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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

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 PROFESSIONAL ATHLETES FOUNDATION		A Employer identification number 52-1205920
	Number and street (or P.O. box number if mail is not delivered to street address) 1133 20TH STREET, NW		B Telephone number (202) 756-9100
	City or town, state, and ZIP code WASHINGTON, DC 20036		C If exemption application is pending, check here ☐
	City or town, state, and ZIP code WASHINGTON, DC 20036		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ 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) \$ 16,556,166.		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	732,692.			
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	406,055.	406,055.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<684,932.>			
b	Gross sales price for all assets on line 6a	6,539,999.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	453,815.	406,055.	0.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	4,423.	0.	0.	0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 3	10,500.	10,500.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	17,992.	0.	0.	0.
22	Printing and publications				
23	Other expenses STMT 4	108,280.	98,100.	0.	0.
24	Total operating and administrative expenses Add lines 13 through 23	141,195.	108,600.	0.	0.
25	Contributions, gifts, grants paid	1,850,516.			1,850,516.
26	Total expenses and disbursements Add lines 24 and 25	1,991,711.	108,600.	0.	1,850,516.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<1,537,896.>			
b	Net investment income (if negative, enter -0-)		297,455.		
c	Adjusted net income (if negative, enter -0-)			0.	

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Revenue

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	
		Beginning of year	End of year
		(a) Book Value	(b) Book Value
		(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		
	2 Savings and temporary cash investments	5,638,174.	4,293,425.
	3 Accounts receivable ▶ 15,066.		
	Less: allowance for doubtful accounts ▶	6,431.	15,066.
	4 Pledges receivable ▶		
	Less: allowance for doubtful accounts ▶	1,250,000.	
	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 STMT 6	3,076,603.	3,154,997.
	b Investments - corporate stock STMT 7	4,761,631.	8,217,517.
	c Investments - corporate bonds		
Liabilities	11 Investments - land, buildings, and equipment basis ▶		
	Less accumulated depreciation ▶		
	12 Investments - mortgage loans		
	13 Investments - other STMT 8	766,109.	865,561.
	14 Land, buildings, and equipment: basis ▶		
	Less accumulated depreciation ▶		
	15 Other assets (describe ▶ COMPUTER SOFTWARE)	0.	9,600.
	16 Total assets (to be completed by all filers)	15,498,948.	16,556,166.
	17 Accounts payable and accrued expenses		
	18 Grants payable		
Net Assets or Fund Balances	19 Deferred revenue		
	20 Loans from officers, directors, trustees, and other disqualified persons		
	21 Mortgages and other notes payable		
	22 Other liabilities (describe ▶)		
	23 Total liabilities (add lines 17 through 22)	0.	0.
Foundations that follow SFAS 117, check here ▶ ☒	24 Unrestricted	15,498,948.	16,556,166.
	25 Temporarily restricted		
	26 Permanently restricted		
	Foundations that do not follow SFAS 117, check here ▶ ☐		
	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	15,498,948.	16,556,166.
31 Total liabilities and net assets/fund balances	15,498,948.	16,556,166.	

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	15,498,948.
2 Enter amount from Part I, line 27a	2	<1,537,896.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	2,595,114.
4 Add lines 1, 2, and 3	4	16,556,166.
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	16,556,166.

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 PUBLICALLY TRADED SECURITIES		P	VARIOUS	VARIOUS
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 6,539,999.		7,224,931.	<684,932.>
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			<684,932.>
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	<684,932.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,658,499.	16,346,034.	.101462
2007	1,363,023.	14,226,650.	.095808
2006	1,546,512.	12,552,092.	.123208
2005	1,496,179.	11,007,401.	.135925
2004	868,237.	10,188,694.	.085216

2 Total of line 1, column (d)	2	.541619
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	.108324
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,180,500.
5 Multiply line 4 by line 3	5	1,644,412.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,975.
7 Add lines 5 and 6	7	1,647,387.
8 Enter qualifying distributions from Part XII, line 4	8	1,850,516.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,975.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2,975.
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	2,975.
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		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	14,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	14,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	89.	
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	10,936.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 3,000. Refunded ☒	11	7,936.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ DC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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>NFL PLAYERS ASSOCIATION</u> Telephone no. ► <u>(202) 756-9100</u> Located at ► <u>1133 20TH STREET, NW, WASHINGTON, DC</u> ZIP+4 ► <u>20036</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception - Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ 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	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
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

5b

X

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?

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

6b

X

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
SEE STATEMENT 9		0.	0.	0.

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

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

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

▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,421,209.
b	Average of monthly cash balances	1b	4,965,800.
c	Fair market value of all other assets	1c	24,666.
d	Total (add lines 1a, b, and c)	1d	15,411,675.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,411,675.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	231,175.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,180,500.
6	Minimum investment return. Enter 5% of line 5	6	759,025.

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

1	Minimum investment return from Part X, line 6	1	759,025.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,975.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,975.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	756,050.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	756,050.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	756,050.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,850,516.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,850,516.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,975.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,847,541.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				756,050.
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	368,668.			
b From 2005	953,867.			
c From 2006	939,047.			
d From 2007	662,876.			
e From 2008	849,256.			
f Total of lines 3a through e	3,773,714.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 1,850,516.				
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				756,050.
e Remaining amount distributed out of corpus	1,094,466.			
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	4,868,180.			
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	368,668.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,499,512.			
10 Analysis of line 9:				
a Excess from 2005	953,867.			
b Excess from 2006	939,047.			
c Excess from 2007	662,876.			
d Excess from 2008	849,256.			
e Excess from 2009	1,094,466.			

