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## Return of Private Foundation

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

2009

Department of the Treasury  
Internal Revenue Service

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 , and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation <b>STILL AIN'T SATISFIED--A FOUNDATION WITH ATTITUDE ("SAS")</b>		A Employer identification number <b>41-1906698</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>4028 ELLIOT AVENUE SOUTH</b>	Room/suite	B Telephone number <b>(612) 822-1548</b>
	City or town, state, and ZIP code <b>MINNEAPOLIS, MN 55407</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>1,824,550.</b> (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	7,700.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	39,470.	39,470.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,377.			
b	Gross sales price for all assets on line 6a	849,283.			
7	Capital gain net income (from Part IV, line 2)		6,377.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	53,547.	45,847.		
13	Compensation of officers, directors, trustees, etc	21,000.	10,500.		10,500.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	16,053.	0.		16,053.
c	Other professional fees STMT 3	9,519.	8,952.		567.
17	Interest				
18	Taxes STMT 4	6,375.	2,070.		898.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	323.	0.		323.
24	Total operating and administrative expenses. Add lines 13 through 23	53,270.	21,522.		28,341.
25	Contributions, gifts, grants paid	169,250.			169,250.
26	Total expenses and disbursements. Add lines 24 and 25	222,520.	21,522.		197,591.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-168,973.			
b	Net investment income (if negative, enter -0-)		24,325.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	59,784.	4,529.	4,529.
	2 Savings and temporary cash investments	287,659.	47,975.	47,975.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations <b>STMT 6</b>	460,264.	290,754.	293,465.
	b Investments - corporate stock <b>STMT 7</b>	1,042,842.	1,021,942.	1,144,366.
	c Investments - corporate bonds <b>STMT 8</b>	0.	316,376.	334,215.
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>		1,850,549.	1,681,576.	1,824,550.
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>		0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> <b>X</b> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,850,549.	1,681,576.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
<b>30 Total net assets or fund balances</b>		1,850,549.	1,681,576.	
<b>31 Total liabilities and net assets/fund balances</b>		1,850,549.	1,681,576.	

**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	1,850,549.
2 Enter amount from Part I, line 27a	2	-168,973.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,681,576.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,681,576.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE ATTACHED SCHEDULE</b>				
<b>b SEE ATTACHED SCHEDULE</b>				
<b>c SEE ATTACHED SCHEDULE</b>				
<b>d SEE ATTACHED SCHEDULE</b>				
<b>e</b>				

(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)
<b>a</b> 100,300.		97,890.	2,410.
<b>b</b> 155,305.		154,632.	673.
<b>c</b> 262,750.		248,281.	14,469.
<b>d</b> 330,928.		342,103.	-11,175.
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
<b>a</b>			2,410.
<b>b</b>			673.
<b>c</b>			14,469.
<b>d</b>			-11,175.
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		<b>2</b>	<b>6,377.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>N/A</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	251,841.	2,046,513.	.123059
2007	277,016.	2,445,168.	.113291
2006	202,553.	2,336,298.	.086698
2005	159,220.	2,411,791.	.066017
2004	155,073.	2,409,968.	.064346

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.453411</b>
<b>3</b> 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	<b>3</b>	<b>.090682</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	<b>1,698,411.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>154,015.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>243.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>154,258.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>197,591.</b>

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	243.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	243.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	243.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,599.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,599.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,356.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<b>X</b>
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
1c Did the foundation file Form 1120-POL for this year?		<b>X</b>
2 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.	<b>2</b>	<b>X</b>
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	<b>3</b>	<b>X</b>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>4a</b>	<b>X</b>
b If "Yes," has it filed a tax return on Form 990-T for this year?	<b>4b</b>	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	<b>5</b>	<b>X</b>
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?	<b>6</b>	<b>X</b>
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.	<b>7</b>	<b>X</b>
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MN</u>		
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	<b>8b</b>	<b>X</b>
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	<b>9</b>	<b>X</b>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<b>10</b>	<b>X</b>

N/A

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>(612) 822-1548</u> Located at ► <u>4028 ELLIOT AVE. S., MINNEAPOLIS, MN</u> ZIP+4 ► <u>55407</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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? If "Yes," list the years ► _____ , _____ , _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHAYNA M. BERKOWITZ 4028 ELLIOT AVE. S. MINNEAPOLIS, MN 55407	PRESIDENT/ADMIN DIRECTOR 12.00	21,000.	0.	0.
PHYLLIS WIENER 4028 ELLIOT AVE. S. MINNEAPOLIS, MN 55407	SEC 'Y/TREAS 5.00	0.	0.	0.
SUSAN SOBELSON 6426 13TH AVE. S. MINNEAPOLIS, MN 55423	DIRECTOR 2.00	0.	0.	0.

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

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

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

0

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

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

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,560,779.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	163,496.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,724,275.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,724,275.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	25,864.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,698,411.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	84,921.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	84,921.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	243.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	243.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	84,678.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	84,678.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	84,678.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	197,591.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	197,591.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	243.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	197,348.

