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 , **and ending**

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

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

Name of foundation
OSCAR & ELSA S. MAYER FAMILY FOUNDATION
C/O BARBARA J. POPE, P.C.

Number and street (or P O box number if mail is not delivered to street address): 190 S. LASALLE ST.
Room/suite: 610

City or town, state, and ZIP code: CHICAGO, IL 60603

A Employer identification number 36-4035204

B Telephone number 312-853-6630

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, col. (c), line 16)* ▶$ 14,788,898.

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))

		(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	0.		N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	358,822.	357,887.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<1,154,348.>			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	**Total** Add lines 1 through 11	<795,526.>	357,887.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 1	8,818.	4,409.		4,409.
b	Accounting fees STMT 2	48,000.	24,000.		24,000.
c	Other professional fees STMT 3	56,704.	45,254.		11,450.
17	Interest				
18	Taxes STMT 4	8,430.	7,869.		0.
19	Depreciation and depletion				
20	Occupancy	9,916.	1,983.		7,933.
21	Travel, conferences, and meetings	9,795.	4,898.		4,898.
22	Printing and publications				
23	Other expenses STMT 5	169,172.	143,927.		24,999.
24	**Total operating and administrative expenses.** Add lines 13 through 23	310,835.	232,340.		77,689.
25	Contributions, gifts, grants paid	361,020.			361,020.
26	**Total expenses and disbursements** Add lines 24 and 25	671,855.	232,340.		438,709.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<1,467,381.>			
b	**Net investment income** (if negative, enter -0-)		125,547.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

(Side labels: Revenue; Operating and Administrative Expenses)

INTERNAL REVENUE SERVICE
W&I - FIELD ASSISTANCE
CHICAGO [illegible]
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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions** Form **990-PF** (2009)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	<79,786.>	387,216.	387,216.
	3 Accounts receivable ▶ 142,350.			
	Less: allowance for doubtful accounts ▶	97,715.	142,350.	142,350.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	603,348.	428,349.	439,278.
	b Investments - corporate stock STMT 7	1,584,484.	2,200,000.	2,195,950.
	c Investments - corporate bonds STMT 8	905,143.	100,743.	106,546.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	818,630.	881,423.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	12,675,938.	10,242,173.	10,636,135.
	16 **Total assets** (to be completed by all filers)	15,786,842.	14,319,461.	14,788,898.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,786,842.	14,319,461.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	15,786,842.	14,319,461.	
	31 **Total liabilities and net assets/fund balances**	15,786,842.	14,319,461.	

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	15,786,842.
2 Enter amount from Part I, line 27a	2	<1,467,381.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,319,461.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,319,461.

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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 ATTACHED			
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				<1,154,348.>
b				
c				
d				
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<1,154,348.>
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	<1,154,348.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	640,271.	17,048,187.	.037557
2007	718,189.	19,763,027.	.036340
2006	814,211.	18,018,730.	.045187
2005	912,807.	16,792,611.	.054358
2004	970,913.	16,357,184.	.059357

2	**Total** of line 1, column (d)	2	.232799
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	.046560
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,400,754.
5	Multiply line 4 by line 3	5	623,939.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,255.
7	Add lines 5 and 6	7	625,194.
8	Enter qualifying distributions from Part XII, line 4	8	438,709.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,511.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	2,511.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,511.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,172.		
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	8,172.
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	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,661.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		5,661. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	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 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? N/A	4b		
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, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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 ▶ N/A

14 The books are in care of ▶ BARBARA J. POPE, P.C. Telephone no. ▶ 312-853-6630

Located at ▶ 190 S. LASALLE STREET, SUITE 610, CHICAGO, IL ZIP+4 ▶ 60603

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

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

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

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

				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?	☐ 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 page 20 of the instructions)?		1b		X
	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?		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?	☐ Yes ☒ 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 instructions.)	N/A	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?	☐ 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.)*	N/A	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)? ☐ 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)? N/A **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? 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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED STATEMENT	0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
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	13,305,460.
b	Average of monthly cash balances	1b	299,366.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,604,826.
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	13,604,826.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	204,072.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,400,754.
6	***Minimum investment return*** Enter 5% of line 5	6	670,038.

