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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.

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

Name of foundation

THE OAKRIVER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

5720 PROSPECT ROAD

Room/suite

City or town, state, and ZIP code

PEORIA, IL 61614

A Employer identification number

36-4139320

B Telephone number

(309) 676-6020

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)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)➤ \$ **2,735,299.** (Part I, column (d) must be on cash basis.)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 ☐**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)

Revenue	1	Contributions, gifts, grants, etc., received	93,475.		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	55,302.	55,302.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-185,108.			
	b	Gross sales price for all assets on line 6a 429,571.				
	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	-36,331.	55,302.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	2,000.	0.		2,000.
	c	Other professional fees STMT 3	12,747.	12,732.		15.
	17	Interest				
	18	Taxes STMT 4	725.	725.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	5.	5.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	15,477.	13,462.		2,015.
25	Contributions, gifts, grants paid	118,000.			118,000.	
26	Total expenses and disbursements. Add lines 24 and 25	133,477.	13,462.		120,015.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-169,808.				
b	Net investment income (if negative, enter -0-)		41,840.			
c	Adjusted net income (if negative, enter -0-)			N/A		

Q

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,181.	-2,713.	-2,713.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	1,354,886.	1,154,131.	1,143,431.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	1,525,487.	1,587,683.	1,594,581.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,894,554.	2,739,101.	2,735,299.	
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 ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,894,554.	2,739,101.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	2,894,554.	2,739,101.	
31 Total liabilities and net assets/fund balances	2,894,554.	2,739,101.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,894,554.
2 Enter amount from Part I, line 27a	2	-169,808.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	14,355.
4 Add lines 1, 2, and 3	4	2,739,101.
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	2,739,101.

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 MURPHY ASSET MANAGEMENT LLC		VARIOUS	VARIOUS
b MURPHY ASSET MANAGEMENT LLC		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 256,403.		267,458.	-11,055.
b 173,168.		347,221.	-174,053.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			-11,055.
b			-174,053.
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	-185,108.
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	158,699.	2,893,395.	.054849
2007	173,961.	3,396,587.	.051216
2006	148,900.	2,879,161.	.051716
2005	123,008.	2,428,644.	.050649
2004	75,420.	1,531,899.	.049233

2 Total of line 1, column (d)	2	.257663
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	.051533
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,265,635.
5 Multiply line 4 by line 3	5	116,755.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	418.
7 Add lines 5 and 6	7	117,173.
8 Enter qualifying distributions from Part XII, line 4	8	120,015.

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	418.
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	418.
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	418.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,579.	
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	5,579.	
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	5,161.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 5,161. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14 The books are in care of ► <u>WILLIAM P. HEIDRICH</u> Telephone no. ► <u>309-676-6020</u> Located at ► <u>5720 PROSPECT ROAD, PEORIA, IL</u> ZIP+4 ► <u>61614</u>				
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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c
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
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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
WILLIAM P. HEIDRICH 5720 PROSPECT ROAD PEORIA, IL 61614	TRUSTEE 3.00	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

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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	2,296,603.
b	Average of monthly cash balances	1b	3,534.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,300,137.
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	2,300,137.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,502.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,265,635.
6	Minimum investment return. Enter 5% of line 5	6	113,282.

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	113,282.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	418.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	418.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	112,864.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	112,864.
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	112,864.

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	120,015.
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	120,015.
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	418.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	119,597.

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.

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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				112,864.
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	1,422.			
b From 2005	9,402.			
c From 2006	8,883.			
d From 2007	10,733.			
e From 2008	16,465.			
f Total of lines 3a through e	46,905.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 120,015.				
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				112,864.
e Remaining amount distributed out of corpus	7,151.			
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	54,056.			
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	1,422.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	52,634.			
10 Analysis of line 9:				
a Excess from 2005	9,402.			
b Excess from 2006	8,883.			
c Excess from 2007	10,733.			
d Excess from 2008	16,465.			
e Excess from 2009	7,151.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE STATEMENT 9				
Total			► 3a	118,000.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0

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

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?		Yes	No
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.			

[illegible]

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

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

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.

