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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.	<p>Name of foundation MERRILL FOUNDATION, INC. C/O WILBERT H. SIROTA</p> <p>Number and street (or P O box number if mail is not delivered to street address) 111 SOUTH CALVERT STREET Room/suite 2000</p> <p>City or town, state, and ZIP code BALTIMORE, MD 21202</p>	<p>A Employer identification number 52-1490571</p> <p>B Telephone number 410-949-2913</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>
<p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,911,310. (Part I, column (d) must be on cash basis)</p>		<p>J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p>
<p>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))</p> <p>1 Contributions, gifts, grants, etc., received 700,000.</p> <p>2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</p> <p>3 Interest on savings and temporary cash investments 9,381. 9,381.</p> <p>4 Dividends and interest from securities 219,352. 219,352.</p> <p>5a Gross rents</p> <p>b Net rental income or (loss) _____</p> <p>6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 2,552,053.</p> <p>7 Capital gain net income (from Part IV, line 2) 125,349.</p> <p>8 Net short-term capital gain 125,349.</p> <p>9 Income modifications Gross sales less returns and allowances _____</p> <p>10a and allowances</p> <p>b Less Cost of goods sold _____</p> <p>c Gross profit or (loss) _____</p> <p>11 Other income _____</p> <p>12 Total. Add lines 1 through 11 1,054,082. 354,082.</p> <p>13 Compensation of officers, directors, trustees, etc 0. 0.</p> <p>14 Other employee salaries and wages 76,174. 76,174.</p> <p>15 Pension plans, employee benefits 28,326. 20,870.</p> <p>16a Legal fees 104,500. 97,044.</p> <p>b Accounting fees 1,189,869.</p> <p>c Other professional fees 1,294,369. 97,044.</p> <p>17 Interest <240,287. ></p> <p>18 Taxes 257,038.</p> <p>19 Depreciation and depletion N/A</p> <p>20 Occupancy g4</p> <p>21 Travel, conferences, and meetings 25</p> <p>22 Printing and publications 11420505 124255 122500</p> <p>23 Other expenses 2009 02051 00000000 FOUNDATION TNC C/ 122500 1</p> <p>24 Total operating and administrative expenses. Add lines 13 through 23 1,189,869.</p> <p>25 Contributions, gifts, grants paid 1,189,869.</p> <p>26 Total expenses and disbursements. Add lines 24 and 25 1,189,869.</p> <p>27 Subtract line 26 from line 12: 1</p> <p>a Excess of revenue over expenses and disbursements 923501</p> <p>b Net investment income (if negative, enter -0-) 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.</p> <p>c Adjusted net income (if negative, enter -0-) Form 990-PF (2009)</p>		

SCANNED MAY 19 2010

MERRILL FOUNDATION, INC.

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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
	1 Cash - non-interest-bearing		389,681.	695,892.	695,892.
	2 Savings and temporary cash investments				
	3 Accounts receivable ► 5,000.		5,000.	5,000.	5,000.
	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				
Assets	10a Investments - U.S. and state government obligations	STMT 5	1,979,354.	2,398,156.	2,398,456.
	b Investments - corporate stock	STMT 6	8,800,589.	7,916,014.	8,866,124.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 7	2,107,535.	2,026,810.	3,945,838.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		13,282,159.	13,041,872.	15,911,310.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		13,282,159.	13,041,872.	
	30 Total net assets or fund balances		13,282,159.	13,041,872.	
	31 Total liabilities and net assets/fund balances		13,282,159.	13,041,872.	

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 13,282,159.
2 Enter amount from Part I, line 27a	2 <240,287.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 13,041,872.
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 13,041,872.

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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.)
1a FIRST MANHATTAN - SEE ATTACHED SCHEDULE			VARIOUS	VARIOUS
b SECOND FIRST SAVE				
c SECOND FIRST SAVE				
d SKF FRUEHER-REVERSE 2008 SALE				
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 2,497,673.		2,378,692.	118,981.	
b			<10. >	
c			<10,260. >	
d 54,380.		37,742.	16,638.	
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(i) 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		
a			118,981.	
b			<10. >	
c			<10,260. >	
d			16,638.	
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	125,349.
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	1,136,350.	15,001,257.	.075750
2007	8,063,686.	22,260,691.	.362239
2006	1,594,116.	19,369,367.	.082301
2005	1,238,715.	14,969,388.	.082750
2004	1,221,222.	15,971,822.	.076461

2 Total of line 1, column (d)

2 .679501

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 .135900

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 13,664,872.