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 STATEMENT 12	NONE	NA	CHARITABLE CONTRIBUTIONS	302,550.
SEE STATEMENT 12	NONE	NA	EDUCATION GRANTS	88,089.
SEE STATEMENT 12	NONE	NA	GRANTS IN AID	1,367,605.
SEE STATEMENT 12	NONE	NA	SCHOLARSHIPS	92,272.
Total				► 3a 1,850,516.
b Approved for future payment NONE				
Total				► 3b 0.

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

Employer identification number

PROFESSIONAL ATHLETES FOUNDATION

52-1205920

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

Employer identification number

PROFESSIONAL ATHLETES FOUNDATION

52-1205920

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	NATIONAL FOOTBALL LEAGUE PLAYERS ASSOCIATION 1133 20TH STREET, NW WASHINGTON, DC 20036	\$ 500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST FROM INVESTMENTS	406,055.	0.	406,055.
TOTAL TO FM 990-PF, PART I, LN 4	406,055.	0.	406,055.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,423.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,423.	0.	0.	0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	10,500.	10,500.	0.	0.
TO FORM 990-PF, PG 1, LN 18	10,500.	10,500.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	98,100.	98,100.	0.	0.
MISC	10,180.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	108,280.	98,100.	0.	0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION IN INVESTMENTS	2,595,114.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,595,114.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		3,154,997.	3,154,997.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,154,997.	3,154,997.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,154,997.	3,154,997.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN NFL PLAYERS, INC.	264,267.	264,267.
COMMON STOCKS	7,953,250.	7,953,250.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,217,517.	8,217,517.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUND	FMV	865,561.	865,561.
TOTAL TO FORM 990-PF, PART II, LINE 13		865,561.	865,561.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEMAURICE SMITH	PRES. 2.00	0.	0.	0.
MARVIN ZIMMERMAN 1133 20TH STREET, NW WASHINGTON, DC 20036	V PRES 2.00	0.	0.	0.
BEVERLEY PITTS BALL STATE UNIVERSITY MUNCIE, IN 47306	V PRES 2.00	0.	0.	0.
CHARLES ROSS 1133 20TH STREET, NW WASHINGTON, DC 20036	TREAS 2.00	0.	0.	0.
DELINDA RAUCH-BECKER 1133 20TH STREET, NW WASHINGTON, DC 20036	SEC 2.00	0.	0.	0.
BRIG OWENS 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
CHARLES SWISHER 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
ANDRE COLLINS 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
TOM DEPASO 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
TERRI LEE FREEMAN 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
NED EHRLICH 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.

PROFESSIONAL ATHLETES FOUNDATION

52-1205920

KEN JOLLY
1133 20TH STREET, NW
WASHINGTON, DC 20036

DIRECTOR
2.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

990-PF INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS STATEMENT 10
PART XVII, LINE 1, COLUMN (D)

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

NATIONAL FOOTBALL LEAGUE PLAYERS ASSOCIATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

0PROVIDED MANAGEMENT SERVICES

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

NATIONAL FOOTBALL LEAGUE PLAYERS ASSOCIATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

SHARING FACILITIES

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS	STATEMENT	11
	PART XVII, LINE 2, COLUMN (C)		

NAME OF AFFILIATED OR RELATED ORGANIZATION

NATIONAL FOOTBALL LEAGUE PLAYERS ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

