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

2009

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 , **20**

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 POLLY HORTON FOUNDATION		A Employer identification number 36-3827678
	Number and street (or P O box number if mail is not delivered to street address) C/O WILLIAM C. WEINSHEIMER 321 N. CLARK STREET	Room/suite 2800	B Telephone number (see page 10 of the instructions) (312) 832-4590
	City or town, state, and ZIP code CHICAGO, IL 60654-5313		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"/>
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) \$ 849,002.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
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"/>			

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 page 11 of the instructions))		(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 (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments	341.	341.		ATCH 1
4	Dividends and interest from securities	15,736.	15,736.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	35,616.			
b	Gross sales price for all assets on line 6a 253,838.				
7	Capital gain net income (from Part IV, line 2)		35,616.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	51,693.	51,693.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	19,919.	14,939.	0.	4,980.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [4]	6,480.	6,480.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	3,598.	26.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) [6]	10.	10.		
24	Total operating and administrative expenses. Add lines 13 through 23	30,007.	21,455.	0.	4,980.
25	Contributions, gifts, grants paid	100,000.			100,000.
26	Total expenses and disbursements Add lines 24 and 25	130,007.	21,455.	0.	104,980.
27	Subtract line 26 from line 12	-78,314.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		30,238.		
c	Adjusted net income (if negative, enter -0-)			-0-	

OPERATING AND ADMINISTRATIVE EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		271,472.	34,845.	34,845.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	455,713.	455,387.	487,028.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8	142,891.	301,530.	327,129.		
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 the instructions Also, see page 1, Item I)	870,076.	791,762.	849,002.		
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	870,076.	791,762.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	870,076.	791,762.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	870,076.	791,762.			

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	870,076.
2	Enter amount from Part I, line 27a	2	-78,314.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	791,762.
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	791,762.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
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	35,616.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	75,000.	956,858.	0.078382
2007	10,000.	1,096,304.	0.009122
2006	10,000.	1,016,004.	0.009842
2005	10,000.	941,242.	0.010624
2004	13,219.	897,574.	0.014727

2 Total of line 1, column (d)	2	0.122697
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	0.024539
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	815,652.
5 Multiply line 4 by line 3	5	20,015.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	302.
7 Add lines 5 and 6	7	20,317.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.	8	104,980.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 698.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions about political campaigns, expenditures, and state reporting.

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 page 20 of the 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 ▶ WM. C. WEINSHEIMER Telephone no ▶ 312/832-4590 Located at ▶ 321 N. CLARK ST., STE 2800 CHICAGO, IL ZIP + 4 ▶ 60654-5313			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input checked="" type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input checked="" type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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 page 22 of the 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 page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** X

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 page 22 of the 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
ATTACHMENT 9		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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

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 page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE ----- -----	
2 ----- -----	
All other program-related investments See page 24 of the instructions	
3 NONE ----- -----	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	698,892.
b	Average of monthly cash balances	1b	129,181.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	828,073.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	828,073.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	12,421.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	815,652.
6	Minimum investment return. Enter 5% of line 5	6	40,783.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	40,783.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	302.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	302.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	40,481.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	40,481.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	40,481.

Part XII Qualifying Distributions (see page 25 of the 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	104,980.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	104,980.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	302.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	104,678.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				40,481.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				30,240.
f Total of lines 3a through e	30,240.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 104,980.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				40,481.
e Remaining amount distributed out of corpus	64,499.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	94,739.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	94,739.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				30,240.
e Excess from 2009				64,499.

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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)

Table with 5 columns: (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed; b 85% of line 2a; c Qualifying distributions from Part XII, line 4 for each year listed; d Amounts included in line 2c not used directly for active conduct of exempt activities; e Qualifying distributions made directly for active conduct of exempt activities; 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, (2) Support from general public and 5 or more exempt organizations, (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 page 28 of 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))

POLLY H. HIX

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

NONE

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 10</p>				
Total.				▶ 3a 100,000.
<p><i>b Approved for future payment</i></p>				
Total.				▶ 3b