5 Multiply line 4 by line 3

5 1,857,056.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,570.

7 Add lines 5 and 6

7 1,859,626.

8 Enter qualifying distributions from Part XII, line 4

8 1,189,869.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)	1	5,141.		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1%					
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)					
3	Add lines 1 and 2					
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)					
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	6b	6c		
b	Exempt foreign organizations - tax withheld at source					
c	Tax paid with application for extension of time to file (Form 8868)					
d	Backup withholding erroneously withheld					
7	Total credits and payments. Add lines 6a through 6d					
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached					
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed					
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid					
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ►					
		Refunded ►				
		11				

Part VII-A | Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	Yes	No
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
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? <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
MD			
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	SEE STATEMENT 8	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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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

12 X

August 17, 2008?

13 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

Website address ► **N/A**

14 The books are in care of ► **WILBERT H. SIROTA, ESQ.** Telephone no. ► **410-949-2913**

Located at ► **111 SOUTH CALVERT ST., BALTIMORE, MD**ZIP+4 ► **21202**

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.

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 X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

 Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

 Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

 Yes X 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 X 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 X 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►

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?

1c **X**

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?

 Yes X No

If "Yes," list the years ►

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

N/A2b

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 X 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/A3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a **X**

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?

4b **X**

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

5a During the year did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	
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 <input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
<i>If "Yes" to 6b, file Form 8870.</i>		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	

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

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

(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

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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		

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	13,577,137.
b	Average of monthly cash balances	1b	295,829.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,872,966.
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	13,872,966.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	208,094.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,664,872.
6	Minimum investment return. Enter 5% of line 5	6	683,244.

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	683,244.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,141.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,141.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	678,103.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	678,103.
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	678,103.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	1,189,869.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	1,189,869.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	1,189,869.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				678,103.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	458,887.			
b From 2005	509,516.			
c From 2006	642,260.			
d From 2007	6,990,849.			
e From 2008	393,466.			
f Total of lines 3a through e	8,994,978.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,189,869.			0.	
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			678,103.	
e Remaining amount distributed out of corpus	511,766.			
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:	9,506,744.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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	458,887.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	9,047,857.			
10 Analysis of line 9:				
a Excess from 2005	509,516.			
b Excess from 2006	642,260.			
c Excess from 2007	6,990,849.			
d Excess from 2008	393,466.			
e Excess from 2009	511,766.			

Part XV. Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE ATTACHED SCHEDULE				1189869.
Total			► 3a	1189869.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	9,381.
4 Dividends and interest from securities			14	219,352.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			14	125,349.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.	354,082.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	354,082.

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

MERRILL FOUNDATION, INC. C/O WILBERT H.

52-1490571

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIRST MANHATTAN	165.
FIRST MANHATTAN-TREASURY BILLS	8,218.
J.P. MORGAN	351.
K-1 SECOND FIRST SAVE ASSOC. LP	647.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,381.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST MANHATTAN	177,624.	0.	177,624.
K-1 SECOND FIRST SAVE ASSOC. LP	3,986.	0.	3,986.
SKF FRUEHER-2008 DIVIDEND	37,742.	0.	37,742.
TOTAL TO FM 990-PF, PART I, LN 4	219,352.	0.	219,352.

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 ADVISORY FEES	75,753.	75,753.		0.
MISCELLANEOUS FEES	114.	114.		0.
PASSTHRU FROM FIRST SECOND SAVE, LP	307.	307.		0.
TO FORM 990-PF, PG 1, LN 16C	76,174.	76,174.		0.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	20,870.	20,870.		0.
EXCISE TAX ON INVESTMENT INCOME	7,456.	0.		0.
TO FORM 990-PF, PG 1, LN 18	28,326.	20,870.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILLS	X		2,398,156.	2,398,456.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,398,156.	2,398,456.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,398,156.	2,398,456.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION

FAIR MARKET
BOOK VALUE VALUE

FIRST MANHATTAN - SEE SCHEDULE

7,916,014. 8,866,124.