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	670,038.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 2,511.		
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	2,511.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	667,527.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	667,527.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	667,527.

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	438,709.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	438,709.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	438,709.

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				667,527.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 146,922.				
b From 2005 93,378.				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	240,300.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 438,709.				
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				438,709.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	228,818.			228,818.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,482.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	11,482.			
10 Analysis of line 9:				
a Excess from 2005 11,482.				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENTS				361,020.
Total			▶ 3a	361,020.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	358,822.	
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					<1,154,348.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		358,822.	<1,154,348.>

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <795,526.>

(See worksheet in line 13 instructions 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).

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.

Harold F. Mayer — 9/18/10 — President
Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature: Donna E. Morgan — Date: 9-8-10 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: MAYER BROWN LLP, 71 SOUTH WACKER DRIVE, CHICAGO, IL 60606 — EIN — Phone no. 312-782-0600

FORM 990-PF LEGAL FEES STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHED EXHIBIT A	8,818.	4,409.		4,409.
TO FM 990-PF, PG 1, LN 16A	8,818.	4,409.		4,409.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHED EXHIBIT A	48,000.	24,000.		24,000.
TO FORM 990-PF, PG 1, LN 16B	48,000.	24,000.		24,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHED EXHIBIT A	56,704.	45,254.		11,450.
TO FORM 990-PF, PG 1, LN 16C	56,704.	45,254.		11,450.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	7,869.	7,869.		0.
EXCISE TAX	561.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,430.	7,869.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHED EXHIBIT A	169,172.	143,927.		24,999.
TO FORM 990-PF, PG 1, LN 23	169,172.	143,927.		24,999.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED EXHIBIT B	X		428,349.	439,278.
TOTAL U.S. GOVERNMENT OBLIGATIONS			428,349.	439,278.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			428,349.	439,278.

Oscar G and Elsa S Mayer Family Foundation
EIN 36-4035204
Form 990PF for 2009

SCHEDULE ATTACHED TO PART I

Line		(a) Revenue and Expenses per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes
	Contributions, gifts, grants, etc.			
		0	0	
4	**Dividends and Interest from Securities**			
	Northern Trust Company·			
	Dividends	45,947	45,947	
	Corporate Interest	20,082	20,082	
	US Interest	33,435	33,435	
		99,464	99,464	
	Marshall & Ilsley			
	Money Market dividends	1,274	339	
	Sedgwick Street Fund, LLC			
	Dividends	243,903	243,903	
	Interest	329	329	
	Other Portfolio income	16,203	16,203	
	Other Income	-	-	
		260,435	260,435	
	Real Estate Partners I, LP			
	Dividends	187	187	
	Interest	16	16	
	Other Income	-	-	
		203	203	
	Private Equity Fund			
	Business Income	(2)	(2)	
	Dividends	231	231	
	Interest	557	557	
	Other Income	96	96	
		882	882	
	Miscellaneous receipts		-	
	Adjustments·			
	(1) Northern Trust Co.			
	(a) Dividends on Money Mkt & Mutual funds Taxed in 2008, received in 2009			
	(b) Dividends on Money Market taxed in 2009, received in 2010	(3,339)	(3,339)	
	(c) Interest purchased			
	(2) Marshall & Ilsley			
	(a) Dividends and interest taxed in 2008, received in 2009	1	1	

