                              | 3,556,078.                                   | 0.054673   |

|  |   |            |
|--|---|------------|
| 2 Total of line 1, column (d)  | 2 | 0.251407   |
| 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 | 0.050281   |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5   | 4 | 2,712,423. |
| 5 Multiply line 4 by line 3  | 5 | 136,383.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 1,376.     |
| 7 Add lines 5 and 6  | 7 | 137,759.   |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 103,980.   |

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.<br>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 type="checkbox"/> and enter 1% of Part I, line 27b   |    | 1      | 2,752. |
| 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      | 2,752. |
| 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      | 2,752. |
| 6 Credits/Payments.   |    |        |        |
| a 2009 estimated tax pmts and 2008 overpayment credited to 2009   | 6a | 1,680. |        |
| 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  | 1,680. |        |
| 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  | 1,072. |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  | 10 |        |        |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>   | 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)?<br><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.<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.  |     |     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.   |     |     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><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?  |     | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><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<br>• By language in the governing instrument, or<br>• 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)<br>IN  |     |     |
| 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? <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   |

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**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?<br>Website address _____  | 13 | X |     |
| 14 | The books are in care of <u>John E.D. Peacock, Jr.</u> Telephone no <u>317-443-1868</u><br>Located at <u>545 W. 93rd St. Indianapolis IN</u> ZIP + 4 <u>46260</u>   |    |   |     |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here <u>N/A</u><br>and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> |    |   | 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  |
|---|-----|-----|
| <b>1a</b> 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>b</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"/>   | 1b  | N/A |
| <b>c</b> 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   |
| <b>2</b> 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))  |     |     |
| <b>a</b> 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<br>If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>  |     |     |
| <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>  |     |     |
| <b>3a</b> 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>b</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 |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   | 4a  | X   |
| <b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?  | 4b  | X   |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b N/A

6b X

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 |
|----------------------|--|---|---|---------------------------------------|
| See Statement 9      |  | 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 |
|--------------|----------|
| <b>1</b> N/A |          |
| <b>2</b>     |          |
| <b>3</b>     |          |
| <b>4</b>     |          |

**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 |
|---|--------|
| <b>1</b> N/A  |        |
| <b>2</b>  |        |
| All other program-related investments. See instructions.  |        |
| <b>3</b>  |        |
| <b>Total.</b> Add lines 1 through 3   | 0.     |

BAA

Form 990-PF (2009)



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

|  |           |            |
|--|-----------|------------|
| <b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |            |
| <b>a</b> Average monthly fair market value of securities   | <b>1a</b> |            |
| <b>b</b> Average of monthly cash balances  | <b>1b</b> | 482,507.   |
| <b>c</b> Fair market value of all other assets (see instructions)  | <b>1c</b> | 2,271,222. |
| <b>d</b> Total (add lines 1a, b, and c)  | <b>1d</b> | 2,753,729. |
| <b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.         |
| <b>2</b> Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | 0.         |
| <b>3</b> Subtract line 2 from line 1d  | <b>3</b>  | 2,753,729. |
| <b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 41,306.    |
| <b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | <b>5</b>  | 2,712,423. |
| <b>6</b> Minimum investment return. Enter 5% of line 5   | <b>6</b>  | 135,621.   |

**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.)

|   |           |          |
|---|-----------|----------|
| <b>1</b> Minimum investment return from Part X, line 6  | <b>1</b>  | 135,621. |
| <b>2a</b> Tax on investment income for 2009 from Part VI, line 5  | <b>2a</b> | 2,752.   |
| <b>b</b> Income tax for 2009 (This does not include the tax from Part VI)                                   | <b>2b</b> |          |
| <b>c</b> Add lines 2a and 2b  | <b>2c</b> | 2,752.   |
| <b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 132,869. |
| <b>4</b> Recoveries of amounts treated as qualifying distributions  | <b>4</b>  |          |
| <b>5</b> Add lines 3 and 4  | <b>5</b>  | 132,869. |
| <b>6</b> Deduction from distributable amount (see instructions)   | <b>6</b>  |          |
| <b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 132,869. |

