Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

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

Name of foundation: KOEPLIN FAMILY FOUNDATION	**A** Employer identification number: 41-1268766
Number and street (or P O. box number if mail is not delivered to street address): 1000 SECOND AVENUE — Room/suite: 3400	**B** Telephone number (see page 10 of the instructions): (206) 667-0300
City or town, state, and ZIP code: SEATTLE, WA 98104-1022	**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 ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,041,386.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis.)

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

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

	Line	Description	(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)				
	2	Check ▶ [X] if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	77,478.	77,478.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-38,301.			
	b	Gross sales price for all assets on line 6a 846,993.				
	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)	-11,981.	358.		ATCH 2
	12	**Total.** Add lines 1 through 11	27,196.	77,836.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	10,000.	2,000.		7,000.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	945.	245.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	461.			
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	5,599.	5,564.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	17,005.	7,809.		7,000.
	25	Contributions, gifts, grants paid ATCH 6	580,000.			130,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	597,005.	7,809.		137,000.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-569,809.			
	b	**Net investment income** (if negative, enter -0-)		70,027.		
	c	**Adjusted net income** (if negative, enter -0-)			-0-	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	744,144.	466,116.	466,116.
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) **	525,555.	48,828.	48,828.
b	Investments - corporate stock (attach schedule) ATCH 8	278,455.	784,996.	784,996.
c	Investments - corporate bonds (attach schedule) ATCH 9	363,620.	730,431.	730,431.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 10)	10,234.	11,015.	11,015.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,922,008.	2,041,386.	2,041,386.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable	0.	450,000.	
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)	0.	450,000.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	1,922,008.	1,591,386.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, 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)	1,922,008.	1,591,386.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,922,008.	2,041,386.	

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	1,922,008.
2	Enter amount from Part I, line 27a	2	-569,809.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	239,187.
4	Add lines 1, 2, and 3	4	1,591,386.
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	1,591,386.

**ATCH 7

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 SCHEDULE			
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	-38,301.
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	92,632.	2,033,635.	0.045550
2007	90,761.	2,128,949.	0.042632
2006	99,961.	2,075,705.	0.048158
2005	111,441.	2,103,755.	0.052972
2004	87,639.	2,119,689.	0.041345

2	**Total** of line 1, column (d)	2	0.230657
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	0.046131
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,933,982.
5	Multiply line 4 by line 3	5	89,217.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	700.
7	Add lines 5 and 6	7	89,917.
8	Enter qualifying distributions from Part XII, line 4	8	137,000.

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.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	700.
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	700.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	700.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,120.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,120.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	420.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 420. **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?	1a		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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ FOUNDATION MANAGEMENT GROUP Telephone no. ▶ 206-667-0300
Located at ▶ 1000 SECOND AVENUE, 34TH FL, SEATTLE, WA ZIP + 4 ▶ 98104-1022

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
ATTACHMENT 12		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				

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

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		

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 N/A	
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 ▶	

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	1,214,711.
b	Average of monthly cash balances	1b	737,710.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	11,013.
d	**Total** (add lines 1a, b, and c)	1d	1,963,434.
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	0.
3	Subtract line 2 from line 1d	3	1,963,434.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	29,452.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,933,982.
6	**Minimum investment return.** Enter 5% of line 5	6	96,699.

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	96,699.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	700.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	700.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	95,999.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	95,999.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	95,999.

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	137,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	137,000.
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 page 26 of the instructions)	5	700.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	136,300.

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				95,999.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			62,795.	
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009.				
a From 2004				
b From 2005 0.				
c From 2006 0.				
d From 2007 0.				
e From 2008 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 137,000.				
a Applied to 2008, but not more than line 2a			62,795.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				74,205.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				21,794.
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 0.				
c Excess from 2007 0.				
d Excess from 2008 0.				
e Excess from 2009 0.				

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))

PATRICK & CARMELA KOEPLIN

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

ATTACHMENT 13

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT A				130,000.
Total . . . . ▶ **3a**				130,000.
b *Approved for future payment*				
ATTACHMENT 14				
Total . . . . ▶ **3b**				500,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	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	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	77,478.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-38,301.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b INCOME FROM PARTNERSHIPS	211110	-12,339.	14	358.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-12,339.		39,535.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 27,196.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions.)
	NOT APPLICABLE

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.

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

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 — Date: 5/4/10 — ▶ Title: Secretary

Paid Preparer's Use Only

Preparer's signature ▶	Date MAY 03 2010	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00937936
Firm's name (or yours if self-employed), address, and ZIP code ▶	BADER MARTIN, P.S. 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	EIN ▶ 91-1501421	Phone no 206-621-1900

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: KOEPLIN FAMILY FOUNDATION

Employer identification number: 41-1268766

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-15,340.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-15,340.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-22,961.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-22,961.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-15,340.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-22,961.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-38,301.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or b** $3,000 . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2009

Name of estate or trust: KOEPLIN FAMILY FOUNDATION

Employer identification number: 41-1268766

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHMENT B - ST	VARIOUS	VARIOUS	153,226.	168,664.	-15,438.
CASH IN LIEU	VARIOUS	VARIOUS	98.	0.	98.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -15,340.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D-1 (Form 1041) 2009

JSA
9F1221 3 000

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SEE ATTACHMENT B - LT	VARIOUS	VARIOUS	693,669.	716,630.	-22,961.
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-22,961.

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)	
		SEE ATTACHMENT B - ST PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
153,226.		168,664.					-15,438.	
		SEE ATTACHMENT B - LT PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
693,669.		716,630.					-22,961.	
		CASH IN LIEU PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
98.		0.					98.	
TOTAL GAIN(LOSS)							-38,301.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDENDS ON INVESTMENTS	77,478.	77,478.
TOTAL	77,478.	77,478.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET ACTIVITY FROM AMERIGAS PARTNERS LP	-2,828.	128.
NET ACTIVITY FROM BUCKEYE PARTNERS LP	-747.	112.
NET ACTIVITY FROM ENERGY TRANSFER PRTNS	-1,049.	16.
NET ACTIVITY FROM ENTERPRISE PRODUCTS PT	-1,853.	10.
NET ACTIVITY FROM KINDER MORGAN ENERGY	-3,774.	107.
NET ACTIVITY FROM PLAINS ALL-AMERICAN	172.	-20.
NET ACTIVITY FROM TC PIPELINES LP	-1,902.	5.
TOTALS	-11,981.	358.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	10,000.	2,000.	7,000.
TOTALS	10,000.	2,000.	7,000.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX EXPENSE	700.	
FOREIGN TAXES	245.	245.
TOTALS	945.	245.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROKER FEES	5,564.	5,564.
LICENSES EXPENSE	35.	
TOTALS	5,599.	5,564.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAID

ATTACHMENT 6

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID			
SEE ATTACHMENT A			130,000.
		TOTAL CONTRIBUTIONS PAID	130,000.
GRANTS ACCRUED			
MOTHER TERESA OF CALCUTTA PARISH - CHURCH PO BOX 705 WOODINVILLE, WA 98072	NONE EXEMPT	HUMAN SERVICES	250,000.
MOTHER TERESA OF CALCUTTA PARISH - SOCIAL HALL PO BOX 705 WOODINVILLE, WA 98072	NONE EXEMPT	HUMAN SERVICES	250,000.
		TOTAL APPROVED CONTRIBUTIONS ACCRUED	450,000.
		TOTAL CONTRIBUTIONS PAID AND ACCRUED	580,000.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOVERNMENT SECURITIES	48,828.	48,828.
US OBLIGATIONS TOTAL	48,828.	48,828.

KOEPLIN FAMILY FOUNDATION 41-1268766

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SECURITIES		784,996.	784,996.
	TOTALS	784,996.	784,996.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BONDS	730,431.	730,431.
TOTALS	730,431.	730,431.

KOEPLIN FAMILY FOUNDATION 41-1268766

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST RECEIVABLE	10,595.	10,595.
PREPAID TAXES	420.	420.
TOTALS	11,015.	11,015.

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN		239,187.
	TOTAL	239,187.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
CARMELA M. KOEPLIN 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	PRESIDENT 2.00	0.
PATRICK J. KOEPLIN 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	VP/TREASURER 2.00	0.
DANIEL M. ASHER 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104-1022	SECRETARY 2.00	0.
	GRAND TOTALS	0.

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATIONS SHOULD BE MADE THROUGH A CONCISE LETTER OR E-MAIL OF INQUIRY (ONE OR TWO PAGES), WHICH SHOULD INCLUDE THE FOLLOWING INFORMATION:

1. A BRIEF STATEMENT OF THE ORGANIZATION'S HISTORY AND GOALS;
2. THE EXACT PURPOSE OF THE PROJECT AND GRANT REQUEST;
3. AN EXPLANATION OF HOW THE ORGANIZATION'S PROGRAM FITS THE CHARITABLE PURPOSES OF HEALTH, EDUCATION, AND NUTRITION.
4. THE TARGET POPULATION(S) TO BE SERVED; AND,
5. THE AMOUNT REQUESTED, TOTAL PROJECT BUDGET, TOTAL ORGANIZATION BUDGET AND OTHER SOURCES OF FUNDS ANTICIPATED OR COMMITTED. TELEPHONE INQUIRIES WILL NOT BE ACKNOWLEDGED.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOTHER TERESA OF CALCUTTA PARISH - CHURCH PO BOX 705 WOODINVILLE, WA 98072	NONE EXEMPT	HUMAN SERVICES	250,000.
MOTHER TERESA OF CALCUTTA PARISH - SOCIAL HALL PO BOX 705 WOODINVILLE, WA 98072	NONE EXEMPT	HUMAN SERVICES	250,000
		TOTAL CONTRIBUTIONS APPROVED	500,000.

