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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)	Beginning of year	End of year			
			(a) Book Value	(b) Book Value	(c) Fair Market Value		
<b>ASSETS</b>	1	1,984.	86,761.	86,761.			
	2	234,747.	139,214.	139,214.			
	3	201.					
	Less. allowance for doubtful accounts		201.	201.			
	4						
	Pledges receivable						
	Less. allowance for doubtful accounts						
	5						
	Grants receivable						
	6						
	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)						
	7						
	Other notes and loans receivable (attach sch.)						
	Less. allowance for doubtful accounts						
	8						
	Inventories for sale or use						
9							
Prepaid expenses and deferred charges							
10a	Investments — U.S. and state government obligations (attach schedule)						
b	Investments — corporate stock (attach schedule)						
c	Investments — corporate bonds (attach schedule)						
11	Investments — land, buildings, and equipment basis						
	Less. accumulated depreciation (attach schedule)						
12	Investments — mortgage loans						
13	Investments — other (attach schedule)	STATEMENT 4		102,573.	107,830.		
14	Land, buildings, and equipment basis						
	Less accumulated depreciation (attach schedule)						
15	Other assets (describe)						
16	Total assets (to be completed by all filers — see instructions Also, see page 1, item I)		236,731.	328,749.	334,006.		
<b>LIABILITIES</b>	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)		1.			
	23	Total liabilities (add lines 17 through 22)		1.	0.		
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>				
	<b>NET FUND ASSETS</b>	24	Unrestricted				
		25	Temporarily restricted				
		26	Permanently restricted				
			Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
		27	Capital stock, trust principal, or current funds		236,730.	328,749.	
		28	Paid-in or capital surplus, or land, building, and equipment fund				
		29	Retained earnings, accumulated income, endowment, or other funds				
30		Total net assets or fund balances (see the instructions)		236,730.	328,749.		
31		Total liabilities and net assets/fund balances (see the instructions)		236,731.	328,749.		

**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	236,730.
2	Enter amount from Part I, line 27a	2	92,019.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	328,749.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	328,749.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a N/A					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 0 10px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). <span style="border: 1px solid black; padding: 0 10px;">If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8</span>			3		

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

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

N/A

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	<b>Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)</b> <b>b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b</b> <b>c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)</b> <b>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</b> <b>3 Add lines 1 and 2</b> <b>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</b> <b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-. <b>6 Credits/Payments</b> <b>a 2009 estimated tax pmts and 2008 overpayment credited to 2009</b> <b>b Exempt foreign organizations – tax withheld at source</b> <b>c Tax paid with application for extension of time to file (Form 8868)</b> <b>d Backup withholding erroneously withheld</b> <b>7 Total credits and payments. Add lines 6a through 6d</b> <b>8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached</b> <b>9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed</b> <b>10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid</b> <b>11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► <span style="float: right;">Refunded</span></b>	1	74.
		2	0.
		3	74.
		4	0.
		5	74.
		6a	
		6b	
		6c	
		6d	
		7	0.
	8		
	9	74.	
	10		
	11		

**Part VII-A Statements Regarding Activities**

**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 Yes X

**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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*

**c** Did the foundation file Form 1120-POL for this year?

**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.*

**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*

**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?

**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*

**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?

**7** Did the foundation have at least \$5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*

**8a** Enter the states to which the foundation reports or with which it is registered (see the instructions) ► 8a IL CO

**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*

**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*

**10** Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* 10 SEE STATEMENT 5 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>CAROLYN SANDERS</u> Telephone no. ► <u>303499-3581</u> Located at ► <u>1078 LOVE COURT, BOULDER, COLORADO</u> ZIP + 4 ► <u>80303</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 ► <u>15</u>	N/A	► <input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u> .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__ , 20__ , 20__ , 20__</u> .		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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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)? (see instructions)

 Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

5b N/A

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A  Yes  No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

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

6b X

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

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

 Yes  No

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

7b N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROLYN SANDERS 1078 LOVE COURT BOULDER, CO 80303	DIRECTOR 0	0.	0.	0.
DAVID H. SANDERS 1801 WEST PRINCETON COURT LAKE FOREST, IL	0	0.	0.	0.
MIRIAM C. SANDERS 1801 WEST PRINCETON COURT LAKE FOREST, IL	0	0.	0.	0.
-----	-----	-----	-----	-----

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

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

Total number of other employees paid over \$50,000

► 0

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

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

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**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

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
1	N/A
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

**Amount**

Describe the two largest program-related investments made by the foundation during the last year, ranked 1 and 2.	
1	N/A
2	

All other program-related investments. See instructions.