**Part XII Qualifying Distributions** (see instructions)

|   |           |          |
|---|-----------|----------|
| <b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:   |           |          |
| <b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26  | <b>1a</b> | 103,980. |
| <b>b</b> Program-related investments — total from Part IX-B   | <b>1b</b> |          |
| <b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | <b>2</b>  |          |
| <b>3</b> Amounts set aside for specific charitable projects that satisfy the:   |           |          |
| <b>a</b> Suitability test (prior IRS approval required)   | <b>3a</b> |          |
| <b>b</b> Cash distribution test (attach the required schedule)  | <b>3b</b> |          |
| <b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | <b>4</b>  | 103,980. |
| <b>5</b> 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) | <b>5</b>  |          |
| <b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4   | <b>6</b>  | 103,980. |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7   |               |                            |             | 132,869.    |
| <b>2</b> Undistributed income, if any, as of the end of 2009:   |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only   |               |                            | 0.          |             |
| <b>b</b> Total for prior years: 20__, 20__, 20__  |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009:   |               |                            |             |             |
| <b>a</b> From 2004  |               |                            |             |             |
| <b>b</b> From 2005  |               |                            |             |             |
| <b>c</b> From 2006  |               |                            |             |             |
| <b>d</b> From 2007  |               |                            |             |             |
| <b>e</b> From 2008  | 16,583.       |                            |             |             |
| <b>f</b> Total of lines 3a through e  | 16,583.       |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 103,980.  |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a   |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required — see instructions)  |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required — see instructions)  | 0.            |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount   |               |                            |             | 103,980.    |
| <b>e</b> Remaining amount distributed out of corpus   | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))   | 16,583.       |                            |             | 16,583.     |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5  | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions   |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions  |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010  |               |                            |             | 12,306.     |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)  | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a  | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9:   |               |                            |             |             |
| <b>a</b> Excess from 2005   |               |                            |             |             |
| <b>b</b> Excess from 2006   |               |                            |             |             |
| <b>c</b> Excess from 2007   |               |                            |             |             |
| <b>d</b> Excess from 2008   |               |                            |             |             |
| <b>e</b> Excess from 2009   |               |                            |             |             |



**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---|--|--------------------------------------|-------------------------------------|----------|
| <i>a</i> Paid during the year<br>See Statement 11 |  |                                      |                                     |          |
| <b>Total</b>                                      |  |                                      | <b>▶ 3a</b>                         | 102,200. |
| <i>b</i> Approved for future payment              |  |                                      |                                     |          |
| <b>Total</b>                                      |  |                                      | <b>▶ 3b</b>                         |          |

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. |  | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(see the instructions) |
|---|--|---------------------------|---------------|--------------------------------------|---------------|---|
|   |  | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |   |
| 1   | Program service revenue:                                 |                           |               |                                      |               |   |
| a   |  |                           |               |                                      |               |   |
| b   |  |                           |               |                                      |               |   |
| c   |  |                           |               |                                      |               |   |
| d   |  |                           |               |                                      |               |   |
| e   |  |                           |               |                                      |               |   |
| f   |  |                           |               |                                      |               |   |
| g   | Fees and contracts from government agencies              |                           |               |                                      |               |   |
| 2   | Membership dues and assessments                          |                           |               |                                      |               |   |
| 3   | Interest on savings and temporary cash investments       |                           |               | 14                                   | 219.          |   |
| 4   | Dividends and interest from securities                   |                           |               | 14                                   | 148,341.      |   |
| 5   | Net rental income or (loss) from real estate             |                           |               |                                      |               |   |
| a   | Debt-financed property                                   |                           |               |                                      |               |   |
| b   | Not debt-financed property                               |                           |               |                                      |               |   |
| 6   | Net rental income or (loss) from personal property       |                           |               |                                      |               |   |
| 7   | Other investment income                                  |                           |               |                                      |               |   |
| 8   | Gain or (loss) from sales of assets other than inventory |                           |               |                                      |               | -74,604.  |
| 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)                  |                           |               |                                      | 148,560.      | -74,604.  |
| 13  | <b>Total.</b> Add line 12, columns (b), (d), and (e)     |                           |               |                                      | 13            | 73,956.   |