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					692.	
1,704.		55 SHS VENTAS INC. PROPERTY TYPE: SECURITIES 2,426.				P	09/04/2008	01/05/2009
						-722.		
3,141.		65 SHS UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 4,366.				P	08/11/2008	01/22/2009
						-1,225.		
3,016.		90 SHS AETNA INC PROPERTY TYPE: SECURITIES 3,897.				P	08/11/2008	01/28/2009
						-881.		
1,858.		55 SHS HEWLETT-PACKARD COMPANY PROPERTY TYPE: SECURITIES 2,512.				P	08/11/2008	02/18/2009
						-654.		
1,112.		65 SHS ORACLE CORPORATION PROPERTY TYPE: SECURITIES 1,499.				P	08/11/2008	02/18/2009
						-387.		
1,815.		65 SHS CVS CAREMARK CORP PROPERTY TYPE: SECURITIES 1,535.				P	12/23/2004	02/23/2009
						280.		
2,487.		50 SHS V F CORPORATION PROPERTY TYPE: SECURITIES 3,936.				P	09/19/2008	03/03/2009
						-1,449.		
1,505.		40 SHS ADVANCE AUTO PARTS INC PROPERTY TYPE: SECURITIES 1,580.				P	03/19/2008	03/03/2009
						-75.		
1,755.		40 SHS F P L GROUP INCORPORATED PROPERTY TYPE: SECURITIES 2,421.				P	08/11/2008	03/03/2009
						-666.		
262.		15 SHS JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 576.				P	08/29/2008	03/05/2009
						-314.		
1,220.		70 SHS UP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 2,771.				P	10/15/2008	03/05/2009
						-1,551.		
		35 SHS INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES				P	08/29/2008	03/10/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,992.		4,344.					-1,352.	
		55 SHS DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES				P	08/26/2008	03/18/2009
1,915.		1,554.					361.	
		125 SHS CHESAPEAKE ENERGY CORP PROPERTY TYPE: SECURITIES				P	08/29/2008	03/19/2009
2,261.		6,223.					-3,962.	
		140 SHS CHESAPEAKE ENERGY CORP					01/12/2009	03/19/2009
2,533.		2,259.					274.	
		140 SHS WILLIAMS COMPANIES PROPERTY TYPE: SECURITIES				P	08/11/2008	04/08/2009
1,707.		3,918.					-2,211.	
		60 SHS TARGET CORPORATION PROPERTY TYPE: SECURITIES				P	08/11/2009	04/09/2009
2,378.		3,093.					-715.	
		135 SHS EATON VANCE CORP PROPERTY TYPE: SECURITIES				P	10/21/2008	04/16/2009
3,563.		2,985.					578.	
		90 SHS PACTIV CORPORATION PROPERTY TYPE: SECURITIES				P	08/29/2008	04/24/2009
1,948.		2,415.					-467.	
		400 SHS ENCANA CORPORATION PROPERTY TYPE: SECURITIES				P	08/27/2003	05/26/2009
21,255.		7,407.					13,848.	
		500 SHS PLUM CREEK TIMBER CO PROPERTY TYPE: SECURITIES				P	12/23/2002	05/26/2009
16,866.		11,342.					5,524.	
		200 SHS SUNCOR ENERGY INC PROPERTY TYPE: SECURITIES				P	03/14/2003	05/26/2009
6,563.		1,701.					4,862.	
		200 SHS SUNCOR ENERGY INC PROPERTY TYPE: SECURITIES				P	04/28/2003	05/26/2009
6,563.		1,660.					4,903.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,355.		10 SHS CME GROUP INC CLASS A PROPERTY TYPE: SECURITIES 3,456.				P	08/18/2008	06/02/2009 -101.
2,832.		45 SHS DANAHER CORP DEL PROPERTY TYPE: SECURITIES 3,490.				P	09/04/2008	06/08/2009 -658.
2,425.		100 SHS MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES 2,345.				P	07/31/2002	07/20/2009 80.
1,576.		65 SHS MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES 1,256.				P	12/12/2008	07/20/2009 320.
2,240.		65 SHS PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES 3,131.				P	09/26/2008	07/20/2009 -891.
3,052.		170 SHS WESTERN UNION COMPANY PROPERTY TYPE: SECURITIES 1,597.				P	10/22/2008	07/20/2009 1,455.
3,071.		125 SHS PACTIV CORPORATION 3,354.					08/29/2008	07/22/2009 -283.
47,341.		900 SHS ISHARES TRUST RUSSELL 2000 VALUE PROPERTY TYPE: SECURITIES 30,626.				P	10/11/2009	08/03/2009 16,715.
7,890.		150 SHS ISHARES TRUST RUSSELL 2000 VALUE PROPERTY TYPE: SECURITIES 7,263.				P	10/11/2002	08/03/2009 627.
2,425.		90 SHS MSCI INC. CLASS A PROPERTY TYPE: SECURITIES 1,934.				P	05/19/2009	08/06/2009 491.
3,039.		80 SHS VENTAS INC PROPERTY TYPE: SECURITIES 3,529.				P	09/04/2008	08/10/2009 -490.