Sign Here	Signature of officer or trustee <i>William Herdich</i>		Date 17-13-10		Title President	
	Preparer's signature <i>[Signature]</i>		Date 7/13/10		Check if self-employed ☐	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code CLIFTON GUNDERSON LLP 301 S.W. ADAMS STREET, BOX 1835 PEORIA, IL 61656-1835		Preparer's identifying number EIN ☐			
			Phone no. (309) 671-4500			

Form **990-PF** (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

THE OAKRIVER FOUNDATION

Employer identification number

36-4139320

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ... ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE OAKRIVER FOUNDATION

36-4139320

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WM. P. HEIDRICH CHARITABLE LEAD TRUST 5720 PROSPECT ROAD PEORIA, IL 61614	\$ 51,937.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	WM. P. HEIDRICH CHARITABLE LEAD TRUST 5720 PROSPECT ROAD PEORIA, IL 61614	\$ 41,538.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE OAKRIVER FOUNDATION

36-4139320

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1,718 SHARES OF LONGLEAF PARTNERS INTERNATIONAL 788 SHARES OF LONGLEAF PARTNERS FUND	\$ 41,538.	12/11/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
COMMERCE BROKERAGE SERVICES	55,302.	0.	55,302.	
TOTAL TO FM 990-PF, PART I, LN 4	55,302.	0.	55,302.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	2,000.	0.		2,000.	
TO FORM 990-PF, PG 1, LN 16B	2,000.	0.		2,000.	

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	
MANAGEMENT FEES	12,732.	12,732.		0.	
LICENSE & FEES	15.	0.		15.	
TO FORM 990-PF, PG 1, LN 16C	12,747.	12,732.		15.	

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	725.	725.		0.	
TO FORM 990-PF, PG 1, LN 18	725.	725.		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	
INVESTMENT FEE	5.	5.			0.
TO FORM 990-PF, PG 1, LN 23	5.	5.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
FMV NET ASSET ADJUSTMENT ON CONTRIBUTION		14,355.	
TOTAL TO FORM 990-PF, PART III, LINE 3		14,355.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EXXON MOBIL CORPORATION	30,735.	61,371.	
DIAGEO PLC	27,168.	34,705.	
GENERAL MILLS INC	23,163.	35,405.	
JOHNSON & JOHNSON	42,797.	45,087.	
PFIZER INC	76,795.	50,932.	
KIMBERLY-CLARK CORPORATION	45,578.	63,710.	
AVON PRODUCTS	37,599.	37,800.	
NEWELL RUBBERMAID	0.	0.	
TYCO INTERNATIONAL	34,634.	26,760.	
VALHI INC	10,155.	27,940.	
WORTHINGTON INDS INC	56,875.	43,131.	
FEDERATED INVESTORS	29,939.	27,500.	
ROYAL DUTCH SHELL	51,286.	54,099.	
VERIZON COMMUNICATIONS	39,553.	39,756.	
JP MORGAN CHASE	0.	0.	
MICROSOFT CORP	70,216.	76,200.	
WEYERHAEUSER CO	47,361.	30,198.	
UNITED PARCEL SERVICE	66,890.	57,370.	
KB HOME	82,065.	39,672.	
BALDOR ELECTRIC COMPANY	69,172.	61,798.	
TITANIUM METALS CORP	12,376.	23,913.	
TYCO ELECTRONICS LTD	47,948.	35,598.	
WELLS FARGO & CO	0.	0.	

