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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2009

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE HOLLEY FOUNDATION C/O THE PRIVATE BANK

1035005411

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

Room/suite

38505 WOODWARD AVE SUITE 1300

City or town, state, and ZIP code

BLOOMFIELD HILLS, MI 48304

A Employer identification number

38-6055168

B Telephone number (see page 10 of the instructions)

(248) 988-8772

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) $\$$ 2,649,205.J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	1,230.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	30,643.	30,643.		
4 Dividends and interest from securities	52,410.	52,274.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-83,552.			
b Gross sales price for all assets on line 6a	1,171,468.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	2,983.			
12 Total. Add lines 1 through 11	3,714.	82,917.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 1	1,700.	NONE	NONE	1,700.
c Other professional fees (attach schedule) STMT. 2	20,826.	20,826.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT. 3	859.	859.		
19 Depreciation (attach schedule) and depletion				
20 Repairs and maintenance				
21 Travel, conferences, and meetings	15,900.			15,900.
22 Printing and publications				
23 Other expenses (attach schedule) STMT. 4	1,129.	1,129.		
24 Total operating and administrative expenses. Add lines 13 through 23	40,414.	22,814.	NONE	17,600.
25 Contributions, gifts, grants paid	145,600.			145,600.
26 Total expenses and disbursements. Add lines 24 and 25	186,014.	22,814.	NONE	163,200.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-182,300.			
b Net investment income (if negative, enter -0-)		60,103.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Form 990-PF (2009)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	190,530.		
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	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)	2,270,985.	2,278,906.	2,649,205.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	2,461,515.	2,278,906.	2,649,205.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ ☒ X			
	27 Capital stock, trust principal, or current funds	2,461,515.	2,278,906.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	2,461,515.	2,278,906.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,461,515.	2,278,906.		

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	2,461,515.
2 Enter amount from Part I, line 27a	2	-182,300.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	47.
4 Add lines 1, 2, and 3	4	2,279,262.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	358.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,278,904.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs. MLC Co.)(b) How
acquired
P-Purchase
D-Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a** SEE PART IV DETAIL

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-83,552.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	{ }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	181,841.	2,755,288.	0.06599709359
2007	172,189.	3,044,106.	0.05656471884
2006	165,693.	3,076,601.	0.05385586236
2005	164,785.	3,032,115.	0.05434655348
2004	159,739.	2,968,744.	0.05380692980

2 Total of line 1, column (d)	2	0.28457115807
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05691423161
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,442,917.
5 Multiply line 4 by line 3	5	139,037.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	601.
7 Add lines 5 and 6	7	139,638.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	163,200.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		1	601.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.			
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	
3 Add lines 1 and 2		3	601.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	601.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	592.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	592.
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	9.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☐		11	

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 page 19 of 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.		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. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
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 page 19 of the instructions) ► _____ STMT 7		
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 on page 27)? 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

Form 990-PF (2009)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ SEE STATEMENT 8 Telephone no. ☐			
Located at ☐ ZIP + 4 ☐				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		☐

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 ☐		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes	☒ No
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)		X
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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2009)

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

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

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2009)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,480,119.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,480,119.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,480,119.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	37,202.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,442,917.
6	Minimum investment return. Enter 5% of line 5	6	122,146.

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

1	Minimum investment return from Part X, line 6	1	122,146.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	601.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	601.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	121,545.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	121,545.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	121,545.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	163,200.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	163,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	601.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	162,599.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				121,545.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years: 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	14,126.			
b From 2005	23,782.			
c From 2006	14,265.			
d From 2007	25,245.			
e From 2008	45,255.			
f Total of lines 3a through e	122,673.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 163,200.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				121,545.
e Remaining amount distributed out of corpus	41,655.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	164,328.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	14,126.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	150,202.			
10 Analysis of line 9				
a Excess from 2005	23,782.			
b Excess from 2006	14,265.			
c Excess from 2007	25,245.			
d Excess from 2008	45,255.			
e Excess from 2009	41,655.			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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)				
a Paid during the year SEE STATEMENT 16				
Total.			▶ 3a	145,600.
b Approved for future payment				
Total.			▶ 3b	

Form 990-PF (2009)

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	30,643.	
		14	52,410.	
		18	-83,552.	
		14	2,983.	
			2,484.	