KOEPLIN FAMILY FOUNDATION
GRANTS AND ALLOCATIONS PAID DURING 2009
EIN: 41-1268766

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Salvation Army PO Box 193465 San Francisco, CA 94119	None Exempt	Human Services	1,000.00
City Team Ministries 2304 Zanker Road San Jose, CA 95131	None Exempt	Human Services	2,000.00
Salvation Army 900 W. James M. Wood Blvd. Los Angeles, CA 90015	None Exempt	Human Services	2,000.00
Doctors Without Borders 333 - 7th Avenue, 2nd floor New York, NY 10001-5004	None Exempt	Health	2,000.00
Mother Teresa of Calcutta Parish PO Box 705 Woodinville, WA 98072	None Exempt	Human Services	68,000.00
George Mark Children's House 2121 George Mark Lane San Leandro, CA 94578	None Exempt	Human Services	500.00
Jesuit Volunteer Corps Southwest PO Box 459 Santa Clara, CA 95052	None Exempt	Human Services	1,000.00

Attachment A

KOEPLIN FAMILY FOUNDATION
GRANTS AND ALLOCATIONS PAID DURING 2009
EIN: 41-1268766

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Restoration Roads Ministries PO Box 511056 Punta Gorda, FL 33951	None Exempt	Human Services	1,000.00
The Smile Train 245 Fifth Avenue, Suite 2201 New York, NY 10016	None Exempt	Health	2,500.00
CA Province of the Society of Jesus Po Box 68 Los Gatos, CA 95031	None Exempt	Human Services	1,000.00
Somali Community Services Coalition 15027 Military Road South, Suites 4-5 SeaTac, WA 98188	None Exempt	Human Services	3,500.00
The Tears Foundation 11102 Sunrise Blvd. East, Suite 102 Puyallup, WA 98374	None Exempt	Human Services	2,000.00
Ignatian Spirituality Center 732 - 18th Ave. E. Seattle, WA 98112	None Exempt	Human Services	10,000.00
Homeboy Industries 130 W. Bruno St. Los Angeles, CA 90012	None Exempt	Human Services	1,000.00

Attachment A

KOEPLIN FAMILY FOUNDATION
GRANTS AND ALLOCATIONS PAID DURING 2009
EIN: 41-1268766

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Casa De Los Pobres PO Box 432256 San Diego, CA 92143	None Exempt	Human Services	1,000.00
Gethsemane Community 5 Oxford Street Petersham, NSW 2049, Australia	None Exempt	Human Services	500 00
Hands of Hope Foundation 800 Hart Road, Suite 100 Barrington, IL 60010	None Exempt	Human Services	2,000.00
Jesuit Fathers of Upper Canada 43 Queens Park, Crescent East Toronto, ON, M5S2C3, Canada	None Exempt	Human Services	5,000 00
Seattle University PO Box 222000 Seattle, WA 98112-1090	None Exempt	Education	15,000.00
Livermore Veterans Foundation 1692 Rutgers Way Livermore, CA 94550	None Exempt	Human Services	5,000.00
Live Oak Adult Day Services 1147 Minnesota Ave. San Jose, CA 95125	None Exempt	Health	4,000.00
		Total Grants Paid	130,000.00

Attachment A

KOEPLIN FAMILY FOUNDATION
Realized Gains/Losses - 2009
2009 Form 990 PF
EIN: 41-1268766

MS Acct #	Security	# Shares	Purchase Date	Sale Date	Proceeds	Cost	G/(L)
	Short Term Capital Gains and Losses						
130 061429	Weatherford International Ltd	41	10/16/2008	5/4/2009	731.52	540 56	190 96
	Rowan Companies Inc	23	10/20/2008	8/24/2009	514.33	430 18	84 15
	Hutchison Telecom Intl Ltd	20	12/9/2008	12/1/2009	60.63	93.79	(33.16)
130 066349	Microsemi Corp	65	10/17/2008	1/26/2009	536 73	1,447.78	(911 05)
	Dean Foods Co (New)	35	8/5/2008	2/24/2009	705 97	808.56	(102 59)
	Hologic Inc	20	6/26/2008	5/5/2009	239.54	438 71	(199 17)
	Nucor Corporation	5	10/27/2008	5/6/2009	224.99	173 60	51 39
	Quality Systems	10	11/11/2008	5/6/2009	545.74	386.70	159.04
	McCormick and Co	35	2/2/2009	6/8/2009	1,080.86	1,126.38	(45.52)
	Tiffany & Company	50	9/4/2008	7/21/2009	1,430.48	2,197 63	(767.15)
	Synaptics Inc	40	6/9/2009	10/14/2009	849 52	1,528 89	(679 37)
	FMC Technologies Inc	5	6/22/2009	11/23/2009	278 24	178 70	99 54
130 080752	Olympus Corporation Spons ADR	18	7/31/2008	12/29/2008	339.17	606.22	(267.05)
	Olympus Corporation Spons ADR	8	8/6/2008	12/29/2008	150.74	259 10	(108.36)
	Olympus Corporation Spons ADR	7	9/3/2008	12/29/2008	131.90	218 90	(87.00)
	Olympus Corporation Spons ADR	6	10/6/2008	12/29/2008	113 06	160.47	(47 41)
	ABB Ltd	22	12/5/2008	1/6/2009	333.86	257 43	76.43
	Comp De Beb Ambev SP ADR	7	6/4/2008	1/8/2009	307.30	463.47	(156.17)
	Banco Santander Chile	6	11/6/2008	2/11/2009	218 06	213 43	4.63
	Banco Santander Chile	7	11/6/2008	2/12/2009	251 56	249 00	2.56
	Compania Vale ADR	42	6/4/2008	2/17/2009	526 57	1,306.62	(780 05)
	Glaxosmithkline PLC ADS	16	6/4/2008	2/6/2009	590.34	687.36	(97.02)
	Nitto Denko Corporation ADR	1	7/25/2008	2/20/2009	179.62	322.59	(142 97)
	Nitto Denko Corporation ADR	1	8/7/2008	2/20/2009	179 62	311.85	(132 23)
	Swiss Reinsurance Co Spon ADR	29	6/4/2008	2/11/2009	473.49	2,179 64	(1,706 15)
	Taiwan SMCNDCTR Mfg Co Ltd ADR	20	8/26/2008	2/9/2009	167.53	201 30	(33 77)
	Turkcell Iletism Hizm AS New	9	1/2/2008	2/24/2009	119 31	138 56	(19 25)
	AMSL Holding N.V New	14	7/16/2008	3/19/2009	248.79	321 06	(72 27)
	AMSL Holding N.V New	4	7/29/2008	3/19/2009	71 08	91 59	(20.51)
	Central European Dist Corp	11	10/31/2008	3/4/2009	72.80	321.83	(249.03)
	Central European Dist. Corp	10	11/10/2008	3/4/2009	66 18	310.79	(244.61)
	Central European Dist. Corp	6	1/8/2009	3/4/2009	39.71	136 66	(96.95)
	Credicorp Ltd	12	10/21/2008	2/25/2009	436.31	475.10	(38.79)
	Logitech Intl SA	24	6/4/2008	3/12/2009	198 51	777.22	(578.71)
	Logitech Intl SA	9	10/2/2008	3/12/2009	74.44	191.22	(116.78)
	Logitech Intl SA	13	11/26/2008	3/12/2009	107 52	168.94	(61 42)
	Luxottica Group Spa Spon ADR	25	6/4/2008	3/23/2009	349 99	679.00	(329 01)
	Luxottica Group Spa Spon ADR	13	6/20/2008	3/23/2009	182.00	316.49	(134.49)
	Takeda Pharmaceutical Co Ltd	36	6/19/2008	3/10/2009	588.47	971 29	(382.82)
	Takeda Pharmaceutical Co Ltd	12	9/10/2008	3/10/2009	196.16	312.23	(116.07)
	Toyota Motor Cp ADR New	2	8/11/2008	3/13/2009	120 56	184.91	(64.35)
	Toyota Motor Cp ADR New	2	8/11/2009	3/18/2009	125.61	184.91	(59 30)
	Toyota Motor Cp ADR New	1	9/3/2008	3/18/2009	62.81	90 13	(27 32)
	Bank Yokohama Ltd JPN ADR	10	10/27/2008	4/2/2009	430.04	420.81	9 23
	Grupo Aeroportario Del ADS	9	2/2/2009	4/21/2009	281 61	275 63	5 98
	Publicis Groupe SA ADS	10	6/4/2008	4/7/2009	274.08	391.00	(116 92)
	ASML Holding N.V.	18	7/29/2008	5/6/2009	380.59	412.14	(31 55)
	Coca Cola Hellenic Bottling	21	10/19/2008	5/13/2009	399.11	274.18	124 93
	Comp De Beb Ambev SP ADR	2	6/4/2008	4/28/2009	104.73	132.42	(27 69)
	Comp De Beb Ambev SP ADR	5	9/9/2008	4/28/2009	261.83	289.36	(27 53)
	Dr Reddy's Laboratories Ltd	13	6/4/2008	5/6/2009	144.91	207 52	(62.61)
	Dr Reddy's Laboratories Ltd	31	6/4/2008	5/22/2009	417.61	494.85	(77.24)
	Nidec Corp	21	6/4/2008	5/19/2009	279.57	400.77	(121.20)