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

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

[illegible]



2009

## Federal Statements

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**Statement 1**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

|                              | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Tax preparation & accounting | \$ 1,397.                    |                                 |                               | \$ 1,397.                     |
| Total                        | \$ 1,397.                    | \$ 0.                           | \$ 0.                         | \$ 1,397.                     |

**Statement 2**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

|                            | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|----------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Investment management fees | \$ 10,348.                   | \$ 10,348.                      |                               |                               |
| Total                      | \$ 10,348.                   | \$ 10,348.                      | \$ 0.                         | \$ 0.                         |

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

|                          | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Excise taxes             | \$ -1,938.                   |                                 |                               |                               |
| Foreign investment taxes | 606.                         | \$ 606.                         |                               |                               |
| Total                    | \$ -1,332.                   | \$ 606.                         | \$ 0.                         | \$ 0.                         |

**Statement 4**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

|                     | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|---------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Directors insurance | \$ 308.                      |                                 |                               | \$ 308.                       |
| Office expenses     | 75.                          |                                 |                               | 75.                           |
| Total               | \$ 383.                      | \$ 0.                           | \$ 0.                         | \$ 383.                       |

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**Statement 5**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

| <u>Corporate Stocks</u>         | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|---------------------------------|-------------------------|-------------------|--------------------------|
| 2000 sh General Electric        | Cost                    | \$ 68,352.        | \$ 30,260.               |
| 1600 sh Johnson & Johnson       | Cost                    | 66,436.           | 77,292.                  |
| 1500 sh, Pepsico Inc            | Cost                    | 62,489.           | 72,960.                  |
| 1500 sh Procter Gamble          | Cost                    | 69,438.           | 72,756.                  |
| 600 sh Kimberly Clark           | Cost                    | 52,674.           | 50,968.                  |
| 500 sh United Tech Corp         | Cost                    | 49,070.           | 48,587.                  |
| 800 sh Ace Ltd                  | Cost                    | 46,064.           | 40,320.                  |
| 700 sh BP PLC                   | Cost                    | 47,155.           | 40,579.                  |
| 1000 sh Bristol Myers Squibb    | Cost                    | 48,241.           | 50,500.                  |
| 1000 sh Honeywell               | Cost                    | 97,391.           | 66,640.                  |
| 700 sh Lloyds TSB Group         | Cost                    | 30,679.           | 2,345.                   |
| 1000 sh Merrill Lynch           | Cost                    | 74,443.           | 12,936.                  |
| 1000 sh Seaspn Corp             | Cost                    | 31,794.           | 9,220.                   |
| 500 sh Thermo Fisher Scientific | Cost                    | 29,186.           | 23,845.                  |
| 700 sh Qualcomm Inc             | Cost                    | 29,007.           | 32,382.                  |
| 900 sh Verizon Comm             | Cost                    | 32,814.           | 29,817.                  |
| 1000 sh Vodafone Group          | Cost                    | 33,800.           | 23,090.                  |
| 800 sh America Movil SAB        | Cost                    | 50,608.           | 37,584.                  |
| Emerson Electric Co             | Cost                    | 20,904.           | 25,560.                  |
| Pinnacle West Cap Corp          | Cost                    | 56,853.           | 54,870.                  |
| Total                           |                         | \$ 997,398.       | \$ 802,511.              |