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

[illegible]

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? | | 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? N/A . . . ☐ Yes ☐ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		5/14/2010 Date	President Title
	Paid Preparer's Use Only Preparer's signature 	Date 05/12/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00162244
	Firm's name (or yours if self-employed), address, and ZIP code THOMSON REUTERS (TAX & ACCOUNTING) ONE NORTH DEARBORN ST., 5TH FLOOR CHICAGO, IL 60602		EIN ▶ 75-1297386 Phone no. 312-873-6900	

Form **990-PF** (2009)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					201.	
13,355.00		750. ABB LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 15,248.00					09/09/2009	12/10/2009
							-1,893.00	
4,932.00		300. AFLAC INC PROPERTY TYPE: SECURITIES 7,194.00					02/09/2009	02/19/2009
							-2,262.00	
10,496.00		300. AFLAC INC PROPERTY TYPE: SECURITIES 11,618.00					10/27/2008	06/03/2009
							-1,122.00	
10,715.00		200. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 11,872.00					09/15/2008	02/25/2009
							-1,157.00	
4,580.00		100. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 332.00					06/01/1998	04/02/2009
							4,248.00	
9,326.00		200. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 11,559.00					VAR	07/01/2009
							-2,233.00	
9,650.00		500. AIR METHODS CORP PROPERTY TYPE: SECURITIES 8,710.00					12/08/2008	02/11/2009
							940.00	
19,574.00		750. ALBERTO-CULVER CO PROPERTY TYPE: SECURITIES 20,127.00					VAR	10/15/2009
							-553.00	
4,532.00		50. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES 5,018.00					10/22/2008	02/19/2009
							-486.00	
6,687.00		50. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES 4,629.00					10/21/2008	06/23/2009
							2,058.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
12,490.00		450. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES 19,780.00				VAR -7,290.00	02/19/2009
10,443.00		300. AUTOMATIC DATA PROCESSING, INC. PROPERTY TYPE: SECURITIES 12,296.00				VAR -1,853.00	04/28/2009
4,974.00		300. BB&T CORP PROPERTY TYPE: SECURITIES 10,206.00				04/21/2008 -5,232.00	04/08/2009
166.00		10. BB&T CORP PROPERTY TYPE: SECURITIES 345.00				04/04/2008 -179.00	04/08/2009
7,370.00		25. BAIDU COM SPON ADR PROPERTY TYPE: SECURITIES 3,239.00				01/30/2009 4,131.00	06/08/2009
8,098.00		25. BAIDU COM SPON ADR PROPERTY TYPE: SECURITIES 3,239.00				01/30/2009 4,859.00	08/17/2009
3,925.00		10. BAIDU COM SPON ADR PROPERTY TYPE: SECURITIES 1,296.00				01/30/2009 2,629.00	10/28/2009
17,177.00		40. BAIDU COM SPON ADR PROPERTY TYPE: SECURITIES 5,183.00				01/30/2009 11,994.00	11/30/2009
2,203.00		250. BANCO BILBAO VIZCAYA ARGENTARIA S A PROPERTY TYPE: SECURITIES 3,955.00				04/21/2005 -1,752.00	03/25/2009
4,781.00		170. BANK NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 7,708.00				05/01/2008 -2,927.00	02/06/2009
11,434.00		450. BANK NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 16,621.00				VAR -5,187.00	04/28/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,491.00		150. BARD C R INC CAP PROPERTY TYPE: SECURITIES 11,523.00					04/14/2009 -1,032.00	05/06/2009
3,669.00		105. BARRICK GOLD CORP PROPERTY TYPE: SECURITIES 3,543.00					12/26/2008 126.00	06/11/2009
