Form **990-PF** | **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 , 2009, 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

WILLIAM ORR DINGWALL FOUNDATION, INC.
c/o JOHN D. WARD, ESQUIRE
2201 N STREET, NW SUITE 117
WASHINGTON, DC 20037

A Employer identification number: 52-1877552

B Telephone number (see the instructions): (202) 223-3730

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ►$ 6,001,523.

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

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

		(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 (att sch)				
2	Ck ► [X] if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	46,244.	46,244.		
4	Dividends and interest from securities	52,535.	52,535.		
5a	Gross rents				
b	Net rental income or (loss)		Statement 1		
6a	Net gain/(loss) from sale of assets not on line 10	-470,245.			
b	Gross sales price for all assets on line 6a 1,474,963.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	-371,466.	98,779.	0.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 2	1,915.	1,915.		
b	Accounting fees (attach sch) See St 3	4,300.	4,300.		
c	Other prof fees (attach sch) See St 4	23,310.	23,310.		
17	Interest				
18	Taxes (attach schedule)(see instr) See Stm 5	3,392.	3,392.		
19	Depreciation (attach sch) and depletion	4,082.	4,082.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 6	30,831.	30,831.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	67,830.	67,830.		
25	Contributions, gifts, grants paid Part XV	505,980.			505,980.
26	**Total expenses and disbursements.** Add lines 24 and 25	573,810.	67,830.	0.	505,980.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-945,276.			
b	Net investment income (if negative, enter -0-)		30,949.		
c	Adjusted net income (if negative, enter -0-)			0.	

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

25

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	423,608.	1,043,325.	1,043,325.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	11,996.	1,440.	1,440.
	10a Investments – U S and state government obligations (attach schedule)	299,790.	500,122.	503,657.
	b Investments – corporate stock (attach schedule)	6,569,780.	4,818,353.	3,895,619.
	c Investments – corporate bonds (attach schedule)	547,341.	548,081.	550,679.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ► 12,246.			
	Less accumulated depreciation (attach schedule) See Stmt 7 ► 5,443.	10,885.	6,803.	6,803.
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	7,863,400.	6,918,124.	6,001,523.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	7,863,400.	6,918,124.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	7,863,400.	6,918,124.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	7,863,400.	6,918,124.	

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	7,863,400.
2	Enter amount from Part I, line 27a	2	-945,276.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	6,918,124.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,918,124.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	N/A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 — **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	339,872.	6,863,018.	0.049522
2007	403,632.	8,105,563.	0.049797
2006	217,480.	7,719,805.	0.028172
2005	70,959.	53,788.	1.319235
2004	90,425.	41,370.	2.185763

2	**Total** of line 1, column (d)	2	3.632489
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.726498
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,346,160.
5	Multiply line 4 by line 3	5	3,883,975.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	309.
7	Add lines 5 and 6	7	3,884,284.
8	Enter qualifying distributions from Part XII, line 4	8	505,980.

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 the instructions)

1 a	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 instr.)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	619.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	619.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	619.
6	Credits/Payments			
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 1,440.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,440.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	821.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ► 620.	**Refunded** ►	11	201.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► N/A			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JOHN D WARD Telephone no ►

Located at ► 2201 N STREET, NW SUITE 117 WASHINGTON DC ZIP + 4 ► 20037

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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
1 a	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 the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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 the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? — **5b** X (No)

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — **6b** X (No)

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? — **7b** 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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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	5,131,491.
b Average of monthly cash balances	1b	296,083.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	5,427,574.
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	5,427,574.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	81,414.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,346,160.
6 **Minimum investment return.** Enter 5% of line 5	6	267,308.

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	267,308.
2a Tax on investment income for 2009 from Part VI, line 5 — 2a: 619.		
b Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c Add lines 2a and 2b	2c	619.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	266,689.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	266,689.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	266,689.

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	505,980.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	505,980.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	505,980.