EXHIBIT A

	(b) Dividends and interest taxed in 2009, received in 2010	(98)	(98)	
	TOTAL ABOVE INCOME	358,822	357,887	
16(a)	**Legal Fees**			
	Mayer Brown LLP	8,818	4,409	4,409
16(b)	**Accounting Fees**			
	Barbara J. Pope, P C	48,000	24,000	24,000
16(c)	**Other Professional Fees**			
	Northern Trust Co - agency fees	10,254	10,254	
	Northern Trust Co. - other fees		-	
	J H Ellwood - investment consulting	35,000	35,000	
	Children's Institute - charity consulting	11,450	-	11,450
		56,704	45,254	11,450
18	**Taxes**			
	US Treasury - Excise tax	561	-	
	Foreign taxes withheld on dividends	7,868	7,868	
		8,429	7,868	
20	**Occupancy**			
	First Wisconsin National Bank of Madison	9,916	1,983	7,933
21	**Travel, conferences, meetings**			
	Entertainment, meeting and travel expenses related to Foundation	9,795	4,898	4,898
23	**Other Expenses**			
	Karla K Ritt			
	Bookkeeping and secretarial services	29,600	5,920	23,680
	The Travelers- insurance	275	275	-
	Sedgwick Street Fund -			
	Deductions related to portfolio income	118,077	117,831	-
	Real Estate Partners I, LP			
	Interest Expense	-	-	-
	Deductions related to portfolio income	7,373	7,373	
	Private Equity Fund			
	Interest Expense	84	84	-
	Deductions related to portfolio income	10,420	10,420	
	AOL	401	401	-
	Illinois registration and other fees		-	-
	Northern Trust - interest on loan	305	305	
	Phone, parking, supplies, and miscellaneous	2,637	1,319	1,319
	Total other expenses	$ 169,172	$ 143,927	$ 24,999

EXHIBIT A

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED EXHIBIT B	2,200,000.	2,195,950.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,200,000.	2,195,950.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED EXHIBIT B	100,743.	106,546.
TOTAL TO FORM 990-PF, PART II, LINE 10C	100,743.	106,546.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED EXHIBIT B	COST	818,630.	881,423.
TOTAL TO FORM 990-PF, PART II, LINE 13		818,630.	881,423.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEDGWICK STREET FUND, LP	12,109,232.	9,695,593.	10,157,915.
REAL ESTATE PARTNERS I, LP	475,222.	465,052.	395,310.
PRIVATE EQUITY FUND 2008	91,484.	81,528.	82,910.
TO FORM 990-PF, PART II, LINE 15	12,675,938.	10,242,173.	10,636,135.

Oscar G. and Elsa S. Mayer Family Foundation
EIN 36-4035204
Form 990PF for 2009

SCHEDULE ATTACHED TO PART II - BALANCE SHEETS

	Beginning of Year	End of Year	
	Col. (a) Book Value	Col. (b) Book Value	Col. (c) Fair Market Value
Cash:			
Northern Trust Company	(63,837)	125,029	125,029
Less outstanding checks	(17,519)	(58,510)	(58,510)
Marshall & Ilsley	1,569	320,697	320,697
Total Cash	(79,787)	387,216	387,216
Accounts receivable:	97,715	142,350	142,350
Government Bonds.			
Northern Trust Company per attached	603,348	428,349	439,278
Corporate Stocks & Mutual funds.			
Common Sense Long-Biased Offshore, Ltd., formerly known as Common Sense Investors Offshore, Ltd	900,000	1,200,000	1,181,528
Blackstone Partners Offshore Fund, Ltd.	-	1,000,000	1,014,422
1,084.7550 shares Q-BLK Strategic Partners, Inc., Class C (formerly Quellos)	684,484	-	-
	1,584,484	2,200,000	2,195,950
Corporate Bonds:			
Northern Trust Company per attached	905,143	100,743	106,546
Bond Funds:			
Northern Trust Company per attached	-	818,630	881,423

EXHIBIT B

Partnerships:			
Real Estate Partners I, LP	475,222	465,052	395,310
Private Equity Fund	91,484	81,528	82,910
Sedgwick Street Fund, L.P	12,109,232	9,695,593	10,157,915
	12,675,938	10,242,173	10,636,135
TOTAL INVESTMENTS	15,786,841	14,319,461	14,788,898