5,413.00		500. BEACON ROOFING SUPPLY INC PROPERTY TYPE: SECURITIES 5,916.00					12/05/2008 -503.00	02/04/2009
7,188.00		500. BEACON ROOFING SUPPLY INC PROPERTY TYPE: SECURITIES 5,916.00					12/05/2008 1,272.00	05/13/2009
733.00		10. BHP BILLITON LTD ADR PROPERTY TYPE: SECURITIES 264.00					04/20/2005 469.00	12/22/2009
4,808.00		165. CVS CORPORATION PROPERTY TYPE: SECURITIES 4,395.00					VAR 413.00	11/06/2009
8,742.00		300. CVS CORPORATION PROPERTY TYPE: SECURITIES 12,213.00					06/24/2008 -3,471.00	11/06/2009
3,313.00		112. CANON INC PROPERTY TYPE: SECURITIES 3,903.00					04/20/2005 -590.00	03/25/2009
2,480.00		500. CARDIONET INC. PROPERTY TYPE: SECURITIES 12,598.00					VAR -10,118.00	11/20/2009
5,720.00		1000. CARDIONET INC. PROPERTY TYPE: SECURITIES 7,176.00					10/15/2009 -1,456.00	12/22/2009
5,085.00		250. CARMAX INC PROPERTY TYPE: SECURITIES 2,368.00					02/24/2009 2,717.00	10/28/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
15,289.00		300. CELGENE CORP PROPERTY TYPE: SECURITIES 11,504.00				04/01/2009 3,785.00	10/28/2009
3,939.00		85. CHINA MOBILE LTD PROPERTY TYPE: SECURITIES 1,383.00				04/20/2005 2,556.00	12/10/2009
17,216.00		1000. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 25,594.00				VAR -8,378.00	04/06/2009
50,000.00		50000. COCA COLA ENTERPRISE 7.125% 9/30 PROPERTY TYPE: SECURITIES 50,000.00				10/05/1999	09/30/2009
11,943.00		600. COGNIZANT TECHNOLOGY SOLUTIONS CORP PROPERTY TYPE: SECURITIES 11,813.00				11/06/2008 130.00	02/17/2009
9,185.00		400. CONCUR TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 8,900.00				03/18/2009 285.00	04/20/2009
6,815.00		170. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 13,600.00				VAR -6,785.00	03/25/2009
4,194.00		250. CONSTANT CONTACT INC PROPERTY TYPE: SECURITIES 3,099.00				11/20/2008 1,095.00	04/21/2009
4,037.00		250. CONSTANT CONTACT INC PROPERTY TYPE: SECURITIES 3,099.00				11/20/2008 938.00	04/30/2009
4,011.00		250. CONSTANT CONTACT INC PROPERTY TYPE: SECURITIES 3,099.00				11/20/2008 912.00	12/09/2009
9,392.00		140. DEVON ENERGY CORP PROPERTY TYPE: SECURITIES 8,658.00				VAR 734.00	11/24/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
5,703.00		85. DEVON ENERGY CORP PROPERTY TYPE: SECURITIES 10,731.00				07/02/2008 -5,028.00	11/24/2009
21,439.00		400. DEVRY INC. DEL PROPERTY TYPE: SECURITIES 16,601.00				05/06/2009 4,838.00	11/11/2009
14,445.00		230. DIAGEO PLC NEW PROPERTY TYPE: SECURITIES 19,479.00				04/30/2007 -5,034.00	09/10/2009
6,840.00		200. EXPEDITORS INTERNATIONAL WASHINGTON PROPERTY TYPE: SECURITIES 5,046.00				06/29/2005 1,794.00	05/07/2009
4,112.00		125. EXPEDITORS INTERNATIONAL WASHINGTON PROPERTY TYPE: SECURITIES 4,332.00				06/09/2009 -220.00	10/06/2009
822.00		25. EXPEDITORS INTERNATIONAL WASHINGTON PROPERTY TYPE: SECURITIES 631.00				06/29/2005 191.00	10/06/2009
11,325.00		250. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES 8,702.00				VAR 2,623.00	03/19/2009
4,770.00		60. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 2,568.00				VAR 2,202.00	02/06/2009
7,065.00		100. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 6,721.00				10/23/2008 344.00	02/20/2009
4,119.00		200. FLIR SYSTEMS INC PROPERTY TYPE: SECURITIES 2,661.00				08/30/2006 1,458.00	04/07/2009