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				266,689.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 — 68,738.				
b From 2005 — 68,270.				
c From 2006				
d From 2007 — 10,347.				
e From 2008				
f **Total** of lines 3a through e	147,355.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 505,980.				
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				266,689.
e Remaining amount distributed out of corpus	239,291.			
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	386,646.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	68,738.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	317,908.			
10 Analysis of line 9				
a Excess from 2005 — 68,270.				
b Excess from 2006				
c Excess from 2007 — 10,347.				
d Excess from 2008				
e Excess from 2009 — 239,291.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year — see instructions.)**

1 Information Regarding Foundation Managers:

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

See Statement 9

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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 10				
Total			► **3a**	505,980.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	46,244.	
4 Dividends and interest from securities			14	52,535.	
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					-470,245.
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)				98,779.	-470,245.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -371,466.

(See worksheet in the instructions for line 13 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of.			
(1) Cash	1a (1)		X
(2) Other assets	1a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

SIGN HERE

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

► X [signature], President X 8/10/10 ► Director

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only			
Preparer's signature ► [signature]	Date 7/26/10	Check if self-employed ► ☒	Preparer's Identifying number (See Signature in the instrs) P00098369
Firm's name (or yours if self-employed), address, and ZIP code ► PHILIP F. CACCAMO, C.P.A 68 MITCHELL BLVD STE 125 SAN RAFAEL, CA 94903-2017		EIN ► 20-5801649	
		Phone no ► (415) 472-2302	

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description: 100000 FEDERAL FARM CR BK
Date Acquired: 1/13/2009
How Acquired: Purchase
Date Sold: 12/03/2009
To Whom Sold:
Gross Sales Price: 100,000.
Cost or Other Basis: 100,000.
Basis Method: Cost
Gain (Loss) 0.

Description: 4821.601 COLUMBIA ACORN FUND
Date Acquired: 11/07/2006
How Acquired: Purchase
Date Sold: 9/02/2009
To Whom Sold:
Gross Sales Price: 100,000.
Cost or Other Basis: 148,844.
Basis Method: Cost
Gain (Loss) -48,844.

Description: 3698.225 DWS DREMAN SMALL CAP VALUE FUND
Date Acquired: 11/07/2006
How Acquired: Purchase
Date Sold: 9/02/2009
To Whom Sold:
Gross Sales Price: 100,000.
Cost or Other Basis: 145,342.
Basis Method: Cost
Gain (Loss) -45,342.

Description: 4083.299 THE GROWTH FUND OF AMERICA
Date Acquired: 10/30/2006
How Acquired: Purchase
Date Sold: 9/02/2009
To Whom Sold:
Gross Sales Price: 100,000.
Cost or Other Basis: 136,097.
Basis Method: Cost
Gain (Loss) -36,097.

Description: 10431.154 DAVIS NEW YORK VENTURE CLASS A
Date Acquired: 10/30/2006
How Acquired: Purchase
Date Sold: 10/30/2009
To Whom Sold:
Gross Sales Price: 300,000.
Cost or Other Basis: 387,415.
Basis Method: Cost
Gain (Loss) -87,415.

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	7870.917 THE GROWTH FUND OF AMERICA		
Date Acquired:	10/30/2006		
How Acquired:	Purchase		
Date Sold:	10/30/2009		
To Whom Sold:			
Gross Sales Price:	200,000.		
Cost or Other Basis:	262,339.		
Basis Method:	Cost		
		Gain (Loss)	-62,339.
Description:	5417.118 BLACKROCK MID CAP VALUE EQUITY FUND		
Date Acquired:	11/07/2006		
How Acquired:	Purchase		
Date Sold:	11/09/2009		
To Whom Sold:			
Gross Sales Price:	50,000.		
Cost or Other Basis:	77,411.		
Basis Method:	Cost		
		Gain (Loss)	-27,411.
Description:	1159.286 CALAMOS GROWTH FUND		
Date Acquired:	11/07/2006		
How Acquired:	Purchase		
Date Sold:	11/09/2009		
To Whom Sold:			
Gross Sales Price:	50,000.		
Cost or Other Basis:	65,071.		
Basis Method:	Cost		
		Gain (Loss)	-15,071.
Description:	2169.197 COLUMBIA ACORN FUND		
Date Acquired:	11/07/2006		
How Acquired:	Purchase		
Date Sold:	11/09/2009		
To Whom Sold:			
Gross Sales Price:	50,000.		
Cost or Other Basis:	66,964.		
Basis Method:	Cost		
		Gain (Loss)	-16,964.
Description:	1666.111 DWS DREMAN SMALL CAP VALUE FUND		
Date Acquired:	11/07/2007		
How Acquired:	Purchase		
Date Sold:	11/09/2009		
To Whom Sold:			
Gross Sales Price:	50,000.		
Cost or Other Basis:	65,479.		
Basis Method:	Cost		
		Gain (Loss)	-15,479.