EXHIBIT B

Portfolio Details

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
2010									
FEDERAL HOME LN BKS FEDERAL HOME LOAN BANK 4.375% DUE 10-22-2010 REG (FHLB1)	$102.967	250,000.00 Aaa	$257,416.50	$249,934.75	$7,481.75	$2,096.35	$10,937.50	4.2% 0.7%	18.0%
2013									
UNITED STATES TREAS NTS US TREASURY T-NOTE 3.125% DUE 09-30-2013 REG	103.930	75,000.00 Aaa	77,947.27	76,488.53	1,458.74	598.81	2,343.75	3.0% 2.0%	5.5%
UNITED STATES TREAS NTS 3.125% NTS 31/08/2013 USD1000 3.125% DUE 08-31-2013REG	103.914	100,000.00 Aaa	103,914.10	101,926.12	1,987.98	1,061.80	3,125.00	3.0% 2.0%	7.3%
WAL-MART STORES INC 4.55% DUE 05-01-2013BEO	106.546	100,000.00 Aa2	106,545.50	100,743.00	5,802.50	758 33	4,550.00	4.3% 2.5%	7.5%
Funds									
MFB NORTHERN FUNDS BD INDEX FD (NOBOX)	10.310	28,974.07	298,722.66	300,461.54	(1,738.88)		11,126.04	3.7%	20.9%
MFO PIMCO FDS PAC INVT MGMT SER INVT GRADE CORPORATE BD FD INSTL CI (PIGIX)	10.930	53,312.04	582,700.59	518,168.65	64,531.94		33,053.46	5.7%	40.8%
Total Corporate/ Government			**$1,427,246.62**	**$1,347,722.59**	**$79,524.03**	**$4,515.29**	**$65,135.76**	**4.6%**	**100.0%**
Total Fixed Income Securities			**$1,427,246.62**	**$1,347,722.59**	**$79,524.03**	**$4,515.29**	**$65,135.76**	**4.6%**	**100.0%**

Continued on next page.

OSCAR G. & ELSA S. MAYER FAMILY FOUNDATION
2009 GRANTS

GRANTEE	DESIGNATION	AMOUNT
Acterra 3921 East Bayshore Palo Alto, CA 94303	General	$250.00
Alliance Defense Fund 15100 N. 90th Street Scottsdale, AZ 85260	General	5,000.00
American Rivers 1101 14th Street NW, Suite 1400 Washington, DC 20005	General	300.00
Art Institute of Chicago 111 South Michigan Avenue Chicago, IL 60603	Education Center	20,000.00
Beloit College 700 College Street Beloit, WI 53511	General	10,000.00
Bridges for Peace 300 Tucker Lane Cocoa. FL 32926	General	5,000.00
Boulder High School 1604 Arapahoe Avenue Boulder, CO 80302	Model United Nations Program	1,000.00
Chesapeake Bay Foundation P.O. Box 17447 Baltimore, MD 21298-9104	General	200 00
Children's Hospital Foundation P.O. Box 827790 Philadelphia, PA 19182-7790	General	600 00
Children's Hospital of PA 34th Street & Civic Center Blvd Philadelphia, PA 19104	Neonatal Follow-up Program	50,000.00
Children's Institute 1221 SW Yamhill, #260 Portland, OR 97205	General	400.00

Christ Presbyterian Church 944 E. Gorham Street Madison, WI 53703	General	1,200.00
Children's Relief Nursery 8425 N. Lombard Portland, OR 97203	Home Visit Programs/General	50,400.00
The Conservation Fund 1655 N. Ft. Myer Drive, #1300 Arlington, VA 22209-3199	General	1,000.00
Cornell University 130 E. Seneca Street, #400 Ithaca, NY 14850	Parents Fund	1,000.00
Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204	General	18,300.00
Doctors Without Borders 333 Seventh Avenue New York, NY 10001	General	200.00
Fight Crime: Invest in Kids 1212 New York Avenue, NW Washington, DC 20005	General	25,000.00
Fourth Presbyterian Church 126 E. Chestnut Street Chicago, IL 60603	General	1,000.00
First Congregational United Church/Christ 1609 University Avenue Madison, WI53726	General	600.00
Friends of Oscar Mayer School 2250 N. Clifton Chicago, IL 60614	General	2,000.00
Friends of WHA 821 University Avenue Madison, WI 53706	General	1,000.00
Golden Apple Foundation 8 South Michigan Avenue, #700 Chicago, IL 60603	General	2,000.00
Graham Memorial Presbyterian Church 959 C Avenue Coronado, CA 92118	General	5,000.00