TOTAL TO FORM 990-PF, PART II, LINE 10B

7,916,014. 8,866,124.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIRST HEALTH LTD	COST	1,000,000.	1,873,955.
FIRST BIOMED	COST	1,000,000.	1,994,228.
SECOND FIRST SAVE ASSOC LP	COST	26,810.	77,655.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,026,810.	3,945,838.

FORM 990-PF

EXPLANATION CONCERNING PART VII-A, LINE 8B

STATEMENT 8

EXPLANATION

THE MARYLAND STATE ATTORNEY GENERAL DOES NOT REQUIRE A COPY OF FORM 990-PF FROM A FOUNDATION THAT DOES NOT SOLICIT CONTRIBUTIONS WITHIN THE STATE.

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 EXPENSE CONTRIB ACCOUNT
ELEANOR MERRILL 312 RUGBY COVE RD. ARNOLD, MD 21012	CHAIRMAN 0.00	0.	0.
NANCY MERRILL 768 FAIRVIEW AVENUE, APT D ANNAPOLIS, MD 21403	PRESIDENT AND DIRECTOR 0.00	0.	0.
WIL SIROTA 111 SOUTH CALVERT STREET BALTIMORE, MD 21202	SECRETARY AND TREASURER 0.00	0.	0.
CATHERINE MERRILL WILLIAMS 2323 WYOMING STREET, NW WASHINGTON, DC 20008	DIRECTOR 0.00	0.	0.
DOUGLAS MERRILL 16 SPINNAKER LANE SHELBOURNE, VT 05482	DIRECTOR 0.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.

Merrill Foundation, Inc.

EIN 52-1490571

Tax Year: December 31, 2009

Form 990PF, Attachment to Statement 8**Cost and Fair Market Value****Corporate Stocks at First Manhattan**

Shares	Name	Cost	Fair Market Value
14,100	Erste Bank Der Oesterreichisch	\$ 839,142.00	\$ 530,160.00
14,300	Reckitt Benckiser Group, PLC	224,825.00	774,846.00
24,300	Sanvik AB	311,946.00	290,385.00
45,200	SKF Frueher AB Svenska	836,623.00	782,638.00
17,400	Brookfield Asset Management Inc	305,383.00	385,932.00
5,900	Canadian Natural Res Ltd	298,238.00	424,505.00
7,100	Chubb Corporation	281,186.00	349,178.00
23,361	Discovery Communications Inc	327,070.00	716,482.00
10,805	Directv	136,433.00	360,347.00
30,922	Liberty Global Inc Com Ser A	612,328.00	676,883.00
9,491	Lowe's Companies Inc	253,813.00	221,998.00
21,656	MGIC Investment Corp	407,384.00	125,174.00
26,750	Nestle SA-Sponsored ADR	659,234.00	1,299,007.00
5,700	Novartis AG-Sponsored ADR	320,341.00	310,251.00
58,185	Old Republic International	994,961.00	584,181.00
40,935	PMI Group Inc	486,641.00	103,157.00
18,800	Wabco Holdings Inc	196,953.00	484,852.00
15,300	Weight Watchers Intl Inc	421,254.00	446,148.00
	Unlocated Difference	2,259.00	
		<hr/> <u>\$ 7,916,014.00</u>	<hr/> <u>\$ 8,866,124.00</u>

FIRST MANHATTAN CO.
SCHEDULE OF REALIZED GAINS & LOSSES
AS OF 12/31/09

1/07/10

54Z-002930-1 THE MERRILL FOUNDATION

NO. OF SHARES	SECURITY	BOUGHT DATE	SOLD DATE	NET PROCEEDS	COST OR OTHER BASIS	SHORT TERM GAIN OR LOSS	LONG TERM GAIN OR LOSS
THE MERRILL FOUNDATION							

Items for inclusion on Schedule D Part I (Short-term capital gains and losses) and Part II (Long-terms capital gains and losses):