KOEPLIN FAMILY FOUNDATION

Realized Gains/Losses - 2009
2009 Form 990 PF
EIN: 41-1268766

MS Acct #	Security	# Shares	Purchase Date	Sale Date	Proceeds	Cost	G/(L)
	Taiwan SMCNDCTR Mfg Co Ltd ADR	29	8/26/2008	5/5/2009	324.35	291.88	32.47
	Coca Cola Hellenic Bottling	13	10/16/2008	6/5/2009	274.15	169 73	104.42
	Coca Cola Hellenic Bottling	8	11/26/2008	6/5/2009	168.70	119.97	48.73
	Nidec Corp	23	6/4/2008	5/29/2009	323.13	438.93	(115.80)
	Seven & I Hldgs Co Ltd	4	4/3/2009	6/24/2009	189.39	183 31	6.08
	Shiseido Ltd Spon ADR	24	10/1/2008	6/25/2009	374 42	550.18	(175.76)
	Shiseido Ltd Spon ADR	12	10/14/2008	6/25/2009	187.21	242 42	(55 21)
	Shiseido Ltd Spon ADR	9	1/15/2009	6/25/2009	140.41	176 58	(36 17)
	Amdocs Limited	6	11/26/2008	7/21/2009	138.35	108.24	30 11
	ARM Holdings PLC	82	5/12/2009	7/6/2009	477 81	414.08	63 73
	Diageo PLC	3	10/2/2008	7/2/2009	177.13	203.80	(26 67)
	Essilor Intl SA	9	10/1/2008	7/17/2009	226.46	225.61	0 85
	Givaudan SA (Sale of Foreign Rights)		7/8/2009	7/8/2009	21 66		21.66
	Heineken NV	21	7/31/2008	7/2/2009	399 76	500.66	(100 90)
	Heineken NV	10	1/12/2009	7/2/2009	190 36	165.46	24 90
	Mobile Telesystems OJSC	6	7/29/2008	7/1/2009	228 85	414.32	(185.47)
	NIT Docomo Inc	31	4/27/2009	7/2/2009	444.27	433.81	10 46
	Telefonica SA	2	2/25/2009	7/21/2009	139.66	108 25	31.41
	Turkcell Iletism Hizm AS New	13	10/2/2008	7/1/2009	182.34	200 14	(17 80)
	Turkcell Iletism Hizm AS New	17	10/13/2008	7/1/2009	238.44	238.52	(0.08)
	UTD Overseas Bk Ltd	24	10/8/2008	7/22/2009	516.59	512 28	4.31
	Vivendi SA	11	4/16/2009	7/17/2009	269.57	282.07	(12.50)
	Vivendi SA	8	6/18/2009	7/17/2009	196 05	203.11	(7.06)
	Wolters Kluwer NV	17	3/30/2009	7/9/2009	294.25	263.78	30.47
	Anheuser Busch Inbev SA	5	7/6/2009	7/31/2009	196 26	191.14	5.12
	Check Point Software Tech Ltd	9	12/16/2008	8/25/2009	255.89	174.86	81.03
	Diageo PLC	3	10/2/2008	8/21/2009	191.21	203 80	(12 59)
	East Japan RY Co ADR	16	12/16/2008	8/24/2009	160.60	207 23	(46 63)
	Givaudan SA (Sale of Foreign Rights)		7/8/2009	7/8/2009	0 52		0.52
	Gold Fields Ltd	27	2/2/2009	8/19/2009	321 63	283.82	37.81
	Gold Fields Ltd	17	3/20/2009	8/19/2009	202 51	207.90	(5.39)
	Secom Ltd ADR	3	3/18/2009	8/26/2009	257 50	225.81	31.69
	Secom Ltd ADR	4	4/8/2009	8/26/2009	343.34	307 31	36.03
	Suez Environment Unspon ADR	16	12/19/2008	8/6/2009	149 04	136.87	12.17
	Teva Pharmaceuticals ADR	4	10/17/2008	8/17/2009	203.45	162.37	41 08
	Teva Pharmaceuticals ADR	8	11/25/2008	8/17/2009	406.90	339 98	66 92
	UBS AG	38	11/26/2008	8/19/2009	592.97	470.37	122.60
	UBS AG	26	4/21/2009	8/19/2009	405.71	303 98	101.73
	Veolia Environment	7	9/29/2008	8/5/2009	242 62	299 82	(57.20)
	Dr Reddy's Laboratories Ltd	11	11/26/2008	9/10/2009	182 11	99.63	82 48
	Essilor Intl SA	13	10/1/2008	9/8/2009	345.84	325 89	19 95
	Taiwan SMCNDCTR Mfg Co Ltd ADR	6	11/10/2008	9/8/2009	66 05	46.13	19.92
	Taiwan SMCNDCTR Mfg Co Ltd ADR	18	11/10/2008	9/22/2009	194 63	138 38	56.25
	Taiwan SMCNDCTR Mfg Co Ltd ADR	31	7/8/2009	9/22/2009	335.20	282 64	52 56
	Veolia Environment	6	9/29/2008	9/22/2009	238 14	256.99	(18.85)
	Veolia Environment	5	10/15/2008	9/22/2009	198 45	161.01	37.44
	Veolia Environment	4	11/26/2008	9/22/2009	158.76	100.87	57 89
	CNOOC Ltd	2	12/1/2008	10/20/2009	316 62	159 10	157 52
	Fomento Economico Mexicano	16	2/27/2009	10/14/2009	692.02	371.05	320.97
	Suez Environment Unspon ADR	23	12/19/2008	10/23/2009	273.79	196.75	77 04
	Swedbank AB Spons ADR (Sale of rights)		10/23/2009	10/23/2009	133.18		133 18
	Anheuser Busch Inbev SA	20	7/6/2009	11/17/2009	1,016.97	764 54	252 43
	Check Point Software Tech Ltd	15	12/16/2008	11/12/2009	484 21	291 43	192.78
	Check Point Software Tech Ltd	4	7/8/2009	11/12/2009	129.12	89.06	40.06
	Chunghwa Telecom Ltd ADR	26	6/17/2009	11/5/2009	456.53	466 00	(9.47)
	Societe Generale Sp ADR (Sale of rights)		11/9/2009	11/9/2009	46 08		46.08
	Vivo Particip SA ADR	5	7/29/2009	11/18/2009	147 51	109 63	37 88
	Accenture PLC Ireland Cl A	6	6/4/2009	12/11/2009	252.12	181.19	70 93

KOEPLIN FAMILY FOUNDATION
Realized Gains/Losses - 2009
2009 Form 990 PF
EIN: 41-1268766