2,865.		80 SHS ONEOK INC NEW PROPERTY TYPE: SECURITIES 3,504.				P	08/29/2008	08/25/2009 -639.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,355.		125 SHS MCGRAW-HILL COS PROPERTY TYPE: SECURITIES 5,483.				P	08/29/2008	09/17/2009 -2,128.
18.		.75 SHS FIDELITY NATIONAL INFORMATION SE PROPERTY TYPE: SECURITIES 13.				P	04/02/2009	10/07/2009 5.
2,224.		30 SHS V F CORPORATION PROPERTY TYPE: SECURITIES 2,361.				P	08/11/2008	10/09/2009 -137.
2.		.13 SHS PFIZER INCORPORATED PROPERTY TYPE: SECURITIES 2.				P	01/28/2009	10/16/2009
6,300.		125 SHS WYETH PROPERTY TYPE: SECURITIES 5,438.				P	01/28/2009	10/16/2009 862.
4,587.		175 SHS MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES 3,380.				P	12/12/2008	10/20/2009 1,207.
3,047.		100 SHS MCGRAW-HILL COS PROPERTY TYPE: SECURITIES 2,422.				P	10/07/2008	10/22/2009 625.
1,980.		65 SHS MCGRAW-HILL COS PROPERTY TYPE: SECURITIES 2,541.				P	09/19/2008	10/22/2009 -561.
1,219.		40 SHS MCGRAW-HILL COS 1,755.					08/29/2008	10/22/2009 -536.
26,456.		250 SHS ISHARES TRUST BARCLAYS INTER GVT PROPERTY TYPE: SECURITIES 25,935.				P	05/26/2009	11/03/2009 521.
1,837.		74.08 SHS SCHERING PLOUGH CORP PROPERTY TYPE: SECURITIES 1,613.				P	04/23/2009	11/05/2009 224.
1,103.		44.44 SHS SCHERING PLOUGH CORP PROPERTY TYPE: SECURITIES 1,048.				P	06/08/2009	11/05/2009 55.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14.		.42 SHS MERCK & CO INC PROPERTY TYPE: SECURITIES 9.				P	06/08/2009	11/06/2009
							5.	
2.		.06 SHS MERCK & CO INC PROPERTY TYPE: SECURITIES 1.				P	06/08/2009	11/06/2009
							1.	
2,397.		75 SHS MSCI INC CLASS A PROPERTY TYPE: SECURITIES 1,438.				P	10/17/2008	11/06/2009
							959.	
1,124.		35 SHS MSCI INC CLASS A PROPERTY TYPE: SECURITIES 671.				P	10/17/2008	11/11/2009
							453.	
1,124.		35 SHS MSCI INC CLASS A PROPERTY TYPE: SECURITIES 534.				P	11/10/2008	11/11/2009
							590.	
3,296.		85 SHS ONEOK INC NEW PROPERTY TYPE: SECURITIES 2,512.				P	10/29/2008	11/20/2009
							784.	
1,551.		40 SHS ONEOK INC NEW PROPERTY TYPE: SECURITIES 1,752.				P	08/29/2008	11/20/2009
							-201.	
4,161.		130 SHS CVS CAREMARK CORP PROPERTY TYPE: SECURITIES 3,069.				P	12/23/2000	11/23/2009
							1,092.	
159.		5 SHS MSCI INC CLASS A PROPERTY TYPE: SECURITIES 107.				P	05/19/2009	12/04/2009
							52.	
1,907.		60 SHS MSCI INC CLASS A PROPERTY TYPE: SECURITIES 916.				P	11/10/2008	12/04/2009
							991.	
3,592.		130 SHS AT&T INC NEW PROPERTY TYPE: SECURITIES 4,144.				P	09/04/2008	12/08/2009
							-552.	
4,451.		90 SHS EXELON CORPORATION PROPERTY TYPE: SECURITIES 4,890.				P	12/12/2008	12/17/2009
							-439.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
373.		20.13 SHS PFIZER INCORPORATED PROPERTY TYPE: SECURITIES 306.				P	11/20/2008	12/22/2009 67.	
4,256.		229.865 SHS PFIZER INCORPORATED PROPERTY TYPE: SECURITIES 3,977.				P	10/09/2008	12/22/2009 279.	
81.		PROCEEDS FROM AIG SECURITY LITIGATION SE PROPERTY TYPE: SECURITIES					06/15/2009	81.	
TOTAL GAIN(LOSS)								<u>35,616.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHARLES SCHWAB ACCOUNT #7154-6008	324.	324.
COLUMBIA CASH RESERVES #0600-0098214411	17.	17.
TOTAL	<u>341.</u>	<u>341.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHARLES SCHWAB ACCOUNT # 7154-6008	15,736.	15,736.
TOTAL	<u>15,736.</u>	<u>15,736.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOLEY & LARDNER LLP	19,919.	14,939.		4,980.
TOTALS	<u>19,919.</u>	<u>14,939.</u>	<u>0.</u>	<u>4,980.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ATLANTIC TRUST	6,480.	6,480.
TOTALS	<u>6,480.</u>	<u>6,480.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX ON DIVIDENDS	26.	26.
2008 EXCISE TAX DUE	2,572.	
2009 ESTIMATED EXCISE TAX	1,000.	
TOTALS	<u>3,598.</u>	<u>26.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHARLES SCHWAB WIRE FEE	10.	10.
TOTALS	<u>10.</u>	<u>10.</u>