30,000.00		30000. FREDDIE MAC 4% 07/28/2011-2009 PROPERTY TYPE: SECURITIES 29,944.00				08/11/2008 56.00	07/28/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,090.00		350. FEDERATED INVESTORS INC CL B PROPERTY TYPE: SECURITIES 12,253.00					09/04/2008 -3,163.00	09/10/2009
3,692.00		250. FIRSTSERVICE CORPORATION PROPERTY TYPE: SECURITIES 3,000.00					10/21/2005 692.00	04/07/2009
1,335.00		25. FRESENIUS MEDICAL CARE-ADR PROPERTY TYPE: SECURITIES 1,212.00					05/22/2007 123.00	12/22/2009
14,098.00		150. GENENTECH INC PROPERTY TYPE: SECURITIES 12,298.00					10/15/2008 1,800.00	03/12/2009
9,813.00		210. GENERAL DYNAMICS CORP COM PROPERTY TYPE: SECURITIES 11,703.00					VAR -1,890.00	02/26/2009
9,020.00		700. GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES 25,284.00					05/13/2005 -16,264.00	05/13/2009
3,954.00		300. GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES 5,082.00					12/15/2008 -1,128.00	05/22/2009
8,171.00		620. GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES 14,637.00					12/31/1997 -6,466.00	05/22/2009
14,498.00		800. GRAND CANYON EDUCATION INC PROPERTY TYPE: SECURITIES 14,220.00					11/11/2009 278.00	12/18/2009
10,639.00		150. GREENHILL & CO INC PROPERTY TYPE: SECURITIES 9,485.00					03/12/2009 1,154.00	05/13/2009
2,459.00		70. HSBC HOLDINGS PLC-SPONS ADR PROPERTY TYPE: SECURITIES 5,553.00					04/20/2005 -3,094.00	01/23/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
844.00		15. HSBC HOLDINGS PLC-SPONS ADR PROPERTY TYPE: SECURITIES 687.00				06/11/2009 157.00	12/22/2009
5,891.00		125. HEWLETT PACKARD CO. PROPERTY TYPE: SECURITIES 3,750.00				02/25/2009 2,141.00	10/28/2009
5,016.00		50. INTERCONTINENTALEXCHANGE INC PROPERTY TYPE: SECURITIES 2,950.00				02/03/2009 2,066.00	05/20/2009
4,958.00		50. INTERCONTINENTALEXCHANGE INC PROPERTY TYPE: SECURITIES 2,950.00				02/03/2009 2,008.00	07/07/2009
2,399.00		15. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 1,607.00				01/08/2009 792.00	07/02/2009
3,609.00		25. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 2,678.00				01/08/2009 931.00	07/08/2009
3,711.00		150. IRON MTN INC PROPERTY TYPE: SECURITIES 2,904.00				05/18/2005 807.00	04/20/2009
12,250.00		500. IRON MTN INC PROPERTY TYPE: SECURITIES 9,678.00				05/18/2005 2,572.00	11/18/2009
3,716.00		250. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES 2,840.00				03/19/2009 876.00	04/03/2009
5,624.00		250. JUNIPER NETWORKS INC PROPERTY TYPE: SECURITIES 3,910.00				03/19/2009 1,714.00	06/17/2009
6,571.00		150. KOHLS CORP PROPERTY TYPE: SECURITIES 4,870.00				10/21/2008 1,701.00	06/16/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
10,250.00		650. LOWE'S COMPANIES, INC. PROPERTY TYPE: SECURITIES 13,208.00				01/15/2009 -2,958.00	02/20/2009
13,090.00		620. LOWE'S COMPANIES, INC. PROPERTY TYPE: SECURITIES 11,582.00				03/25/2009 1,508.00	08/24/2009
16,121.00		500. MSCI INC - A PROPERTY TYPE: SECURITIES 11,919.00				06/04/2009 4,202.00	12/17/2009
25.00		.944 MARRIOTT INTERNATIONAL INC CL A PROPERTY TYPE: SECURITIES 23.00				08/24/2009 2.00	12/04/2009
13,816.00		440. MCGRAW HILL COMPANIES INC PROPERTY TYPE: SECURITIES 25,207.00				VAR -11,391.00	07/31/2009
5,443.00		250. MEDASSETS INC PROPERTY TYPE: SECURITIES 5,247.00				12/13/2007 196.00	10/28/2009