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	Amdocs Limited	9	1/29/2009	12/10/2009	243.35	151.80	91 55
	Banco Santander S.A.	23	5/28/2009	12/7/2009	403.72	245.34	158 38
	Banco Santander S.A.	38	5/28/2009	12/11/2009	620.06	405.35	214 71
	France Telecom	36	7/22/2009	11/27/2009	937.23	855 38	81.85
	Lottmatica SPA Sponsored	9	1/30/2009	11/27/2009	180 25	166.70	13.55
	National Bank Greece SA	108	9/8/2009	12/17/2009	554 26	703.92	(149.66)
	National Bank Greece SA	39	10/23/2009	12/17/2009	200.15	312 27	(112.12)
	Suez Environment Unspon ADR	18	12/19/2008	12/18/2009	206.25	153.98	52.27
	Suez Environment Unspon ADR	32	2/6/2009	12/18/2009	366.67	266.08	100.59
	Vivo Particip SA ADR	25	7/29/2009	12/23/2009	749.63	548.17	201.46
130 080753	Big Lots Inc Ohio	19	8/12/2008	12/30/2008	265.38	644.85	(379.47)
	Big Lots Inc Ohio	10	8/15/2008	12/30/2008	139.68	345.58	(205.90)
	MEMC Electronic Materials Inc	12	12/8/2008	12/29/2008	155.54	192.95	(37.41)
	Proshares Ultrashort Basic Materials	4	6/3/2008	12/30/2008	168 91	114 60	54 31
	Proshares Ultrashort Real Estate	1	9/23/2008	12/30/2008	60.00	78 82	(18.82)
	Proshares Ultrashort Real Estate	4	10/6/2008	12/30/2008	239.99	428.42	(188.43)
	Proshares Ultrashort Basic Materials	8	6/3/2008	12/31/2008	317.75	229.20	88.55
	Proshares Ultrashort Financial	2	11/7/2008	12/31/2008	220 48	283 92	(63.44)
	Proshares Ultrashort Financial	2	12/12/2008	12/31/2008	220 47	265 20	(44 73)
	Proshares Untrashort MSCI Emer	1	10/22/2008	12/30/2008	55 74	148 82	(93.08)
	Abercrombie & Fitch Co	23	11/20/2008	1/15/2009	451.23	347 64	103.59
	Abercrombie & Fitch Co	17	11/25/2008	1/15/2009	333 52	315 69	17 83
	Activision Blizzard Inc	59	6/3/2008	1/6/2009	491 47	989 73	(498 26)
	Avon Products Inc	26	6/3/2008	1/8/2009	598.41	992.68	(394 27)
	Blackrock Inc	4	6/3/2008	1/15/2009	462.22	868 80	(406.58)
	Blackrock Inc	3	6/3/2008	1/16/2009	351 49	651 60	(300 11)
	Blackrock Inc	2	6/3/2008	1/20/2009	213.63	434 40	(220 77)
	Blackrock Inc	2	7/17/2008	1/20/2009	213.62	409 06	(195.44)
	Franklin Resources Inc	5	12/8/2008	1/15/2009	269.44	322 26	(52.82)
	Goodyear Tire & Rubber	1	8/6/2008	1/13/2009	6.42	20.24	(13.82)
	Goodyear Tire & Rubber	19	8/8/2005	1/13/2009	121 93	403.15	(281.22)
	Goodyear Tire & Rubber	16	8/15/2008	1/13/2009	102 68	343.38	(240 70)
	IntercontinentalExchange Inc	2	10/10/2008	1/7/2009	129.09	141.56	(12.47)
	IntercontinentalExchange Inc	6	10/13/2008	1/7/2009	387.27	490.57	(103 30)
	IntercontinentalExchange Inc	4	10/14/2008	1/7/2009	258.17	342 27	(84 10)
	JP Morgan Chase & Co	11	6/3/2008	1/8/2009	303.32	462 11	(158.79)
	MGM Mirage	12	11/17/2008	1/16/2009	119.50	124.77	(5.27)
	MGM Mirage	21	11/17/2008	1/22/2009	187.03	218.35	(31.32)
	MGM Mirage	14	11/25/2008	1/22/2009	124 69	160.63	(35 94)
	NYSE Euronext	8	10/10/2008	1/23/2009	159 75	192 76	(33 01)
	NYSE Euronext	11	10/13/2008	1/23/2009	219.65	331.81	(112.16)
	Phillips Van Heusen	35	9/3/2008	1/16/2009	646.93	1,389.56	(742 63)
	Phillips Van Heusen	10	11/26/2008	1/16/2009	184.84	179.90	4 94
	Polaris Industries Inc	7	6/3/2008	1/15/2009	165.34	321.23	(155 89)
	Proshares Ultrashort Consumer	4	7/14/2008	1/2/2009	323 27	447 69	(124 42)
	Proshares Ultrashort Consumer	1	11/17/2008	1/2/2009	80.82	162 39	(81.57)
	Proshares Ultrashort Industrial	8	6/3/2008	1/2/2009	414.73	449.20	(34.47)
	Proshares Ultrashort Oil & Gas	17	6/3/2008	1/2/2009	402 81	500 82	(98 01)
	Scientific Games Corp Cl A	13	6/3/2008	1/16/2009	174.19	421 20	(247.01)
	Scientific Games Corp Cl A	21	8/22/2008	1/16/2009	281.38	656.34	(374.96)
	Scientific Games Corp Cl A	21	11/25/2008	1/16/2009	281.38	283.19	(1.81)
	US Bancorp Com New	18	6/3/2008	1/8/2009	416.80	593.46	(176 66)
	US Bancorp Com New	15	6/3/2008	1/12/2009	331.99	494.55	(162 56)
	US Bancorp Com New	15	6/3/2008	1/21/2009	194 39	494 55	(300 16)
	US Bancorp Com New	16	7/14/2008	1/21/2009	207.35	415 32	(207.97)
	Wells Fargo & Co New	22	7/23/2008	1/8/2009	563.17	682 94	(119.77)
	Wells Fargo & Co New	10	7/23/2008	1/12/2009	246 24	310 43	(64 19)

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2009 Form 990 PF
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	Wells Fargo & Co New	3	7/24/2008	1/12/2009	73.87	88.97	(15.10)
	Chubb Corp	8	9/16/2008	2/18/2009	313.42	429 61	(116.19)
	Corrections Corp of America New	10	11/7/2008	2/11/2009	116.40	154.90	(38 50)
	Costco Wholesale Corp New	15	6/9/2008	2/4/2009	641 62	1,067 54	(425 92)
	FTI Consulting Inc	4	6/3/2008	2/24/2009	151 95	235 80	(83.85)
	Hewlett Packard	22	6/3/2008	2/19/2009	696.02	1,020.14	(324 12)
	Hewlett Packard	19	6/3/2008	2/20/2009	592.21	881.03	(288.82)
	JP Morgan Chase & Co	8	6/3/2008	2/2/2009	198 50	336.08	(137.58)
	MGM Mirage	16	11/25/2008	2/5/2009	101.22	183.58	(82.36)
	MGM Mirage	1	12/8/2008	2/5/2009	6 33	11.20	(4 87)
	MGM Mirage	16	12/8/2008	2/26/2009	102 80	179.24	(76.44)
	Monster Worldwide Inc	38	11/25/2008	2/24/2009	253.48	421 30	(167.82)
	NYSE Euronext	4	10/13/2005	2/3/2009	80.38	120 66	(40 28)
	NYSE Euronext	8	10/14/2008	2/3/2009	160.75	242 31	(81.56)
	NYSE Euronext	2	10/20/2008	2/3/2009	40.19	60 79	(20.60)
	Polaris Industries Inc	6	6/3/2008	1/29/2009	135.85	275.34	(139.49)
	Polaris Industries Inc	8	6/3/2008	2/3/2009	160 67	367.12	(206 45)
	Proshares Ultrashort QQQ ETF	1	6/3/2008	2/9/2009	49 55	38.89	10 66
	Proshares Ultrashort QQQ ETF	14	12/30/2008	2/9/2009	693.69	850 50	(156 81)
	Proshares Ultrashort QQQ ETF	9	12/31/2008	2/9/2009	445 94	527.13	(81.19)
	Proshares Ultrashort QQQ ETF	7	1/2/2009	2/9/2009	346.85	387 73	(40.88)
	Royal Carribean Cruises Ltd	51	12/1/2008	1/29/2009	380 36	447.66	(67.30)
	Royal Carribean Cruises Ltd	16	12/1/2008	2/2/2009	100.95	140.44	(39.49)
	Royal Carribean Cruises Ltd	10	12/1/2008	2/18/2009	61.52	87.78	(26.26)
	Wells Fargo & Co New	11	7/24/2008	2/2/2009	206.71	326.22	(119.51)
	Ace Ltd	2	10/30/2008	3/12/2009	66 83	114 45	(47 62)
	Chubb Corp	9	9/16/2008	3/12/2009	320 94	483 31	(162 37)
	Costco Wholesale Corp New	10	6/9/2008	3/4/2009	411.26	711.70	(300.44)
	Costco Wholesale Corp New	6	7/23/2008	3/4/2009	246.76	378 59	(131.83)
	FTI Consulting Inc	4	6/3/2008	2/25/2009	150.14	235 80	(85 66)
	General Mills Inc	14	6/3/2008	3/19/2009	658.45	882 84	(224 39)
	General Mills Inc	8	6/3/2008	3/25/2009	396.05	504 48	(108 43)
	General Mills Inc	9	6/3/2008	3/26/2009	437.10	567 54	(130 44)
	Genzyme Corp	7	6/3/2008	3/6/2009	362 87	467 81	(104 94)
	Genzyme Corp	13	6/3/2008	3/12/2009	690 97	868 79	(177.82)
	Genzyme Corp	1	8/21/2008	3/12/2009	53 15	79 34	(26 19)
	Genzyme Corp	3	8/28/2008	3/12/2009	159.45	236.71	(77 26)
	Goldcorp Inc	14	11/26/2008	3/18/2009	397.71	354.80	42.91
	Goldcorp Inc	6	12/17/2008	3/18/2009	170.45	196.65	(26 20)
	Goldcorp Inc	6	1/15/2009	3/18/2009	170.45	140 31	30 14
	Morningstar Inc	12	6/3/2008	2/27/2009	330.03	841 56	(511.53)
	Proshares Short Financials	1	3/3/2009	3/13/2009	95.88	112.49	(16 61)
	Proshares Short MSCI Emer	2	3/3/2009	3/16/2009	153.78	183.27	(29.49)
	Proshares Short MSCI Emer	4	3/3/2009	3/23/2009	289.30	366.55	(77.25)
	Proshares Short MSCI Emer	1	3/6/2009	3/23/2009	72.33	88.39	(16.06)
	Proshares Ultrashort S&P 500	1	9/29/2008	3/2/2009	106.45	71 71	34 74
	Proshares Ultrashort S&P 500	5	12/30/2008	3/2/2009	532 24	378.25	153 99
	Proshares Ultrashort S&P 500	4	12/31/2008	3/9/2009	443.80	290.60	153.20
	Proshares Ultrashort Russell 2000	2	12/23/2008	3/9/2009	221.18	136 44	84.74
	Proshares Ultrashort S&P 500	2	12/31/2008	3/11/2009	197.60	145.30	52.30
	Proshares Ultrashort S&P 500	7	1/2/2009	3/11/2009	691.59	484.45	207 14
	Proshares Ultrashort Russell 2000	1	12/23/2008	3/11/2009	97.40	68.22	29 18
	Proshares Ultrashort Russell 2000	2	1/2/2009	3/11/2009	194.81	122.85	71 96
	Proshares Ultrashort Consumer	3	1/13/2009	3/16/2009	298.13	266.79	31 34
	Ralcorp Holdings New	6	8/5/2008	3/26/2009	320.16	332 91	(12 75)
	Southern Co	23	10/7/2008	3/26/2009	693 16	839 79	(146.63)
	Southwest Airlines	40	6/3/2008	3/3/2009	213 22	546.40	(333 18)
	Southwest Airlines	36	6/3/2008	3/4/2009	188 68	491 76	(303.08)