**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.

Form 990-PF (2009)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				84,678.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	35,983.			
b From 2005	40,736.			
c From 2006	91,110.			
d From 2007	151,568.			
e From 2008	150,317.			
f Total of lines 3a through e	469,714.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	197,591.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				84,678.
e Remaining amount distributed out of corpus	112,913.			
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	582,627.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	35,983.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	546,644.			
10 Analysis of line 9:				
a Excess from 2005	40,736.			
b Excess from 2006	91,110.			
c Excess from 2007	151,568.			
d Excess from 2008	150,317.			
e Excess from 2009	112,913.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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



## Enter gross amounts unless otherwise indicated.

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

923821  
02-02-10

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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature of officer or trustee

Date: \_\_\_\_\_

**PRESIDENT**

Preparer's  
signature 

Date \_\_\_\_\_

Check if self-employee	
------------------------	--

Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code **WILKEN & COMPANY, P.C., CPA'S  
2435 SW FIFTH AVENUE  
PORTLAND, OR 97201**

EIN ▶ 93-1161382

Phone no. (503) 225-1359

Form **990-PF** (2009)

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

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

OMB No 1545-0047

**2009**

Name of the organization

STILL AIN'T SATISFIED--A FOUNDATION  
WITH ATTITUDE ("SAS")

Employer identification number

41-1906698

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization  
**STILL AIN'T SATISFIED--A FOUNDATION  
 WITH ATTITUDE ("SAS")**

Employer identification number

**41-1906698****Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SHAYNA M. BERKOWITZ 4028 ELLIOT AVE. S. MINNEAPOLIS, MN 55407	\$ 7,700.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
C. SCHWAB ACCRUED INTEREST	-3,554.	0.	-3,554.	
C. SCHWAB DIVIDENDS	6,674.	0.	6,674.	
C. SCHWAB INTEREST	25,165.	0.	25,165.	
MORGAN STANLEY ACCRUED INTEREST PAID	-1,376.	0.	-1,376.	
MORGAN STANLEY DIVIDENDS	7,737.	0.	7,737.	
MORGAN STANLEY INTEREST	3,663.	0.	3,663.	
MORGAN STANLEY OID	1,161.	0.	1,161.	
TOTAL TO FM 990-PF, PART I, LN 4	39,470.	0.	39,470.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	16,053.	0.		16,053.	
TO FORM 990-PF, PG 1, LN 16B	16,053.	0.		16,053.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISOR	8,386.	8,386.		0.	
PAYROLL SERVICE	1,133.	566.		567.	
TO FORM 990-PF, PG 1, LN 16C	9,519.	8,952.		567.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	1,746.	873.		873.	
MINNESOTA REGISTRATION FEE	25.	0.		25.	
FOREIGN TAX	1,197.	1,197.		0.	
FEDERAL EXCISE TAX	3,407.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,375.	2,070.		898.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES AND MISC EXP	323.	0.		323.	
TO FORM 990-PF, PG 1, LN 23	323.	0.		323.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	X		60,025.	60,027.	
SEE ATTACHED SCHEDULE		X	49,658.	52,310.	
SEE ATTACHED SCHEDULE	X		181,071.	181,128.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			241,096.	241,155.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			49,658.	52,310.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			290,754.	293,465.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	298,662.	422,777.	
SEE ATTACHED SCHEDULE	723,280.	721,589.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,021,942.	1,144,366.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	4,986.	5,000.	
SEE ATTACHED SCHEDULE	311,390.	329,215.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	316,376.	334,215.	

January 21, 2010

**Portfolio Statement**  
As of 12/31/2009

Leslie Christian

Still Ain't Satisfied Acct #  
4028 Elliott Avenue South  
Minneapolis, MN 55407

Weight	Trade Date	Description	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)
<b>Global Equity</b>								
60.6%	12/28/2006	Portfolio 21 C11	<1>	24,263.25	723,280.31	29,810	721,589.14	29,740 (1,691.17)
<b>Fixed Income</b>								
14.3%	01/28/2009	Johnson Controls	<1>	160,000	146,665.00	91.666	166,834.08	104.271 20,169.08
		01/15/2011 5.25%					3,873.33	
		Accrued Income						
14.0%	10/14/2009	Nature Conservancy	<1>	150,000	164,725.00	109.817	162,381.00	108.254 (2,344.00)
		07/01/2019 6.30%					4,725.00	
		Accrued Income						
5.0%	01/31/2008	Fed Natl Mtg	<1>	60,000	60,025.00	100.042	60,026.76	100.045 1.76
		02/06/2020 0.00%						
4.5%	05/19/2009	Oakland Calif Red	<1>	50,000	49,657.50	99.315	52,310.00	104.620 2,652.50
		09/01/2020 8.50%						
		Accrued Income					1,416.67	
37.9%				421,072.50		451,566.84		20,479.34
<b>Cash and Equivalents</b>								
1.5%		Schwab Money Market Fund	<1>		18,289.40		18,289.40	
99.2%				1,162,642.21		1,181,430.38		18,788.17
<b>Total Accrued Income</b>						10,015.00		
100.0%						1,191,445.38		

