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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

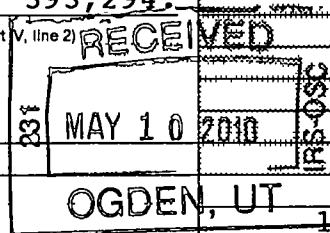
For calendar year **2009**, or tax year beginning _____, and ending _____

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 BLAIR A. & MARTHA C. RIETH FAMILY FDN. | A Employer identification number 35-6704341 |
| | 2800244200 / R62727004 | B Telephone number (414) 977-1210 |
| | Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O JPMORGAN CHASE BANK, NA; P.O. BOX 3038 | C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| City or town, state, and ZIP code MILWAUKEE, WI 53201 | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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 | | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,924,736. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small> | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B | | | | |
| 3 Interest on savings and temporary cash investments | 273. | 273. | | |
| 4 Dividends and interest from securities | 57,076. | 57,076. | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | <214,275.> | | | |
| b Gross sales price for all assets on line 6a | 393,294. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | 1,311. | 0. | | STATEMENT 1 |
| 12 Total. Add lines 1 through 11 | <155,615.> | 57,349. | | |
| 13 Compensation of officers, directors, trustees, etc | 14,357. | 10,768. | | 3,589. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees STMT 2 | 825. | 0. | | 825. |
| c Other professional fees | | | | |
| 17 Interest | | | | |
| 18 Taxes STMT 3 | 272. | 272. | | 0. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses | | | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 15,454. | 11,040. | | 4,414. |
| 25 Contributions, gifts, grants paid | 99,414. | | | 99,414. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 114,868. | 11,040. | | 103,828. |
| 27 Subtract line 26 from line 12 | <270,483.> | | | |
| a Excess of revenue over expenses and disbursements | | | | |
| b Net investment income (if negative, enter -0-) | | 46,309. | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | |
|---|---|---|-------------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | 2,343. | 2,343. |
| | 2 Savings and temporary cash investments | 114,705. | <13,944.> | <13,944.> |
| | 3 Accounts receivable | | | |
| | Less allowance for doubtful accounts | | | |
| | 4 Pledges receivable | | | |
| | Less allowance for doubtful accounts | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable | | | |
| | Less allowance for doubtful accounts | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 4 | 1,253,939. | 1,088,175. | 1,042,760. |
| | c Investments - corporate bonds STMT 5 | 867,872. | 889,475. | 893,577. |
| 11 Investments - land, buildings, and equipment basis | | | | |
| Less accumulated depreciation | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other | | | | |
| 14 Land, buildings, and equipment basis | | | | |
| Less accumulated depreciation | | | | |
| 15 Other assets (describe) | | | | |
| 16 Total assets (to be completed by all filers) | 2,236,516. | 1,966,049. | 1,924,736. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe) | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 2,236,516. | 1,966,049. | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | 0. | 0. | |
| 29 Retained earnings, accumulated income, endowment, or other funds | 0. | 0. | | |
| 30 Total net assets or fund balances | 2,236,516. | 1,966,049. | | |
| 31 Total liabilities and net assets/fund balances | 2,236,516. | 1,966,049. | | |

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 | 2,236,516. |
| 2 Enter amount from Part I, line 27a | 2 | <270,483.> |
| 3 Other increases not included in line 2 (itemize) RETURN OF CAPITAL | 3 | 16. |
| 4 Add lines 1, 2, and 3 | 4 | 1,966,049. |
| 5 Decreases not included in line 2 (itemize) | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,966,049. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo, day, yr) | (d) Date sold (mo, day, yr) |
|--|--|------------------------------------|--------------------------------|
| 1a PUBLICLY TRADED SECURITIES | | | |
| b CAPITAL GAINS DIVIDENDS | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 392,769. | | 607,569. | <214,800.> |
| b 525. | | | 525. |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|--|---|
| (l) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col. (j), if any | |
| a | | | <214,800.> |
| b | | | 525. |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|--|---|---|------------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | <214,275.> |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 | | 3 | N/A |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---------------------------------------|---|--|
| 2008 | 116,986. | 2,096,136. | .055810 |
| 2007 | 108,221. | 2,398,628. | .045118 |
| 2006 | 72,888. | 2,235,991. | .032598 |
| 2005 | 60,085. | 2,118,234. | .028366 |
| 2004 | 51,762. | 1,613,988. | .032071 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | .193963 |
| 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 | .038793 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 1,808,446. |
| 5 Multiply line 4 by line 3 | 5 | 70,155. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 463. |
| 7 Add lines 5 and 6 | 7 | 70,618. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 103,828. |