WILMINGTON TRUST CORP	0.	0.
SPECTRA ENERGY CORP	61,384.	51,275.
KRAFT FOODS INC.	53,128.	46,206.
CATERPILLAR INC.	39,480.	51,291.
US BANCORP	0.	0.
NESTLE SA	48,573.	72,844.
EXELON CORPORATION	49,261.	48,870.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,154,131.	1,143,431.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMERCE BROKERAGE MM	COST	99,573.	99,573.
LONGLEAF PARTNERS FUND	COST	361,360.	334,033.
LONGLEAF PARTNERS INTERNATIONAL	COST	316,063.	298,353.
THIRD AVENUE VALUE FUND	COST	170,040.	236,650.
THIRD AVENUE INTERNATIONAL	COST	135,080.	127,258.
THIRD AVENUE SMALL CAP VALUE	COST	19,294.	26,571.
TWEEDY BRWN WORLD HIGH DIVIDEND	COST	195,120.	176,733.
WINTERGREEN FUND	COST	100,040.	94,758.
VANGUARD INFL-PROTECTED SEC FUND	COST	50,040.	52,998.
LOOMIS SAYLES BOND FUND	COST	0.	0.
VANGUARD SHORT-TERM INV GRADE	COST	50,040.	54,419.
THIRD AVENUE FOCUSED CREDIT	COST	91,033.	93,235.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,587,683.	1,594,581.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN RED CROSS - CENTRAL ILLINOIS CHAPTER 405 W JOHN H GWYNN JR AVENUE PEORIA, IL 61605	CHARITABLE	PUBLIC CHARITY	7,500.
ATWILL MEMORIAL CHAPEL 932 N BIRCHWOOD DR NORTHPORT, MI 49670	CHARITABLE	PUBLIC CHARITY	500.
BRADLEY UNIVERSITY 1501 W BRADLEY AVENUE PEORIA, IL 61606	EDUCATIONAL	PUBLIC CHARITY	17,500.
CHILDREN'S HOME 2130 N KNOXVILLE PEORIA, IL 61603	CHARITABLE	PUBLIC CHARITY	500.
EUREKA COLLEGE 300 EAST COLLEGE EUREKA, IL 61530	EDUCATIONAL	PUBLIC CHARITY	1,500.
LAKEVIEW MUSEUM 1125 W LAKE AVENUE PEORIA, IL 61614	CHARITABLE	PUBLIC CHARITY	1,000.
LEELANAU CONSERVANCY 105 NORTH FIRST ST LELAND, MI 49654	CHARITABLE	PUBLIC CHARITY	500.
PEORIA ART GUILD 203 HARRISON STREET PEORIA, IL 61602	CHARITABLE	PUBLIC CHARITY	1,000.

PEORIA BALLET CO, 8800 N INDUSTRIAL ROAD PEORIA, IL 61615	CHARITABLE	PUBLIC CHARITY	15,000.
PEORIA NOTRE DAME 5105 NORTH SHERIDAN ROAD PEORIA, IL 61614	EDUCATIONAL	PUBLIC CHARITY	7,500.
PEORIA SYMPHONY ORCHESTRA 203 HARRISON STREET PEORIA, IL 61602	CHARITABLE	PUBLIC CHARITY	1,000.
PEORIA ZOOLOGICAL SOCIETY 2218 N PROSPECT ROAD PEORIA, IL 61603	CHARITABLE	PUBLIC CHARITY	10,000.
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	EDUCATIONAL	PUBLIC CHARITY	20,250.
SALVATION ARMY 401 NE ADAMS STREET PEORIA, IL 61603	CHARITABLE	PUBLIC CHARITY	500.
ST. THOMAS CHURCH 4229 N MONROE AVENUE PEORIA HEIGHTS, IL 61616	RELIGIOUS	PUBLIC CHARITY	10,000.
UNITED WAY 509 W. HIGH PEORIA, IL 61606	CHARITABLE	PUBLIC CHARITY	1,500.
UNIVERSITY OF MICHIGAN 503 THOMPSON STREET ANN ARBOR, MI 48109	EDUCATIONAL	PUBLIC CHARITY	8,500.
YWCA 714 HAMILTON BLVD PEORIA, IL 61603	CHARITABLE	PUBLIC CHARITY	500.

CATHOLIC DIOCESE 607 NE MADISON AVE PEORIA, IL 61603	RELIGIOUS	PUBLIC CHARITY	4,000.
PEDIATRIC RESOURCE CENTER 320 E. ARMSTRONG AVENUE PEORIA, IL 61603	CHARITABLE	PUBLIC CHARITY	5,000.
HEARTLAND SYMPHONY ORCHESTRA PO BOX 241 LITTLE FALLS, MN 56345	CHARITABLE	PUBLIC CHARITY	2,500.
CANCER CENTER FOR HEALTHY LIVING 5215 N. KNOXVILLE AVE PEORIA, IL 61603	CHARITABLE	PUBLIC CHARITY	500.
MEMPHIS INTERFAITH ASSOC. 910 VANCE AVENUE MEMPHIS, TN 38126	RELIGIOUS	PUBLIC CHARITY	250.
BOY SCOUTS OF AMERICA 614 NE MADISON AVE PEORIA, IL 61603	CHARITABLE	PUBLIC CHARITY	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

118,000.