115.00000 ASCENT MEDIA COM SER A	6/03/02 7/30/09	3,222.88	2,715.23	507.65
39.00000 ASCENT MEDIA COM SER A	7/11/02 7/30/09	1,092.98	606.35	486.63
6.00000 ASCENT MEDIA COM SER A	12/02/02 7/30/09	168.15	116.95	51.20
36.00000 ASCENT MEDIA COM SER A	1/24/05 7/30/09	1,008.12	890.12	118.78
715.00000 ASCENT MEDIA COM SER A	7/21/05 7/30/09	20,037.93	17,028.24	3,009.69
865.00000 ASCENT MEDIA COM SER A	8/10/05 7/30/09	24,241.69	19,534.93	4,706.76
365.00000 ASCENT MEDIA COM SER A	5/11/06 7/30/09	10,229.15	8,384.87	1,844.28
195.00000 ASCENT MEDIA COM SER A	5/11/06 7/30/09	5,464.89	4,484.14	980.75
5.00000 FOREST OIL CORP COM	3/06/06 7/30/09	87,585.83	180,843.66	93,257.83
1,500.00000 FOREST OIL CORP COM	5/11/06 7/30/09	25,024.52	55,344.43	30,319.91
700.00000 FOREST OIL CORP COM	6/14/06 7/30/09	11,678.11	20,531.50	8,853.39
1,155.00000 LIBERTY CAPITAL SER A	6/03/02 7/30/09	16,464.53	12,673.45	3,791.08
385.00000 LIBERTY CAPITAL SER A	7/11/02 7/30/09	5,488.18	2,830.18	2,658.00
61.00000 LIBERTY CAPITAL SER A	12/02/02 7/30/09	869.56	545.90	323.66
360.00000 LIBERTY CAPITAL SER A	1/24/05 7/30/09	5,131.80	4,154.71	977.09
3,440.00000 LIBERTY CAPITAL SER A	10/21/05 7/30/09	49,037.21	34,372.39	14,654.82
4,550.00000 MARINER ENERGY INC	5/11/06 7/30/09	54,449.70	92,661.02	38,211.32
2,700.00000 MARINER ENERGY INC	5/11/06 7/30/09	32,310.81	55,064.73	22,753.92
1,300.00000 MARINER ENERGY INC	6/14/06 7/30/09	15,557.06	19,837.91	4,280.85
.86150 POST PROPERTIES INC	10/12/06 7/30/09	11,68	42.02	30.34
66.15240 POST PROPERTIES INC	1/12/07 7/30/09	896.84	3,007.29	2,110.45
.65570 POST PROPERTIES INC	4/12/07 7/30/09	8.89	30.16	21.27
.58220 POST PROPERTIES INC	7/12/07 7/30/09	7.89	30.45	22.56
.72170 POST PROPERTIES INC	10/12/07 7/30/09	9.78	30.71	20.93
.98350 POST PROPERTIES INC	1/14/08 7/30/09	13.33	31.04	17.71
.84060 POST PROPERTIES INC	4/14/08 7/30/09	11.40	31.48	20.08
1.18840 POST PROPERTIES INC	7/14/08 7/30/09	16.11	31.86	15.75
1.01400 POST PROPERTIES INC	10/14/08 7/30/09	13.75	23.79	
15,200.00000 SANDVIK AB SHS	3/10/08 7/31/09	138,465.55	246,979.40	108,513.85
9,200.00000 SANDVIK AB SHS	6/05/08 7/31/09	83,808.09	149,070.32	65,262.23
1,155.00000 POST PROPERTIES INC	10/14/08 7/30/09	5.00	8	3.51
1,385.00000 DISCOVERY COMM. INC SER C	6/03/02 9/14/09	29,314.19	14,831.54	14,482.65
61.00000 DISCOVERY COMM. INC SER C	7/11/02 9/14/09	9,771.40	3,312.15	6,459.29
360.00000 DISCOVERY COMM. INC SER C	12/02/02 9/14/09	1,548.20	628.55	919.65
4,143.00000 DISCOVERY COMM. INC SER C	1/24/05 9/14/09	9,136.89	4,862.19	4,274.70
3,007.00000 DISCOVERY COMM. INC SER C	7/21/05 9/14/09	105,150.37	53,896.14	51,254.23
8,650.00000 DISCOVERY COMM. INC SER C	7/21/05 9/15/09	76,867.62	39,117.96	37,749.66
3,650.00000 DISCOVERY COMM. INC SER C	8/10/05 9/15/09	221,119.04	106,706.54	114,412.50
1,950.00000 DISCOVERY COMM. INC SER C	5/11/06 9/15/09	93,304.57	45,801.08	47,503.49
12,500.00000 COLUMBIA SPORTSWEAR CO COM	5/11/06 9/15/09	49,847.64	24,493.94	25,353.70
12,000.00000 DREW INDUSTRIES INC NEW	1/17/06 9/21/09	524,336.52	594,046.20	69,709.68
8,650.00000 DREW INDUSTRIES INC NEW	6/10/08 9/23/09	263,974.21	239,079.22	24,894.99
1,080.00000 LIBERTY MEDIA CORP NEW LIB STR	6/10/08 9/24/09	15,374.60	13,946.29	1,428.31
4,851.00000 ROCKWELL COLLINS INC COM	10/21/05 12/11/09	51,735.36	15,159.21	36,576.15
349.00000 ROCKWELL COLLINS INC COM	10/22/08 12/21/09	271,953.36	173,261.97	98,691.39
	10/22/08 12/21/09	19,565.39	12,247.75	7,317.64