POLLY HORTON FOUNDATION

36-3827678

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION

SEE SCHEDULE ATTACHED

TOTALS

POLLY HORTON FOUNDATION

36-3827678

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

DESCRIPTION

SEE SECHEDULE ATTACHED

TOTALS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

POLLY H. HIX
731 E. LEXINGTON
INDIANAPOLIS, IN 46203

TRUSTEE
1.00

JAMES L. ANDERSON
363 RIDGE ROAD
KENILWORTH, IL 60043

TRUSTEE
1.00

WILLIAM C. WEINSHEIMER
321 N. CLARK ST., #2800
CHICAGO, IL 60610

TRUSTEE
1.00

GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INDIANA HISTORICAL SOCIETY 450 W OHIO STREET INDIANAPOLIS, IN 46202	NONE PUBLIC	INDIANA HISTORICAL SOCIETY'S CAMPAIGN FOR THE INDIANA EXPERIENCE	25,000
CHEETAH CONSERVATION FUND P O BOX 2496 ALEXANDRIA, VA 22301	NONE PUBLIC	MATCHING PORTION OF THE CHEETAH CONSERVATION FUND'S 2009 YEAR-END DONATION DRIVE	25,000
EITELJORG MUS OF AMERICAN INDIANS AND WESTERN ART 500 W WASHINGTON STREET INDIANAPOLIS, IN 46204	NONE PUBLIC	20TH ANNIVERSARY EXHIBITION "FACING WEST CELEBRATING 20 YEARS OF THE EITELJORG MUSEUM"	25,000
INDIANAPOLIS ZOO 1200 W WASHINGTON STREET INDIANAPOLIS, IN 46222	NONE PUBLIC	INDIANAPOLIS ZOO NUSSBAUM SOCIETY	25,000

TOTAL CONTRIBUTIONS PAID 100,000

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust
POLLY HORTON FOUNDATION

Employer identification number
36-3827678

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -12,567.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 -12,567.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 47,491.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 692.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					12 48,183.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II

Caution: Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-12,567.
14 Net long-term gain or (loss):			
a Total for year	14a		48,183.
b Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		35,616.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16 ()
--	---------------

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20 If zero or less, enter -0-	22		
23 Subtract line 22 from line 17 If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)			30
31 Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32 Add lines 30 and 31			32
33 Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

