Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2009

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

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

Use the IRS label. Otherwise, print or type See Specific Instructions.

The John and Phyllis Groot Foundation
c/o Foundation Source
501 Silverside Road, Suite 123
Wilmington, DE 19809

A **Employer identification number** 36-3924778

B Telephone number (see the instructions) 800-839-1754

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 3,338,070.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) __________
(Part I, column (d) must be on cash basis)

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	288.	288.	N/A	
	4	Dividends and interest from securities	75,277.	75,277.		
	5a	Gross rents				
	b	Net rental income or (loss)		Statement 1		
	6a	Net gain/(loss) from sale of assets not on line 10	-371,241.			
	b	Gross sales price for all assets on line 6a 5,175,084.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 2	11,749.	5,746.		
	12	**Total.** Add lines 1 through 11	-283,927.	81,311.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) See St 3	11,327.	11,327.		
	17	Interest				
	18	Taxes (attach schedule)(see instr) See Stm 4	1,400.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 5	29,715.	5,997.		19,572.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,442.	17,324.		19,572.
	25	Contributions, gifts, grants paid Part XV	377,500.			377,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	419,942.	17,324.		397,072.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-703,869.			
	b	**Net investment income** (if negative, enter 0)		63,987.		
	c	**Adjusted net income** (if negative, enter -0-)				

6A 8ne

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	281,896.	245,750.	245,750.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		Less· allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)	356,234.		
	b	Investments – corporate stock (attach schedule) Statement 6	2,275,066.	2,156,353.	2,142,170.
	c	Investments – corporate bonds (attach schedule) Statement 7	1,019,000.	636,000.	675,245.
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) Statement 8	71,237.	261,461.	274,905.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	4,003,433.	3,299,564.	3,338,070.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,003,433.	3,299,564.	
	30	**Total net assets or fund balances** (see the instructions)	4,003,433.	3,299,564.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	4,003,433.	3,299,564.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,003,433.
2	Enter amount from Part I, line 27a	2	-703,869.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,299,564.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,299,564.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Publicly-traded securities	P	Various	Various
b	Passthrough K-1 Capital Loss	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,190,366.		5,546,325.	-355,959.
b	-16,015.			-16,015.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-355,959.
b				-16,015.
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	-371,974.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	480,437.	4,273,499.	0.112422
2007	620,591.	5,162,431.	0.120213
2006	280,904.	4,956,426.	0.056675
2005	259,928.	3,835,928.	0.067761
2004	191,543.	2,394,281.	0.080000

2	**Total** of line 1, column (d)	2	0.437071
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	0.087414
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,179,359.
5	Multiply line 4 by line 3	5	277,920.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	640.
7	Add lines 5 and 6	7	278,560.
8	Enter qualifying distributions from Part XII, line 4	8	397,072.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	640.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	640.
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	640.
6	Credits/Payments				
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,433.		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,433.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	793.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 793. Refunded ►			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► IL			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► None

14 The books are in care of ► Foundation Source Telephone no ► 800-839-1754

Located at ► 501 Silverside Road, Suite 123 Wilmington DE ZIP + 4 ► 19809

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 9		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes				
a	Average monthly fair market value of securities			1a	2,760,954.
b	Average of monthly cash balances			1b	318,376.
c	Fair market value of all other assets (see instructions)			1c	148,446.
d	**Total** (add lines 1a, b, and c)			1d	3,227,776.
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	3,227,776.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	48,417.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,179,359.
6	**Minimum investment return.** Enter 5% of line 5			6	158,968.

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	158,968.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	640.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	116.		
c	Add lines 2a and 2b			2c	756.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	158,212.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	158,212.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	158,212.

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	397,072.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	397,072.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	640.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	396,432.

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					158,212.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	72,743.				
b From 2005	76,111.				
c From 2006	43,170.				
d From 2007	271,687.				
e From 2008	269,211.				
f Total of lines 3a through e		732,922.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 397,072.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2009 distributable amount					158,212.
e Remaining amount distributed out of corpus		238,860.			
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		971,782.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		72,743.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		899,039.			
10 Analysis of line 9					
a Excess from 2005	76,111.				
b Excess from 2006	43,170.				
c Excess from 2007	271,687.				
d Excess from 2008	269,211.				
e Excess from 2009	238,860.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities.					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attachment	N/A	Public	See attachment	377,500.
Total			► 3a	377,500.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	288.	
4 Dividends and interest from securities			14	75,277.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	733.	18	-371,974.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a K-1 Income	525990	6,003.	14	5,724.	
b Other partnership income			14	22.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		6,736.		-290,663.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-283,927.