**3** \_\_\_\_\_  
\_\_\_\_\_

---

**Total.** Add lines 1 through 3

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	43,793.
b Average of monthly cash balances	1b	253,522.
c Fair market value of all other assets (see instructions)	1c	
<b>d Total</b> (add lines 1a, b, and c)	1d	297,315.
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	297,315.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,460.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	292,855.
<b>6 Minimum investment return.</b> Enter 5% of line 5	6	14,643.

**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	14,643.
2a Tax on investment income for 2009 from Part VI, line 5	2a	74.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	74.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	14,569.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	14,569.
6 Deduction from distributable amount (see instructions)	6	
<b>7 Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	14,569.

**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	30,000.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
<b>4 Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	30,000.

**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				14,569.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2009				
a From 2004 5,476.				
b From 2005 9,226.				
c From 2006 9,497.				
d From 2007 7,206.				
e From 2008 14,472.				
f Total of lines 3a through e 45,877.				
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 30,000.			0.	
a Applied to 2008, but not more than line 2a				
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 15,431.				14,569.
e Remaining amount distributed out of corpus 0.				0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 61,308.				
b Prior years' undistributed income Subtract line 4b from line 2b 0.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 0.				
d Subtract line 6c from line 6b Taxable amount – see instructions 0.				
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount – see instructions 0.				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 0.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0.				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) 5,476.				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 55,832.				
10 Analysis of line 9				
a Excess from 2005 9,226.				
b Excess from 2006 9,497.				
c Excess from 2007 7,206.				
d Excess from 2008 14,472.				
e Excess from 2009 15,431.				

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

N/A

<p><b>a</b> 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</p>				
<p><b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input checked="" type="checkbox"/> 4942(j)(5)</p>				
<p><b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</p>				
<p><b>b</b> 85% of line 2a</p>				
<p><b>c</b> Qualifying distributions from Part XII, line 4 for each year listed</p>				
<p><b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities</p>				
<p><b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c</p>				
<p><b>3</b> Complete 3a, b, or c for the alternative test relied upon</p>				
<p><b>a</b> 'Assets' alternative test – enter</p>				
<p>(1) Value of all assets</p>				
<p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</p>				
<p><b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</p>				
<p><b>c</b> 'Support' alternative test – enter</p>				
<p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</p>				
<p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</p>				
<p>(3) Largest amount of support from an exempt organization</p>				
<p>(4) Gross investment income</p>				

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

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

**NONE**

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

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

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

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

#### **6 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	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)				
<i>a Paid during the year</i>				
<b>Total</b>				► 3a
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					996.
<b>4 Dividends and interest from securities</b>					2,802.
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue:</b>					
a					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>					3,798.
<b>13 Total Add line 12, columns (b), (d), and (e)</b>					3,798.

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

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

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

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

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
- (2) Other assets

**b Other transactions.**

- (1) Sales of assets to a noncharitable exempt organization**
- (2) Purchases of assets from a noncharitable exempt organization**
- (3) Rental of facilities, equipment, or other assets.**
- (4) Reimbursement arrangements**
- (5) Loans or loan guarantees**
- (6) Performance of services or membership or fundraising solicitations**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
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		

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.

Carolyn Sanders  
ture of officer or trustee

15/4/10 → director

Date \_\_\_\_\_

Signature of officer or trustee		Date	File
<b>Paid Pre- parer's Use Only</b>	Preparer's signature	 <b>JEANNE CROUCH, CPA</b>	
	Date	4/29/10	Check if self employed
	Firm's name (or yours if self employed), address, and ZIP code	<b>MIDDLEMIST CROUCH &amp; CO CPAS PC</b> <b>4810 RIVERBEND RD.</b> <b>BOULDER, CO 80301</b>	
		EIN	<b>N/A</b>
		Phone no	<b>(303) 449-4025</b>

BAA

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**Form 990-PF (2009)**

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

OMB No. 1545 0047

**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF

**2009**Name of the organization **HARLOW FOUNDATION, INC.**  
C/O CAROLYN SANDERSEmployer identification number  
**36-4316097****Organization type (check one).****Filers of:**

Form 990 or 990-EZ

**Section:**

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 foundation

Check 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)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution 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 their 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)**BAA 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

HARLOW FOUNDATION, INC.

Employer identification number

36-4316097

**Part I** **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID H. AND MIRIAM SANDERS 1801 N. PRINCETON COURT LAKE FOREST, IL 60045	\$ 118,735.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution.)

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**Name of organization**

HARLOW FOUNDATION, INC.

**Employer identification number**

36-4316097

**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
	N/A	\$	
(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
		\$	

**BAA**

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

Name of organization

HARLOW FOUNDATION, INC.