Attachment B

KOEPLIN FAMILY FOUNDATION
Realized Gains/Losses - 2009
2009 Form 990 PF
EIN: 41-1268766

MS Acct #	Security	# Shares	Purchase Date	Sale Date	Proceeds	Cost	G/(L)
	Southwest Airlines	12	6/6/2008	3/4/2009	62 89	164.17	(101 28)
	Southwest Airlines	54	6/6/2008	3/6/2009	276.10	738.74	(462.64)
	Southwest Airlines	22	8/8/2008	3/6/2009	112.49	348 25	(235 76)
	Chubb Corp	2	9/16/2008	4/17/2009	84.44	107 40	(22.96)
	Chubb Corp	10	9/19/2008	4/17/2009	422.22	624 06	(201.84)
	Chubb Corp	5	9/19/2008	4/17/2009	211.11	306.46	(95.35)
	Dominion Res Inc (New)	18	2/6/2009	4/8/2009	544.95	663 05	(118.10)
	Dominion Res Inc (New)	10	2/12/2009	4/8/2009	302.75	344.36	(41.61)
	FTI Consulting Inc	11	6/3/2008	4/3/2009	512 41	648.45	(136.04)
	Givaudan SA ADR (Sale of foreign rights)		4/30/2009	4/30/2009	9 23		9.23
	Goldcorp Inc	10	1/15/2009	4/17/2009	277 02	233 86	43 16
	Goldcorp Inc	5	1/30/2009	4/17/2009	138 51	148.87	(10.36)
	H&R Block Inc	15	10/3/2008	4/16/2009	245.38	356.13	(110.75)
	Ishares Comex Gold Tr	8	10/7/2008	3/27/2009	727 16	698.47	28 69
	Lockheed Martin Corp	6	12/26/2008	4/6/2009	400 58	483.11	(82 53)
	Morningstar Inc	16	6/3/2008	4/3/2009	515 44	1,122.08	(606.64)
	Proshares Short Financials	4	3/3/2009	4/14/2009	270.87	449.97	(179.10)
	Proshares Short Financials	1	3/6/2009	4/17/2009	66 46	126.91	(60.45)
	Proshares Ultrashort Russell 2000	5	1/2/2009	4/14/2009	287.69	307.12	(19.43)
	Strayer Education Inc	1	10/30/2008	4/21/2009	170 41	210.03	(39 62)
	Teco Energy	12	6/6/2008	4/17/2009	126.28	257.23	(130 95)
	Teco Energy	19	6/6/2008	4/27/2009	199.51	407.29	(207 78)
	Ace Ltd	18	10/30/2008	5/7/2009	793.66	1,030 06	(236.40)
	Aqua Amer Inc	9	3/5/2009	5/18/2009	145 88	164.71	(18.83)
	Aqua Amer Inc	17	3/5/2009	5/20/2009	280 13	311.12	(30.99)
	Fidelity National Financial Inc	7	12/17/2008	5/4/2009	111.58	109.37	2.21
	Fidelity National Financial Inc	17	12/17/2008	5/26/2009	229.77	265 62	(35.85)
	Fidelity National Financial Inc	9	12/19/2008	5/29/2009	121 64	142 94	(21 30)
	Fidelity National Financial Inc	10	12/23/2008	5/26/2009	135 16	161.38	(26.22)
	Fidelity National Financial Inc	8	2/4/2009	5/26/2009	108.13	139.68	(31 55)
	Fidelity National Financial Inc	9	2/18/2009	5/26/2009	121 64	167.89	(46.25)
	FPL Group Inc	10	6/3/2008	5/20/2009	541 58	654.95	(113.37)
	Givaudan SA ADR (Sale of foreign rights)		4/30/2009	4/30/2009	(9.23)		(9 23)
	Givaudan SA ADR (Sale of foreign rights)		4/30/2009	4/30/2009	9 34		9 34
	Goldcorp Inc	6	1/30/2009	5/1/2009	164.69	178 64	(13.95)
	H & R Block Inc	20	10/3/2008	5/14/2009	279.33	474.85	(195.52)
	H & R Block Inc	15	12/4/2008	5/14/2009	209.49	305 48	(95.99)
	International Flavors & Fragrances	9	6/3/2008	5/1/2009	268.94	374 22	(105.28)
	ITC Holdings	18	3/3/2009	5/19/2009	740 94	759 90	(18.96)
	ITC Holdings	8	3/30/2009	5/21/2009	327 21	337.73	(10 52)
	Itron Inc	4	6/3/2008	4/30/2009	182 53	384.88	(202.35)
	Lockheed Martin Corp	2	12/29/2008	5/4/2009	161.57	162 31	(0 74)
	Lockheed Martin Corp	4	12/29/2008	5/11/2009	321 21	324 61	(3.40)
	Lockheed Martin Corp	4	1/28/2009	5/11/2009	321 21	331 35	(10.14)
	McDonalds Corp	7	6/3/2008	5/1/2009	366.29	403 27	(36 98)
	Northeast Utilities	20	6/3/2008	4/29/2009	411.08	516 80	(105.72)
	Northeast Utilities	9	6/3/2008	5/21/2009	180 18	232.56	(52.38)
	Proshares Short MSCI Emer	3	3/6/2009	5/5/2009	170 91	265.18	(94.27)
	Proshares Short MSCI Emer	1	4/28/2009	5/5/2009	56 97	66.30	(9.33)
	Ralcorp Holdings New	3	8/5/2008	5/4/2009	174.75	166.46	8 29
	Strayer Education Inc	2	10/30/2008	4/29/2009	358.86	420.05	(61.19)
	Teco Energy	16	6/6/2008	4/30/2009	171 30	342.98	(171.68)
	Weyerhauser Co	10	9/8/2008	5/5/2009	369 25	568.52	(199.27)
	Allegheny Tech Inc	1	11/26/2008	6/17/2009	37.06	22.97	14.09
	Allegheny Tech Inc	16	11/26/2008	6/23/2009	541.30	367.56	173 74
	Allegheny Tech Inc	4	12/15/2008	6/23/2009	135.33	94 22	41.11
	Aqua Amer Inc	6	3/5/2009	6/25/2009	100 58	109.81	(9 23)
	Goldcorp Inc	12	1/30/2009	6/17/2009	406.09	357 29	48.80

Attachment B

KOEPLIN FAMILY FOUNDATION
Realized Gains/Losses - 2009
2009 Form 990 PF
EIN: 41-1268766