**Statement 6**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

| <u>Corporate Bonds</u>        | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|-------------------------------|-------------------------|-------------------|--------------------------|
| General Mtrs Accpt            | Cost                    | \$ 80,000.        | \$ 54,234.               |
| Duke Realty Corp              | Cost                    | 75,000.           | 57,600.                  |
| Lehman Bros Cap Trust         | Cost                    | 50,000.           | 500.                     |
| Sears Roebuck                 | Cost                    | 55,000.           | 52,800.                  |
| Ford Motor Co                 | Cost                    | 75,000.           | 69,177.                  |
| Equity Residential Properties | Cost                    | 44,886.           | 45,400.                  |
| Citigroup Capital             | Cost                    | 50,000.           | 35,700.                  |
| Prudential PLC                | Cost                    | 50,000.           | 48,040.                  |
| General Motors Acceptance     | Cost                    | 100,000.          | 71,766.                  |
| Royal Bank of Scot            | Cost                    | 100,000.          | 43,520.                  |
| Bank of America               | Cost                    | 25,000.           | 19,040.                  |
| Duke Realty Corp              | Cost                    | 50,000.           | 37,900.                  |
| General Elec Cap Corp bond    | Cost                    | 50,000.           | 50,152.                  |
| AEGON NV bond                 | Cost                    | 37,500.           | 28,320.                  |
| Royal Bank of Scotland        | Cost                    | 100,000.          | 41,388.                  |
| MS Cap TRVII                  | Cost                    | 50,000.           | 43,880.                  |
| Protective Life Secd Tr       | Cost                    | 50,000.           | 49,607.                  |
| Keycorp Capital X             | Cost                    | 100,000.          | 88,824.                  |
| Bank of America               | Cost                    | 50,000.           | 49,080.                  |
| HSBC Finance Corp             | Cost                    | 50,000.           | 48,394.                  |
| Donnelley & Sons              | Cost                    | 49,359.           | 48,411.                  |
| Southwest Airlines Co         | Cost                    | 50,171.           | 49,416.                  |
| Prudential Financial Inc      | Cost                    | 51,817.           | 51,586.                  |
| Protective Life Corp          | Cost                    | 79,442.           | 82,688.                  |
| Total                         |                         | \$ 1,473,175.     | \$ 1,167,423.            |



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**Statement 7**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

|  | Valuation<br>Method | Book<br>Value      | Fair Market<br>Value |
|--|---------------------|--------------------|----------------------|
| <u>Other Investments</u>               |                     |                    |                      |
| Kinder Morgan Energy LP                | Cost                | \$ 33,224.         | \$ 54,882.           |
| Enterprise Prdts Ptnr LP               | Cost                | 31,087.            | 47,115.              |
| Energy Transfer Ptnrs LP               | Cost                | 47,464.            | 49,467.              |
| Plains All Amern Pipl                  | Cost                | 49,485.            | 52,850.              |
| Total Other Investments                |                     | <u>\$ 161,260.</u> | <u>\$ 204,314.</u>   |
| <u>Other Securities</u>                |                     |                    |                      |
| 10435 sh Blackrock Global Alloc'n Fund | Cost                | 194,492.           | 231,344.             |
| AIM Intl Growth Fund                   | Cost                | 103,300.           | 114,104.             |
| American Euro Pacific                  | Cost                | 182,875.           | 180,095.             |
| Total Other Securities                 |                     | <u>\$ 480,667.</u> | <u>\$ 525,543.</u>   |
| Total                                  |                     | <u>\$ 641,927.</u> | <u>\$ 729,857.</u>   |