PHILANTHROPIC ARM OF NFLPA

PAYEE	ADDRESS	AMOUNT
BETTER BOYS FOUNDATION	1512 S Pulaski Rd ,Chicago, IL 60623	10,000 CHARITABLE CONTRIBUTION
BIG BROTHERS BIG SISTERS OF CENTRAL MINNESOTA BLACKEN, MALCOLM	15 Six Avenue North. St. Cloud, MN 56303	10,000 CHARITABLE CONTRIBUTION
CAPITOL MOVEMENT INC	222 Republic Dr., Allen Park, MI 48101	5,000 CHARITABLE CONTRIBUTION
CENTER FOR THE STUDY OF RETIRED ATHLETES	c/o Capitol Movement Inc 1500 Crittenden St,Washington, DC 20011	7,500 CHARITABLE CONTRIBUTION
DEMATHA CATHOLIC HIGH SCHOOL	215 Woollen Gymnasium, CB #860, UNC/Chapel Hill, Chapel Hill, NC 27599	30,000 CHARITABLE CONTRIBUTION
FENCE AT THE TOP INC	4313 Madison St., Hyattsville, MD 20781	12,500 CHARITABLE CONTRIBUTION
FIVE STAR FOUNDATION	6091 Dina Ct. Rohnert Park, CA 94928	7,500 CHARITABLE CONTRIBUTION
GOALS FOR LIFE	101 W Jefferson St., Rockville, MD 20850	10,000 CHARITABLE CONTRIBUTION
GOODIE TWO SHOES FOUNDATION	13100 Studebaker Rd., Norwalk, CA 90650	12,500 CHARITABLE CONTRIBUTION
HOUSE OF ISAAH	c/o 10620Southern Highlands Parkway.# 110-474 ,Las Vegas, NV 89141	12,500 CHARITABLE CONTRIBUTION
JOHN HOPKINS CTR FOR AMERICAN INDIAN HEALTH	P O Box 1405, Mabank, TX 75147	10,000 CHARITABLE CONTRIBUTION
JUDI'S HOUSE	621 N Washington St, Baltimore, MD 21205	15,000 CHARITABLE CONTRIBUTION
LEWIS SPORTS FOUNDATION	1741 Gaylord Street, Denver, CO 80206	10,000 CHARITABLE CONTRIBUTION
MARTIN BAYLESS CHARITABLE FOUNDATION	P O Box 46451 , Eden Prairie, MN 55344	10,000 CHARITABLE CONTRIBUTION
MARY ELLEN UPPERCO SCHOLARSHIP FUND INC	P O Box 880593., San Diego, CA 92168	10,000 CHARITABLE CONTRIBUTION
MEFYI FOUNDATION	304 Oak Estates Drive, Orlando FL 32806	10,000 CHARITABLE CONTRIBUTION
MICHIGAN PRO ATHLETES CHARITY	1857 Borda Way, Gardnerville, NV 89410	3,000 CHARITABLE CONTRIBUTION
NATIONAL YOUTH SPORTS PROGRAM FUND INC	1328 Centennial Dr , Canton, MI 48187	10,000 CHARITABLE CONTRIBUTION
PAGE EDUCATION FOUNDATION	P.O. Box 92968, Washington, DC 20090	15,000 CHARITABLE CONTRIBUTION
PYRAMID ATLANTIC INC	P.O. Box 581254, Minneapolis, MN 55458	5,000 CHARITABLE CONTRIBUTION
TAHOE FOREST HOSPITAL FOUNDATION	8230 Georgia Ave , Silver Spring, MD 20910	10,000 CHARITABLE CONTRIBUTION
THE JACKSON CENTER FOR CONDUCTIVE EDUCATION	P O Box 2508, Truckee, CA 96161	25,000 CHARITABLE CONTRIBUTION
THE LINK	8920 Southpinte Dr., Suite B-2, Indianapolis, IN 46227	10,000 CHARITABLE CONTRIBUTION
THE UPSIDE DOWN FOUNDATION	1210 Glenwood Ave Minneapolis, MN 55405	8,000 CHARITABLE CONTRIBUTION
THE WILLIAM E PROUDFORD SICKLE CELL FUND INC	P.O. Box 17791., Sarasota, FL 34276	10,000 CHARITABLE CONTRIBUTION
VSA ARTS OF FLORIDA	P O Box 42411, Baltimore, MD 21284	5,000 CHARITABLE CONTRIBUTION
YES FOUNDATION OF WHITE CENTER	3500 E. Fletcher Avenue, Suite 234, Tampa, FL 33613	10,300 CHARITABLE CONTRIBUTION
REECE, JOHN	P O. Box 47260,Seattle, WA 98146	8,000 CHARITABLE CONTRIBUTION
	17828 1/2 Gridley Rd, Artesia, CA 90701	750 CHARITABLE CONTRIBUTION
		<u>302,550</u>
DELOACH, JERRY	5005 Krista Court, Elk Grove, CA 95758	10,000 EDUCATION GRANTS
DYER, DEON	4344 NW 47 th Terrace, Lauderdale Lakes, FL 33319	10,000 EDUCATION GRANTS
EASMON, WILLIE	4127 E Bush Blvd, #12, Tampa, FL 33617	1,222 EDUCATION GRANTS
EPHRAIM, ALONZO	1713 Five Acre Road, Dolomite, AL 35061	5,873 EDUCATION GRANTS
GARDNER, TALMAN	13340 NW 21 st Avenue, Miami, FL 33167	1,118 EDUCATION GRANTS
HAMILTON, DERRICK	1178 Crosshill Lane, Newberry, SC 29108	10,000 EDUCATION GRANTS
JONES, RODREK	5724 Majestic Oaks, Commerce Township, MI 48382	3,900 EDUCATION GRANTS
LOVING, JAMES	13555 W. Montebello Avenue, Litchfield, AZ 85340	3,641 EDUCATION GRANTS