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

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

| | | | |
|----|--|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 463. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0. |
| 3 | Add lines 1 and 2 | 3 | 463. |
| 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 | 463. |
| 6 | Credits/Payments | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 560. |
| 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 | 560. |
| 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 | 97. |
| 11 | Enter the amount of line 10 to be credited to 2010 estimated tax. 0. Refunded | 11 | 97. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

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 N/A 13 X
14 The books are in care of JPMORGAN CHASE BANK, N.A. Telephone no 574-524-3503 Located at 121 W. FRANKLIN ST., FL 01, ELKHART, IN ZIP+4 46515
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

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

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

1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| JPMORGAN CHASE BANK, N.A. P.O. BOX 3038 MILWAUKEE, WI 53201 | TRUSTEE 2.00 | 14,357. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

| | | |
|---|-----------|------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a Average monthly fair market value of securities | 1a | 1,679,067. |
| b Average of monthly cash balances | 1b | 156,919. |
| c Fair market value of all other assets | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 1,835,986. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 Subtract line 2 from line 1d | 3 | 1,835,986. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 27,540. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,808,446. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 90,422. |

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 | 90,422. |
| 2a Tax on investment income for 2009 from Part VI, line 5 | 2a | 463. |
| b Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 463. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 89,959. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 Add lines 3 and 4 | 5 | 89,959. |
| 6 Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 89,959. |

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 | 103,828. |
| b Program-related investments - total from Part IX-B | 1b | 0. |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 103,828. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 463. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 103,365. |

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 | | | | 89,959. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 99,414. | |
| b Total for prior years | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | |
| e From 2008 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 103,828. | | | | |
| a Applied to 2008, but not more than line 2a | | | 99,414. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2009 distributable amount | | | | 4,414. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | 85,545. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 | | | | |
| e Excess from 2009 | | | | |

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

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

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

1 Information Regarding Foundation Managers:

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

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

| FORM 990-PF | OTHER INCOME | | STATEMENT | 1 |
|---|-----------------------------|-----------------------------------|-------------------------------|---|
| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | |
| FEDERAL EXCISE TAX REFUND - 12/31/2008 | 1,311. | 0. | | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 1,311. | 0. | | |

| FORM 990-PF | ACCOUNTING FEES | | | STATEMENT | 2 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| TAX PREPARATION FEES | 825. | 0. | | 825. | |
| TO FORM 990-PF, PG 1, LN 16B | 825. | 0. | | 825. | |

| FORM 990-PF | TAXES | | | STATEMENT | 3 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| FOREIGN TAXES WITHHELD | 272. | 272. | | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 272. | 272. | | 0. | |

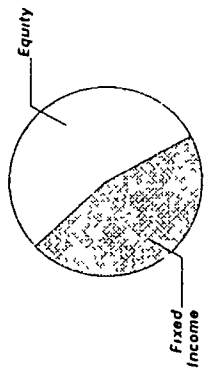
| FORM 990-PF | CORPORATE STOCK | | STATEMENT | 4 |
|---|-----------------|----------------------|-----------|---|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | | |
| SEE ATTACHED - EQUITIES | 1,088,175. | 1,042,760. | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 1,088,175. | 1,042,760. | | |

Account Summary

PRINCIPAL

| Asset Allocation | Beginning Market Value | Ending Market Value | Change In Value | Estimated Annual Income | Current Allocation |
|---------------------|------------------------|-----------------------|----------------------|-------------------------|--------------------|
| Equity | 1,018,568.66 | 1,042,759.77 | 24,191.11 | 13,703.88 | 54% |
| Cash & Short Term | 37,419.53 | (13,944.11) | (51,363.64) | | |
| Fixed Income | 906,297.43 | 893,577.11 | (12,720.32) | 40,710.56 | 46% |
| Market Value | \$1,962,285.62 | \$1,922,392.77 | (\$39,892.85) | | 100% |