Walter Hays Elementary School/PTA 1525 Middlefield Road Palo Alto, CA 94301	General	1,330 00
Melissa Hooker 5644 N. Christiana, Chicago, IL 60659 No relationship to any foundation manager or substantial contributor	Golden Apple Award	3,000.00
HospiceCare Foundation, Inc. 5395 E. Cheryl Parkway Fitchburg, WI 53711	General	1,000.00
Invest in Kids 1775 Sherman Street Denver, CO 80203	General	10,000.00
Lake Forest Academy 1500 West Kennedy Road Lake Forest, IL 60045	General	1,000.00
Madison Opera 3414 Monroe Street Madison, WI 53711	General	1,000 00
Madison Symphony Orchestra 222 West Washington Avenue, #460 Madison, WI 53703	General	3,000 00
Memorial Health University Medical Center. 4700 Waters Avenue Savannah, GA 31404	NICU Support Program	30,000 00
Middlebury College 5 Court Street Middlebury, VT 05753	General	1,000 00
National Ovarian Cancer Coalition, Inc. 4900 Hopyard Road, #600 Pleasanton, CA 94588	General	500.00
Northwest Academy 1130 SW Main Street Portland, OR 97205	General	400 00
Olbrich Botanical Society 3330 Atwood Avenue Madison, WI 53704	General	100 00
Old Savannah City Mission 2414 Bull Street Savannah, GA 31401	General	1,250.00

Oregon Food Bank P.O. Box 55370 Portland, OR 97238	General	700.00
Oregon Public Broadcasting 7140 SW Macadam Avenue Portland, OR 97219	General	200.00
Ounce of Prevention 33 West Monroe Street Chicago, Il 60603	Educare Center	30,000.00
Oxfam America 226 Causeway Street Boston, MA 02114	General	200.00
Partners In Education P.O. Box 1557 Palo Alto, CA 94302	General	1,650.00
Partners in Health 641 Huntington Avenue Boston, MA 02115	General	3,750.00
Pepperdine University 6100 Center Drive, 5th Floor Los Angeles, CA 90045	Graduate School/Education/Psychology	500.00
Providence-St. Mel School 119 South Central Park Boulevard Chicago, IL 60624	General	10,000.00
Ready 4K 2233 University Avenue, #345 St. Paul, MN 55114	General	1,000.00
Riley Children's Foundation 30 S. Meridian Street, #200 Indianapolis, IN 46204-3509	General	600.00
Salvation Army-Phoenix P.O. Box 52177 Phoenix, AZ 85072-2177	General	5,000.00
Sea Education Association 595 Commonwealth Avenue, #700 Boston, MA 02215	General	1,200.00
Skidaway Island Presbyterian Church 50 Diamond Causeway Savannah, GA 31411	General	1,250.00

Supporters of Summit Summit Middle School 4655 Hanover Avenue Boulder, CO 80305	Tools for Learning Campaign; capital campaign	1,700.00
Standing on Stone 501-I South Reino Road, #286 Newbury Park, CA 91320	General	500.00
Thorne Ecological Institute P.O. Box 19107 Boulder, CO 80308-2107	General	2,750.00
Turn the Corner Foundation 214 Hommocks Road Larchmont, NY 10538	General	240.00
USA Boxing One Olympic Plaza Colorado Springs, CO 80909	Support of Caroline Barry	3,000.00
United States Fund for UNICEF 125 Maiden Lane New York, NY 10038	General	300.00
United Way of the Coastal Empire 428 Bull Street Savannah, GA 31402	General	5,000.00
United Way of Dane County 2059 Atwood Avenue Madison, WI 53704	General	150.00
University of Chicago Booth School of Bus. 1427 East 60th Street, #120 Chicago, IL 60637	General	1,000.00
University of Chicago School of Social Service Administration 969 E. 60th Street Chicago, IL 60637	Promoting Father Involvement Project	30,000.00
University of Wisconsin Foundation P.O. Box 8860 Madison, WI 53708-8860	General	3,000.00
Western Pennsylvania Conservancy 800 Waterfront Drive Pittsburgh, PA 15222	General	100.00