PROFESSIONAL ATHLETES FOUNDATION

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STATEMENT 12

PAYEE	ADDRESS	AMOUNT
MAYES, ALONZO	3000 SE 56 th Street, Oklahoma City, OK 73135	512 EDUCATION GRANTS
MCDERMOTT, SEAN	6623 Sawmill Road, Dallas, TX 75252	10,000 EDUCATION GRANTS
MOORE, RONALD	5720 N. Oakwood Street, Spencer, OK 73084	2,929 EDUCATION GRANTS
MORANT, JOHNNIE	60 Califon Road, Parsippany, NJ 07054	5,612 EDUCATION GRANTS
NATTIEL, MICHAEL	11771 SW 128th Pl Archer, FL 32618	1,136 EDUCATION GRANTS
SMITH, LAMAR	5205 Woodhurst Blvd, Fort Wayne, IN 46807	9,763 EDUCATION GRANTS
STEPHENS, DARNELL	8800 Starcrest Dr Apt. 209 San Antonio, TX 78217	1,854 EDUCATION GRANTS
ULMER, CHARLES	2200 Enclave Mill Road, Dacula, GA 30019	3,890 EDUCATION GRANTS
VANOVER, TAMARICK	2500 Merchants Row Blvd., Tallahassee, FL 32311	1,814 EDUCATION GRANTS
VINSON, FERNANDUS	705 Tamarack Dr. Fayetteville, NC 28311	4,827 EDUCATION GRANTS
		<u>88,089</u>
ABELL, HARRY	4011 LeeAnn Circle, Panama City, FL 32405	2,837 GRANTS IN AID
ADAMS, VASHONE	2940 South Parker Court, Aurora, CO 80014	14,237 GRANTS IN AID
AHANOTU, CHIDI	1000 S. Harbour Island Blvd, Tampa, FL 33602	7,500 GRANTS IN AID
ALLEN, IAN	11 Bunker Lane, Niskayuna, NY 12309	4,626 GRANTS IN AID
ANDERSON, KIM	3500 W. Manchester Blvd, #216, Inglewood, CA 90305	19,425 GRANTS IN AID
ARNOLD, AMON	4596 Northridge Drive, Los Angeles, CA 90043	3,373 GRANTS IN AID
BARKUM, JEROME	1929 Lansdowne Drive, Carrollton, TX 75010	3,977 GRANTS IN AID
BECKHAM, TONY	337 Huntington Ridge Drive, Nashville, TN 37211	4,726 GRANTS IN AID
BELL, MYRON	19132 Coachmans Trace, Cornelius, NC 28031	6,234 GRANTS IN AID
BENNETT, LEWIS	12588 Brahma Bull Circle, West Jacksonville, FL 32226	6,725 GRANTS IN AID
BOYD, BRENT	6046 Warn River Drive, Reno, NV 89523	2,709 GRANTS IN AID
BROADNAX, JERRY	2631 Nina Circle, Grand Prairie, TX 75052	8,531 GRANTS IN AID
BROWN, JAMIE	2701 Brentwood Road, NE, Washington, DC 20018	2,398 GRANTS IN AID
BRUMFIELD, SCOTT	1849 E 1310 S. Spanish Fork, UT 84660	418 GRANTS IN AID
BRYANT, DOMINGO	22527 FM 2100, Crosby, TX 77532	820 GRANTS IN AID
BRYANT, JEFF	2665 Tilson Road, Decatur, GA 30032	7,612 GRANTS IN AID
BUCKNER, BRENSTON	3630 Richwood Circle, Kannapolis, NC 28081	9,391 GRANTS IN AID
CALLICUTT, KENNETH	969 Suchava Drive, White Lake, MI 48386	9,897 GRANTS IN AID
CARMAN, JONATHAN	13 Nautilus Dr., Barnegat, NJ 08005	439 GRANTS IN AID
CASH, CHRISTOPHER	4012 Des Moines Drive, Stockton, CA 95209	10,118 GRANTS IN AID
CHAMBERS, DERRICK	P.O. Box 396, Lawndale, NC 28090	1,362 GRANTS IN AID
CHANCEY, ROBERT	5780 Airport Road, Coosada, AL 36020	7,532 GRANTS IN AID
CHAPMAN, DOUGLAS	6215 chesterfield Meadows Drive, Chesterfield, VA 23832	7,239 GRANTS IN AID
CHARLES, MICHAEL	11438 E. Petra Avenue, Mesa, AZ 85212	8,308 GRANTS IN AID
CLARK, BRUCE	3150 Shellers Bend, State College, PA 16801	4,750 GRANTS IN AID
CLARK, SEDRICK	5090 Richmond Ave, #132, Houston, TX 77056	3,881 GRANTS IN AID
CLEMONS, DUANE	30181 W 231 st Street, Spring Hill, KS 66083	10,000 GRANTS IN AID