5,695.00		250. MEDASSETS INC PROPERTY TYPE: SECURITIES 5,247.00				12/13/2007 448.00	12/01/2009
4,818.00		150. MEDTRONIC INC. PROPERTY TYPE: SECURITIES 8,016.00				03/07/2006 -3,198.00	02/10/2009
7,440.00		250. MEDTRONIC INC. PROPERTY TYPE: SECURITIES 12,556.00				VAR -5,116.00	02/27/2009
5,792.00		170. MEDTRONIC INC. PROPERTY TYPE: SECURITIES 9,149.00				09/15/2008 -3,357.00	06/19/2009
8,451.00		235. METLIFE PROPERTY TYPE: SECURITIES 6,531.00				04/28/2009 1,920.00	12/11/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
8,271.00		230. METLIFE PROPERTY TYPE: SECURITIES 13,416.00				VAR -5,145.00	12/11/2009
50,000.00		50000. MIAMI BEACH FL REDEV AGY 4.56% 12 PROPERTY TYPE: SECURITIES 50,000.00				09/15/2005	12/01/2009
2,702.00		530. MITSUBISHI UFJ FINL GROUP INC ADR PROPERTY TYPE: SECURITIES 4,542.00				04/20/2005 -1,840.00	11/25/2009
1,470.00		305. NATIONAL BANK OF GREECE PROPERTY TYPE: SECURITIES 2,031.00				09/17/2009 -561.00	12/18/2009
1,633.00		40. NESTLE SA SPONS ADR PROPERTY TYPE: SECURITIES 1,084.00				04/20/2005 549.00	08/11/2009
425.00		10. NESTLE SA SPONS ADR PROPERTY TYPE: SECURITIES 271.00				04/20/2005 154.00	09/17/2009
3,478.00		325. NIDEC CORP ADR PROPERTY TYPE: SECURITIES 6,084.00				01/09/2007 -2,606.00	01/08/2009
572.00		10. NIKE INC CLASS B PROPERTY TYPE: SECURITIES 602.00				06/27/2008 -30.00	06/04/2009
4,578.00		80. NIKE INC CLASS B PROPERTY TYPE: SECURITIES 4,278.00				02/21/2007 300.00	06/04/2009
8,314.00		160. NIKE INC CLASS B PROPERTY TYPE: SECURITIES 7,793.00				VAR 521.00	07/22/2009
338.00		10. NINTENDO CO LTD - ADR PROPERTY TYPE: SECURITIES 468.00				01/08/2009 -130.00	09/17/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,867.00		60. NINTENDO CO LTD - ADR PROPERTY TYPE: SECURITIES 2,810.00				01/08/2009 -943.00	11/25/2009
8,099.00		760. NOKIA CORPORATION ADR PROPERTY TYPE: SECURITIES 20,686.00				VAR -12,587.00	02/19/2009
2,502.00		190. NOKIA CORPORATION ADR PROPERTY TYPE: SECURITIES 6,031.00				03/26/2008 -3,529.00	08/05/2009
7,752.00		150. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 9,985.00				09/30/2008 -2,233.00	03/04/2009
14,268.00		250. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 15,174.00				VAR -906.00	09/01/2009
11,464.00		240. NORTHERN TRUST CORPORATION PROPERTY TYPE: SECURITIES 13,505.00				VAR -2,041.00	12/11/2009
2,901.00		45. NOVO NORDISK A/S ADR PROPERTY TYPE: SECURITIES 1,739.00				11/21/2006 1,162.00	09/17/2009
3,838.00		100. NUVASIVE INC PROPERTY TYPE: SECURITIES 1,851.00				12/06/2005 1,987.00	07/13/2009
50,000.00		50000. PNC FUNDING CORP 6.125% 02/15/200 PROPERTY TYPE: SECURITIES 50,000.00				01/04/2007	02/15/2009
2,294.00		100. PHARMACEUTICAL PRODUCT DEVELOPMENT PROPERTY TYPE: SECURITIES 2,419.00				06/01/2005 -125.00	04/20/2009
9,692.00		500. PHARMACEUTICAL PRODUCT DEVELOPMENT PROPERTY TYPE: SECURITIES 12,055.00				VAR -2,363.00	05/20/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,781.00		150. PORTFOLIO RECOVERY ASSOCIATES INC PROPERTY TYPE: SECURITIES 4,913.00					VAR 1,868.00	10/30/2009
6,041.00		145. PRICE T ROWE GROUP INC PROPERTY TYPE: SECURITIES 5,929.00					08/01/2006 112.00	06/03/2009
6,751.00		150. QUALCOMM INC PROPERTY TYPE: SECURITIES 6,320.00					02/11/2008 431.00	09/30/2009