MS Acct #	Security	# Shares	Purchase Date	Sale Date	Proceeds	Cost	G/(L)
	Iberia Bk Corp	4	4/8/2009	6/2/2009	170.43	188.70	(18.27)
	International Paper Co	59	5/5/2009	6/23/2009	750.84	802.91	(52.07)
	International Paper Co	16	5/5/2009	6/25/2009	228 85	217.74	11.11
	McDonalds Corp	8	6/3/2008	5/28/2009	461 54	460 88	0.66
	NYSE Euronext	15	10/20/2008	6/2/2009	456 87	455.95	0 92
	Old National Bancorp Ind	11	4/3/2009	6/2/2009	126.08	143 72	(17 64)
	Old National Bancorp Ind	15	4/3/2009	6/25/2009	148.66	195.98	(47.32)
	Pearson PLC	33	4/28/2009	6/4/2009	337.36	332 05	5.31
	Ralcorp Holdings New	5	8/5/2008	5/29/2009	282.57	277.43	5.14
	Weyerhaeuser Co	6	9/8/2008	6/18/2009	178.00	341 11	(163.11)
	Weyerhaeuser Co	7	9/19/2008	6/18/2009	207.67	428 44	(220.77)
	Weyerhaeuser Co	10	9/19/2008	6/18/2009	296.67	611 58	(314.91)
	Weyerhaeuser Co	13	3/19/2009	6/18/2009	385.67	372 54	13 13
	Activision Blizzard Inc	20	11/6/2008	7/8/2009	229.98	244 51	(14 53)
	Activision Blizzard Inc	29	11/6/2008	7/9/2009	335.17	354.54	(19.37)
	Activision Blizzard Inc	23	11/7/2008	7/9/2009	265 82	280.43	(14.61)
	Allegheny Tech Inc	5	12/15/2008	7/16/2009	166.51	117 78	48.73
	Allegheny Tech Inc	17	2/18/2009	7/16/2009	566.13	387.82	178.31
	Allegheny Tech Inc	14	3/11/2009	7/16/2009	466.22	279 28	186 94
	General Electric Co	69	3/13/2009	7/20/2009	807 33	662.92	144.41
	General Electric Co	30	3/13/2009	7/23/2009	349 84	288.23	61.61
	General Electric Co	32	3/16/2009	7/23/2009	373.17	329.76	43 41
	General Electric Co	8	4/17/2009	7/23/2009	93 29	95 20	(1.91)
	Givaudan SA ADR (Sale of foreign rights)		7/8/2009	7/8/2009	24 96		24 96
	Hess Corporation	10	6/2/2009	7/17/2009	502.68	660.41	(157 73)
	Iberia Bk Corp	3	4/8/2009	6/26/2009	124.21	141.52	(17 31)
	Proshares Short MSCI Emer	4	4/28/2009	7/1/2009	205 32	265.18	(59.86)
	Proshares Short MSCI Emer	6	5/14/2009	7/1/2009	307.97	348 54	(40.57)
	Proshares Short MSCI Emer	6	6/23/2009	7/1/2009	307.97	336 34	(28 37)
	Proshares Ultrashort Basic Materials	24	6/17/2009	7/17/2009	410.44	459 30	(48.86)
	Proshares Ultrashort S&P 500	6	1/2/2009	7/20/2009	309.56	415 24	(105.68)
	Proshares Ultrashort Russell 2000	1	1/2/2009	7/23/2009	36 06	61 42	(25.36)
	Proshares Ultrashort Basic Materials	14	6/17/2009	7/28/2009	211.02	267.93	(56 91)
	Proshares Ultrashort Basic Materials	10	6/23/2009	7/28/2009	150 73	211.85	(61 12)
	Proshares Ultrashort MSCI Emer	11	4/27/2009	7/21/2009	196.59	366.85	(170 26)
	Proshares Ultrashort MSCI Emer	13	5/14/2009	7/21/2009	232.33	336 78	(104 45)
	Wal Mart Stores Inc	9	3/4/2009	7/20/2009	436.42	435.91	0 51
	Wal Mart Stores Inc	4	3/4/2009	7/20/2009	193.96	193.74	0 22
	Akamai Technologies Inc	29	12/1/2008	7/30/2009	476 87	334.47	142 40
	Akamai Technologies Inc	3	12/8/2008	7/3/2009	49 33	41 29	8.04
	Akamai Technologies Inc	11	12/8/2008	8/6/2009	198.00	151 40	46.60
	Akamai Technologies Inc	5	12/17/2008	8/6/2009	90.00	76.29	13 71
	Akamai Technologies Inc	15	3/27/2009	8/6/2009	270 00	308.76	(38.76)
	BJ's Wholesale Club	7	8/15/2008	8/12/2009	224.41	296 91	(72.50)
	Cerner Corp	14	3/19/2009	8/12/2009	910.95	626 03	284.92
	Church & Dwight Co Inc	13	12/17/2008	8/12/2009	750.60	686 14	64 46
	Cognizant Tech Solutions Cl A	28	4/3/2009	8/12/2009	970.46	691 69	278.77
	Cognizant Tech Solutions Cl A	13	5/4/2009	8/12/2009	450.57	335 44	115 13
	Cognizant Tech Solutions Cl A	7	7/27/2009	8/12/2009	242.61	212 88	29 73
	Comcast Corp (New) Class A	29	5/1/2009	8/12/2009	431 22	466 25	(35 03)
	Corning Inc	44	7/16/2009	8/12/2009	718.61	714 19	4 42
	Corning Inc	20	7/20/2009	8/12/2009	326.64	337 10	(10 46)
	Corning Inc	15	7/21/2009	8/12/2009	244 98	250.06	(5.08)
	Corrections Corp of America New	12	11/7/2008	8/12/2009	247 55	185.89	61 66
	Corrections Corp of America New	16	11/18/2008	8/12/2009	330 07	219.04	111.03
	Corrections Corp of America New	15	11/25/2008	8/12/2009	309.44	246.17	63 27
	DirectTV Group Inc	27	4/3/2009	8/12/2009	666 66	658 76	7 90
	Discovery Communications Ser A	32	5/21/2009	8/12/2009	810.85	681.67	129 18

KOEPLIN FAMILY FOUNDATION
Realized Gains/Losses - 2009
2009 Form 990 PF
EIN: 41-1268766

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	Dow Chemicals Co	80	8/5/2009	8/12/2009	1,788.91	1,886.48	(97 57)
	Dr Reddy's Laboratories Ltd	42	6/30/2009	8/12/2009	697.39	697.45	(0 06)
	FPL Group Inc	6	1/27/2009	8/12/2009	348.83	304.19	44.64
	Givaudan SA ADR (Sale of foreign rights)		7/8/2009	7/8/2009	0.60		0 60
	Givaudan SA ADR	53	3/12/2009	8/12/2009	718.13	586.58	131.55
	Goldman Sachs Grp Inc	13	3/12/2009	8/11/2009	2,077.60	1,234.23	843.37
	HDFC Bank Ltd ADR	7	6/5/2009	8/12/2009	671.28	713.50	(42.22)
	Hess Corporation	10	8/12/2009	8/19/2009	510 52	537.88	(27.36)
	Hlth Corp	31	4/15/2009	8/12/2009	433.68	341.03	92.65
	Hlth Corp	13	4/17/2009	8/12/2009	181.87	152.46	29.41
	Icici Bank Ltd	11	5/18/2009	8/12/2009	335.51	330.48	5.03
	Icici Bank Ltd	13	5/27/2009	8/12/2009	396 51	381 79	14.72
	Icici Bank Ltd	10	6/2/2009	8/12/2009	305 01	317 44	(12.43)
	Icici Bank Ltd	11	7/23/2009	8/12/2009	335.51	366 33	(30.82)
	Infosys Tech Limited	22	4/30/2009	8/12/2009	950.02	674.32	275.70
	Infosys Tech Limited	10	5/5/2009	8/12/2009	431 83	322 89	108.94
	Infosys Tech Limited	6	5/18/2009	8/12/2009	259 10	210 02	49 08
	Ishares Comex Gold Tr	2	10/7/2008	8/12/2009	186.69	174 62	12.07
	Ishares Comex Gold Tr	4	10/15/2008	8/12/2009	373 39	333.22	40.17
	Ishares Comex Gold Tr	4	2/23/2009	8/12/2009	373.39	391.57	(18 18)
	Itron Inc.	6	5/20/2009	8/12/2009	317.99	350 04	(32.05)
	Itron Inc.	1	5/20/2009	8/12/2009	53.00	58.34	(5 34)
	JP Morgan Chase & Co	6	3/10/2009	8/12/2009	253.34	114.18	139.16
	JP Morgan Chase & Co	4	3/13/2009	8/12/2009	168.89	93.28	75 61
	JP Morgan Chase & Co	7	3/23/2009	8/12/2009	295.56	184.36	111.20
	JP Morgan Chase & Co	4	3/24/2009	8/12/2009	168.89	114.59	54.30
	JP Morgan Chase & Co	2	4/1/2009	8/12/2009	84.45	54.98	29 47
	Kinder Morgan Mgmt LLC	22	2/20/2009	8/12/2009	1,023 59	931.04	92 55
	Kinder Morgan Mgmt LLC	8	3/12/2009	8/12/2009	372.21	314 58	57 63
	Liberty Media Corp Sr A	15	4/6/2009	8/12/2009	417 29	322.69	94 60
	Liberty Media Corp Sr A	15	4/14/2009	8/12/2009	417 29	332.09	85 20
	Market Vectors Gold Miners	18	2/12/2009	8/12/2009	703 60	643 97	59 63
	McDermott International Inc	38	5/12/2009	8/12/2009	873 98	716 77	157 21
	McDermott International Inc	16	5/28/2009	8/12/2009	367.99	336 08	31.91
	Microchip Technology Inc	27	8/5/2009	8/12/2009	730 98	739.33	(8 35)
	Monster Worldwide Inc	25	11/25/2008	8/12/2009	378 80	277.17	101.63
	Monster Worldwide Inc	18	12/8/2008	8/12/2009	272.74	214 84	57.90
	Monster Worldwide Inc	35	3/26/2009	8/12/2009	530.32	312.26	218 06
	Monster Worldwide Inc	29	7/28/2009	8/12/2009	439.41	394.72	44.69
	Natl Fuel Gas Co	10	2/18/2009	8/12/2009	449.89	321 50	128.39
	Natl Fuel Gas Co	10	2/20/2009	8/12/2009	449 89	318.68	131.21
	Natl Fuel Gas Co	5	8/7/2009	8/12/2009	224 94	224.59	0.35
	Nvidia Corporation	88	7/20/2009	8/12/2009	1,178.31	1,065.33	112 98
	Nvidia Corporation	1	7/21/2009	8/12/2009	13.39	11 92	1 47
	Nvidia Corporation	28	7/23/2009	8/12/2009	374.92	363 52	11 40
	NYSE Euronext	6	10/20/2008	8/12/2009	176.41	182.38	(5.97)
	NYSE Euronext	13	10/30/2008	8/12/2009	382.23	362 47	19 76
	NYSE Euronext	7	3/23/2009	8/12/2009	205.81	137.67	68 14
	Old Dominion Freight Line	21	7/1/2009	8/12/2009	799.31	720.42	78 89
	Old Dominion Freight Line	10	8/5/2009	8/12/2009	380.63	365 05	15 58
	Peabody Energy Corp	17	11/10/2008	7/29/2009	551.03	542.36	8 67
	Penn National Gaming	23	11/20/2008	8/12/2009	735.83	340.94	394.89
	Penn National Gaming	15	11/25/2008	8/12/2009	479.89	281 78	198.11
	Penn National Gaming	8	12/9/2008	8/12/2009	255.94	173 95	81.99
	Penn National Gaming	8	2/5/2009	8/12/2009	255 94	168 23	87.71
	Penn National Gaming	4	2/6/2009	8/12/2009	127.97	87 59	40.38
	Perrigo Co	14	3/26/2009	8/12/2009	372.28	349 90	22 38
	Perrigo Co	12	3/30/2009	8/12/2009	319.09	294 59	24.50