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

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a (1)		X
(2) Other assets	1a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee

11-8-10
Date

▶ President
Title

Paid Preparer's Use Only

Preparer's signature ▶ Jeffrey D. Haskell

Date 11-02-2010

Check if self-employed ▶ ☐

Preparer's Identifying number (See **Signature** in the instrs)

Firm's name (or yours if self-employed), address, and ZIP code ▶
Foundation Source
55 Walls Drive
Fairfield, CT 06824

EIN ▶

Phone no ▶ (800) 839-1754

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Part	Proceeds	Cost	Gain/Loss
I, ln 6	733	0	733
I, ln 7	5,174,351	5,546,325	-371,974
Total	5,175,084	5,546,325	-371,241

Description:	Passthrough K-1 Capital Gain (UBI)
Date Acquired:	Various
How Acquired:	Purchase
Date Sold:	Various
Gross Sales Price:	733.
Cost or Other Basis:	0.
Basis Method:	Cost

Gain (Loss)	733.
Total	$ 733.

Statement 2
Form 990-PF, Part I, Line 11
Other Income

K-1 Income (Non-UBI)	5,724
K-1 Income (UBI)	6,003
Total K-1 Income	11,727

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
K-1 Income	$ 11,727.	$ 5,724.	
Other partnership income	22.	22.	
Total	$ 11,749.	$ 5,746.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management services	$ 11,327.	$ 11,327.		
Total	$ 11,327.	$ 11,327.		$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	$ 1,400.			
Total	$ 1,400.	$ 0.		$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative fees	$ 19,457.			$ 19,457.
Bank charges	18.	$ 18.		
K-1 expenses	10,125.	5,979.		
State filing fee	115.			115.
Total	$ 29,715.	$ 5,997.		$ 19,572.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stock - See attachment	Cost	$ 2,156,353.	$ 2,142,170.
	Total	$ 2,156,353.	$ 2,142,170.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Corporate Bonds - See attachment	Cost	$ 636,000.	$ 675,245.
	Total	$ 636,000.	$ 675,245.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Torrey US Strategy Partners LLC	Cost	$ 13,848.	$ 12,647.
JPMorgan Multi Strategy Fund LLC	Cost	247,613.	262,258.
	Total	$ 261,461.	$ 274,905.

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

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Pamela Anne Brandsma 501 Silverside Road, Suite 123 Wilmington, DE 19809	Director < 1 hr/wk	$ 0.	$ 0.	$ 0.
Robin J. Ipema 501 Silverside Road, Suite 123 Wilmington, DE 19809	VP/Sec < 1 hr/wk	0.	0.	0.
Gayle Ellen Vryhof 501 Silverside Road, Suite 123 Wilmington, DE 19809	President < 1 hr/wk	0.	0.	0.
Larry A. Groot 501 Silverside Road, Suite 123 Wilmington, DE 19809	Director < 1 hr/wk	0.	0.	0.
Valerie Van Woerkom 501 Silverside Road, Suite 123 Wilmington, DE 19809	Director < 1 hr/wk	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