**Statement 8**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

| Item | (a) Description                 | (b) How<br>Acquired | (c) Date<br>Acquired | (d) Date<br>Sold |
|------|---------------------------------|---------------------|----------------------|------------------|
| 1    | 50000 CD RBS Citizen's Bank     | Purchased           | 1/26/2009            | 11/04/2009       |
| 2    | 50000 CD Bank of America        | Purchased           | 1/26/2009            | 11/04/2009       |
| 3    | 3800 HSBC USA                   | Purchased           | 11/04/2009           | 12/16/2009       |
| 4    | 717 Lloyds Banking Group        | Purchased           | 7/01/2009            | 7/01/2009        |
| 5    | 717 Lloyds Banking Group        | Purchased           | 12/18/2009           | 12/18/2009       |
| 6    | 2685 ING International Value    | Purchased           | Various              | 11/04/2009       |
| 7    | 50000 Principal Life Inc        | Purchased           | 9/03/2004            | 3/16/2009        |
| 8    | 5000 Fed Natl Mtg Assn          | Purchased           | 8/10/2001            | 9/15/2009        |
| 9    | 50000 CD National City Bank     | Purchased           | 9/03/2009            | 3/24/2009        |
| 10   | 95000 CD Doral Bank             | Purchased           | 4/20/2005            | 4/27/2009        |
| 11   | 1000 DTE Energy                 | Purchased           | 10/26/2004           | 12/17/2009       |
| 12   | 159 Gabelli Equity Trust        | Purchased           | 10/02/2003           | 3/26/2009        |
| 13   | 141 Gabelli Equity Trust        | Purchased           | 10/02/2003           | 11/04/2009       |
| 14   | 184 ING International Value     | Purchased           | 11/20/2002           | 11/04/2009       |
| 15   | 1000 Duke Energy Corp           | Purchased           | 1/25/2007            | 12/17/2009       |
| 16   | 2500 Duke Energy Corp           | Purchased           | 4/20/2007            | 12/17/2009       |
| 17   | 800 Du Pont E I De Nemours      | Purchased           | 6/11/2007            | 6/09/2009        |
| 18   | 2000 Getty Realty Crp           | Purchased           | 10/03/2003           | 6/09/2009        |
| 19   | 1000 DTE Energy                 | Purchased           | 5/25/2004            | 11/04/2009       |
| 20   | 1000 Royce Value Trust          | Purchased           | 10/06/2003           | 11/04/2009       |
| 21   | 13300 ING International Value   | Purchased           | Various              | 11/04/2009       |
| 22   | 50000 HSBC Finance Corp         | Purchased           | 3/31/2008            | 11/04/2009       |
| 23   | 90000 NM Ford Motor CDT         | Purchased           | 5/16/2003            | 11/20/2009       |
| 24   | 1 Bank of America, cash in lieu | Purchased           | Various              | 1/02/2009        |
| 25   | 1 Tyco class action suit        | Purchased           | Various              | 2/15/2009        |
| 26   | 1 Lloyds Bank, cash in lieu     | Purchased           | Various              | 5/20/2009        |
| 27   | 1 Class action settlement fund  | Purchased           | Various              | 6/15/2009        |

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**Statement 8 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