Asset Allocation



INCOME

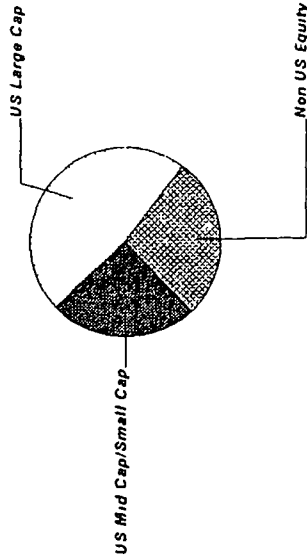
| Cash Position | Beginning Market Value | Ending Market Value | Change In Value |
|---------------------|------------------------|---------------------|----------------------|
| Cash Balance | 35,673.44 | 2,342.90 | (33,330.54) |
| Accruals | 3,309.54 | 3,734.66 | 425.12 |
| Market Value | \$38,982.98 | \$6,077.56 | (\$32,905.42) |



Equity Summary

| Asset Categories | Beginning Market Value | Ending Market Value | Change In Value | Current Allocation |
|----------------------|------------------------|-----------------------|--------------------|--------------------|
| US Large Cap | 474,448 65 | 486,353 03 | 11,904 38 | 26% |
| US Mid Cap/Small Cap | 247,251 77 | 259,750 03 | 12,498 26 | 13% |
| Non US Equity | 296,868 24 | 296,656 71 | (211 53) | 15% |
| Total Value | \$1,018,568.66 | \$1,042,759.77 | \$24,191.11 | 54% |

Asset Categories



| Market Value/Cost | Current Period Value |
|-------------------------|----------------------|
| Market Value | 1,042,759 77 |
| Tax Cost | 1,088,175 31 |
| Unrealized Gain/Loss | (45,415 54) |
| Estimated Annual Income | 13,703 88 |
| Accrued Dividends | 209 52 |
| Yield | 1 31% |

Equity Detail

| | Quantity | Price | Market Value | Tax Cost | Unrealized Gain/Loss | Estimated Annual Income Accrued Dividends | Yield |
|---|------------|--------|--------------|------------|----------------------|--|-------|
| US Large Cap | | | | | | | |
| FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X | 1,375.173 | 14.14 | 19,444.95 | 19,032.40 | 412.55 | 235.15 | 1.21% |
| JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 4812A2-10-8 JPIA X | 2,133.107 | 20.31 | 43,323.40 | 65,251.74 | (21,928.34) | 819.11 | 1.89% |
| JPMORGAN INTREPID GROWTH FUND SELECT SHARE CLASS FUND 1202 4812A2-20-7 JPGS X | 2,594.810 | 19.68 | 51,065.86 | 65,000.00 | (13,934.14) | 464.47 | 0.91% |
| JPMORGAN LARGE CAP GROWTH FUND SELECT SHARE CLASS FUND 3118 4812C0-53-0 SEEG X | 8,551.135 | 17.01 | 145,454.81 | 121,679.65 | 23,775.16 | 350.59 | 0.24% |
| JPMORGAN US EQUITY FUND SELECT SHARE CLASS FUND 1224 4812A1-15-9 JUES X | 10,890.729 | 9.03 | 98,343.28 | 110,000.00 | (11,656.72) | 1,470.24 | 1.50% |
| LEGG MASON PARTNERS APPRECIATION CLI 52468E-40-2 SAPY X | 300.000 | 12.29 | 3,687.00 | 3,045.00 | 642.00 | 73.50 | 1.99% |
| SPDR TRUST SERIES 1 78462F-10-3 SPY | 355.000 | 111.44 | 39,561.20 | 38,731.74 | 829.46 | 838.15 | 2.12% |
| | | | | | | 209.52 | |