**SCHEDULE D-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust
POLLY HORTON FOUNDATION

Employer identification number
36-3827678

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 55 SHS VENTAS INC.	09/04/2008	01/05/2009	1,704.	2,426.	-722.
65 SHS UNITED TECHNOLOGIE S CORP	08/11/2008	01/22/2009	3,141.	4,366.	-1,225.
90 SHS AETNA INC	08/11/2008	01/28/2009	3,016.	3,897.	-881.
55 SHS HEWLETT-PACKARD COMPANY	08/11/2008	02/18/2009	1,858.	2,512.	-654.
65 SHS ORACLE CORPORATION	08/11/2008	02/18/2009	1,112.	1,499.	-387.
50 SHS V F CORPORATION	09/19/2008	03/03/2009	2,487.	3,936.	-1,449.
40 SHS ADVANCE AUTO PARTS INC	03/19/2008	03/03/2009	1,505.	1,580.	-75.
40 SHS F P L GROUP INCORPORATED	08/11/2008	03/03/2009	1,755.	2,421.	-666.
15 SHS JP MORGAN CHASE & CO	08/29/2008	03/05/2009	262.	576.	-314.
70 SHS UP MORGAN CHASE & CO	10/15/2008	03/05/2009	1,220.	2,771.	-1,551.
35 SHS INTERNATIONAL BUSINESS MACHINES	08/29/2008	03/10/2009	2,992.	4,344.	-1,352.
55 SHS DARDEN RESTAURANTS INC	08/26/2008	03/18/2009	1,915.	1,554.	361.
125 SHS CHESAPEAKE ENERGY CORP	08/29/2008	03/19/2009	2,261.	6,223.	-3,962.
140 SHS CHESAPEAKE ENERGY CORP	01/12/2009	03/19/2009	2,533.	2,259.	274.
140 SHS WILLIAMS COMPANIES	08/11/2008	04/08/2009	1,707.	3,918.	-2,211.
135 SHS EATON VANCE CORP	10/21/2008	04/16/2009	3,563.	2,985.	578.
90 SHS PACTIV CORPORATION	08/29/2008	04/24/2009	1,948.	2,415.	-467.
10 SHS CME GROUP INC CLASS A	08/18/2008	06/02/2009	3,355.	3,456.	-101.
45 SHS DANAHER CORP DEL	09/04/2008	06/08/2009	2,832.	3,490.	-658.
65 SHS MICROSOFT CORPORATION	12/12/2008	07/20/2009	1,576.	1,256.	320.
65 SHS PEABODY ENERGY CORP	09/26/2008	07/20/2009	2,240.	3,131.	-891.
170 SHS WESTERN UNION COMPANY	10/22/2008	07/20/2009	3,052.	1,597.	1,455.
125 SHS PACTIV CORPORATION	08/29/2008	07/22/2009	3,071.	3,354.	-283.
90 SHS MSCI INC. CLASS A	05/19/2009	08/06/2009	2,425.	1,934.	491.
18 Total. Combine the amounts in column (d) Enter here and on Schedule D, line 1b . . .	09/04/2008	08/19/2009	3,039.	3,529.	-490.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