NorthStar Asset Management, Inc

PORTFOLIO SUMMARY

*Still Ain't Satisfied-A Foundation with Attitude*

December 31, 2009

Security Type	Total Cost	Market Value	Pct. Assets	Cur. Yield	Est. Annual Income
<b>Equities</b>					
<b>COMMON STOCK</b>					
Industrials	43,556.24	69,648.87	10.9	1.3	922.57
Materials	24,395.52	37,704.74	5.9	1.1	420.20
Telecommunications	13,896.11	17,848.57	2.8	5.1	902.35
Consumer Discretionary	33,209.86	45,653.53	7.1	1.9	850.63
Consumer Staples	38,172.29	50,614.31	7.9	1.3	651.78
Energy	26,038.10	34,084.05	5.3	0.1	22.91
Financial	33,576.07	42,500.68	6.7	1.6	662.20
Healthcare	40,560.23	59,456.25	9.3	1.6	949.28
Technology	40,385.71	60,311.60	9.4	1.0	583.35
Utilities	4,872.14	4,954.00	0.8	3.5	174.00
<b>COMMON STOCK</b>	<b>298,662.27</b>	<b>422,776.60</b>	<b>66.2</b>	<b>1.5</b>	<b>6,139.27</b>
	<b>298,662.27</b>	<b>422,776.60</b>	<b>66.2</b>	<b>1.5</b>	<b>6,139.27</b>
<b>Fixed Income</b>					
<b>GOVERNMENT BONDS</b>	<b>179,909.95</b>	<b>181,128.02</b>	<b>28.4</b>	<b>3.2</b>	<b>5,775.00</b>
<b>CORPORATE BONDS</b>	<b>4,986.25</b>	<b>5,000.00</b>	<b>0.8</b>	<b>3.0</b>	<b>150.00</b>
	<b>184,896.20</b>	<b>186,128.02</b>	<b>29.1</b>	<b>3.2</b>	<b>5,925.00</b>
<b>Cash and Equiv.</b>					
<b>CASH AND MONEY MARKET</b>	<b>29,746.94</b>	<b>29,746.94</b>	<b>4.7</b>	<b>0.0</b>	<b>2.97</b>
	<b>29,746.94</b>	<b>29,746.94</b>	<b>4.7</b>	<b>0.0</b>	<b>2.97</b>
<b>TOTAL PORTFOLIO</b>	<b>513,305.41</b>	<b>638,651.56</b>	<b>100.0</b>	<b>1.9</b>	<b>12,067.24</b>