The John and Phyllis Groot Foundation
EIN: 36-3924778
Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
10	ADVANCE AUTO PARTS INC (AAP)	$377 54	$404 80
7	APPLE INC (AAPL)	$779 91	$1,475.12
25	ABBOTT LABS (ABT)	$1,250 89	$1,349 75
10	ACE LTD (ACE)	$472 95	$504 00
13832	AMERICAN CENTURY INFLATION ADJUSTED BD INVESTOR (ACITX)	$161,972 72	$159,068 00
20	AETNA INC NEW (AET)	$523 34	$634.00
10	AFLAC INC (AFL)	$439 46	$462 50
50	APPLIED MATERIALS INC (AMAT)	$659 14	$697.00
10	TD AMERITRADE HOLDING CORP (AMTD)	$123 70	$193 80
3	AMAZON COM (AMZN)	$249 08	$403 56
9	APACHE CORPORATION (APA)	$582 37	$928 53
5	ANADARKO PETROLEUM CORP (APC)	$217 48	$312 10
5	BOEING CO (BA)	$212 15	$270 65
90	BANK OF AMERICA CORP (BAC)	$1,157 93	$1,355 40
5	BAXTER INTERNATIONAL INC (BAX)	$235 27	$293 40
15	BB&T CP (BBT)	$313 73	$380 55
30	BANK NEW YORK MELLON CORP COM (BK)	$845 79	$839 10
25	BRISTOL-MYERS SQUIBB CO (BMY)	$540 37	$631 25
135	CITIGROUP INC (C)	$568 42	$446 85
10	CARDINAL HEALTH INC (CAH)	$246 94	$322 40
5	CATERPILLAR INC (CAT)	$181 58	$284 95
10	COOPER INDUSTRIES PLC (CBE)	$334 22	$426 40
15	CELGENE CORP (CELG)	$734 82	$835 20
20	COMCAST CORP CL A (CMCSA)	$339 66	$337 20
5	COACH INC (COH)	$166 95	$182 65
15	CONOCOPHILLIPS (COP)	$703 31	$766 05
15	COVIDIEN LTD (COV)	$557 32	$718.35
75	CISCO SYSTEMS INC (CSCO)	$1,304 52	$1,795.50

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
35	CVS CAREMARK CORP (CVS)	$983 62	$1,127 35
15	CHEVRONTEXACO CORP (CVX)	$1,006 15	$1,154 85
20	DEERE CO (DE)	$817 96	$1,081 80
50	WALT DISNEY HOLDINGS CO (DIS)	$1,006 27	$1,612.50
30	DOW CHEMICAL PV (DOW)	$454 08	$828 90
10	DEVON ENERGY CORPORATION (DVN)	$444 87	$735 00
2715	ISHARES TRUST MSCI EAFE INDEX FUND (EFA)	$150,190 54	$150,085 20
25	EDISION INTL (EIX)	$775 56	$869 50
10	EMERSON ELECTRIC CO (EMR)	$348 31	$426 00
5	EOG RESOURCES INC (EOG)	$332 74	$486 50
13	FREEPORT-MCMORAN COPPER & GOLD INC (FCX)	$436.99	$1,043.77
15	GILEAD SCIENCES INC (GILD)	$708 89	$649 05
5	GENERAL MILLS INC (GIS)	$246 98	$354 05
45	CORNING INC (GLW)	$442 50	$868 95
3	GOOGLE INC CL A (GOOG)	$906 98	$1,859 94
8	GOLDMAN SACHS GROUP (GS)	$607 60	$1,350 72
18942	GOLDMAN SACHS HIGH YIELD FUND INSTITUTIONAL SHARES (GSHIX)	$130,320 96	$131,646 90
5	HONEYWELL INTERNATIONAL INC (HON)	$206 34	$196.00
15	STARWOOD HOTELS & RESORTS (HOT)	$322 46	$548 55
45	HEWLETT PACKARD CO (HPQ)	$1,402 83	$2,317 95
8	INTERNATIONAL BUSINESS MACHINES (IBM)	$676 96	$1,047.20
640	ISHARES TR COHEN & STEERS REALTY MAJORS INDEX FD (ICF)	$32,446 72	$33,612 80
10	INTERNATIONAL GAME TECHNOLOGY (IGT)	$152 10	$187 70
851	ISHARES TR S & P MIDCAP 400 INDEX FD (IJH)	$58,062 63	$61,620 91
1705	ISHARES TRUST RUSSELL 1000 VALUE INDEX FUND (IWD)	$96,737 95	$97,867 00
485	ISHARES RUSSELL 2000 (IWM)	$29,090 30	$30,283 40
890	ISHARES TRUST RUSSELL MIDCAP INDEX FUND (IWR)	$70,781 70	$73,433 90
35	JOHNSON CONTROLS INC (JCI)	$556 18	$953 40
6300	JPMORGAN INTERNATIONAL CURRENCY (JCIRX)	$68,481 00	$67,725 00
2612	JPMORGAN INTREPID INTERNATIONAL FUND SELECT (JISIX)	$67,173 67	$41,082 50