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	4918.033 DAVIS NEW YORK VENTURE CLASS A		
Date Acquired:	10/30/2006		
How Acquired:	Purchase		
Date Sold:	11/09/2009		
To Whom Sold:			
Gross Sales Price:	150,000.		
Cost or Other Basis:	182,657.		
Basis Method:	Cost		
		Gain (Loss)	-32,657.
Description:	5580.357 THE GROWTH FUND OF AMERICA		
Date Acquired:	10/30/2006		
How Acquired:	Purchase		
Date Sold:	11/09/2009		
To Whom Sold:			
Gross Sales Price:	150,000.		
Cost or Other Basis:	185,994.		
Basis Method:	Cost		
		Gain (Loss)	-35,994.
Description:	0.333 HSBC HLDGS PLC		
Date Acquired:	5/08/2008		
How Acquired:	Purchase		
Date Sold:	4/16/2009		
To Whom Sold:			
Gross Sales Price:	3.		
Cost or Other Basis:	6.		
Basis Method:	Cost		
		Gain (Loss)	-3.
Description:	93 HSBC HLDGS PLC		
Date Acquired:	4/08/2009		
How Acquired:	Purchase		
Date Sold:	11/16/2009		
To Whom Sold:			
Gross Sales Price:	5,966.		
Cost or Other Basis:	1,719.		
Basis Method:	Cost		
		Gain (Loss)	4,247.
Description:	40.5 NORTEL NETWORKS		
Date Acquired:	6/17/2005		
How Acquired:	Purchase		
Date Sold:	1/22/2009		
To Whom Sold:			
Gross Sales Price:	3.		
Cost or Other Basis:	1,078.		
Basis Method:	Cost		
		Gain (Loss)	-1,075.

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	498.5 NORTEL NETWORKS		
Date Acquired:	5/10/2006		
How Acquired:	Purchase		
Date Sold:	1/22/2009		
To Whom Sold:			
Gross Sales Price:	41.		
Cost or Other Basis:	13,295.		
Basis Method:	Cost		
		Gain (Loss)	-13,254.
Description:	380 NORTEL NETWORKS		
Date Acquired:	11/15/2006		
How Acquired:	Purchase		
Date Sold:	1/22/2009		
To Whom Sold:			
Gross Sales Price:	31.		
Cost or Other Basis:	7,934.		
Basis Method:	Cost		
		Gain (Loss)	-7,903.
Description:	305 CIBA HLDG AG		
Date Acquired:	11/28/2007		
How Acquired:	Purchase		
Date Sold:	4/16/2009		
To Whom Sold:			
Gross Sales Price:	6,567.		
Cost or Other Basis:	6,569.		
Basis Method:	Cost		
		Gain (Loss)	-2.
Description:	140 HYPO REAL ESTATE ADR		
Date Acquired:	1/06/2004		
How Acquired:	Purchase		
Date Sold:	4/27/2009		
To Whom Sold:			
Gross Sales Price:	250.		
Cost or Other Basis:	3,808.		
Basis Method:	Cost		
		Gain (Loss)	-3,558.
Description:	425 ELECTROBRAS CENTRAIS ELECTRICIAS		
Date Acquired:	1/06/2004		
How Acquired:	Purchase		
Date Sold:	6/22/2009		
To Whom Sold:			
Gross Sales Price:	6,172.		
Cost or Other Basis:	3,613.		
Basis Method:	Cost		
		Gain (Loss)	2,559.