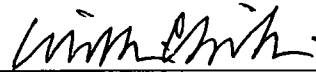
(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
65 SHS CVS CAREMARK CORP	12/23/2004	02/23/2009	1,815.	1,535.	280.
60 SHS TARGET CORPORATION	08/11/2009	04/09/2009	2,378.	3,093.	-715.
400 SHS ENCANNA CORPORATION	08/27/2003	05/26/2009	21,255.	7,407.	13,848.
500 SHS PLUM CREEK TIMBER CO	12/23/2002	05/26/2009	16,866.	11,342.	5,524.
200 SHS SUNCOR ENERGY INC	03/14/2003	05/26/2009	6,563.	1,701.	4,862.
200 SHS SUNCOR ENERGY INC	04/28/2003	05/26/2009	6,563.	1,660.	4,903.
100 SHS MICROSOFT CORPORATION	07/31/2002	07/20/2009	2,425.	2,345.	80.
900 SHS ISHARES TRUST RUSSELL 2000 VALUE	10/11/2009	08/03/2009	47,341.	30,626.	16,715.
150 SHS ISHARES TRUST RUSSELL 2000 VALUE	10/11/2002	08/03/2009	7,890.	7,263.	627.
125 SHS MCGRAW-HILL COS	08/29/2008	09/17/2009	3,355.	5,483.	-2,128.
30 SHS V F CORPORATION	08/11/2008	10/09/2009	2,224.	2,361.	-137.
100 SHS MCGRAW-HILL COS	10/07/2008	10/22/2009	3,047.	2,422.	625.
65 SHS MCGRAW-HILL COS	09/19/2008	10/22/2009	1,980.	2,541.	-561.
40 SHS MCGRAW-HILL COS	08/29/2008	10/22/2009	1,219.	1,755.	-536.
75 SHS MSCI INC CLASS A	10/17/2008	11/06/2009	2,397.	1,438.	959.
35 SHS MSCI INC CLASS A	10/17/2008	11/11/2009	1,124.	671.	453.
35 SHS MSCI INC CLASS A	11/10/2008	11/11/2009	1,124.	534.	590.
85 SHS ONEOK INC NEW	10/29/2008	11/20/2009	3,296.	2,512.	784.
40 SHS ONEOK INC NEW	08/29/2008	11/20/2009	1,551.	1,752.	-201.
130 SHS CVS CAREMARK CORP	12/23/2000	11/23/2009	4,161.	3,069.	1,092.
60 SHS MSCI INC CLASS A	11/10/2008	12/04/2009	1,907.	916.	991.
130 SHS AT&T INC NEW	09/04/2008	12/08/2009	3,592.	4,144.	-552.
90 SHS EXELON CORPORATION	12/12/2008	12/17/2009	4,451.	4,890.	-439.
20.13 SHS PFIZER INCORPORATED	11/20/2008	12/22/2009	373.	306.	67.
229.865 SHS PFIZER INCORPORATED	10/09/2008	12/22/2009	4,256.	3,977.	279.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

**ATTACHMENT TO FORM 1041
RETURN OF PRIVATE FOUNDATION - 2009
POLLY HORTON FOUNDATION**

STATEMENT RE: JOINT FIDUCIARIES

Pursuant to Section 6012(b)(5) of the Internal Revenue Code, I, as one of the Trustees of the Polly Horton Foundation Trust Agreement dated 6/3/92, do hereby state that I have sufficient knowledge of the affairs of the Foundation to make this return and that, to the best of my knowledge and belief, this return is true, correct and complete.



William C. Weinsheimer, Co-Trustee
of the Polly Horton Foundation Trust
Agreement dated 6/3/92

Dated: 4/28, 2010

**Polly Horton Foundation
Principal Balance On Hand**

		Fair Market Value 12/31/2009	Inventory Value
Cash and Cash Equivalents			
	Columbia Cash Reserves	\$ 4,088.16	\$ 4,088.16
	Harris Bank Checking Account	1,486.30	1,486.30
	Schwab Cash Management Account	29,270.60	29,270.60
	Total Cash and Cash Equivalents	\$ <u>34,845.06</u>	\$ <u>34,845.06</u>
No. of Shares	Stocks		
165	Abbott Laboratories	\$ 8,908.35	\$ 9,023.97
150	Accenture PLC Cl A	6,225.00	5,768.82
165	Advance Auto Parts Inc.	6,679.20	6,512.41
275	Aetna Inc. New	8,717.50	9,789.04
125	Andarko Petroleum Corp	7,802.50	7,362.74
140	AT&T Inc. New	3,924.20	4,462.24
290	Auto Data Processing	12,417.80	10,092.38
755	Bank of America Corporation	11,370.30	12,996.77
425	Bank of NY Mellon CP New	11,887.25	14,572.24
80	Check Point Software Tech	2,710.40	2,408.66
450	Cisco Systems Inc.	10,773.00	9,117.22
15	CME Group Inc. Class A	5,039.40	2,770.02
445	Comcast Corp. New Class A	7,502.70	8,438.48
306	CVS Caremark Corp.	9,856.26	7,224.24
65	Danaher Corp. Del	4,888.00	4,189.29
135	Darden Restaurants Inc.	4,734.45	3,813.74
110	Devon Energy CP New	8,085.00	8,750.51