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PAYEE	ADDRESS	AMOUNT
COLEY, JAMES	1913 Art Museum Drive, Apt. 19, Jacksonville, FL 32207	3,570 GRANTS IN AID
COLLIER, MICHAEL	528 W Church Street, Hagerstown, MD 21746	6,763 GRANTS IN AID
COOK, TOI	149 S. Barrington, Ave, #705, Los Angeles, CA 90049	20,009 GRANTS IN AID
COOPER, MARQUIS	10612 Echo Lake Drive, Odessa, FL 33556	20,000 GRANTS IN AID
COPELAND, HORACE	4195 Blakemore Place, Spring Hill, FL 34609	8,995 GRANTS IN AID
CORCORAN, JAMES "KING"	1221 Devere Drive, Silver Spring, MD 20903	1,070 GRANTS IN AID
CROEL, MICHAEL	8305 Lookout Mountain, Los Angeles, CA 90046	9,322 GRANTS IN AID
CROSBY, CLEVELAND	2703 SandleWalk Pearlard, TX 77584	17,585 GRANTS IN AID
CROSBY, CLIFTON	2703 SandleWalk Pearlard, TX 77584	9,013 GRANTS IN AID
CULBREATH, JAMES	261 Owen Ave , Lansdowne, PA 19050	2,194 GRANTS IN AID
DANIELS, JEROME	21831 S 218 th Street, Queen Creek, AZ 85242	13,126 GRANTS IN AID
DEL GAIZO, JAMES	9581 NW 13 th Street, Plantation, FL 33322	22,768 GRANTS IN AID
DODGE, KIRK	27382 Pinavete Mission, Viejo, CA 92691	8,566 GRANTS IN AID
DORSEY, CHARRON	6371 Collins Road, #116, Jacksonville, FL 32244	10,204 GRANTS IN AID
DRIVER, TONY	4421 Westover Drive, Tallahassee, FL 32303	5,880 GRANTS IN AID
DURANKO, PETER	417 S Clearfield St , Johnstown, PA 15905	6,432 GRANTS IN AID
EDWARDS, ROBERT	1350 Audubon Court SW, Atlanta, GA 30311	8,000 GRANTS IN AID
ELLIS, ALLAN	7352 S Dante Ave, Chicago, IL 60619	1,769 GRANTS IN AID
ELLIS, GERRY	245 Belle Ave, De Pere, WI 54115	2,489 GRANTS IN AID
EMODI, IKE	3 Kilburn Lane, Durham, NC 27704	2,725 GRANTS IN AID
ESKRIDGE, JOHN	9805 Cristina Drive, Riverview, FL 33569	5,545 GRANTS IN AID
FENNER, DERRICK	7533 33 rd Avenue, Seattle, WA 98117	18,249 GRANTS IN AID
FLEMING, CORY	2507 Moore Way, Laverne, TN 37086	5,891 GRANTS IN AID
FORD, BRAD	112 Admas Street, Dadeville, AL 36853	1,748 GRANTS IN AID
FRASE, PAUL	124 Crossroad Lakes Drive, Ponte Vedra, FL 32082	20,000 GRANTS IN AID
FRAZIER, WILLIE	6203 Bankside Drive, Houston, TX 77096	11,492 GRANTS IN AID
GIBSON, ANTONIO	1013 Meadow Court, College Station, TX 77845	2,850 GRANTS IN AID
GOODWIN, DOUGLAS	245 Grand Ave, Freeport, NY 11520	3,162 GRANTS IN AID
GRANTHAM, LARRY	725 Whispering Oak Drive, #101, Southaven, MS 38671	668 GRANTS IN AID
GREEN, ROY	6851 S 27th Place, Phoenix, AZ 85042	3,822 GRANTS IN AID
HALL, JAMES	1017 Rolling Park Lane, Fort Mill, SC 29715	4,583 GRANTS IN AID
HARDMAN, CEDRICK	364 Myrtle Street, Laguna Beach, CA 92651	2,636 GRANTS IN AID
HARDY, TERRY	5065 Rives Road, Elmore, AL 36025	20,047 GRANTS IN AID
HARRIS, BERNARDO	912 Edgewater Circle Chapel Hill, Nc 27516	2,250 GRANTS IN AID
HARRIS, LARRY	41 Alta Avenue, Yonkers, NY 10705	842 GRANTS IN AID
HERRON, MACK	1849 S. Hamlin Street, Chicago, IL 60623	11,750 GRANTS IN AID
HITCHCOCK, JIMMY	1918 Bridgewater Drive, Lake Mary, FL 32746	4,570 GRANTS IN AID
HORNE, ANTONIO	115 Robert Haire Road, Rockingham, NC 28379	1,800 GRANTS IN AID