KOEPLIN FAMILY FOUNDATION

Realized Gains/Losses - 2009
2009 Form 990 PF
EIN: 41-1268766

MS Acct #	Security	# Shares	Purchase Date	Sale Date	Proceeds	Cost	G/(L)
	Petroleo Brasileiro SA ADR	16	11/10/2008	8/12/2009	554.90	353.79	201.11
	Petroleo Brasileiro SA ADR	12	5/28/2009	8/12/2009	416.18	408.35	7 83
	Plexus Corp	14	8/6/2009	8/12/2009	375.19	357.52	17.67
	Polo Ralph Lauren Corp Cl A	2	8/6/2009	8/12/2009	137.25	135.85	1.40
	Potash Cp of Saskatchewan Inc	15	3/12/2009	8/12/2009	1,426.31	1,158.11	268.20
	Proshares Short Financials	1	3/6/2009	8/12/2009	47.89	126.91	(79.02)
	Proshares Short MSCI EAFE	2	1/23/2009	8/12/2009	130.91	197.32	(66 41)
	Proshares Short S&P 500	4	6/23/2009	8/5/2009	240.63	270.16	(29 53)
	Proshares Short S&P 500	6	6/23/2009	8/12/2009	355.97	405.25	(49.28)
	Proshares Ultrashort Consumer	4	1/13/2009	8/4/2009	208.91	355.72	(146.81)
	Proshares Ultrashort Consumer	2	7/23/2009	8/4/2009	104.46	110.27	(5.81)
	Proshares Ultrashort Oil & Gas	24	6/17/2009	8/5/2009	394.50	422.59	(28 09)
	Proshares Ultrashort Oil & Gas	17	6/17/2009	8/12/2009	282.06	299.34	(17.28)
	Proshares Ultrashort Oil & Gas	11	6/23/2009	8/12/2009	182.51	218 14	(35.63)
	Proshares Ultrashort Oil & Gas	11	7/8/2009	8/12/2009	182 51	238 84	(56.33)
	Regal Beloit Corp	16	4/27/2009	8/12/2009	757.58	603 79	153.79
	Schlumberger Ltd	14	3/26/2009	7/29/2009	734.45	643.16	91 29
	Schlumberger Ltd	13	5/7/2009	7/29/2009	681.99	740.38	(58.39)
	Sempra Energy	15	6/9/2009	8/12/2009	775 93	710.31	65.62
	Southwestern Energy Company	16	6/15/2009	8/12/2009	623.18	699 25	(76.07)
	TEVA Pharmaceuticals ADR	8	3/12/2009	8/12/2009	414.22	353 55	60.67
	Tyco International Ltd New	32	3/18/2009	8/12/2009	1,019 23	631.17	388.06
	Tyco International Ltd New	17	3/23/2009	8/12/2009	541.47	343.59	197.88
	Tyco International Ltd New	17	3/25/2009	8/12/2009	541.47	345.61	195.86
	Ultra Petroleum Corp	15	6/15/2009	8/12/2009	700.03	719 31	(19 28)
	Wal Mart Stores Inc	6	3/4/2009	8/12/2009	304 15	290 61	13 54
	Wal Mart Stores Inc	13	3/13/2009	8/12/2009	658.98	640.71	18 27
	Washington Post Company Cl B	1	1/21/2009	8/12/2009	486.62	419 92	66 70
	Washington Post Company Cl B	1	2/13/2009	8/12/2009	486 62	418.87	67.75
	Wells Fargo & Co New	13	3/10/2009	8/12/2009	353 62	151 55	202.07
	Wells Fargo & Co New	8	3/13/2009	8/12/2009	217 61	107 22	110 39
	Wells Fargo & Co New	13	3/23/2009	8/12/2009	353 62	204 75	148 87
	Wells Fargo & Co New	6	3/24/2009	8/12/2009	163.21	103 05	60.16
	Wells Fargo & Co New	11	4/1/2009	8/12/2009	299.21	157 15	142.06
	ABB Ltd	24	8/12/2009	9/9/2009	481.00	440 82	40 18
	Activision Blizzard Inc	67	8/12/2009	9/15/2009	773.21	837 32	(64 11)
	Amylin Pharmaceuticals Inc	37	8/20/2009	9/9/2009	462.82	499.46	(36 64)
	Hess Corporation	7	8/12/2009	9/15/2009	376.27	376 51	(0 24)
	Research in Motion	7	8/12/2009	9/25/2009	490.25	509.04	(18.79)
	Thermo Fisher Scientific Inc	14	8/12/2009	9/21/2009	636.68	639.91	(3.23)
	Coach Inc	27	8/12/2009	10/22/2009	920.78	808 60	112 18
	Gilead Science	10	8/12/2009	10/26/2009	438.63	461 07	(22 44)
	Schlumberger Ltd	4	8/12/2009	10/21/2009	278 08	216 39	61.69
	Starwood Hotels & Resorts WW Inc	11	8/12/2009	10/15/2009	380 82	317 29	63 53
	Target Corporation	8	8/12/2009	10/13/2009	403 56	341.11	62 45
	Thermo Fisher Scientific Inc	8	8/12/2009	9/30/2009	349.64	365 66	(16 02)
	Western Union Co	28	8/12/2009	10/6/2009	522 52	509 59	12.93
	Zimmer Hldgs Inc	9	8/12/2009	9/29/2009	482 22	409.93	72.29
	Zimmer Hldgs Inc	10	8/12/2009	10/22/2009	542.08	455 47	86.61
	CME Group Inc	1	8/12/2009	12/3/2009	334.44	286.36	48.08
	Comcast Corp (New) Class A	38	5/1/2009	12/8/2009	650.38	610.95	39.43
	Express Scripts Inc	4	8/12/2009	12/2/2009	348.82	270.82	78 00
	Express Scripts Inc	5	8/12/2009	12/16/2009	443 69	338.52	105 17
	Express Scripts Inc	6	8/12/2009	12/17/2009	515.12	406.23	108.89
	Lowes Companies Inc	15	8/12/2009	12/23/2009	351 77	344.97	6.80
	VISA Inc Cl A	3	8/12/2009	12/23/2009	259 33	206.37	52.96
	Net Short Term Capital Loss				153,225.94	168,664.31	(15,438.37)