Western Resource Advocates 2260 Baseline Road, #200 Boulder, CO 80302	General	250.00
Wisconsin Public Radio 3319 West Beltline Highway Madison, WI 53713	General	200.00
Windustry 2105 First Avenue S Minneapolis, MN 55404	Women of the Wind Energy Fund	250.00
Yale University P.O. Box 2038 New Haven, CT 06521-2038	Alumni Fund/General	1,500.00
	Total 2009 Grants	$ 361,020.00

Oscar G. and Elsa S. Mayer Family Foundation
EIN 36-4035204
Form 990PF for 2009

SCHEDULE ATTACHED TO PART VIII

Name and Address	Title	Contributions to employee benefit plans	Expense Account	Compensation
Harold F. Mayer 19 Fuller Drive Madison, WI 53704	Director/President 10 hrs per week	$-0-	$-0-	$-0-
Alison M. Shetter 5107 Sunshine Canyon Drive Boulder, CO 80302	Director/Treasurer 1 hr per week	$-0-	$-0-	$-0-
Oscar H Mayer 2445 NW Westover Road #311 Portland, OR 97210	Director 1 hr per week	$-0-	$-0-	$-0-
Allan C. Mayer, Jr. 315 1st Street Kirkland, WA 98033	Director 1 hr. per week	$-0-	$-0-	$-0-
Richard A. Mayer 1250 Forest Glen Drive South Winnetka, IL 60093	Director 1 hr. per week	$-0-	$-0-	$-0-
Scott T Mayer 1144 Halpin Street Cincinnati, OH 45208	Director 1 hr per week	$-0-	$-0-	$-0-
Alexandra H Mayer 1427 Byron Street Palo Alto, CA 94301	Director 1 hr per week	$-0-	$-0-	$-0-

Barbara J. Pope Barbara J. Pope, P.C 190 S. LaSalle Street Suite # 610 Chicago, IL 60603	Asst Treasurer 5 hrs. per week	$-0-	$-0-	$-0-
Karla K Ritt One South Pinckney St. Suite 312 Madison, WI 53703	Asst. Secretary 10 hrs. per week	$-0-	$-0-	$ 29,600

For several years the Foundation has shared office space with a member of the Mayer family, each party having its own lease agreement with the third-party lessor, Pinckney Investment Group In 2009 the Foundation paid $9,916 pursuant to its lease.

Oscar G. and Elsa S. Mayer Family Foundation
EIN 36-4035204
Form 990PF for 2009

Part IV- Capital Gains and Losses for Tax on Investment Income

(a) Property sold	(b)How acquired	(c)Date acquired	(d)Date sold	(e)Gross sales price	(g) Cost or other basis	(h)Gain or loss
Short term:						
Northern Trust						
Short-Term total						
(see attachment)						11,709
Real Estate Portfolio I						
Short-Term total						-
Private Equity Fund						
Short-Term total						(33)
Sedgwick Street Fund LLC						
Short-Term total						(288,427)
Total short-term gain (loss)						**$ (276,751)**
Long term:						
Northern Trust						
Long-Term total						
(See attachment)						5,857
Capital Gain Distribution						3,742
Marshall & Ilsley Trust Company						
Long-Term capital gain dividend						2
Real Estate Portfolio I						
Long-Term total						-
Private Equity Fund						
Long-Term total						(300)
Sedgwick Street Fund LLC						
Long-Term total						(1,125,908)
1,084.7550 shs Q-BLK Strategic Partners, Inc., Class C		10/1/2001	7/1/2009	$ 923,504	$ 684,494	$ 239,010
Total long-term gain(loss)						**(877,597)**
Total gain/loss						**(1,154,348)**