PROFESSIONAL ATHLETES FOUNDATION

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PAYEE	ADDRESS	AMOUNT
JACKSON, ALCENDER JAMES, CEDRIC	8001 Jefferson Highway, #3d, Baton Rouge, LA 70809	3,685 GRANTS IN AID
JANEK, CHRIS	1400 Chateau, Mansfield, TX 76063	6,651 GRANTS IN AID
JEFFERSON, ROY	2716 Idaho Avenue, Granite City, IL 62040	2,140 GRANTS IN AID
JOHNSON, ERIC	8813 Queen Elizabeth Blvd, Annandale, VA 22003	9,932 GRANTS IN AID
JOHNSON, KEVIN	1172 Hidden Spirit Trail, Lawrenceville, GA 30045	4,407 GRANTS IN AID
JONES, CEDRIC	9705 S Holmes, Los Angeles, CA 90002	3,300 GRANTS IN AID
JONES, CLINTON	48 B Rodwell Avenue, Greenwich, CT 06830	69 GRANTS IN AID
JORDAN, JAMES	7559 McLaren Avenue, West Hills, CA 91307	14,700 GRANTS IN AID
KAUFMAN, MEL	39048 S Angelle Court, Gonzales, LA 70737	14,897 GRANTS IN AID
KLEMM, ADRIAN	5453 1/2 Alvern Circle, Los Angeles, CA 90045	14,444 GRANTS IN AID
LAAKSO, ERIC	440 W. University Blvd, #16102, Dallas, TX 75209	9,406 GRANTS IN AID
LEAF, RYAN	3300 Palmaire Drive N, #707, Pompano Beach, FL 33069	5,129 GRANTS IN AID
LEGETTE, TYRON	P.O. Box 62, Simms, MT 59477	20,000 GRANTS IN AID
LEJAY, JIM	38 Traminer Drive, Kenner, LA 70065	5,000 GRANTS IN AID
LEWIS, PATSY	12208 Windchime Place, Mira Loma, CA 91752	203 GRANTS IN AID
LOWE, PAUL	6223 Borg Breakpoint Drive, Springs, TX 77379	5,907 GRANTS IN AID
LOWERY, MICHAEL	5134 Logan Ave, San Diego, CA 92114	416 GRANTS IN AID
LYNCH, JAMES	2066 Barto Leggett Road, McComb, MS 39648	4,634 GRANTS IN AID
MACKBEE, EARSELL	3712 Alton Street, Metairie, LA 70001	7,544 GRANTS IN AID
MANLEY, JOSEPH	804 12th Ave SE, Minneapolis, MN 55414	25,250 GRANTS IN AID
MAXWELL, VERNON	3365 City Road, Rogersville, AL 35652	3,847 GRANTS IN AID
MCCLENDON, KENNETH	1955 E. Citation Lane, Tempe, AZ 85284	5,085 GRANTS IN AID
MCDANIEL, JEREMY	1729 Cinnamon Circle, Casselberry, FL 32707	20,000 GRANTS IN AID
MCGEOGHAN, PHIL	2931 Woodland Ave, New Bern, NC 28562	161 GRANTS IN AID
MCNEIL, FREEMAN	969 W Main Road, #9304, Middletown, RI 02842	10,000 GRANTS IN AID
MEADE, MIKE	P.O. Box 62, Greenlawn, NY 11740	38,334 GRANTS IN AID
MILLIGAN, HANK	114 Brandywine Drive, Dover, DE 19904	194 GRANTS IN AID
MITCHELL, ANTHONY	3668 Cleveland Avenue, St. Louis, MO 63110	20,000 GRANTS IN AID
MOLDEN, FRED	5124 Hero Bay Blvd, Locust Grove, GA 30248	18,615 GRANTS IN AID
MORRIS, EUGENE E	4203 Rymark Court, Shakopee, MN 55379	324 GRANTS IN AID
MORROW, HAROLD	11315 SW 243 Terrace, Princeton, FL 33032	5,143 GRANTS IN AID
NATTIEL, MICHAEL	3012 Lake Manatee Court, Cape Coral, FL 33909	1,684 GRANTS IN AID
NEWTON, CAMERON	11771 SW 128th Pl. Archer, FL 32618	975 GRANTS IN AID
ODEN, McDONALD	2734 Still Farms Place, Lawrenceville, GA 30043	3,879 GRANTS IN AID
OWENS, JOE	1928 NE 151st St, N Miami Beach, FL 33162	2,740 GRANTS IN AID
OWENS, MARVIN	2754 Hwy 13 North, Columbia, MS 39429	4,160 GRANTS IN AID
PEREZ, JOE	2373 Gehrig Street, A, West Covina, CA 91792	17,256 GRANTS IN AID
PERRY, WILLIAM	7107 Slater Street, Merriam, KS 66204	5,798 GRANTS IN AID
	1029 Sedgewood Pl, Charlotte, NC 28211	17,900 GRANTS IN AID