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	80 ASTRAZENECA PLC		
Date Acquired:	5/24/2007		
How Acquired:	Purchase		
Date Sold:	7/01/2009		
To Whom Sold:			
Gross Sales Price:	3,573.		
Cost or Other Basis:	4,288.		
Basis Method:	Cost		
		Gain (Loss)	-715.
Description:	610 THOMSON SPONS ADR		
Date Acquired:	6/28/2006		
How Acquired:	Purchase		
Date Sold:	7/01/2009		
To Whom Sold:			
Gross Sales Price:	531.		
Cost or Other Basis:	9,650.		
Basis Method:	Cost		
		Gain (Loss)	-9,119.
Description:	925 THOMSON SPONS ADR		
Date Acquired:	7/07/2006		
How Acquired:	Purchase		
Date Sold:	7/01/2009		
To Whom Sold:			
Gross Sales Price:	805.		
Cost or Other Basis:	15,057.		
Basis Method:	Cost		
		Gain (Loss)	-14,252.
Description:	670 KINGFISHER PLC		
Date Acquired:	7/06/2007		
How Acquired:	Purchase		
Date Sold:	7/23/2009		
To Whom Sold:			
Gross Sales Price:	4,539.		
Cost or Other Basis:	6,024.		
Basis Method:	Cost		
		Gain (Loss)	-1,485.
Description:	505 MITSUBISHI UFJ FNL GROUP INC		
Date Acquired:	1/06/2004		
How Acquired:	Purchase		
Date Sold:	8/10/2009		
To Whom Sold:			
Gross Sales Price:	3,168.		
Cost or Other Basis:	3,936.		
Basis Method:	Cost		
		Gain (Loss)	-768.

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	370 MITSUBISHI UFJ FNL GROUP INC		
Date Acquired:	6/08/2005		
How Acquired:	Purchase		
Date Sold:	8/10/2009		
To Whom Sold:			
Gross Sales Price:	2,321.		
Cost or Other Basis:	3,152.		
Basis Method:	Cost		
		Gain (Loss)	-831.
Description:	2 INFINEON TECHNOLOGIES		
Date Acquired:	2/22/2008		
How Acquired:	Purchase		
Date Sold:	8/21/2009		
To Whom Sold:			
Gross Sales Price:	0.		
Cost or Other Basis:	1.		
Basis Method:	Cost		
		Gain (Loss)	-1.
Description:	740 INFINEON TECHNOLOGIES		
Date Acquired:	1/23/2006		
How Acquired:	Purchase		
Date Sold:	9/09/2009		
To Whom Sold:			
Gross Sales Price:	4,076.		
Cost or Other Basis:	6,494.		
Basis Method:	Cost		
		Gain (Loss)	-2,418.
Description:	326 INFINEON TECHNOLOGIES		
Date Acquired:	1/23/2006		
How Acquired:	Purchase		
Date Sold:	9/09/2009		
To Whom Sold:			
Gross Sales Price:	1,796.		
Cost or Other Basis:	569.		
Basis Method:	Cost		
		Gain (Loss)	1,227.
Description:	369 INFINEON TECHNOLOGIES		
Date Acquired:	2/22/2008		
How Acquired:	Purchase		
Date Sold:	9/09/2009		
To Whom Sold:			
Gross Sales Price:	2,032.		
Cost or Other Basis:	2,686.		
Basis Method:	Cost		
		Gain (Loss)	-654.

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description: 415 TELEMEX INTERNACIONAL SAB DE CV SPON
Date Acquired: 5/19/2005
How Acquired: Purchase
Date Sold: 9/11/2009
To Whom Sold:
Gross Sales Price: 5,956.
Cost or Other Basis: 3,385.
Basis Method: Cost
Gain (Loss) 2,571.

Description: 0.440 VIVO PARTICIPACOES S A SPON
Date Acquired: 1/06/2004
How Acquired: Purchase
Date Sold: 9/11/2009
To Whom Sold:
Gross Sales Price: 10.
Cost or Other Basis: 15.
Basis Method: Cost
Gain (Loss) -5.

Description: 486 INFINEON TECHNOLOGIES
Date Acquired: 2/22/2008
How Acquired: Purchase
Date Sold: 9/23/2009
To Whom Sold:
Gross Sales Price: 2,694.
Cost or Other Basis: 3,538.
Basis Method: Cost
Gain (Loss) -844.

Description: 382 INFINEON TECHNOLOGIES
Date Acquired: 2/22/2008
How Acquired: Purchase
Date Sold: 9/23/2009
To Whom Sold:
Gross Sales Price: 2,118.
Cost or Other Basis: 544.
Basis Method: Cost
Gain (Loss) 1,574.