Realized Gains and Losses

From 01/01/2009 to 12/31/2009

The Oak River Foundation Commerce Brokerage Acct # 0A1-689599

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Bemis Company Inc	02/26/2009	06/04/2009	100 000	2,517 48	1,923 97	593 51		593 51
Bemis Company Inc	02/26/2009	06/04/2009	400 000	10,199 73	7,695 86	2,503 87		2,503 87
Bemis Company Inc	02/26/2009	06/04/2009	700 000	17,836 54	13,467 76	4,368 78		4,368 78
			<u>1,200 000</u>	<u>30,553 75</u>	<u>23,087 59</u>	<u>7,466 16</u>		<u>7,466 16</u>
J P. Morgan Chase & Co	01/23/2006	02/20/2009	300 000	5,672 62	11,529 71		-5,857 09	-5,857 09
J P Morgan Chase & Co	03/19/2008	02/20/2009	700 000	13,236 12	30,223 95	-16,987 83		-16,987 83
			<u>1,000 000</u>	<u>18,908 74</u>	<u>41,753 66</u>	<u>-16,987 83</u>	<u>-5,857 09</u>	<u>-22,844 92</u>
Johnson & Johnson	03/12/2004	02/06/2009	500 000	29,222 78	25,432 95		3,789 83	3,789 83
KB Home	05/14/2007	06/04/2009	1,000 000	14,266 68	44,461 97		-30,195 29	-30,195 29
Longleaf Partners Fund	11/14/2007	12/10/2009	2,147 766	49,980 00	74,106 08		-24,126 08	-24,126 08
Longleaf Partners Internation	09/13/2006	03/02/2009	283 105	2,477 52	5,231 78		-2,754 26	-2,754 26
Longleaf Partners Internation	01/03/2007	03/02/2009	2,000 000	17,502 48	38,035 21		-20,532 73	-20,532 73
			<u>2,283 105</u>	<u>19,980 00</u>	<u>43,266 99</u>		<u>-23,286 99</u>	<u>-23,286 99</u>
Loomis Sayles Bond Fund	12/18/2008	10/28/2009	7,492 507	97,102 89	75,000 00	22,102 89		22,102 89
Newell Rubbermaid Inc	02/08/2005	02/05/2009	900 000	7,136 77	20,498 95		-13,362 18	-13,362 18
Newell Rubbermaid Inc.	03/14/2005	02/05/2009	900 000	7,136 76	19,778 95		-12,642 19	-12,642 19
Newell Rubbermaid Inc	08/01/2007	02/05/2009	500 000	3,964 87	13,001 15		-9,036 28	-9,036 28
Newell Rubbermaid Inc	08/03/2007	02/05/2009	600 000	4,757 84	15,859 87		-11,102 03	-11,102 03
			<u>2,900 000</u>	<u>22,996 24</u>	<u>69,138 92</u>		<u>-46,142 68</u>	<u>-46,142 68</u>
ProShares Short 20+ Year Tr	12/10/2009	12/18/2009	1,000 000	48,899 59	49,542 95	-643 36		-643 36
SPDR Gold Shares ETF	01/30/2009	12/01/2009	400 000	46,978 88	36,451 19	10,527 69		10,527 69
US Bancorp	09/15/2008	02/20/2009	1,000 000	9,716 99	34,051 15	-24,334 16		-24,334 16
Wells Fargo & Co	09/20/2007	02/17/2009	800 000	11,581 79	29,329 18		-17,747 39	-17,747 39

Realized Gains and Losses

From 01/01/2009 to 12/31/2009

The Oak River Foundation Commerce Brokerage Acct # 0A1-689599

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Wells Fargo & Co	07/17/2008	02/17/2009	300 000	4,343 17	8,300 95	-3,957 78		-3,957.78
			1,100 000	15,924 96	37,630 13	-3,957 78	-17,747 39	-21,705 17
Wilmington Trust Corp	11/12/2007	01/30/2009	200 000	2,753 03	7,136 42		-4,383 39	-4,383 39
Wilmington Trust Corp	11/12/2007	01/30/2009	1,200 000	16,715 16	42,818 53		-26,103 37	-26,103 37
Wilmington Trust Corp	07/17/2008	01/30/2009	400 000	5,571 72	10,799 95	-5,228 23		-5,228 23
			1,600 000	22,286 88	53,618 48	-5,228 23	-26,103 37	-31,331 60
			1,800 000	25,039 91	60,754 90	-5,228 23	-30,486 76	-35,714 99

Short Term Gains

Total Long Gains

Total (Sales)

Capital Gain Distributions in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Pay Date</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Third Avenue Focused Credit	12/22/2009	51 63		51 63
Total (Distributions)		51 63		51 63
Total Gains		-11,002.99	-174,052.45	-185,055.44