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PAYEE	ADDRESS	AMOUNT
PHILLIPS, JACK	7935 Violet Polk Drive, Baton Rouge, LA 70812	1,218 GRANTS IN AID
PICCONE, LOU	49 South Youngs Road, Williamsville, NY 14221	393 GRANTS IN AID
PIERCE, TERRY	13310 W 137th Terrace, Overland Park, KS 66221	6,820 GRANTS IN AID
PIPPENS, JERRELL	122 Ivy Court, Upper Darby, PA 19082	5,612 GRANTS IN AID
POTTS, ROOSEVELT	2800 Crystal St., Anderson, IN 46012	2,550 GRANTS IN AID
POWELL, CARL	6436 Shady Oak Lane, Mason, OH 45040	10,000 GRANTS IN AID
RADLOFF, WAYNE	106 Wedgefield Drive, Hilton Head, SC 29926	8,550 GRANTS IN AID
RASBY, WALTER	6413 Brookbury Court, Charlotte, NC 28226	10,081 GRANTS IN AID
RASHEED, SALEEM	8470 Shoreside Lane, Bessemer, AL 35022	11,908 GRANTS IN AID
REAVES, JOHN	4825 San Miguel Street, Tampa, FL 33629	12,690 GRANTS IN AID
ROBBINS, KEVIN	1405 Baytree Terrace, Bowie, MD 20721	15,311 GRANTS IN AID
ROBINSON, JIMMY RAY	3028 Cairns Drive West, Mt Juliet, TN 37122	8,977 GRANTS IN AID
ROMES, CHARLES	1746 Drexel Avenue, Augusta, GA 30904	3,150 GRANTS IN AID
ROSS, DOMINIQUE	2864 Cesery Blvd, Jacksonville, FL 32277	3,070 GRANTS IN AID
ROUNDTREE, ALPHONSO	2251 Briarwest Blvd, Houston, TX 77077	1,853 GRANTS IN AID
RUTH, MICHAEL	1958 Broadway, Raynam, MA 02767	11,900 GRANTS IN AID
SAVAGE, TONY	4730 33rd Street, #2, San Diego, CA 92116	8,195 GRANTS IN AID
SCHMIESING, JOSEPH	19460 County 2, Sauk Centre, MN 46378	10,034 GRANTS IN AID
SCHWAGER, BRUCE	25026 Almond Orchard Lane, Katy, TX 77494	48,936 GRANTS IN AID
SCOTT, GARI	3274 Mannington Drive, Charlotte, NC 28270	26,774 GRANTS IN AID
SEALS, RAYMOND	664 NW Shaw Glen, Lake City, FL 32055	3,837 GRANTS IN AID
SHELTON, ERIC	7337 Versailles Lane, Charlotte, NC 28277	12,524 GRANTS IN AID
SIMS, DOUGLAS	1202 Talbert Avenue, Berkeley, CA 94706	13,817 GRANTS IN AID
SMITH, COREY	5016 Hartwell Loop, Land O Lakes, FL 34638	18,329 GRANTS IN AID
SMITH, RON	11801 N Washington Street, Apt #301, North Glenn, CO 80233	88 GRANTS IN AID
STEVENS, MATTHEW	640 N Broad St., Philadelphia, PA 19130	10,724 GRANTS IN AID
STEWART, ANDREW	3888 159th Street, Surrey, BC V3S043	19,751 GRANTS IN AID
SWEENEY, WALT	5832 Kantor Court, San Diego, CA 92122	19,909 GRANTS IN AID
SWINEY, ERWIN	1129 Germany Dr., Cedar Hill, TX 75104	2,391 GRANTS IN AID
THOMAS, BLAIR	401 Gulph Ridge Drive, king of Prussia, PA 19406	27,299 GRANTS IN AID
THOMPSON, CRAIG	10220 Rose Meadow Lane, Charlotte, NC 28277	12,709 GRANTS IN AID
THOMPSON, MICHAEL	1409 Tree Park Circle, Flowery Branch, GA 30542	7,216 GRANTS IN AID
TOLVER, J.R.	2629 Matera Lane, San Diego, CA 92108	20,000 GRANTS IN AID
TOMASIC, ANDREW	439-D Willow Circle, Allentown, PA 18102	8,912 GRANTS IN AID
TURNER, MARCUS	6381 E. Cantel Street, Long Beach, CA 90815	5,847 GRANTS IN AID
UPPERCO, DANIEL	57 Crescent Drive, New Providence, NJ 07974	5,273 GRANTS IN AID
VAN PELT, BRAD	4130 Forest Road, Harrison, MI 48625	5,133 GRANTS IN AID
VAUGHN, CLARENCE	21790 Goose Cross Terrace, Ashburn, VA 20147	3,977 GRANTS IN AID
WALDRUP, KERWIN	710 20 th Street, Orlando, FL 32805	2,755 GRANTS IN AID
WALKER, TONY	4225 Marrison Place, Indianapolis, IN 46226	11,816 GRANTS IN AID

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PAYEE	ADDRESS	AMOUNT
WALLS, RAY	657 Richland Way, Westfield, IN 46074	3,000 GRANTS IN AID
WASHINGTON, DAVE	360 St. Augustine Drive, Madison, MS 39110	10,022 GRANTS IN AID
WEATHERSPOON, CEPHUS	5322 W. Henderson Place, Santa Ana, CA 92704	2,990 GRANTS IN AID
WEBB, LEE	1125 51 st Street, Los Angeles, CA 90037	6,970 GRANTS IN AID
WENDRYHOSKI, JOE	146 West Park Drive, Twin Lakes, WI 53181	16,205 GRANTS IN AID
WHALEN, JAMES	9112 Askew Street, Keller, TX 76248	7,278 GRANTS IN AID
WHEELER, LEONARD	10300 Otterdale Court, Charlotte, NC 28277	5,750 GRANTS IN AID
WHEELER, TED	821 Oak Park Blvd, Oak Park, MI 48237	12,709 GRANTS IN AID
WICKERT, TOM	1209 Ridgeview Heights, Novata, CA 94947	1,680 GRANTS IN AID
WILKINSON, DANIEL	9211 Black Riffles Court, Great Falls, VA 22066	14,160 GRANTS IN AID
WILLIAMS, DUDLEY	902 Pinion Drive, Apt, 301, Arlington, TX 76017	2,675 GRANTS IN AID
WILLIAMS, GRANT	15723 Summer Ridge Dr, Chesterfield, MO 63017	23,084 GRANTS IN AID
WILLIAMS, TODD	2708 36 th Avenue Terrace East, Bradenton, FL 34208	4,653 GRANTS IN AID
WILLIAMS, TONY	1918 Bridgewater Drive, Lake Mary FL 32746	9,993 GRANTS IN AID
WOODS, STANLEY	239 40 th Street, Apt. 21, Irvington, NJ 07111	5,259 GRANTS IN AID
YARBOROUGH, RYAN	21232 Butterfield Parkway, Matteson, IL 60443	5,400 GRANTS IN AID
YOUNG, RYAN	5844 Sterling Drive, Colleyville, TX 76034	10,190 GRANTS IN AID
		<u>1,367,605</u>
ANDERSON, MAEGAN	1835 1st St., Orange City, FL 32763	2,500 SCHOLARSHIP'S
AUTREY, JOSHUA	5848 Ga Highway 202, Thomasville, GA 31757-2946	3,750 SCHOLARSHIP'S
BERRY, LYNAE	1116 Edenbridge Way, Knoxville, TN 37923	2,500 SCHOLARSHIP'S
BRENTON, ROSALIE	11 Strawberry Ln , Scituate, MA 02066	2,500 SCHOLARSHIP'S
CARLEZON, ROBERT	12 Boulder Ln , Scituate, MA 02066	2,500 SCHOLARSHIP'S
CELERIN, DONOVAN	713 Tuscanny St , Brandon, FL 33511	2,500 SCHOLARSHIP'S
CHEAR, CHAKRIYA	423 East St , Buffalo, NY 14207	2,500 SCHOLARSHIP'S
COUGHENOUR, ALEXA	707 Old Clairton Rd., Jefferson Hills, PA 15025	2,500 SCHOLARSHIP'S
DILL, EVAN	2 Poplar Ln., Warren, NJ 07059	2,500 SCHOLARSHIP'S
FESENMEIER, PAUL	7749 Shagbark Ct , Brownsburg, IN 46112	2,500 SCHOLARSHIP'S
FRISON, COURTNEY	2121 St. Johns Ave , #1, Highland Park, IL 60035	2,500 SCHOLARSHIP'S
GLASER, KARA	110 4th St , P O Box 987, Hebron, OH 43025	2,500 SCHOLARSHIP'S
GRIZER, PHILLIP	343 Bauer St., Pataskala, OH 43062	2,500 SCHOLARSHIP'S
HOLLAND, BENJAMIN	P O Box 351557, Jacksonville, FL 32235-1557	2,500 SCHOLARSHIP'S
HUNEKE, ALINA	13943 N Forest Oak Circle, Davie, FL 33325	2,500 SCHOLARSHIP'S
JAMIESON, DAVID	2970 West Plumb Ln , Reno, NV 89509	2,500 SCHOLARSHIP'S
JONES, KHALI	386 E Rhinehill Rd., Atlanta, GA 30315	2,500 SCHOLARSHIP'S
KRALL, NOAH	5198 Westgate Dr , Oxford, OH 45056	2,500 SCHOLARSHIP'S
KRYSIK, JONATHAN	1610 Suburban Dr , DePere, WI 54115	2,500 SCHOLARSHIP'S
MAEDKE, KIMBERLY	230 N. Adams St , Oconto Falls, WI 54154	2,500 SCHOLARSHIP'S