Description: 460 KOREA ELEC PWR CO
Date Acquired: 5/25/2004
How Acquired: Purchase
Date Sold: 10/06/2009
To Whom Sold:
Gross Sales Price: 6,881.
Cost or Other Basis: 4,047.
Basis Method: Cost
Gain (Loss) 2,834.

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	65 HSBC HLDGS PLC		
Date Acquired:	1/18/2007		
How Acquired:	Purchase		
Date Sold:	10/19/2009		
To Whom Sold:			
Gross Sales Price:	3,781.		
Cost or Other Basis:	5,412.		
Basis Method:	Cost		
		Gain (Loss)	-1,631.
Description:	25 HSBC HLDGS PLC		
Date Acquired:	1/18/2007		
How Acquired:	Purchase		
Date Sold:	10/30/2009		
To Whom Sold:			
Gross Sales Price:	1,410.		
Cost or Other Basis:	2,082.		
Basis Method:	Cost		
		Gain (Loss)	-672.
Description:	20 HSBC HLDGS PLC		
Date Acquired:	3/14/2007		
How Acquired:	Purchase		
Date Sold:	10/30/2009		
To Whom Sold:			
Gross Sales Price:	1,128.		
Cost or Other Basis:	1,559.		
Basis Method:	Cost		
		Gain (Loss)	-431.
Description:	45 HSBC HLDGS PLC		
Date Acquired:	3/14/2007		
How Acquired:	Purchase		
Date Sold:	11/10/2009		
To Whom Sold:			
Gross Sales Price:	2,716.		
Cost or Other Basis:	3,508.		
Basis Method:	Cost		
		Gain (Loss)	-792.
Description:	55 HSBC HLDGS PLC		
Date Acquired:	3/14/2007		
How Acquired:	Purchase		
Date Sold:	10/16/2009		
To Whom Sold:			
Gross Sales Price:	3,528.		
Cost or Other Basis:	4,288.		
Basis Method:	Cost		
		Gain (Loss)	-760.

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	4 HSBC HLDGS PLC		
Date Acquired:	5/15/2007		
How Acquired:	Purchase		
Date Sold:	11/16/2009		
To Whom Sold:			
Gross Sales Price:	257.		
Cost or Other Basis:	323.		
Basis Method:	Cost		
		Gain (Loss)	-66.

Description:	1 HSBC HLDGS PLC		
Date Acquired:	7/06/2007		
How Acquired:	Purchase		
Date Sold:	11/16/2009		
To Whom Sold:			
Gross Sales Price:	64.		
Cost or Other Basis:	86.		
Basis Method:	Cost		
		Gain (Loss)	-22.

Description:	2 HSBC HLDGS PLC		
Date Acquired:	10/05/2007		
How Acquired:	Purchase		
Date Sold:	11/16/2009		
To Whom Sold:			
Gross Sales Price:	128.		
Cost or Other Basis:	162.		
Basis Method:	Cost		
		Gain (Loss)	-34.

Description:	2 HSBC HLDGS PLC		
Date Acquired:	1/17/2008		
How Acquired:	Purchase		
Date Sold:	11/16/2009		
To Whom Sold:			
Gross Sales Price:	128.		
Cost or Other Basis:	156.		
Basis Method:	Cost		
		Gain (Loss)	-28.

Description:	5 HSBC HLDGS PLC		
Date Acquired:	5/08/2008		
How Acquired:	Purchase		
Date Sold:	11/16/2009		
To Whom Sold:			
Gross Sales Price:	321.		
Cost or Other Basis:	379.		
Basis Method:	Cost		
		Gain (Loss)	-58.

Statement 1 (continued)
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	34 BRASIL TELECOM
Date Acquired:	1/01/2006
How Acquired:	Purchase
Date Sold:	11/17/2009
To Whom Sold:	
Gross Sales Price:	1,969.
Cost or Other Basis:	2,232.
Basis Method:	Cost

Gain (Loss) -263.