54Z-002930-1 PM548 MGR-087		THE MERRILL FOUNDATION					
NO. OF SHARES	SECURITY	BOUGHT	DATE SOLD	NET PROCEEDS	COST OR OTHER BASIS	SHORT TERM GAIN OR LOSS	LONG TERM GAIN OR LOSS
52.00000	ROCKWELL COLLINS INC COM	1/23/09	12/21/09	2,915.19	1,889.27	1,025.92	
2,848.00000	ROCKWELL COLLINS INC COM	1/23/09	12/22/09	159,425.86	103,473.88	55,951.98	
	TOTALS			2,497,672.69	2,378,691.67	56,964.35	62,016.67
	GRAND TOTALS			2,497,672.69	2,378,691.67	56,964.35	62,016.67

This schedule is provided for general information purposes. It does not reflect any bond discount or premium amortization nor has it been verified for completeness or accuracy. ***

Merrill Foundation**EIN 52-1490571****Tax Year: December 31, 2009****Part XV-Line 3 - Other Contributions, Gifts and Grants**

<u>Recipient Name and Address</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Johns Hopkins University SAIS 1740 Massachusetts Ave, NW Washington, DC 20036	Charitable	Medical	None	425,000.00
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	Charitable	Environmental	None	250,000.00
The Aspen Institute 1 Dupont Circle NW, #700 Washington, DC 20036	Charitable	Environmental	None	135,000.00
Dickinson College Carlisle, PA 17013	Charitable	Educational	None	50,000.00
Cornell University 300 Daly Hall Ithaca, NY 14853	Charitable	Educational	None	42,000.00
University of Maryland Plus Merrill Presidential Scholars 1101 Main Administration Bldg College Park, MD 20742	Charitable	Educational	None	35,600.00
American Enterprise Institute 1150 Seventeenth Street, N.W. Washington, DC 20036	Charitable	Educational	None	30,000.00
The Conservation Fund 1800 N. Kent St, #1120 Arlington, VA 22209	Charitable	Environmental	None	25,000.00
American Council of Trustees & Alumni 1726 M Street NW, #800 Washington, DC 20036	Charitable	Educational	None	25,000.00
Starlight Children's Foundation 2020 K Street, NW Washington, DC 20006	Charitable	Medical	None	20,000.00
The SEED Foundation 1776 Massachusetts Ave, NW, Ste 600 Washington, DC 20036	Charitable	Educational	None	20,000.00