| | Quantity | Price | Market Value | Tax Cost | Unrealized Gain/Loss | Estimated Annual Income Accrued Dividends | Yield |
|--|-----------|-------|--------------|--------------|----------------------|--|-------|
| US Large Cap | | | | | | | |
| THORNBURG VALUE FUND FD CL I 885215-63-2 TVIF X | 2,706,540 | 31.58 | 85,472.53 | 115,000.00 | (29,527.47) | 1,380.33 | 1.61% |
| Total US Large Cap | | | \$486,353.03 | \$537,740.53 | (\$51,387.50) | \$5,631.54 \$209.52 | 1.16% |
| US Mid Cap/Small Cap | | | | | | | |
| ASTON FDS TAMRO S CAP I 00078H-14-1 ATSI X | 2,175,000 | 16.66 | 36,235.50 | 29,123.25 | 7,112.25 | 30.45 | 0.08% |
| ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM | 670,000 | 62.44 | 41,834.80 | 36,912.91 | 4,921.89 | 678.71 | 1.62% |
| ISHARES S&P MIDCAP 400 INDEX FUND 464287-50-7 IJH | 544,000 | 72.41 | 39,391.04 | 36,509.04 | 2,882.00 | 732.22 | 1.86% |
| JPMORGAN MARKET EXPANSION INDEX FUND SELECT SHARE CLASS FUND 3708 4812C1-63-7 PGMI X | 5,882,000 | 8.68 | 51,055.76 | 38,501.04 | 12,554.72 | 688.19 | 1.35% |
| JPMORGAN MULTI-CAP MARKET NEUTRAL FUND SELECT SHARE CLASS FUND 2023 4812C1-67-8 OGNI X | 2,517,209 | 10.11 | 25,448.98 | 27,584.45 | (2,135.47) | | |

| | Quantity | Price | Market Value | Tax Cost | Unrealized Gain/Loss | Estimated Annual Income Accrued Dividends | Yield |
|--|-----------|-------|---------------------|---------------------|----------------------|--|--------------|
| US Mid Cap/Small Cap | | | | | | | |
| JPMORGAN TRI HIGHBRIDGE STATISTICAL MARKET NEUTRAL FUND SELECT SHARES FUND # 1011 4812A2-43-9 HSKS X | 2,650,302 | 15.74 | 41,723.62 | 43,479.66 | (1,756.04) | 87.47 | 0.21% |
| JPMORGAN US REAL ESTATE FUND SELECT SHARE CLASS FUND 3037 4812CO-61-3 SUJE X | 1,970,543 | 12.21 | 24,060.33 | 41,000.00 | (16,939.67) | 553.72 | 2.30% |
| Total US Mid Cap/Small Cap | | | \$259,750.03 | \$253,110.35 | \$6,639.68 | \$2,770.76 | 1.07% |
| Non US Equity | | | | | | | |
| ARTIO INTERNATIONAL EQUITY II - I 04315J-83-7 JETI X | 2,990,000 | 11.78 | 35,222.20 | 23,381.80 | 11,840.40 | 1,731.21 | 4.92% |
| ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA | 350,000 | 55.28 | 19,348.00 | 19,481.21 | (133.21) | 504.35 | 2.61% |
| JPMORGAN ASIA EQUITY FUND SELECT SHARE CLASS FUND 1134 4812A0-70-6 JPAS X | 3,101,024 | 31.20 | 96,751.95 | 91,448.25 | 5,303.70 | 356.61 | 0.37% |
| JPMORGAN INTERNATIONAL VALUE FUND SELECT SHARE CLASS FUND 1296 4812A0-56-5 JIES X | 4,492,149 | 12.68 | 56,960.45 | 68,429.46 | (11,469.01) | 1,379.08 | 2.42% |



| | Quantity | Price | Market Value | Tax Cost | Unrealized Gain/Loss | Estimated Annual Income Accrued Dividends | Yield |
|---|-----------|-------|---------------------|---------------------|----------------------|--|--------------|
| Non US Equity | | | | | | | |
| JPMORGAN INTERNATIONAL EQUITY INDEX FUND SELECT SHARE CLASS FUND 3132 4812C1-87-6 OIEA X | 3,510 | 18.46 | 64,798.13 | 75,565.62 | (10,767.49) | 1,151.34 | 1.78% |
| MATTHEWS PACIFIC TIGER FUND -CLI 577130-10-7 MART X | 1,226,000 | 19.23 | 23,575.98 | 19,018.09 | 4,557.89 | 178.99 | 0.76% |
| Total Non US Equity | | | \$296,656.71 | \$297,324.43 | (\$667.72) | \$5,301.58 | 1.79% |