2009 Tax Information Statement

Account Number: 46-15572
Recipient's Tax ID number: XX-XXX5204

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
OSCAR AND ELSA MAYER FAMILY FOUNDATION
190 SOUTH LASALLE STREET
CHICAGO, IL 60603-3801

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
100000.0000	548661CH8	LOWES COS INC NT 5% DUE 10-15-2015/10-14-2015 REG	03/07/2008	02/24/2009	106,328.00	101,446.00	4,882.00	0.00
200000.0000	912828HT0	UNITED STATES TREAS NTS 2.75 DUE 02-28-2013 REG	03/07/2008	02/24/2009	209,655.58	202,937.50	6,718.08	0.00
25000.0000	912828JM3	UNITED STATES TREAS NTS US TREASURY T-NOTE 3.125% DUE 09-30-2013 REG	10/08/2008	06/19/2009	25,605.39	25,496.18	109.21	0.00
Total Short Term Sales					**341,588.97**	**329,879.68**	**11,709.29**	**0.00**
Long Term 15% Sales								
100000.0000	079860AG7	BELLSOUTH CORP BD 5.2 DUE 09-15-2014 BEO20140915 5.2 DUE 09-15-2014 BEO	11/01/2007	02/24/2009	100,154.78	99,509.00	645.78	0.00
100000.0000	22541LAH6	CR SUISSE 1ST BSTN 5.5% DUE 08-15-2013 5.5% DUE 08-15-2013 BEO	08/13/2003	02/24/2009	98,177.00	98,342.00	-165.00	0.00
100000.0000	92344TAA6	VERIZON PA INC 5.65 DUE 11-15-2011 11-15-2011 BEO	11/01/2007	07/06/2009	105,200.00	102,375.00	2,825.00	0.00
200000.0000	9128275N8	UNITED STATES TREAS NTS DTD 08/15/1999 6.0% DUE 08-15-2009 REG	10/26/1999	08/17/2009	200,000.00	196,500.00	3,500.00	0.00
100000.0000	459200AZ4	INTL BUSINESS 4.25% DUE 09-15-2009 09/10/2002 4.25 DUE 09-15-2009 BEO	09/18/2003	09/15/2009	100,000.00	102,806.00	-2,806.00	0.00
50000.0000	3133XMES6	FHLB FED HOME LN BK 4.375 10-22-2010	11/01/2007	11/18/2009	51,844.25	49,986.95	1,857.30	0.00
Total Long Term 15% Sales					**655,376.03**	**649,518.95**	**5,857.08**	**0.00**

This is important tax information and is being furnished to you.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II — Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization OSCAR & ELSA S. MAYER FAMILY FOUNDATION C/O BARBARA J. POPE, P.C.	Employer identification number 36-4035204
	Number, street, and room or suite no. If a P.O. box, see instructions. 190 S. LASALLE ST., NO. 610	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60603	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BARBARA J. POPE, P.C. 190 S. LASALLE STREET, SUITE 610, CHICAGO, IL - 60603
  Telephone No. ▶ 312-853-6630 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______ , and ending ______ .

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
THE FOUNDATION HAS NOT YET RECEIVED FORM K-1 FROM AN INVESTMENT PARTNERSHIP TO BE INCLUDED IN THIS RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 2,605.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 8,172.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Barbara J. Pope Title ▶ Assistant Treasurer Date ▶ 8-2-10

Internal Revenue Service
RECEIVED
AUG 0 2 2010
Chicago, IL

923832
05-26-09

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization OSCAR & ELSA S. MAYER FAMILY FOUNDATION C/O BARBARA J. POPE, P.C.	Employer identification number 36-4035204
	Number, street, and room or suite no. If a P.O. box, see instructions. 190 S. LASALLE ST., NO. 610	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60603	

MAY 17 2010

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ BARBARA J. POPE, P.C. 190 S. LASALLE STREET, SUITE 610, CHICAGO, IL - 60603

Telephone No. ▶ 312-853-6630 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______, and ending ______.

2 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 2,605.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 8,172.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.