NorthStar Asset Management, Inc.  
**REALIZED GAINS AND LOSSES**  
*Still Ain't Satisfied-A Foundation with Attitude*  
*From 01-01-09 Through 12-31-09*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-29-98	01-29-09	10 00	CVS Corp	213 28	273 41		60 13
06-26-06	01-29-09	8.00	Greenmountain Coffee Inc	99.04	303 99		204 95
08-23-07	01-29-09	25.00	Home Depot Inc	850 50	550.74		-299 76
10-06-08	01-29-09	67 00	IBM	6,576 85	6,206 17	-370 68	
07-20-05	01-29-09	103 00	Intel Corp	2,825 29	1,382 41		-1,442 88
07-20-05	01-29-09	97.00	Intel Corp	2,660 71	1,301.89		-1,358 82
07-14-04	01-29-09	103 00	Intel Corp	2,485 65	1,382 41		-1,103 24
07-24-07	01-29-09	69 00	Johnson & Johnson	4,262 02	4,028 88		-233.14
09-20-05	01-29-09	71.00	Novo Nordisk	1,791 88	3,675.64		1,883 76
02-21-08	01-29-09	67 00	Procter & Gamble Co	4,427 25	3,904 07	-523 18	
02-21-08	01-29-09	33.00	Procter & Gamble Co	2,180 59	1,922.90	-257 69	
07-24-07	01-29-09	67.00	Procter & Gamble Co	4,277.28	3,904 06		-373 22
12-18-08	01-29-09	4 00	Teva Pharmaceuticals	175.47	167 88	-7 59	
11-06-08	01-29-09	21 00	Teva Pharmaceuticals	851 79	881 37	29 58	
11-06-08	01-29-09	4 00	Teva Pharmaceuticals	162 25	167 87	5 62	
11-06-08	02-19-09	93 00	Teva Pharmaceuticals	3,772.22	4,316.11	543 89	
06-26-06	03-06-09	205 00	Greenmountain Coffee Inc.	2,537 98	8,000 85		5,462 87
10-17-08	03-06-09	247 00	Sunopta Inc	988 00	222.32	-765.68	
12-18-08	03-06-09	509 00	Sunopta Inc	951 47	458 14	-493 33	
11-06-08	03-06-09	9 00	Teva Pharmaceuticals	365 05	398 88	33 83	
10-17-03	03-11-09	175 00	Lincoln National Corp	7,453 96	1,269 67		-6,184 29
08-23-07	03-24-09	68 00	Home Depot Inc	2,313 36	1,582 93		-730 43
10-17-08	03-24-09	13 00	IBM	1,180 04	1,284 68	104 64	
04-08-04	04-15-09	11 00	Canadian National Railway	222.42	447.79		225 37
07-29-98	04-15-09	34.00	CVS Corp	725 17	985.63		260 46
07-14-04	04-15-09	176 00	Intel Corp	4,247 32	2,710.33		-1,536 99
06-26-06	04-15-09	35 00	Staples	851.27	707 68		-143 59
10-17-08	04-15-09	103 00	Whole Foods Market	1,454 32	1,789 27	334 95	
07-29-98	04-23-09	10 00	CVS Corp	213 28	293 11		79 83
08-23-07	04-23-09	9 00	Home Depot Inc	306 18	231 56		-74 62
07-29-98	04-23-09	300 00	Illinois Tool Wks Inc	8,819 33	9,879 34		1,060 00
06-26-06	04-23-09	20 00	Staples	486 44	421 01		-65 43
06-26-06	04-30-09	34 00	Greenmountain Coffee Inc	420.93	2,537.61		2,116 68
08-23-07	05-07-09	43 00	Home Depot Inc	1,462.86	1,100.53		-362 33
09-20-05	05-14-09	50 00	Novo Nordisk	1,261 88	2,523 83		1,261 94
10-17-03	05-15-09	3 00	Lincoln National Corp	127 78	53 38		-74 40
10-17-03	05-15-09	0 37	Lincoln National Corp	15.69	6 56		-9 13
06-10-03	05-15-09	178 63	Lincoln National Corp	6,880.94	3,178.56		-3,702 38
06-10-03	05-15-09	1 00	Lincoln National Corp.	38 52	17 79		-20 73
01-30-09	05-15-09	153.00	Lincoln National Corp	2,616 30	2,722 47	106 17	
01-30-09	05-18-09	1.00	Lincoln National Corp	17 10	17.21	0 11	
12-18-08	06-03-09	4 00	IDEX Corp	92.49	97.16	4 67	
10-10-08	06-03-09	81 00	IDEX Corp	1,856.18	1,967 45	111.27	
10-17-08	06-03-09	144 00	IDEX Corp	3,261 82	3,497 67	235 85	
06-26-06	06-08-09	0 50	Greenmountain Coffee Inc	4 13	28 94		24 81
03-30-05	07-01-09	100.00	Sims Group Ltd (SMUPF)	1,285.00	2,009 95		724 95
05-06-05	07-01-09	132 00	Sims Group Ltd (SMUPF)	1,529.88	2,653 13		1,123 25
04-08-04	07-10-09	39.00	Canadian National Railway	788 58	1,505 36		716 78
07-29-98	07-10-09	46 00	CVS Corp	981 11	1,420 10		438 99
10-17-03	07-10-09	50.00	Ecolab, Inc	1,372 27	1,852 95		480 68
08-23-07	07-10-09	17 00	Home Depot Inc	578 34	381 13		-197 21