The John and Phyllis Groot Foundation
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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
25	JUNIPER NETWORKS (JNPR)	$508 29	$666 75
3870	JPMORGAN INTREPID AMERICA FUND (JPIAX)	$86,214 49	$78,609 55
10	KB HOME (KBH)	$167 88	$136 80
10	COCA-COLA CO (KO)	$575 29	$570.00
2	MASTERCARD INC (MA)	$365 62	$511 96
5	METLIFE INC (MET)	$125 44	$176 75
5	MONSANTO CO (MON)	$386 95	$408 75
45	MERCK & CO INC (MRK)	$1,452 60	$1,644 30
30	MORGAN STANLEY (MS)	$556 16	$888 00
100	MICROSOFT CORPORATION (MSFT)	$1,986 64	$3,048 00
8	NIKE INC-CL B (NKE)	$450 32	$528.56
35	NORFOLK SOUTHERN CORP (NSC)	$1,607 07	$1,834 70
15	NATIONAL SEMICONDUCTOR (NSM)	$188 21	$230 40
15	NETAPP, INC (NTAP)	$234 82	$515 40
30	ORACLE CORP (ORCL)	$629 06	$735 90
15	OCCIDENTAL PETE CORP (OXY)	$942 29	$1,220 25
10	PAYCHEX INC COM (PAYX)	$266.98	$306 40
15	PACCAR INC (PCAR)	$409 61	$544 05
15	PEPSICO INC (PEP)	$810 00	$912 00
85	PFIZER INC (PFE)	$1,221 25	$1,546.15
35	PROCTER GAMBLE CO (PG)	$2,191 95	$2,122 05
5	PARKER HANNIFIN CP (PH)	$201 50	$269 40
20	PHILIP MORRIS INTL (PM)	$765 65	$963 80
15	PRUDENTIAL FINCL INC (PRU)	$686 21	$746 40
10	PRAXAIR INC (PX)	$590 40	$803 10
18915	PAYDEN HIGH INCOME FUND CLASS R (PYHRX)	$130,324 35	$131,459 25
25	QUALCOMM INC (QCOM)	$845 25	$1,156 50
4	TRANSOCEAN LTD (RIG)	$337 05	$331 20
65	SPRINT NXTEL CP (S)	$266 83	$237 90
10	SCHLUMBERGER LTD (SLB)	$428 98	$650 90

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
15	SOUTHERN CO (SO)	$441 42	$499 80
30	STAPLES INC (SPLS)	$511 83	$737 70
1495	SPDR S&P 500 ETF TRUST (SPY)	$164,046 35	$166,602 80
5	SOUTHWESTERN ENERGY (SWN)	$215 95	$241.00
15	SYSCO CORP (SYY)	$335 81	$419 10
30	AT&T CORP COM NEW (T)	$900 84	$840 90
36	TIME WARNER INC (TWX)	$686 72	$1,049 04
10	URBAN OUTFITTERS, INC (URBN)	$154 90	$349.90
40	US BANCORP DEL NEW (USB)	$894 66	$900 40
20	UNITED TECHNOLOGIES CORP (UTX)	$995 00	$1,388 20
5	V F CORP (VFC)	$288 44	$366 20
1740	VANGUARD EMERGING MARKETS STOCK INDEX VIPERS (VWO)	$70,692 72	$71,340 00
40	VERIZON COMMUNICATIONS (VZ)	$1,380 80	$1,325 20
45	WELLS FARGO & CO (WFC)	$778 39	$1,214 55
3	WELLPOINT INC (WLP)	$160 06	$174 87
20	WAL-MART STORES INC (WMT)	$1,108 12	$1,069 00
69715	JP MORGAN CORE BOND FUND (WOBDX)	$782,203 19	$773,837 38
20	XILINX INC (XLNX)	$338 73	$501 20
24	EXXON MOBIL CORP (XOM)	$1,806 41	$1,636 56
15	YUM BRANDS INC (YUM)	$461 80	$524 55
	TOTAL	**$2,156,353**	**$2,142,170**

The John and Phyllis Groot Foundation
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Form 990-PF, Part II, Line 10c - Columns (b) & (c) - Investments: Corporate Bonds