Fixed Income Summary

| Asset Categories | Beginning Market Value | Ending Market Value | Change In Value | Current Allocation |
|---------------------------|------------------------|---------------------|-----------------|--------------------|
| US Fixed Income - Taxable | 906,297.43 | 893,577.11 | (12,720.32) | 46% |

Asset Categories



| Market Value/Cost | Current Period Value |
|-------------------------|----------------------|
| Market Value | 893,577.11 |
| Tax Cost | 889,474.76 |
| Unrealized Gain/Loss | 4,102.35 |
| Estimated Annual Income | 40,710.56 |
| Accrued Interest | 3,525.14 |
| Yield | 4.56% |

Fixed Income Summary CONTINUED

SUMMARY BY MATURITY

| Fixed Income | Market Value | % of Bond Portfolio |
|--------------------------------|--------------|---------------------|
| Less than 5 years ¹ | 893,577 11 | 100% |

SUMMARY BY TYPE

| Fixed Income | Market Value | % of Bond Portfolio |
|--------------|--------------|---------------------|
| Mutual Funds | 893,577 11 | 100% |

¹The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

BLAIR & MARTHA RIETH FAMILY FDN ACCT. F62727004
As of 12/31/09



Fixed Income Detail

| | Quantity | Price | Market Value | Tax Cost Adjusted Original | Unrealized Gain/Loss | Estimated Annual Income Accrued Interest | Yield |
|--|------------|--------|--------------|----------------------------|----------------------|--|-------|
| US Fixed Income - Taxable | | | | | | | |
| ISHARES BARCLAYS TIPS BOND FUND 464287-17-6 | 200 000 | 103 90 | 20,780 00 | 20,222 00 | 558 00 | 808 40 | 3 89% |
| JPMORGAN INTERNATIONAL CURRENCY INCOME FUND 30-Day Annualized Yield 1 20% 4812A3-29-6 | 3,640 662 | 10 75 | 39,137 12 | 39,719 62 | (582 50) | 21 84 18 90 | 0 06% |
| JPMORGAN TOTAL RETURN FUND SELECT FUND 3218 30-Day Annualized Yield 4 59% 4812A4-43-5 | 3,150 443 | 10 28 | 32,386 55 | 31,787 97 | 598 58 | 1,625 62 154 37 | 5 02% |
| JPMORGAN CORE BOND FUND SELECT SHARE CLASS FUND 3720 30-Day Annualized Yield 4 35% 4812C0-38-1 | 26,540 438 | 11 10 | 294,598 86 | 290,310 77 | 4,288 09 | 14,358 37 1,141 24 | 4 87% |
| JPMORGAN GOVERNMENT BOND FUND - SELECT FUND 3246 30-Day Annualized Yield 3 80% 4812C0-42-3 | 16,433 306 | 10 53 | 173,042 71 | 170,000 00 | 3,042 71 | 7,115 62 624 47 | 4 11% |
| JPMORGAN HIGH YIELD BOND FUND SELECT CLASS FUND 3580 30-Day Annualized Yield 7 59% 4812C0-80-3 | 4,774 688 | 7 74 | 36,956 09 | 37,000 00 | (43 91) | 2,664 27 310 35 | 7 21% |

| | Quantity | Price | Market Value | Tax Cost Adjusted Original | Unrealized Gain/Loss | Estimated Annual Income | Yield |
|--|------------|-------|---------------------|----------------------------|----------------------|---|--------------|
| US Fixed Income - Taxable | | | | | | | |
| JPMORGAN CORE PLUS BOND FUND SELECT CLASS FUND 3122 30-Day Annualized Yield 5.17% 4812C0-84-5 | 31,447.346 | 7.75 | 243,716.93 | 248,000.00 | (4,283.07) | 12,578.93 1,163.55 | 5.16% |
| JPMORGAN SHORT DURATION BOND FUND SELECT CLASS FUND 3133 30-Day Annualized Yield 2.04% 4812C1-33-0 | 4,881.000 | 10.85 | 52,958.85 | 52,434.40 | 524.45 | 1,537.51 112.26 | 2.90% |
| Total US Fixed Income - Taxable | | | \$893,577.11 | \$889,474.76 | \$4,102.35 | \$40,710.56 \$3,525.14 | 4.56% |