Quarterly fees are deducted from your brokerage account

These prices are from sources deemed reliable

Check your brokerage statement for accuracy

NorthStar Asset Management, Inc.  
**REALIZED GAINS AND LOSSES**

*Still Ain't Satisfied-A Foundation with Attitude*  
*From 01-01-09 Through 12-31-09*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-17-08	07-10-09	31 00	IBM	2,813 93	3,106 74	292 81	
07-29-98	07-10-09	100 00	Illinois Tool Wks Inc	2,939 78	3,542 00		602.22
07-24-07	07-10-09	18 00	Procter & Gamble Co	1,149 12	937 41		-211.71
11-16-07	07-10-09	150 00	UEPS Tech	4,942 40	1,866.10		-3,076 30
02-21-08	07-10-09	150 00	UEPS Tech	4,183.14	1,866.10		-2,317 04
02-21-08	07-10-09	58.00	Vestas Wind Systems	6,107 40	3,943 89		-2,163 51
06-09-03	07-10-09	570 00	Wainwright Bank and Trust	4,533 96	4,446 96		-87.00
10-17-08	07-10-09	9 00	Whole Foods Market	127 08	171 09	44 01	
05-18-99	07-10-09	191 00	Whole Foods Market	2,085 95	3,630.87		1,544 92
05-18-99	07-10-09	9 00	Whole Foods Market	98 29	171.08		72 79
05-06-05	07-14-09	76 00	Sims Group Ltd (SMUPF)	880 84	1,478.16		597.32
04-24-08	07-16-09	200 00	Tomra Systems	1,480.00	729.98		-750 02
02-21-08	07-16-09	300 00	Tomra Systems	2,160.00	1,094 98		-1,065.02
02-21-08	07-16-09	300 00	Tomra Systems	2,160 00	1,094.97		-1,065.03
11-16-07	07-16-09	300 00	Tomra Systems	2,042 70	1,094 97		-947.73
11-16-07	07-16-09	100 00	Tomra Systems	680 90	364.98		-315.92
05-18-99	07-31-09	50 00	Automatic Data Processing	1,998.20	1,867.45		-130 75
04-15-09	07-31-09	60 00	Chubb Corp	2,557.88	2,773.72	215.84	
04-08-04	07-31-09	100 00	Canadian National Railway	2,019 50	4,843.87		2,824.37
02-13-04	07-31-09	136 00	CVS Corp	2,558 61	4,580.67		2,022 06
10-17-03	07-31-09	50.00	Ecolab, Inc.	1,372.27	2,073.94		701 67
10-17-03	07-31-09	17 00	Ecolab, Inc.	466 15	705.14		238 99
01-30-09	07-31-09	29.00	Fedex Corp	1,583.69	1,958.90	375.21	
04-23-09	07-31-09	28.00	Fedex Corp	1,527.29	1,891.35	364.06	
04-15-09	07-31-09	11 00	First Solar, Inc	1,633 92	1,725.74	91 82	
04-23-09	07-31-09	2.00	First Solar, Inc.	287.26	313.77	26.51	
07-10-09	07-31-09	3.00	First Solar, Inc	429 78	470 66	40 88	
06-26-06	07-31-09	22.00	Greenmountain Coffee Inc	181.58	1,544.14		1,362 56
04-15-09	07-31-09	4.00	Google	1,486 12	1,804.49	318.37	
08-23-07	07-31-09	38 00	Home Depot Inc	1,292.76	986.07		-306 69
02-21-08	07-31-09	47.00	Home Depot Inc	1,299 55	1,219.62		-79 93
10-17-08	07-31-09	28 00	IBM	2,541.62	3,326.59	784.97	
07-14-04	07-31-09	121.00	Intel Corp	2,920 03	2,357.26		-562 77
05-17-07	07-31-09	200 00	Intel Corp	4,454 00	3,896 29		-557 71
07-24-07	07-31-09	31.00	Johnson & Johnson	1,914 82	1,903 04		-11 78
07-29-03	07-31-09	29 00	Johnson & Johnson	1,507.45	1,780 26		272 81
07-10-09	07-31-09	54 00	Kubota Corp	2,074 67	2,413 73	339 06	
09-20-05	07-31-09	45 00	Novo Nordisk	1,135 70	2,629 73		1,494.03
02-21-08	07-31-09	25 00	Novozymes	2,237 50	2,224 47		-13.03
07-24-07	07-31-09	15.00	Procter & Gamble Co	957.60	848.23		-109 37
12-18-08	07-31-09	23.00	Procter & Gamble Co	1,419.28	1,300 61	-118 67	
04-15-09	07-31-09	25 00	PPDI	590 70	522 48	-68.22	
05-06-05	07-31-09	150 00	Sims Group Ltd (SMUPF)	1,738 50	3,412.41		1,673 91
06-26-06	07-31-09	53.00	Staples	1,289.07	1,099 72		-189 35
02-21-08	07-31-09	42.00	Staples	977.68	871 47		-106.21
04-15-09	07-31-09	34 00	Teva Pharmaceuticals	1,519 02	1,799 23	280 21	
04-23-09	07-31-09	16 00	Teva Pharmaceuticals	698 37	846.70	148 33	
07-10-09	07-31-09	61.00	TJX Companies	1,945 66	2,221.56	275 90	
11-16-07	07-31-09	100 00	Tomra Systems	680 90	364 99		-315 91
04-24-08	07-31-09	100.00	UEPS Tech	2,333 84	1,702.05		-631 79
07-10-09	07-31-09	6 00	Vodafone Group Public Co	110 03	122 65	12.62	

Quarterly fees are deducted from your brokerage account

These prices are from sources deemed reliable.