Shares	Description/Symbol/CUSIP Number	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
25000	BARCLAYS GSCI OIL (06738QF37)	$25,000 00	$33,150 00
25000	BARCLAYS BK PLC PRIN PROT LKD 0 00000% 05/28/2014 (06739JEC3)	$25,000 00	$26,517 50
70000	BARCLAYS LINKED TO THE RUSSELL 2000 DUE 07/01/2010 (06739JXM0)	$70,000 00	$71,715 00
20000	DEUTSCHE BANK AG LONDON (2515A0P72)	$20,000 00	$21,584 00
20000	HSBC USA 0 00% 11/19/2010LINKED TO BSKT OF INDICES (4042K0WZ4)	$20,000 00	$25,126 00
50000	JPMORGAN CHASE GLBL MTN 03/31/10 EURO STOXX50 IDX (48123JTH2)	$50,000 00	$41,090 00
20000	MORGAN STANLEY NOTES 05/16/2011LINKED TO SP500 (6174466A2)	$20,000 00	$17,071 00
32000	MORGAN STANLEY BUFFER NT LKD 0 0% 03/10/2010 (61747YCH6)	$32,000 00	$35,936 00
32000	MORGAN STANLEY BUFFER NT LKD 0 0% 06/15/2010 (617482FU3)	$32,000 00	$36,776 00
20000	BARCLAYS DJ-UBS COMMODITY F3 BREN (BARCBREN)	$20,000 00	$19,990.00
65000	CREDIT SUISSE NOTE LNK BSK DOW EURO FTSE (CS3BASKET)	$65,000 00	$66,261 00
30000	CREDIT SUISSE BUF LNK S&P 500 (CSBUFRETUR)	$30,000 00	$34,104 00
20000	CREDIT SUISEE LINKED EURO STOCK (CSEUROSTOX)	$20,000 00	$22,158 00
35000	GOLDMAN SACHS 9M EAFE NOTE 8/27/2010 (GS EAFENOTE)	$35,000 00	$36,704 50
70000	GOLDMAN SACHS 9M SPX NOTE 8/19/2010 (GS9MSPX)	$70,000 00	$71,767 50
30000	GOLDMAN SACHS LNKED S&P BUFFERED 12/1/2010 (GSBREN SNP)	$30,000 00	$31,040 40
30000	HSBC BASKET LINKED TO S&P 500 (HSBCSANDP)	$30,000 00	$34,752 00
15000	JPM MORGAN BASKET LINKED TO OIL SERVICE (JPMOILSERV)	$15,000 00	$19,119 00
27000	MORGAN STANLEY ASIAN EQUITY NOTE 6/10/2010 (MSBRENAIB)	$27,000 00	$30,383 10
	TOTAL	**$636,000**	**$675,245**

The John and Phyllis Groot Foundation
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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
ALL GODS CHILDREN LTD 1S425 CHASE AVE, LOMBARD, IL 60148	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,000 00
B E D S INC PO BOX 2035, LAGRANGE, IL 60525	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,000 00
BETHANY CHRISTIAN SERVICES OF ILLINOIS 11717 SOUTH HALSTED STREET, CHICAGO, IL 60628	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,000 00
BIBLE LEAGUE PO BOX 28000, CHICAGO, IL 60628	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,500 00
BIBLE LEAGUE PO BOX 28000, CHICAGO, IL 60628	N/A	509(a)(1)	CENTRAL ASIA MINISTRY 18630 PROJECT	$1,000 00
BIBLE LEAGUE PO BOX 28000, CHICAGO, IL 60628	N/A	509(a)(1)	PHILIPPINES' BIBLE PROJECT	$3,000 00
CALVIN CHRISTIAN REFORMED CHURCH 973 W NORTON AVE, MUSKEGON, MI 49441	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$5,000 00
CALVIN CHRISTIAN REFORMED CHURCH 973 W NORTON AVE, MUSKEGON, MI 49441	N/A	509(a)(1)	HOUSEHOLD PANTRY PROGRAM	$200 00

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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
CHICAGO WEST SIDE CHRISTIAN SCHOOL ASSOCIATION 1240 S. PULASKI RD, CHICAGO, IL 60623	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$20,500 00
CHICAGO WEST SIDE CHRISTIAN SCHOOL ASSOCIATION 1240 S PULASKI RD, CHICAGO, IL 60623	N/A	509(a)(1)	TUITION ASSISTANCE PROGRAM	$1,500.00
CHILDRENS HUNGER FUND PO BOX 7085, MISSION HILLS, CA 91346	N/A	509(a)(1)	MIDWEST CHAPTER DIVISION	$2,000 00
CHILDRENS HUNGER FUND PO BOX 7085, MISSION HILLS, CA 91346	N/A	509(a)(1)	MIDWEST PROGRAM	$1,000 00
CHRIST CHURCH OF OAK BROOK 31ST AND YORK ROAD, OAK BROOK, IL 60523	N/A	509(a)(1)	SPIRIT VILLAGE PROJECT	$1,000 00
CHRIST CHURCH OF OAK BROOK 31ST AND YORK ROAD, OAK BROOK, IL 60523	N/A	509(a)(1)	THROUGH ALL GENERATIONS CAPITAL CAMPAIGN	$10,000.00
CHRISTIAN LEARNING CENTER 4340 BURLINGAME AVE SW, WYOMING, MI 49509	N/A	509(a)(2)	GENERAL & UNRESTRICTED	$1,000 00
CHRISTIAN REFORMED WORLD RELIEF COMMITTEE 2850 KALAMAZOO AVENUE S E , GRAND RAPIDS, MI 49560	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$250 00