Employer identification number

36-4316097

**Part III** *Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.* (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of *exclusively religious, charitable, etc, contributions of \$1,000 or less for the year* (Enter this information once — see instructions)

► \$

N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
N/A			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

2009

## FEDERAL STATEMENTS

HARLOW FOUNDATION, INC.  
C/O CAROLYN SANDERS

PAGE 1

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STATEMENT 1  
FORM 990-PF, PART I, LINE 18  
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX TAX ON INVESTMENT INCOME	\$ 28. 63.	\$ 28.	\$ 28. 63.	
TOTAL	\$ 91.	\$ 28.	\$ 91.	\$ 0.

STATEMENT 2  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES COLORADO REGISTRATION TAX PREPARATION	\$ 53. 10. 360.	\$ 53.	\$ 53. 10. 360.	
TOTAL	\$ 423.	\$ 53.	\$ 423.	\$ 0.

STATEMENT 3  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTSCASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

FINCA  
1101 14TH STREET NW  
WASHINGTON, D.C. 20005,

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

\$ 2,500.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

OXFAM  
28 WEST STREET  
BOSTON, MA 02111,

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

2,500.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

WORLD WILDLIFE  
1250 TWENTY-FOURTH STREET NW  
WASHINGTON, DC 20037

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

2,500.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

OTHER PUBLIC CHARITY  
CENTRAL ASIA INSTITUTE  
P.P. BOX 7209

STATEMENT 3 (CONTINUED)  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS

RELATIONSHIP OF DONEE: BOZEMAN, MT 5977  
ORGANIZATIONAL STATUS OF DONEE: 501C(3)  
AMOUNT GIVEN: \$ 2,000.

CLASS OF ACTIVITY: CLINICA CAMPESINA  
DONEE'S NAME: 2000 W. SOUTH BOULDER ROAD  
DONEE'S ADDRESS: LAFAYETTE, CO 80026

RELATIONSHIP OF DONEE: 501C(3)  
ORGANIZATIONAL STATUS OF DONEE: \$ 2,000.  
AMOUNT GIVEN:

CLASS OF ACTIVITY: MILLENIUM PROMISE  
DONEE'S NAME: 432 PARK AVENUE SOUTH 13TH FLOOR  
DONEE'S ADDRESS: NEW YORK, NY 10016

RELATIONSHIP OF DONEE:  
ORGANIZATIONAL STATUS OF DONEE:  
AMOUNT GIVEN: 3,000.

CLASS OF ACTIVITY: THE MOTHERS TRUST FOUNDATION  
DONEE'S NAME: 400 EAST ILLINOIS ROAD  
DONEE'S ADDRESS: LAKE FOREST, IL 60045

RELATIONSHIP OF DONEE:  
ORGANIZATIONAL STATUS OF DONEE:  
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: MONTERAY BAY AQUARIUM  
DONEE'S NAME: 886 CANNERY ROW  
DONEE'S ADDRESS: MONTEREY, CA 93940

RELATIONSHIP OF DONEE:  
ORGANIZATIONAL STATUS OF DONEE:  
AMOUNT GIVEN: 2,500.

CLASS OF ACTIVITY: COOL FOOD BANK  
DONEE'S NAME: 127 WEST WATER STREET  
DONEE'S ADDRESS: WAUKEGAN, IL 60085

RELATIONSHIP OF DONEE:  
ORGANIZATIONAL STATUS OF DONEE:  
AMOUNT GIVEN: 2,000.

CLASS OF ACTIVITY: HMONG EDUCATION FUND  
DONEE'S NAME: 475 HOLLY AVENUE  
DONEE'S ADDRESS: ST. PAUL, MN 55102

RELATIONSHIP OF DONEE:  
ORGANIZATIONAL STATUS OF DONEE:  
AMOUNT GIVEN: 2,000.

CLASS OF ACTIVITY: OTHER PUBLIC CHARITY  
DONEE'S NAME: BOY SCOUTS OF AMERICA  
DONEE'S ADDRESS: 7122 SAUK TRAIL BEACH DRIVE  
CEDAR GROVE, WI 53013

2009

**FEDERAL STATEMENTS**

HARLOW FOUNDATION, INC.  
C/O CAROLYN SANDERS

**PAGE 3**

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**STATEMENT 3 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE: 501C(3)

AMOUNT GIVEN:

\$ 3,000.

CLASS OF ACTIVITY:

DONEE'S NAME: HEIFER INTERNATIONAL  
DONEE'S ADDRESS: 1 WORLD AVE  
LITTLE ROCK, AR 77202

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE: 501C(3)

AMOUNT GIVEN:

2,500.