Check your brokerage statement for accuracy

NorthStar Asset Management, Inc.  
**REALIZED GAINS AND LOSSES**

*Still Ain't Satisfied-A Foundation with Attitude*  
*From 01-01-09 Through 12-31-09*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-15-09	07-31-09	94.00	Vodafone Group Public Co	1,702.19	1,921.49	219.30	
02-21-08	07-31-09	8.00	Vestas Wind Systems	842.40	560.78		-281.62
05-18-99	07-31-09	150.00	Whole Foods Market	1,638.18	3,685.45		2,047.27
07-01-09	07-31-09	98.00	Western Un Co Com	1,631.62	1,757.09	125.47	
10-17-08	09-11-09	67.00	UEPS Tech	1,091.25	1,363.55	272.30	
12-18-08	09-11-09	147.00	UEPS Tech	1,950.45	2,991.65	1,041.20	
06-24-09	09-11-09	1.00	UEPS Tech	13.19	20.34	7.15	
12-18-08	10-06-09	31.00	Procter & Gamble Co	1,912.95	1,764.21	-148.74	
02-13-04	10-21-09	30.00	CVS Corp	564.40	1,139.52		575.12
06-05-09	11-17-09	40,000	Federal Home Loan Mtg Corp Mtn 3.950% Due 02-17-16	39,668.80	40,000.00	331.20	
01-30-09	12-10-09	56.00	Energy Conversion Dev	1,443.68	613.36	-830.32	
01-30-09	12-10-09	11.00	Energy Conversion Dev	283.58	120.48	-163.10	
12-18-08	12-10-09	56.00	Energy Conversion Dev	1,425.20	613.35	-811.85	
04-15-09	12-10-09	126.00	Energy Conversion Dev	1,913.64	1,380.05	-533.59	
07-10-09	12-10-09	79.00	Energy Conversion Dev	947.05	865.25	-81.80	
10-17-08	12-10-09	239.00	Fuelcell Energy	1,044.36	682.53		-361.83
01-30-09	12-10-09	153.00	Fuelcell Energy	610.47	436.93	-173.54	
12-18-08	12-10-09	218.00	Fuelcell Energy	832.06	622.55	-209.51	
12-18-08	12-10-09	153.00	Fuelcell Energy	583.97	436.91	-147.06	
07-10-09	12-10-09	7.00	Fedex Corp	381.15	617.20	236.05	
07-29-98	12-10-09	32.00	Fedex Corp	1,003.22	2,821.48		1,818.26
07-29-98	12-10-09	7.00	Fedex Corp	219.45	617.19		397.74
01-30-09	12-10-09	3.00	Google	1,034.07	1,780.48	746.41	
02-21-08	12-10-09	5.00	Home Depot Inc	138.25	139.70		1.45
05-17-07	12-10-09	60.00	Intel Corp	1,336.20	1,206.75		-129.45
12-18-08	12-10-09	14.00	Procter & Gamble Co	863.91	878.39	14.48	
TOTAL GAINS						8,114.74	34,372.96
TOTAL LOSSES						-5,704.56	-33,700.08
				252,521.67	255,604.73	2,410.19	672.88
TOTAL REALIZED GAIN/LOSS				3,083.06			
NO CAPITAL GAINS DISTRIBUTIONS							



**Realized Gains and Losses By Category**

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

Leslie Christian

Still Ain't Satisfied Acct:  
4028 Elliott Avenue South  
Minneapolis, MN 55407

**Short Term Capital Gains and Losses**

<u>Account Number</u>	<u>Quantity</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
93983119	140,000.000	Fed Farm Cr Bk 10/26/2022 5.90%	02/28/2008	01/28/2009	142,775.00	143,676.20	-901.20
93983119	100,000.000	Staples 9.75% 1/15/14 01/15/2014 9.75%	01/14/2009	10/14/2009	119,975.00	104,605.00	15,370.00
Short Term Gains (Sales)					262,750.00	248,281.20	14,468.80

**Long Term Capital Gains and Losses**

<u>Account Number</u>	<u>Quantity</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
93983119	60,000.000	Fed Farm Cr Bank 01/06/2014 4.98%	01/06/2004	01/06/2009	60,000.00	60,025.00	-25.00
93983119	65,000.000	Federal Home Ln 07/15/2016 4.525%	08/11/2004	01/15/2009	65,000.00	61,255.00	3,745.00
93983119	47,000.000	Federal Home Ln 03/05/2018 5.25%	06/14/2004	05/05/2009	47,000.00	44,121.25	2,878.75
93983119	40,000.000	Federal Home Ln B 07/23/2015 4.50%	08/12/2003	01/23/2009	40,000.00	37,084.60	2,915.40
93983119	50,000.000	Oregon St Alternate Energy 10/01/2009 5.25%	02/13/2003	10/01/2009	50,000.00	54,077.00	-4,077.00
93983119	2,600.000	Portfolio 21 CII	12/28/2006	07/30/2009	68,928.05	85,540.00	-16,611.95
Long Term Gains (Sales)					330,928.05	342,102.85	-11,174.80
Total Gains (Sales)					593,678.05	590,384.05	3,294.00
Total Short Term Gains							14,468.80
Total Long Term Gains							-11,174.80
Total Gains							3,294.00

*We cannot guarantee the accuracy of this information for tax purposes. Please verify all information from trade confirmations. For this report, long-term gains are for holding periods greater than 12 months. With changes in tax laws, it is essential that all gains and losses be further analyzed.*