2,381.00		70. ADR ROCHE HOLDING LTD SPONSORED PROPERTY TYPE: SECURITIES 2,506.00					10/10/2005 -125.00	06/11/2009
271.00		5. ROYAL BANK OF CANADA PROPERTY TYPE: SECURITIES 210.00					03/02/2006 61.00	09/17/2009
1,059.00		20. ROYAL BANK OF CANADA PROPERTY TYPE: SECURITIES 839.00					03/02/2006 220.00	12/22/2009
6,488.00		200. SALESFORCE COM INC PROPERTY TYPE: SECURITIES 10,422.00					09/25/2008 -3,934.00	04/01/2009
4,044.00		100. SALESFORCE COM INC PROPERTY TYPE: SECURITIES 5,211.00					09/25/2008 -1,167.00	05/20/2009
11,511.00		310. SAP AKTIENGESELLSCHAFT SPONSORED AD PROPERTY TYPE: SECURITIES 13,054.00					VAR -1,543.00	04/02/2009
3,504.00		250. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES 3,732.00					01/16/2009 -228.00	03/18/2009
11,083.00		2000. SMART BALANCE INC PROPERTY TYPE: SECURITIES 14,340.00					VAR -3,257.00	10/28/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,260.00		500. STARBUCKS CORP PROPERTY TYPE: SECURITIES 4,473.00					11/13/2008 4,787.00	09/01/2009
1,649.00		55. STATE STREET CORP PROPERTY TYPE: SECURITIES 2,127.00					12/04/2008 -478.00	03/25/2009
7,496.00		250. STATE STREET CORP PROPERTY TYPE: SECURITIES 16,410.00					12/13/2006 -8,914.00	03/25/2009
9,950.00		200. STERICYCLE INC PROPERTY TYPE: SECURITIES 7,007.00					10/26/2006 2,943.00	04/09/2009
2,344.00		75. STRYKER CORP PROPERTY TYPE: SECURITIES 2,864.00					11/20/2008 -520.00	03/06/2009
1,563.00		50. STRYKER CORP PROPERTY TYPE: SECURITIES 2,398.00					06/29/2005 -835.00	03/06/2009
7,932.00		200. STRYKER CORP PROPERTY TYPE: SECURITIES 9,592.00					06/29/2005 -1,660.00	07/01/2009
762.00		15. SYNGENTA AG PROPERTY TYPE: SECURITIES 314.00					04/20/2005 448.00	09/17/2009
11,767.00		480. SYSCO CORP PROPERTY TYPE: SECURITIES 11,266.00					02/19/2009 501.00	10/07/2009
5,170.00		170. TJX COMPANIES INC. NEW PROPERTY TYPE: SECURITIES 3,811.00					11/26/2008 1,359.00	07/02/2009
6,324.00		250. TARGET CORP PROPERTY TYPE: SECURITIES 7,224.00					11/20/2008 -900.00	03/06/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,248.00		15. TELEFONICA DE ESOANA PROPERTY TYPE: SECURITIES 737.00					04/20/2005 511.00	09/17/2009
841.00		10. TELEFONICA DE ESOANA PROPERTY TYPE: SECURITIES 492.00					04/20/2005 349.00	12/22/2009
2,793.00		60. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES 2,086.00					08/24/2006 707.00	02/19/2009
5,399.00		120. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES 4,171.00					08/24/2006 1,228.00	03/18/2009
5,793.00		130. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES 4,519.00					08/24/2006 1,274.00	04/02/2009
4,796.00		162. TOKIO MARIE HLDGS INC ADR PROPERTY TYPE: SECURITIES 4,522.00					04/20/2005 274.00	08/05/2009
18,484.00		310. TORONTO-DOMINION BANK PROPERTY TYPE: SECURITIES 11,339.00					03/25/2009 7,145.00	08/24/2009
617.00		10. TORONTO-DOMINION BANK PROPERTY TYPE: SECURITIES 393.00					04/14/2009 224.00	12/22/2009
13,925.00		250. UNITED PARCEL SERVICE INC PROPERTY TYPE: SECURITIES 10,655.00					02/26/2009 3,270.00	10/26/2009
50,000.00		4672.897 VANGUARD GNMA FUND ADMIRAL SHS PROPERTY TYPE: SECURITIES 47,570.00					06/25/2008 2,430.00	05/18/2009
2,603.00		135. VESTAS WIND SYSTEMS ADR PROPERTY TYPE: SECURITIES 6,101.00					06/11/2008 -3,498.00	12/22/2009