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CHRISTIAN REFORMED WORLD RELIEF COMMITTEE 2850 KALAMAZOO AVENUE S E , GRAND RAPIDS, MI 49560	N/A	509(a)(1)	DISASTER RESPONSE FUND	$2,000 00
D C METRO CHURCH INC 1100 N FAYETTE STREET, ALEXANDRIA, VA 22314	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$1,000 00
DAYSTAR EDUCATION ASSOCIATION 1550 SOUTH STATE STREET, CHICAGO, IL 60607	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,300.00
DAYSTAR EDUCATION ASSOCIATION 1550 SOUTH STATE STREET, CHICAGO, IL 60607	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$37,500.00
DAYSTAR EDUCATION ASSOCIATION 1550 SOUTH STATE STREET, CHICAGO, IL 60607	N/A	509(a)(1)	DAYSTAR SCHOOL TECHNOLOGY	$21,600.00
DAYSTAR EDUCATION ASSOCIATION 1550 SOUTH STATE STREET, CHICAGO, IL 60607	N/A	509(a)(1)	HVAC REQUEST	$53,400 00
DAYSTAR EDUCATION ASSOCIATION 1550 SOUTH STATE STREET, CHICAGO, IL 60607	N/A	509(a)(1)	KILN	$2,500 00
DENVER CHRISTIAN SCHOOLS 2135 S PEARL STREET, DENVER, CO 80210	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$1,000 00

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ELIM CHRISTIAN SERVICES 13020 S CENTRAL AVE, PALOS HEIGHTS, IL 60463	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$5,100 00
ELIM CHRISTIAN SERVICES 13020 S CENTRAL AVE, PALOS HEIGHTS, IL 60463	N/A	509(a)(1)	ACE THERAPEUTIC RECREATION PROGRAM	$11,000 00
ELIM CHRISTIAN SERVICES 13020 S CENTRAL AVE, PALOS HEIGHTS, IL 60463	N/A	509(a)(1)	MOVING BEYOND CAPITAL CAMPAIGN	$10,000 00
GENEVA CAMP & RETREAT CENTER 3995 LAKESHORE DR N, HOLLAND, MI 49424	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$400 00
GRANDVILLE CHRISTIAN SCHOOL INC 3934 WILSON SW, GRANDVILLE, MI 49418	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$1,000 00
GRASSROOTS EMPOWERMENT OPPORTUNITIES 969 VALLEY AVE NW, GRAND RAPIDS, MI 49504	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$300 00
GRASSROOTS EMPOWERMENT OPPORTUNITIES 969 VALLEY AVE NW, GRAND RAPIDS, MI 49504	N/A	509(a)(1)	STUDENT TUITION ASSISTANCE, FARM START-UP, AND TRANSPORTATION FUND	$15,000 00
HOPE CHRISTIAN REFORMED CHURCH 5825 W 151ST ST, OAK FOREST, IL 60452	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$8,000 00