<u>Recipient Name and Address</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Ford's Theatre 511 10th Street, NW Washington, DC 20004	Charitable	Support for the Arts	None	15,000.00
The Shakespeare Theatre 450 7th Street NW Washington, DC 20004	Charitable	Support for the Arts	None	15,000.00
Anne Arundel Medical Center 2001 Medical Parkway Annapolis, MD 21401	Charitable	Medical	None	10,000.00
Center for Strategic & Budgetary Assessment 1667 K Street NW, Suite 900 Washington, DC 20006	Charitable	Educational	None	10,000.00
Anne Arundel Community College 101 College Parkway Arnold, MD 21012	Charitable	Educational	None	5,000.00
The JFK Center for the Performing Arts 2700 F Street NW Washington, DC 20566	Charitable	Support for the Arts	None	5,000.00
Foundation for the National Archives 700 Pennsylvania Ave NW, Rm G-12 Washington, DC 20408	Charitable	Historical	None	5,000.00
The River School 4880 MacArthur Blvd, NW Washington, DC 20007	Charitable	Educational	None	5,000.00
Newseum 555 Pennsylvania Ave NW Washington, DC 20001	Charitable	Educational	None	5,000.00
Hospice of the Chesapeake 445 Defense Highway Annapolis, MD 21401	Charitable	Medical	None	5,000.00
Yellow Ribbon Fund 7200 Wisconsin Avenue, Suite 310 Bethesda, Maryland 20814	Charitable	Educational	None	5,000.00
Sibley Memorial Hospital 5255 Loughboro Road, NW Washington, DC 20016	Charitable	Medical	None	5,000.00

<u>Recipient Name and Address</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Severn School 201 Water Street Severna Park, MD 21146	Charitable	Educational	None	5,000.00
National Gallery of Art 4th and Constitution Ave NW Washington, DC 20565	Charitable	Support for the Arts	None	5,000.00
Signature Theatre 4200 Campbell Avenue Arlington, VA 22206	Charitable	Support for the Arts	None	5,000.00
Barker Foundation 7979 Old Georgetown Rd, 1st Floor Bethesda, MD 20814	Charitable	Medical	None	5,000.00
National Rehabilitation Hospital 102 Irving Street, NW Washington, DC 20010	Charitable	Medical	None	3,000.00
Woodrow Wilson Center 1300 Pennsylvania Ave NW Washington, DC 20004	Charitable	Educational	None	2,500.00
Columbia Lighthouse 1120 20th Street, NW, Suite 750 South Washington, DC 20036	Charitable	Medical	None	2,500.00
Friends of the Rappahannock P.O. Box 7254 Fredericksburg, VA 22404	Charitable	Environmental	None	2,000.00
ETV Endowment of SC P.O. Box 707 Columbia, SC 29202	Charitable	Environmental	None	2,000.00
St. John's College 60 College Avenue Annapolis, MD 21401	Charitable	Educational	None	1,500.00
Salvation Army 351 Hilltop Lane Annapolis, MD 21403	Charitable	Social Welfare	None	1,500.00
Anne Arundel County Public Library Found 5 Harry S. Truman Parkway Annapolis, MD 21401	Charitable	Educational	None	1,500.00
Merrill Family Sailing Center Cornell University Ithaca, NY 14853	Charitable	Educational	None	1,019.00

<u>Recipient Name and Address</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Green Mountain Council Camp Sunrise Boat House Fund P.O. Box 557 Waterbury, VT 05676-0557	Charitable	Educational	None	1,000.00
Ocean Alliance 191 Weston Road Lincoln, MA 01773	Charitable	Environmental	None	1,000.00
YMCA Camp Letts 4003 Camp Letts Road Edgewaer, MD 21037	Charitable	Educational	None	500.00
Foundation Management Institute	Charitable	Educational	None	
Friends of Mitchell Park, DC 2401 Tracy PI Nw Washington, DC 20008-1628	Charitable	Environmental	None	500.00
Community Foundation of the Chesapeake 914 Bay Ridge Road #211 Annapolis, MD 21403	Charitable	Environmental	None	500.00
CREATE Foundation	Charitable	Educational	None	500.00
Philanthropy Roundtable 1150 17th Street NW Washington, DC	Charitable	Educational	None	250.00
Severn River Association 2128 Renard Street Annapolis, MD 21401	Charitable	Environmental	None	250.00
Chesapeake Bay Maritime Museum 213 N Talbot Street St. Michaels, MD 21663	Charitable	Environmental	None	250.00
Total 2009 Merrill Foundation Grants				\$ 1,189,869.00