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PAYEE	ADDRESS	AMOUNT
MCCOLLUM, KATHERINE	7145 King St, Keystone Heights, FL 32656-9166	2,500 SCHOLARSHIP'S
MELE, CHRISTINA	873 Empress Rd., West Chester, PA 19382	2,500 SCHOLARSHIP'S
MEYER, KELSEY	304 Evergreen Dr, Eaton, OH 45320	2,500 SCHOLARSHIP'S
PETERSON, BRITTA ALYCE	63 Nevada Dr, Hazlett, NJ 07730	2,500 SCHOLARSHIP'S
PETRELLA, AMY	6440 Millstone Dr., New Port Richey, FL 34655	2,500 SCHOLARSHIP'S
ROGGENSACK, LEANN	13195 W. Saddlebow Dr, Reno, NV 89511	2,500 SCHOLARSHIP'S
SHEARER, ANDREW	1457 Aster Ct, Winter Park, FL 32792	2,500 SCHOLARSHIP'S
SLAUGHTER, ADRIENNE	1708 Wesley Ave., Evanston, IL 60201	2,500 SCHOLARSHIP'S
SMITH, GRACE	3324 Nugent Blvd., Columbus, TN 47201	2,500 SCHOLARSHIP'S
SMITH, JEREMY	501 Don Vincente, Boulder City, NV 89005	2,500 SCHOLARSHIP'S
STILES, KENDRICK	7504 South Point Rd, Knoxville, TN 37920	2,500 SCHOLARSHIP'S
VENKATARAMAN, SCOTT	2416 Middle River Dr., Ft Lauderdale, FL 33305	2,500 SCHOLARSHIP'S
VINCE, ASHLEY	1115 Olmo Way, Boulder City, NV 89005	2,500 SCHOLARSHIP'S
WEBB, LEE	1125 51st Street, Los Angeles, CA 90037	1,022 SCHOLARSHIP'S
WILDMAN, JENNIFER	8255 FM 1346, San Antonio, TX 78263	2,500 SCHOLARSHIP'S
WILSON, ZANE	227 Kirk Ave, Barnesville, OH 43713	2,500 SCHOLARSHIP'S
YBARRA, TIMOTHY	7331 Deep Spring, San Antonio, TX 78238	2,500 SCHOLARSHIP'S
		<u>92,272</u>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	PROFESSIONAL ATHLETES FOUNDATION		52-1205920
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	1133 20TH STREET, NW		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	WASHINGTON, DC 20036		

Check type of return to be filed (File a separate application for each return):

☐ Form 990
 ☐ Form 990-EZ
 ☐ Form 990-T (sec. 401(a) or 408(a) trust)
 ☐ Form 1041-A
 ☐ Form 5227
 ☐ Form 8870
☐ Form 990-BL
☒ Form 990-PF
☐ Form 990-T (trust other than above)
☐ Form 4720
☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

NFL PLAYERS ASSOCIATION

• The books are in the care of **1133 20TH STREET, NW - WASHINGTON, DC 20036**

Telephone No. **(202) 756-9100**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning , and ending .

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO COMPLETE THE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	14,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	14,000.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Glenn Woodson** Title **CFA** Date **8/6/10**

Form 8868 (Rev. 4-2009)