| Item  | (e)<br>Gross<br>Sales | (f)<br>Deprec.<br>Allowed | (g)<br>Cost<br>Basis | (h)<br>Gain<br>(Loss) | (i)<br>FMV<br>12/31/69 | (j)<br>Adj. Bas.<br>12/31/69 | (k)<br>Excess<br>(i) - (j) | (l)<br>Gain<br>(Loss) |
|-------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 1     | 50,000.               |                           | 50,000.              | 0.                    |                        |                              |                            | \$ 0.                 |
| 2     | 50,000.               |                           | 50,000.              | 0.                    |                        |                              |                            | 0.                    |
| 3     | 86,945.               |                           | 74,454.              | 12,491.               |                        |                              |                            | 12,491.               |
| 4     | 622.                  |                           | 622.                 | 0.                    |                        |                              |                            | 0.                    |
| 5     | 1,039.                |                           | 1,039.               | 0.                    |                        |                              |                            | 0.                    |
| 6     | 30,931.               |                           | 25,411.              | 5,520.                |                        |                              |                            | 5,520.                |
| 7     | 50,000.               |                           | 50,000.              | 0.                    |                        |                              |                            | 0.                    |
| 8     | 5,000.                |                           | 5,316.               | -316.                 |                        |                              |                            | -316.                 |
| 9     | 50,000.               |                           | 50,000.              | 0.                    |                        |                              |                            | 0.                    |
| 10    | 95,000.               |                           | 95,000.              | 0.                    |                        |                              |                            | 0.                    |
| 11    | 42,415.               |                           | 42,407.              | 8.                    |                        |                              |                            | 8.                    |
| 12    | 3,975.                |                           | 3,975.               | 0.                    |                        |                              |                            | 0.                    |
| 13    | 20,239.               |                           | 21,025.              | -786.                 |                        |                              |                            | -786.                 |
| 14    | 2,120.                |                           | 1,879.               | 241.                  |                        |                              |                            | 241.                  |
| 15    | 17,304.               |                           | 18,880.              | -1,576.               |                        |                              |                            | -1,576.               |
| 16    | 43,260.               |                           | 52,325.              | -9,065.               |                        |                              |                            | -9,065.               |
| 17    | 21,296.               |                           | 40,664.              | -19,368.              |                        |                              |                            | -19,368.              |
| 18    | 38,646.               |                           | 49,885.              | -11,239.              |                        |                              |                            | -11,239.              |
| 19    | 24,754.               |                           | 25,000.              | -246.                 |                        |                              |                            | -246.                 |
| 20    | 23,987.               |                           | 25,000.              | -1,013.               |                        |                              |                            | -1,013.               |
| 21    | 153,218.              |                           | 206,588.             | -53,370.              |                        |                              |                            | -53,370.              |
| 22    | 52,412.               |                           | 50,000.              | 2,412.                |                        |                              |                            | 2,412.                |
| 23    | 90,000.               |                           | 90,000.              | 0.                    |                        |                              |                            | 0.                    |
| 24    | 7.                    |                           | 0.                   | 7.                    |                        |                              |                            | 7.                    |
| 25    | 302.                  |                           | 0.                   | 302.                  |                        |                              |                            | 302.                  |
| 26    | 3.                    |                           | 0.                   | 3.                    |                        |                              |                            | 3.                    |
| 27    | 1,391.                |                           | 0.                   | 1,391.                |                        |                              |                            | 1,391.                |
| Total |                       |                           |                      |                       |                        |                              |                            | \$ -74,604.           |

**Statement 9**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| Name and Address  | Title and<br>Average Hours<br>Per Week Devoted | Compen-<br>sation | Contri-<br>bution to<br>EBP & DC | Expense<br>Account/<br>Other |
|---|--|-------------------|----------------------------------|------------------------------|
| John E. D. Peacock<br>9099 Pickwick Drive<br>Indianapolis, IN 46260       | Treasurer<br>10.00                             | \$ 0.             | \$ 0.                            | \$ 0.                        |
| John E. D. Peacock, Jr.<br>545 West 93rd Street<br>Indianapolis, IN 46260 | President<br>5.00                              | 0.                | 0.                               | 0.                           |
| David S. Evans<br>6463 N. Illinois St.<br>Indianapolis, IN 46260          | Asst Sec./Treas<br>1.00                        | 0.                | 0.                               | 0.                           |

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Ayres Foundation, Inc.

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**Statement 9 (continued)**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| <u>Name and Address</u>  | <u>Title and<br/>Average Hours<br/>Per Week Devoted</u> | <u>Compen-<br/>sation</u> | <u>Contri-<br/>bution to<br/>EBP &amp; DC</u> | <u>Expense<br/>Account/<br/>Other</u> |
|--|---|---------------------------|---|---------------------------------------|
| Bert M. Wilhoite<br>7248 Haverhill Court<br>Indianapolis, IN 46250 | Secretary<br>1.00                                       | \$ 0.                     | \$ 0.   | \$ 0.                                 |
| Nancy Ayres<br>8999 Pickwick Drive<br>Indianapolis, IN 42260       | Vice President<br>1.00                                  | 0.                        | 0.  | 0.                                    |
| Alma Lathrop<br>1250 S. 950 East<br>Zionsville, IN 46077           | Director<br>1.00  | 0.                        | 0.  | 0.                                    |
| Total  |   | \$ 0.                     | \$ 0.   | \$ 0.                                 |

**Statement 10**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program: John E.D. Peacock

Name: John E.D. Peacock

Care Of: John E.D. Peacock

Street Address: 545 W. 93rd St.