Principal Balance On Hand (Continued)

No. of Shares	Stocks	Fair Market Value 12/31/2009	Inventory Value
185	EQT Corp.	\$ 8,125.20	\$ 8,306.16
95	Exelon Corporation	4,642.65	4,527.39
135	Express Scripts Inc.	11,666.70	4,983.70
140	F P L Group Incorporation	7,394.80	8,270.18
327	Fidelity National Information Services Inc.	7,664.88	6,325.77
150	Fiserv Inc.	7,272.00	7,642.45
105	General Dynamics Corp.	7,157.85	5,567.23
870	General Electric Company	13,163.10	21,022.66
285	Heinz H J Co.	12,186.60	10,191.76
205	Hewlett-Packard Company	10,559.55	9,361.21
65	International Business Machines	8,508.50	8,056.77
230	JPMorgan Chase & Co.	9,584.10	7,504.55
70	Lab Corp of America Hldg New	5,238.80	5,142.75
255	Liberty Global Inc. Class A	5,581.95	7,233.27
195	Lowe's Companies Inc.	4,561.05	3,928.26
90	Medtronic Inc.	3,958.20	3,901.26
161	Merck & Co. Inc.	5,882.94	3,615.20
415	Nalco Holding Co.	10,586.65	9,379.65
95	Nike Inc. Class B	6,276.65	5,779.29
95	Norfolk Southern Corp.	4,979.90	6,349.25
205	Northeast Utilities	5,286.95	4,684.49
505	Oracle Corporation	12,387.65	11,646.92

Principal Balance On Hand (Continued)

No. of Shares	Stocks	Fair Market Value 12/31/2009	Inventory Value
115	P G & E Corp.	\$ 5,134.75	\$ 4,719.26
110	Peabody Energy Corp.	4,973.10	3,719.91
235	Pepsico Incorporated	14,288.00	15,689.57
533	Pfizer Incorporated	9,695.27	8,288.64
125	Praxair Inc.	10,038.75	11,022.89
200	Procter & Gamble Co.	12,126.00	7,743.00
175	Questar Corporation	7,274.75	4,943.08
140	Stryker Corp.	7,051.80	4,589.06
190	Target Corporation	9,190.30	9,770.96
260	TD Ameritrade Holding	5,038.80	5,163.74
1,000	Tortoise Energy Capital	22,880.00	16,457.25
145	United Technologies Corp.	10,064.45	9,740.03
235	Unitedhealth Group Inc.	7,162.80	4,881.19
95	V F Corporation	6,957.80	6,886.08
115	Ventas Inc. (REIT)	5,030.10 *	3,439.21 *
190	Verizon Communications	6,294.70	6,705.37
285	Walgreen Company	10,465.20	10,046.53
350	Wells Fargo & Co. New	9,446.50	9,418.34
565	Western Union Company	10,650.25	8,152.41
305	Williams Companies	6,429.40	8,287.92
165	XTO Energy Inc.	7,677.45	8,449.08
	Total Stocks	\$ <u>492,058.15</u>	\$ <u>458,826.46</u>

Principal Balance On Hand (Continued)

No. of Units	Mutual Funds	Fair Market Value 12/31/2009	Inventory Value
400	iShares Trust Barclays 1-3 Year Treasuries Bond Fund	\$ 33,184.00*	\$ 32,635.98 *
1,250	iShares Trust Barclays Intermediate Government Credit Bond Fund	131,575.00*	129,672.46 *
1,200	iShares MSCI Emerging Markets Index Fund	49,800.00*	38,600.95 *
1,500	iShares Trust MSCI EAFE Index Fund	82,920.00*	74,882.85 *
1,000	Powershares DB Commodity Index	24,620.00*	22,298.75 *
	Total Mutual Funds	\$ <u>322,099.00</u>	\$ <u>298,090.99</u>
	Total Balance on Hand	\$ <u>849,002.21</u>	\$ <u>791,762.51</u>
	Cash	\$ 34,845.06	\$ 34,845.06
	Stocks	487,028.05	455,387.25
	Other	<u>327,129.10*</u>	<u>301,530.20*</u>
		\$ <u>849,002.21</u>	\$ <u>791,762.51</u>