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
10,962.00		250. VISA INC CLASS A SHRS PROPERTY TYPE: SECURITIES 16,418.00				09/23/2008 -5,456.00	01/20/2009
3,780.00		100. WALGREEN CO PROPERTY TYPE: SECURITIES 2,992.00				06/29/2009 788.00	10/27/2009
5,753.00		380. WELLS FARGO & COMPANY NEW PROPERTY TYPE: SECURITIES 11,172.00				12/18/2008 -5,419.00	03/18/2009
1,088.00		10. WESTPAC BKG CORP SPNS ADR PROPERTY TYPE: SECURITIES 564.00				12/17/2008 524.00	09/17/2009
1,062.00		10. WESTPAC BKG CORP SPNS ADR PROPERTY TYPE: SECURITIES 564.00				12/17/2008 498.00	12/22/2009
6,390.00		200. XTO ENERGY INC PROPERTY TYPE: SECURITIES 6,476.00				02/20/2009 -86.00	04/07/2009
1,370.00		80. LOGITECH INTL SA CHF0.25(REGD) PROPERTY TYPE: SECURITIES 2,072.00				01/23/2008 -702.00	12/22/2009
TOTAL GAIN(LOSS)						----- -83,552. =====	

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,700.			1,700.
TOTALS	1,700.	NONE	NONE	1,700.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSES - 2%	20,826.	20,826.
	-----	-----
TOTALS	20,826.	20,826.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	820.	820.
FOREIGN TAXES ON QUALIFIED FOR	39.	39.
TOTALS	859.	859.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	1,120.	1,120.
OTHER NON-ALLOCABLE EXPENSE -	9.	9.
TOTALS	1,129.	1,129.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ACCRUED INTEREST CARRYOVER FROM 2008	47.