Attachment B

KOEPLIN FAMILY FOUNDATION

Realized Gains/Losses - 2009
2009 Form 990 PF
EIN: 41-1268766

MS Acct #	Security	# Shares	Purchase Date	Sale Date	Proceeds	Cost	G/(L)
	Long Term Capital Gains and Losses						
130 025323	FNMA 5.25%, 11/28/17	125,000	11/20/2002	4/13/2009	125,000.00	125,000 00	-
	FNMA 5%, 6/9/17	100,000	12/1/2004	4/13/2009	100,000.00	100,000.00	-
	FNMA 5 45%, 4/12/19	100,000	3/1/2008	4/13/2009	100,000.00	99,755 00	245.00
	FNMA 5.375%, 7/16/18	100,000	11/30/2004	4/16/2009	100,000.00	100,005.00	(5.00)
	FNMA 5.375%, 11/14/22	100,000	11/5/2002	5/4/2009	100,000.00	100,000.00	-
	Capmark Bank FID CD	50,000	11/10/2004	5/11/2009	50,000 00	50,005.00	(5 00)
	Provident Bank, Cinnicinnati, OH FID CD	50,000	11/10/2004	5/1/2009	50,000 00	50,380 00	(380 00)
	Blackrock Global Opp Eq Tr	0.957	9/19/2006	7/28/2009	16.53	26 73	(10 20)
	Household Finance 6.300%, 9/15/09	16,000	12/24/2002	6/15/2009	16,000 00	16,000 00	-
130 061429	AON Corp	13	7/25/2007	2/18/2009	510.97	532.19	(21.22)
	Pioneer Natural Resources Co	24	7/25/2007	3/27/2009	445.87	1,128.33	(682.46)
	Weatherford International Ltd	37	7/25/2007	5/4/2009	660.16	1,043.86	(383.70)
	Henry Schein Inc	22	7/25/2007	6/9/2009	992.86	1,227.90	(235 04)
	Millicom Intl Cellular SA	5	7/25/2007	7/10/2009	285.20	422 52	(137 32)
	Pentair Inc	10	7/25/2007	7/10/2009	238 83	373 41	(134.58)
	Rowan Companies Inc	21	7/25/2007	7/24/2009	445.37	932.90	(487.53)
	Rowan Companies Inc	12	7/25/2007	8/24/2009	268 35	533.09	(264 74)
	Cons Edison Inc	18	5/15/2008	10/27/2009	748 58	746 80	1 78
	Pentair Inc	29	7/25/2007	10/29/2009	882 94	1,082.90	(199.96)
	UDR Inc. Com	23	7/25/2007	10/30/2009	333 96	584 66	(250.70)
	Hutchison Telecom Intl Ltd	46	11/1/2007	12/1/2009	139.46	1,006 91	(867.45)
	Hutchison Telecom Intl Ltd	18	11/19/2007	12/1/2009	54.57	403.41	(348.84)
130 066349	Concur Technologies Inc	40	12/28/2007	1/26/2009	1,155 01	1,493 40	(338.39)
	Trimble NAV Ltd	70	12/28/2007	2/24/2009	999.93	2,165.10	(1,165.17)
	Quanta Services Inc	30	3/4/2008	4/13/2009	637.59	719.12	(81.53)
	C R Bard Inc NJ	16	12/28/2007	5/6/2009	1,133.08	1,519 20	(386.12)
	Dun & Bradstreeet CP	10	12/28/2007	5/14/2009	804.43	887.40	(82.97)
	Hologic Inc	75	4/8/2008	5/5/2009	898.29	2,282.72	(1,384 43)
	Supervalu Inc	65	12/28/2007	5/14/2009	1,032.30	2,438.15	(1,405 85)
	Citrix Systems Inc	25	12/28/2007	6/22/2009	774.76	944 00	(169.24)
	L-3 Communications Holding Inc	5	12/28/2007	6/9/2009	373 79	532 60	(158 81)
	Smith International Inc	35	12/28/2007	6/22/2009	875 94	2,611 70	(1,735.76)
	Fiscerv Inc Wisconsin	15	12/28/2007	7/24/2009	742 39	828 75	(86.36)
	Pharmaceutical Prod Dev Inc	50	12/28/2007	7/23/2009	957 19	2,044.00	(1,086.81)
	Kaydon CP	45	12/28/2007	8/25/2009	1,474.72	2,448.45	(973.73)
	Dun & Bradstreeet CP	20	12/28/2007	9/21/2009	1,480.69	1,774 80	(294 11)
	L-3 Communications Holding Inc	20	12/28/2007	10/19/2009	1,536.32	2,130 40	(594 08)
	BJ's Wholesale Club	35	5/29/2008	11/16/2009	1,298.93	1,372 52	(73 59)
	Core Laboratories N V	5	12/28/2007	11/23/2009	538.58	623 00	(84.42)
	Dean Foods Co	60	8/5/2008	11/2/2009	996.70	1,386.10	(389.40)
	T. Rowe Price Group Inc	5	12/28/2007	11/23/2009	245.19	302.25	(57 06)
							-
130 080752	East Japan Ry Co ADR	24	6/4/2008	6/23/2009	239.21	318 00	(78 79)
	Heineken NV ADR	19	6/4/2008	6/16/2009	319.84	533.90	(214 06)
	Heineken NV ADR	5	6/4/2008	6/24/2009	90.25	140.50	(50 25)
	Heineken NV ADR	6	6/18/2008	6/24/2009	108 29	164 66	(56 37)
	Heineken NV ADR	5	6/18/2008	7/2/2009	95 18	137.21	(42 03)
	Ladbrokes PLC	104	6/4/2008	7/7/2009	298.61	639 60	(340.99)
	Ladbrokes PLC	23	6/18/2008	7/7/2009	66 04	131.62	(65.58)
	Nestle Spon ADR	7	6/4/2008	7/7/2009	267.54	345.66	(78.12)
	Telefonica SA ADR	6	6/4/2008	7/16/2009	415.58	498.79	(83.21)
	Telefonica SA ADR	17	6/4/2008	7/21/2009	1,187.10	1,413.25	(226.15)
	Ultrapar Part SA ADS PFD Shs	15	6/4/2008	7/6/2009	465.54	582.41	(116 87)

KOEPLIN FAMILY FOUNDATION
Realized Gains/Losses - 2009
2009 Form 990 PF
EIN: 41-1268766

MS Acct #	Security	# Shares	Purchase Date	Sale Date	Proceeds	Cost	G/(L)
	Unilever NV NY Sh	10	6/19/2008	7/7/2009	244.32	297.65	(53 33)
	East Japan Ry Co ADR	16	6/4/2008	8/24/2009	160.60	212.00	(51.40)
	East Japan Ry Co ADR	28	6/23/2008	8/24/2009	281 05	353 39	(72.34)
	East Japan Ry Co ADR	20	8/7/2008	8/24/2009	200 75	261 08	(60.33)
	Nestle Spon ADR	3	6/4/2008	8/20/2009	121 04	148.14	(27 10)
	Nokia Cp ADR	29	6/4/2008	8/19/2009	358.74	788.51	(429 77)
	Nokia Cp ADR	22	7/1/2008	8/19/2009	272.15	527.48	(255 33)
	Teva Pharmaceuticals ADR	11	6/4/2008	8/3/2009	588 32	489 15	99.17
	Teva Pharmaceuticals ADR	1	6/4/2008	8/17/2009	50 86	44.47	6 39
	Total Fina Elf SA	21	6/4/2008	8/20/2009	1,156.85	1,736.62	(579.77)
	Dr Reddy's Laboratories Ltd	13	6/4/2008	9/10/2009	215.23	207 52	7.71
	Taiwan SMCNDCTR Mfg Co Ltd ADR	14	8/26/2008	9/8/2009	154.12	140 91	13.21
	Vodafone GP PLC ADS	11	6/4/2008	9/17/2009	256.34	332.95	(76.61)
	Nestle Spon ADR	5	6/4/2008	10/21/2009	225.56	246.90	(21.34)
	Diageo PLC Spons ADR	2	10/2/2008	11/12/2009	133.91	135.86	(1.95)
	Diageo PLC Spons ADR	3	10/9/2008	11/12/2009	200 87	171.67	29 20
	Amdocs Limited	18	11/26/2008	12/10/2009	486 69	324.71	161.98
	Lottmatica SPA Sponsored	25	6/20/2008	11/27/2009	500.70	721.03	(220.33)
	Lottmatica SPA Sponsored	9	10/31/2008	11/27/2009	180 25	201.03	(20.78)
130 080753	Northeast Utilities	5	6/3/2008	6/25/2009	111.14	129.20	(18 06)
	Activision Blizzard Inc	29	6/3/2008	7/8/2009	333.46	486.48	(153.02)
	Compass Minerals Inter Inc	4	6/3/2008	7/24/2009	192.71	306 00	(113 29)
	Hewitt Associates Inc	9	6/25/2008	7/20/2009	266 34	356 34	(90 00)
	Hewitt Associates Inc	5	6/25/2008	7/21/2009	146 48	197.97	(51 49)
	Itron Inc	4	6/3/2008	7/23/2009	220.03	384 88	(164 85)
	Petroleo Bras SA ADS	9	6/3/2008	7/17/2009	355 23	616.05	(260.82)
	BJ's Wholesale Club	24	8/8/2008	8/12/2009	769.42	987.90	(218.48)
	Compass Minerals Inter Inc	14	6/3/2008	8/12/2009	725.18	1,071.00	(345.82)
	FPL Group Inc	11	6/3/2008	8/12/2009	639 52	720.45	(80 93)
	Hewitt Associates Inc	24	6/25/2008	8/12/2009	853.17	950.25	(97.08)
	HIS Inc Cl A Com	33	6/3/2008	8/12/2009	1,571 41	1,899.48	(328.07)
	Intl Business Machines Corp	15	6/3/2008	8/12/2009	1,795.60	1,922 40	(126.80)
	Intl Flavors & Fragrances	36	6/3/2008	8/12/2009	1,320 58	1,496 88	(176.30)
	Itron Inc	2	6/3/2008	8/12/2009	106.00	192 44	(86 44)
	JP Morgan Chase & Co	13	6/3/2008	8/12/2009	548.90	546 13	2.77
	McDonalds Corp	11	6/3/2008	8/12/2009	620 38	633 71	(13.33)
	Peabody Energy Corp	33	6/3/2008	7/29/2009	1,069.65	2,554.20	(1,484.55)
	Petroleo Bras SA ADS	23	6/3/2008	8/12/2009	969.65	1,574 35	(604.70)
	Ralcorp Holdings New	12	8/5/2008	8/12/2009	754.42	665.82	88.60
	Roper Ind Inc	29	6/3/2008	8/12/2009	1,364.70	1,846.72	(482 02)
	Stericycle Inc	29	6/3/2008	8/12/2009	1,482.50	1,650.68	(168.18)
	WABTEC	20	6/24/2008	8/12/2009	742.98	997 13	(254 15)
	Wells Fargo & Co New	17	7/24/2008	8/12/2009	462.42	504.17	(41 75)
	Microsoft Corp	15	6/3/2008	10/26/2009	431.19	411 00	20 19
	Electronic Arts Inc	46	8/12/2009	11/2/2009	838.10	975.64	(137 54)
	Mastercard Inc Cl A	3	8/12/2009	10/30/2009	656 35	611.49	44.86
	Net Long Term Capital Losses				693,668.52	716,629.70	(22,961 18)
	Net Capital Losses				846,894.46	885,294 01	(38,399 55)

Attachment B