City, State, Zip Code: Indianapolis, IN 46260

Telephone: 317-443-1868

Form and Content: 1. Name/address/telephone#. 2. Exempt foundation status.  
3. Nature of request. 4. Financial data.

Submission Deadlines: None

Restrictions on Awards: Restrictions and limitations which would jeopardize the exempt foundation status.

**Statement 11**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| <u>Name and Address</u>   | <u>Donee<br/>Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u> | <u>Amount</u> |
|---|-------------------------------|------------------------------------|-----------------------------|---------------|
| Assistance League of Indpls<br>1475 W. 86th St.<br>Indianapolis, IN 46240 | N/A                           | Public                             | Operating Fund              | \$ 4,000.     |
| Bosma Industries<br>8020 Zionsville Road<br>Indianapolis, IN 46268        | N/A                           | Public                             | Operating Fund              | 2,000.        |

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**Statement 11 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| <u>Name and Address</u>  | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u> | <u>Amount</u> |
|--|---------------------------|------------------------------------|-----------------------------|---------------|
| Eiteljorg Museum<br>500 W. Washington St.<br>Indianapolis, IN 46204                | N/A                       | Public                             | Operating Fund              | \$ 5,000.     |
| Gleaners Food Bank<br>1102 E. 16th St.<br>Indianapolis, IN 46202                   | N/A                       | Public                             | Operating Fund              | 10,600.       |
| Meridian St. United<br>Methodist<br>5500 N. Meridian St.<br>Indianapolis, IN 46208 | N/A                       | Public                             | Operating Fund              | 3,200.        |
| Second Helpings<br>1121 Southeastern Ave.<br>Indianapolis, IN 46202                | N/A                       | Public                             | Operating Fund              | 7,700.        |
| Garrett Theological<br>Seminary<br>2121 Sheridan Road<br>Evanston, IL 60201        | N/A                       | Public                             | Operating Fund              | 200.          |
| Day Nursery Association<br>615 N. Alabama St., Ste 430<br>Indianapolis, IN 46204   | N/A                       | Public                             | Operating Fund              | 2,500.        |
| Gennsaret Free Clinic<br>3171 N. Meridian St.<br>Indianapolis, IN 46208            | N/A                       | Public                             | Operating Fund              | 600.          |
| Noble of Indiana<br>2406 N. Tibbs Ave.<br>Indianapolis, IN 46222                   | N/A                       | Public                             | Operating Fund              | 5,000.        |
| Special Olympics IN<br>5648 W. 74th St.<br>Indianapolis, IN 46278                  | N/A                       | Public                             | Operating Fund              | 5,000.        |
| Damar Services<br>6324 Kentucky Ave<br>Indianapolis, IN 46221                      | N/A                       | Public                             | Operating Fund              | 2,000.        |
| Hillsdale College<br>33 E. College St<br>Hillsdale, MI 49242                       | N/A                       | Public                             | Operating Fund              | 200.          |
| Shepherd Community<br>1625 E. Washington St<br>Indianapolis, IN 46201              | N/A                       | Public                             | Operating Fund              | 2,000.        |