TOTAL	47.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
2009 INCOME POSTED IN 2010	21.
ACCRUED INTEREST CARRYOVER TO 2010	337.

TOTAL	358.
	=====

THE HOLLEY FOUNDATION C/O THE PRIVATE BANK

38-6055168

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MI

STATEMENT 7

XD576 2 000

SL9008 2LCB 05/12/2010 16:45:03

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36 -

THE HOLLEY FOUNDATION C/O THE PRIVATE BANK

38-6055168

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: THE PRIVATE BANK - TRUST DEPT

ADDRESS: 38505 WOODWARD AVE SUITE 1300
BLOOMFIELD HILLS, MI 48304

TELEPHONE NUMBER: (248)988-8772

STATEMENT 8

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

OFFICER NAME:

MARGARET E. HOLLEY

ADDRESS:

P.O. BOX 1421

CAREFREE, AZ 85377

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

REV. GEORGE M. HOLLEY

ADDRESS:

1846 HEYDON CT.

HENDERSON, NV 89014

TITLE:

VP-CHAIR OF PROGRAM

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

GREGG KUEHN

ADDRESS:

1756 12TH AVE.

GRAFTON, WI 53024

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

JACK KUEHN

ADDRESS:

5565 BRADY LANE

LOLO, MT 59847

TITLE:

TREAS. & CHAIR FIN.

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

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

OFFICER NAME:

BARBARA K. FRANK

ADDRESS:

10632 HIDDEN RESERVE CIRCLE

MEQUON, WI 53092

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

JOHN C. HOLLEY, JR

ADDRESS:

31447 SW COUNTRY VIEW LANE

WILSONVILLE, OR 97070

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

STEPHEN C. R. HOLLEY, JR

ADDRESS:

50 RIVER OAKS LANE

BASALT, CO 81621

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

LYNN KRUGMAN

ADDRESS:

19 SCOTTSDALE CT

LUTHERVILLE, MD 21093

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

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

OFFICER NAME:

DAANE DEVRIES

ADDRESS:

4335 NORTH 78TH ST. APT C 203

SCOTTSDALE, AZ 85251

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

EDWARD J. (CHIP) MILLER

ADDRESS:

278 KENWOOD COURT

GROSSE POINTE FARMS, MI 48236

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:

ALFRED FISHER

ADDRESS:

681 LAKESHORE

GROSS POINTE SHORES, MS 48236

TITLE:

TRUSTEE EMERITUS

OFFICER NAME:

MARGERY H. UIHLEIN

ADDRESS:

268 GREEN BAY ROAD

CEDARBURG, WI 53012

TITLE:

TRUSTEE EMERITUS

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

THE HOLLEY FOUNDATION C/O THE PRIVATE BANK

38-6055168

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

=====

OFFICER NAME:

DETROIT INVESTMENT FUND

ADDRESS:

600 RENAISSANCE CENTER SUITE 1710

DETROIT, MI 48243

TITLE:

INVESTMENT ADVISORS

STATEMENT 12

RECIPIENT NAME:
GLEANERS COMMUNITY FOOD BANK
OF SOUTHEASTERN MICHIGAN
ADDRESS:
2131 BEAUFAIT
DETROIT, MI 48207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT KIDSNACK PROGRAM IN SEVILLAGE SCHLS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 16,400.

RECIPIENT NAME:
STUDENT MENTOR PARTNERS
ADDRESS:
22777 HARPER AVE
ST CLAIRE SHORES, MI 48080
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
UNIV OF DETROIT JESUIT
HIGH SCHOOL
ADDRESS:
8400 S CAMBRIDGE AVE.
DETROIT, MI 48221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TUITION
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
PROJECT SEED
ATTN:DAN MULLIGAN
ADDRESS:
2111 WOODWARD AVE.
DETROIT, MI 48201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT FOR 5+1 SERVICES TO SEVILLAGE SCHOOLS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 28,000.

RECIPIENT NAME:
ADULTS WELL-BEING SERVICE
ATTN:KAREN SCHROCK EX DI
ADDRESS:
1423 FIELD AVE.
DETROIT, MI 48214
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANDPARENTS RAISING GRANDKIDS SUPPORT PROGRM
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
JEFFERSON AVE. PRESBYTERIAN
ADDRESS:
8625 E. JEFFERSON AVE
DETROIT, MI 48214
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT FOR TUTORING TREE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 48,000.

RECIPIENT NAME:
COMMUNITY FOUNDATION FOR
SOUTHEASTERN MICHIGAN
ADDRESS:
333 WEST FORT ST
DETROIT, MI 48226-3134
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
INSIDEOUT LITERARY ARTS PROJECT
ADDRESS:
2111 WOODWARD AVE
DETROIT, MI 48201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ADIRONDACK EXPERIENCE
ADDRESS:
162 ADIRONDACK LOJ RD
LAKE PLACID, NY 12946
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SERVICES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,200.

THE HOLLEY FOUNDATION C/O THE PRIVATE BANK
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

38-6055168

RECIPIENT NAME:

COVENANT HOUSE MICHIGAN

ADDRESS:

2959 MARTIN LUTHER KING JR BLVD

DETROIT, MI 48208

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SERVICES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 15,000.

TOTAL GRANTS PAID:

145,600.

=====

STATEMENT 16