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KALAMAZOO CHRISTIAN SCHOOL ASSOCIATION 2121 STADIUM DR, KALAMAZOO, MI 49008	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$20,000 00
KALAMAZOO CHRISTIAN SCHOOL ASSOCIATION 2121 STADIUM DR, KALAMAZOO, MI 49008	N/A	509(a)(1)	SPECIAL EDUCATION FUND	$10,000 00
KALAMAZOO DEACONS CONFERENCE 1010 N WESTNEDGE AVE , KALAMAZOO, MI 49007	N/A	509(a)(2)	GENERAL & UNRESTRICTED	$10,000.00
LAWNDALE CHRISTIAN REFORMED CHURCH 1241 S PULASKI RD, CHICAGO, IL 60623	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$7,500 00
LOOP CHRISTIAN MINISTRIES 407 S DEARBORN ST STE 240, CHICAGO, IL 60605	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$9,000 00
LOVE INC OF MUSKEGON COUNTY 2735 E APPLE AVE STE A, MUSKEGON, MI 49442	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$1,000 00
LUKE SOCIETY 3409 GATEWAY BLVD, SIOUX FALLS, SD 57106	N/A	509(a)(2)	GENERAL & UNRESTRICTED	$250 00
MUSKEGON CHRISTIAN SCHOOL 1220 EASTGATE ST, MUSKEGON, MI 49442	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$18,000 00

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MUSKEGON RESCUE MISSION 1691 PECK ST, MUSKEGON, MI 49441	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$1,000 00
OASIS COMMUNITY CHURCH 23750 ALESSANDRO BLVD STE C, MORENO VALLEY, CA 92553	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,500 00
PROVIDENCE LIFE SERVICES 18601 N NORTH CREEK DRIVE STE A, TINLEY PARK, IL 60477	N/A	509(a)(2)	GENERAL & UNRESTRICTED	$10,000 00
ROSELAND CHRISTIAN MINISTRIES CENTER 10858 S MICHIGAN AVE , CHICAGO, IL 60628	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$400 00
ROSELAND CHRISTIAN SCHOOL 314 W 108TH ST, CHICAGO, IL 60628	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$1,000.00
ROSELAND CHRISTIAN SCHOOL 314 W 108TH ST, CHICAGO, IL 60628	N/A	509(a)(1)	ENDOWMENT TUITION ASSISTANCE	$1,000 00
ROSELAND CHRISTIAN SCHOOL 314 W 108TH ST, CHICAGO, IL 60628	N/A	509(a)(1)	TUITION ASSISTANCE	$2,000 00
SAMARITANS PURSE PO BOX 3000, BOONE, NC 28607	N/A	509(a)(1)	OPERATION CHRISTMAS CHILD	$2,000 00

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SOCIETY OF ST JOHN THE EVANGELIST 980 MEMORIAL DR, CAMBRIDGE, MA 02138	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$2,000 00
SOUTHERN HEIGHTS CHRISTIAN REFORMED CHURCH 4141 E HILLANDALE DR, KALAMAZOO, MI 49008	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$10,000 00
SOUTHWEST CHICAGO CHRISTIAN SCHOOL ASSOCIATION 12001 S OAK PARK AVE, PALOS HEIGHTS, IL 60463	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$10,000 00
TIMOTHY CHRISTIAN SCHOOLS 188 W BUTTERFIELD RD, ELMHURST, IL 60126	N/A	509(a)(1)	TIMOTHY "IN THE PRESENCE OF THE KING" FUND	$2,000 00
WESTERN MICHIGAN CHRISTIAN HIGH SCHOOL 455 E ELLIS RD, MUSKEGON, MI 49441	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$18,500 00
WESTERN SPRINGS CHRISTIAN REFORMED CHURCH 5140 WOLF RD, WESTERN SPRGS, IL 60558	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$5,500 00
WORLD VISION INTERNATIONAL 34834 WEYERHAEUSER WAY S , FEDERAL WAY, WA 98001	N/A	509(a)(1)	HEALTH CLINIC PROGRAM	$2,000.00
WORLD VISION INTERNATIONAL 34834 WEYERHAEUSER WAY S , FEDERAL WAY, WA 98001	N/A	509(a)(1)	WORLD VISION EXPERIENCE AIDS CAREGIVER PROGRAM	$1,600 00

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YOUNG LIFE 2627 NILES AVENUE, SAINT JOSEPH, MI 49085	N/A	509(a)(1)	YOUNG LIFE MI #21	$500 00
YOUNG LIFE DUPAGE CO 836 HINSDALE AVENUE, HINSDALE, IL 60521	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$500 00
YOUTH FOR CHRIST USA INC 2735 EAST APPLE AVENUE SUITE B, MUSKEGON, MI 49442	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$200 00
ZEELAND CHRISTIAN SCHOOL 334 W CENTRAL AVE, ZEELAND, MI 49464	N/A	509(a)(1)	EL PUENTE COSTA RICA PROJECT	$2,000 00
			TOTAL:	**$377,500**