CLASS OF ACTIVITY:

DONEE'S NAME: MALWAI CHILDRENS VILLAGE FOUNDATION  
DONEE'S ADDRESS: 400 L STREET, SUITE 100  
ANCHORAGE, AK 99501

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

2,500.

**TOTAL \$ 30,000.**

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
	COST	\$ 102,573.	\$ 0.
	<b>TOTAL</b>	<b>\$ <u>102,573.</u></b>	<b>\$ <u>0.</u></b>

**STATEMENT 5**  
**FORM 990-PF, PART VII-A, LINE 10**  
**SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR**

<u>NAME OF SUBSTANTIAL CONTRIBUTOR</u>	<u>ADDRESS OF SUBSTANTIAL CONTRIBUTOR</u>
DAVID AND MIRIAM SANDERS	1801 WEST PRINCETON CT. LAKE FOREST, IL

Account Number: CM2-288349  
Account Name: HARLOW FOU

Statement Date: 12/01/2009 to 12/31/2009



#### NET INCOME AND EXPENSES

\$1,323.40

#### UNREALIZED GAIN (LOSS) LOT DETAIL

NFS-provided estimated cost basis (including cost basis and short sale proceeds information provided to NFS by customers), realized gain and loss, and holding period information may not reflect all adjustments necessary for tax reporting purposes. Taxpayers should verify such information against their own records when calculating reportable gain or loss resulting from a sale, redemption, or exchange. NFS does not report such information to the IRS or other taxing authorities and is not responsible for the accuracy of such information. Taxpayers may be required to report to federal, state, and other taxing authorities NFS makes no warranties with respect to, and specifically disclaims any liability arising out of a customer's use of, or any tax position taken in reliance upon, such information. Unless otherwise specified, NFS determines cost basis at the time of sale based on the average cost-single category (ACSC) method for open-end mutual funds and based on the first-in, first-out (FIFO) method for all other securities. Customers should consult their tax advisors for further information.

For the specific share identification cost basis method, appropriate instructions must be given before or at the time of the trade if specific shares were selected manually rather than electronically. If some or all of the tax lots a customer specified do not correspond with NFS records, or if a customer used the specific share identification method before such method could be tracked by NFS systems, then cost basis and gain (loss) information displayed here for such transactions will be based on the first-in, first-out (FIFO) method. Affected customers will need to refer to their trade confirmation for the shares (tax lots) they specified and calculate their gain (loss) accordingly. Additionally, all cost basis and realized and unrealized gain (loss) information based on the first-in, first-out method may need to be re-calculated to remove the effect of any tax lots that were specifically identified and allocated to other sales.

Amortization, accretion and similar adjustments to cost basis have been provided for many fixed income securities (and some bond-like equities), however, they are not provided for certain types, such as short-term instruments. Unit Investment Trusts, foreign fixed income securities, or those that are subject to early prepayment of principal (pay downs). Where current year premium or acquisition premium amortization is provided the prior years' cumulative amortization is reflected in the adjusted cost basis, but we cannot provide a breakdown or the total of such prior amortization amounts.

**LIMITATION ON COST BASIS INFORMATION:** NFS's cost basis information system has a cumulative lifetime limit on how much activity it can track for each individual security position in an account. For this purpose, each buy, sell, dividend, stock split, stock merger, etc., is an event. For some customers, this limit can be reached with approximately 1,500 events. Upon reaching the limit, the system no longer displays or tracks cost basis information for the affected position, and such information will usually show as not available or unknown. Once the limit is reached, all cost basis information for the affected position will need to be tracked and updated by you, the investor.

MUTUAL FUNDS		Account	Date Acquired	Symbol/Custid	Price on 12/31/09	Quantity	Market Value	Cost Basis/Proceeds	Unrealized Gain (Loss)	Unrealized Gain (Loss) Period
DELAWARE LIMITED TERM DIV C	Various	DTLCY	\$8.87	2,898.692	\$25.7140		\$25,310.20		\$401.20	\$T
DELAWARE DIVERSIFIED INCOME CL C	Various	DPCFX	\$5.32	4,036.538	\$37.620.55		\$35,962.34		\$1,658.19	\$T
IVY HIGH INCOME CL C	Various	WRHIX	\$8.17	2,353.086	\$27.394.73		\$26,201.89		\$1,192.84	\$T
AMERICAN NEW PERSPECTIVE CLASS C	Various	NPFCX	\$25.03	683.333	\$17.103.92		\$15,098.98		\$2,004.84	\$T
Total Mutual Funds				10,971.651	\$107,830.49		\$102,573.41		\$5,257.08	