# STILL AIN'T SATISFIED, A FOUNDATION WITH ATTITUDE

Form 990-PF  
12/31/09

**SCHEDULE OF CONTRIBUTIONS  
& GRANTS MADE  
PART XV, LINE 3**

TID: 41-1906698

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
<b>Aliveness Project, The</b> 730 E 38th St, Minneapolis, MN 55407	None	Not private foundation	Exempt purpose	\$ 1,400
<b>Alliance for Metro Stability</b> 2525 Franklin Ave E #200, Minneapolis, MN 55406	None	Not private foundation	Exempt purpose	\$ 1,200
<b>Alternatives to Violence Project</b> c/o FNWW, 1050 Selby Ave, St Paul, MN 55104	None	Not private foundation	Exempt purpose	\$ 5,000
<b>aMaze</b> PO Box 17417, Minneapolis, MN 55417	None	Not private foundation	Exempt purpose	\$ 3,000
<b>Ann Bancroft Foundation</b> 808 14th Ave SE, Minneapolis, MN 55414	None	Not private foundation	Exempt purpose	\$ 1,000
<b>Big Top Chautauqua</b> 101 W Bayfield St, Washburn, WI 54891	None	Not private foundation	Exempt purpose	\$ 200
<b>Birthright Unplugged</b> 18 Northview Dr, Glenside, PA 19038	None	Not private foundation	Exempt purpose	\$ 1,200
<b>Breast Cancer Action</b> 55 New Montgomery St #323, San Francisco, CA 94105	None	Not private foundation	Exempt purpose	\$ 5,000
<b>CaringBridge</b> 1995 Rahn Cliff Ct #200, Eagan, MN 55122	None	Not private foundation	Exempt purpose	\$ 350
<b>Casa Materna</b> 18907 Martin Rd, Roseville, MI 48066	None	Not private foundation	Exempt purpose	\$ 500
<b>Cedar Cultural Center</b> 416 Cedar Ave S, Minneapolis, MN 55454	None	Not private foundation	Exempt purpose	\$ 1,000
<b>Clean Water Action</b> 308 E Hennepin Ave, Minneapolis, MN 55414	None	Not private foundation	Exempt purpose	\$ 1,000
<b>Community Stabilization Project</b> 671-B Selby Ave, St Paul, MN 55104	None	Not private foundation	Exempt purpose	\$ 500
<b>Democracy Now</b> 100 Lafayette St, #604, New York, NY 10013	None	Not private foundation	Exempt purpose	\$ 1,800
<b>District 202</b> 1601 Nicollet Ave S, Minneapolis, MN 55403	None	Not private Foundation	Exempt purpose	\$ 1,100
<b>Fresh Energy</b> 408 St Peter St #220, St Paul, MN 55102	None	Not private foundation	Exempt purpose	\$ 1,650
<b>Friends of the Boundary Waters Wilderness</b> 401 N Third St #290, Minneapolis, MN 55401	None	Not private foundation	Exempt purpose	\$ 1,000
<b>GLSEN</b> 90 Broad St, 2nd Floor, New York, NY 10004	None	Not private foundation	Exempt purpose	\$ 1,000
<b>Global Fund for Women</b> 1375 Sutter St, Ste 400, San Francisco, CA 94109	None	Not private Foundation	Exempt purpose	\$ 8,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
<b>Grassroots Policy Project</b> 2024 28th Ave S, Minneapolis, MN 55414	None	Not private Foundation	Exempt purpose	\$ 17,000
<b>Greater Minneapolis Crisis Nursery</b> 5400 Glenwood Ave, Golden Valley, MN 55422	None	Not private Foundation	Exempt purpose	\$ 1,300
<b>Institute for Agriculture and Trade Policy (IATP)</b> 2105 First Ave S, Minneapolis, MN 55404	None	Not private Foundation	Exempt purpose	\$ 2,500
<b>Intermedia Arts</b> 2822 Lyndale Ave S, Minneapolis MN 55408	None	Not private Foundation	Exempt purpose	\$ 1,000
<b>In The Heart of the Beast Puppet and Mask Theatre</b> 1500 E Lake St, Minneapolis, MN 55407	None	Not private Foundation	Exempt purpose	\$ 12,000
<b>Jewish Community Action</b> 2375 University Ave W #150, St Paul, MN 55114	None	Not private Foundation	Exempt purpose	\$ 8,300
<b>Jewish Funds for Justice</b> 330 7th Ave Ste 1902, New York, NY 10001	None	Not private Foundation	Exempt purpose	\$ 15,000
<b>Jewish Organizing Initiative</b> 99 Chauncy St, Ste 600, Boston, MA 02111	None	Not private foundation	Exempt purpose	\$ 1,100
<b>Jewish Voice for Peace</b> 1611 Telegraph Ave #550, Oakland, CA 94612	None	Not private foundation	Exempt purpose	\$ 1,100
<b>Kulture Klub Collaborative</b> 41 N 12th St, Minneapolis, MN 55403	None	Not private foundation	Exempt purpose	\$ 500
<b>MAZON: A Jewish Response to Hunger</b> 1990 S Bundy Dr Ste 260, Los Angeles, CA 90025	None	Not private Foundation	Exempt purpose	\$ 5,000
<b>Minnesota Jewish Theatre Company</b> PO Box 16155, St Paul, MN 55116	None	Not private Foundation	Exempt purpose	\$ 1,800
<b>Minnesota Advocates for Human Rights</b> 650 Third Ave S #550, Minneapolis, MN 55402	None	Not private Foundation	Exempt purpose	\$ 1,650
<b>MOAPP</b> (MN Org on Adolescent Pregnancy, Preven & Parenting) 1619 Dayton Ave #111, St Paul, MN 55104	None	Not private Foundation	Exempt purpose	\$ 1,000
<b>NARAL Pro-Choice Minnesota</b> 550 Rice St, St Paul, MN 55103	None	Not private Foundation	Exempt purpose	\$ 1,000
<b>New Foundations</b> 1145 Westminster St, St Paul, MN 55101	None	Not private Foundation	Exempt purpose	\$ 500
<b>Nonviolent Peace Force</b> 425 Oak Grove St, Minneapolis MN 55403	None	Not private foundation	Exempt purpose	\$ 15,000
<b>Organizing Apprenticeship Project (OAP)</b> 525 E Franklin Ave #301, Minneapolis MN 55406	None	Not private Foundation	Exempt purpose	\$ 1,200
<b>Open Arms of Minnesota</b> 1414 E Franklin Ave, Minneapolis MN 55404	None	Not private foundation	Exempt purpose	\$ 700
<b>Organic Consumers Association</b> 6771 S Silver Hill Dr, Finland, MN 55603	None	Not private Foundation	Exempt purpose	\$ 1,300
<b>Pacifica Radio</b> 1925 MLK Jr Way, Berkeley, CA 94704	None	Not private Foundation	Exempt purpose	\$ 500
<b>PFLAG</b> 1726 M St NW, Ste 400, Washington, DC 20036	None	Not private Foundation	Exempt purpose	\$ 500