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**Statement 11 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| <u>Name and Address</u>  | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u> | <u>Amount</u> |
|--|---------------------------|------------------------------------|-----------------------------|---------------|
| Visiting Nurse Service<br>4701 N. Keystone Ave<br>Indianapolis, IN 46205               | N/A                       | Public                             | Operating Fund              | \$ 1,000.     |
| Indianapolis Senior Center<br>708 E. Michigan St.<br>Indianapolis, IN 46202            | N/A                       | Public                             | Operating Fund              | 5,000.        |
| Starfish Initiative<br>740 E. 52nd St.<br>Indianapolis, IN 46205                       | N/A                       | Public                             | Operating Fund              | 3,000.        |
| Sullivan Muncie Cultural<br>Center<br>225 W. Hawthorne St.<br>Zionsville, IN 46077     | N/A                       | Public                             | Operating Fund              | 8,500.        |
| Coburn Place<br>604 E. 38th St.<br>Indianapolis, IN 46205                              | N/A                       | Public                             | Operating Fund              | 2,000.        |
| College Mentors for Kids<br>1060 N. College Ave., Ste<br>C43<br>Indianapolis, IN 46204 | N/A                       | Public                             | Operating Fund              | 1,000.        |
| Indianapolis Zoo<br>1200 W. Washington St.<br>Indianapolis, IN 46222                   | N/A                       | Public                             | Operating Fund              | 1,500.        |
| Joy's House<br>2028 E. 62nd St.<br>Indianapolis, IN 46220                              | N/A                       | Public                             | Operating Fund              | 7,500.        |
| Wheeler Mission<br>205 E. New York<br>Indianapolis, IN 46204                           | N/A                       | Public                             | Operating Fund              | 1,000.        |
| Crown Hill Heritage<br>Foundation<br>700 W. 38th St.<br>Indianapolis, IN 46208         | N/A                       | Public                             | Operating Fund              | 1,000.        |
| Horizon House<br>1625 E. Washington St.<br>Indianapolis, IN 46201                      | N/A                       | Public                             | Operating Fund              | 300.          |
| Best Buddies<br>8604 Allisonville Rd #165<br>Indianapolis, IN 46250                    | N/A                       | Public                             | Operating Fund              | 1,000.        |

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Ayres Foundation, Inc.

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**Statement 11 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| <u>Name and Address</u>   | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u> | <u>Amount</u> |
|---|---------------------------|------------------------------------|-----------------------------|---------------|
| Hoosier Salon<br>714 E. 65th St.<br>Indianapolis, IN 46220                            | N/A                       | Public                             | Operating Fund              | \$ 2,500.     |
| Lake Maxinkuckee<br>P.O. Box 187<br>Culver, IN 46511                                  | N/A                       | Public                             | Operating Fund              | 1,000.        |
| Dance Kaleidoscope<br>4600 Sunset Ave.<br>Indianapolis, IN 46208                      | N/A                       | Public                             | Operating Fund              | 2,500.        |
| The Oaks Academy<br>2301 N. Park Ave.<br>Indianapolis, IN 46205                       | N/A                       | Public                             | Operating Fund              | 3,500.        |
| St. Mary's Child Center<br>901 Dr. Martin Luther King<br>Indianapolis, IN 46202       | N/A                       | Public                             | Operating Fund              | 2,000.        |
| The Jackson Center<br>8920 Southpointe Dr.<br>Indianapolis, IN 46227                  | N/A                       | Public                             | Operating Fund              | 1,000.        |
| Goodwill Industries<br>1635 W. Michigan St.<br>Indianapolis, IN 46222                 | N/A                       | Public                             | Operating Fund              | 2,500.        |
| Delta Tau Delta<br>1711 N. Meridian St.<br>Indianapolis, IN 46204                     | N/A                       | Public                             | Operating Fund              | 400.          |
| Indianapolis Parks<br>Foundation<br>615 N. Alabama St. #119<br>Indianapolis, IN 46204 | N/A                       | Public                             | Operating Fund              | 2,000.        |
| ALS Association<br>6525 N. 82nd St.<br>Indianapolis, IN 46250                         | N/A                       | Public                             | Operating Fund              | 2,000.        |

Total \$ 102,200.

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service► **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 ☒
- 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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

|  |  |                                |
|--|--|--------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Name of Exempt Organization  | Employer identification number |
|  | Ayres Foundation, Inc.   | 35-6018437                     |
|  | Number, street, and room or suite number. If a P.O. box, see instructions.               |                                |
|  | 545 W. 93rd St.  |                                |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                |
|  | Indianapolis, IN 46260   |                                |

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

- |   |  |                                    |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                    | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)         | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                                 | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► John E.D. Peacock, Jr.

Telephone No. ► 317-443-1868 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

- ☒ 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** \$ 2,752.

**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** \$ 1,680.

**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** \$ 1,072.

**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.

**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev. 4-2009)