RECIPIENT NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE	AMOUNT
<b>Philanthrofund Foundation</b> 1409 Willow St , Minneapolis MN 55403	None	Not private Foundation	Exempt purpose	\$ 2,500
<b>Pro-Choice Resources</b> 250 3rd Ave N #625, Minneapolis, MN 55401	None	Not private Foundation	Exempt purpose	\$ 1,500
<b>Project SUCCESS</b> 2124 DuPont Ave S , Minneapolis, MN 55405	None	Not private Foundation	Exempt purpose	\$ 300
<b>Ready 4 K</b> 2233 University Ave , St Paul, MN 55114	None	Not private Foundation	Exempt purpose	\$ 1,000
<b>Second Harvest Heartland</b> 1140 Gervais Ave , St Paul, MN 55109	None	Not private Foundation	Exempt purpose	\$ 1,000
<b>Southside Family Charter School</b> 2123 Clinton Ave S , Minneapolis MN 55404	None	Not private Foundation	Exempt purpose	\$ 750
<b>Tubman Family Alliance</b> 3111 First Ave S , Minneapolis, MN 55408	None	Not private Foundation	Exempt purpose	\$ 2,000
<b>Twin Cities Media Alliance</b> 2600 E Franklin Ave #2, Minneapolis, MN 55406	None	Not private Foundation	Exempt purpose	\$ 2,100
<b>United for a Fair Economy</b> 29 Winter St , Boston, MA 02108	None	Not private Foundation	Exempt purpose	\$ 4,500
<b>Walk In Counseling</b> 2421 Chicago Ave S , Minneapolis, MN 55404	None	Not private Foundation	Exempt purpose	\$ 1,000
<b>Wellstone Action Fund</b> 2446 University Ave W #170, St Paul, MN 55114	None	Not private Foundation	Exempt purpose	\$ 2,000
<b>White Earth Land Recovery Project</b> 670 Main Ave , Callaway MN 56521	None	Not private Foundation	Exempt purpose	\$ 1,500
<b>Wilderness Inquiry</b> 808 14th Ave SE, Minneapolis, MN 55414	None	Not private Foundation	Exempt purpose	\$ 400
<b>WOJB 88.9 FM Community Radio</b> 13368 W Trepania Rd., Hayward, WI 54843	None	Not private Foundation	Exempt purpose	\$ 1,300
<b>Women's Environmental Institute</b> 15715 River Rd., North Branch, MN 55056	None	Not private Foundation	Exempt purpose	\$ 4,000
<b>Women's Foundation of Minnesota</b> 155 5th Ave S #500, Minneapolis, MN 55401	None	Not private Foundation	Exempt purpose	\$ 2,500
<b>Workers Interfaith Network</b> 2511 E Franklin Ave , Minneapolis MN 55406	None	Not private Foundation	Exempt purpose	\$ 12,000
<b>Youth Farm &amp; Market Project</b> 821 E 35th St, Minneapolis, MN 55407	None	Not private Foundation	Exempt purpose	\$ 2,700
<b>Youth Performance Company</b> 3338 University Ave SE, Minneapolis, MN 55414	None	Not private Foundation	Exempt purpose	\$ 350
<i>Total</i>				<b>\$ 169,250</b>