Total $ -470,245.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
JOHN D. WARD, ESQ.	$ 1,915.	$ 1,915.		
Total	$ 1,915.	$ 1,915.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PHILIP F. CACCAMO, CPA	$ 4,300.	$ 4,300.		
Total	$ 4,300.	$ 4,300.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ANNET ISA	$ 23,310.	$ 23,310.		
Total	$ 23,310.	$ 23,310.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL TAXES	$ 355.	$ 355.		
FOREIGN TAXES PAID	3,037.	3,037.		
Total	$ 3,392.	$ 3,392.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADMINISTRATIVE	$ 14,856.	$ 14,856.		
ASSOCIATION DUES	495.	495.		
BANK FEES	728.	728.		
INSURANCE	1,154.	1,154.		
INVESTMENT FEE	10,898.	10,898.		
WEB HOSTING	2,700.	2,700.		
Total	$ 30,831.	$ 30,831.	$ 0.	$ 0.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	$ 12,246.	$ 5,443.	$ 6,803.	$ 6,803.
Total	$ 12,246.	$ 5,443.	$ 6,803.	$ 6,803.

Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
JOHN D. WARD 2201 N STREET, NW SUITE 117 WASHINGTON, DC 20037	President & Dir 0	$ 0.	$ 0.	$ 0.

Statement 8 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
CHRISTOPHER GRANT 36 S. CHARLES STREET, 19TH FL BALTIMORE, MD 21201	SEC, TREAS, DIR 0	$ 0.	$ 0.	$ 0.
WILLIAM HODOS, PHD. UNIVERSITY OF MARYLAND COLLEGE PARK, MD 20742-4411	BOARD OF DIR 0	0.	0.	0.
KIM, CHIN-WOO, PHD 316 DAECHI-DONG, GANGNAM-GU EUNMA #17-213, SEOUL, KOREA	BOARD OF DIR 0	0.	0.	0.
KIM, YOUNG-KEY-RENAUD, PHD 801 22nd STREET, NW WASHINGTON, DC 20052	BOARD OF DIR 0	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	WILLIAM O DINGWALL KOREAN ANCESTRY GRANT
Name:	
Care Of:	ATTN: JOHN D. WARD, ESQ.
Street Address:	2201 N STREET, NW SUITE 117
City, State, Zip Code:	WASHINGTON, DC 20037
Telephone:	
Form and Content:	A FULL APPLICATION INCLUDES 2 LETTERS OF RECOMMENDATION, AN OFFICIAL TRANSCRIPT, OFFICIAL APPLICATION FORM, AND A WRITTEN STATEMENT.
Submission Deadlines:	NO LATER THAN FEBRUARY 15TH EACH CALENDER YEAR
Restrictions on Awards:	GRANT IS LIMITED TO STUDENTS OF ASIAN ANCESTRY WITH A STRONG PREFERENCE FOR STUDENTS OF KOREAN ANCESTRY.

Name of Grant Program:	DINGWALL NEUROLINGUISTICS DISSERTATION
Name:	
Care Of:	ATTN: JOHN D. WARD, ESQ.
Street Address:	2201 N STREET, NW SUITE 117
City, State, Zip Code:	WASHINGTON, DC 20037
Telephone:	
Form and Content:	APPLICANTS MUST BE NOMINATED BY THEIR DEPARTMENT CHAIR. THE APPLICATION INCLUDES A LETTER OF NOMINATION FROM THE DEPARTMENT CHAIR, 2 LETTERS OF RECOMMENDATION, A LETTER OF RECOMMENDATION FROM THE DISSERTATION SUPERVISOR, AN OFFICIAL TRANSCRIPT, DISSERTATION SUMMARY, A CV AND APPLICATION FORM.
Submission Deadlines:	NO LATER THAN APRIL 1ST EACH CALENDER YEAR
Restrictions on Awards:	DOCTORAL CANDIDATES IN THE FIELD OF NEUROLINGUISTICS WHO HAVE COMPLETED ALL REQUIREMENTS FOR THEIR DOCTORATE EXCEPT THEIR DESSERTATION.

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
TOGTOKHBAYAR GANZORIG 3701 S. GEORGE MASON DR 1313N FALLS CHURCH, VA 22041	NONE		DEFRAYING COSTS OF TUITION AND FEES.	$ 7,118.
NGUYET NGUYEN 8610 PELLINGTON PLACE APT 3 RICHMOND, VA 23294	NONE		DEFRAYING COSTS OF TUITION AND FEES.	8,240.
SAURABAH GUPTA 605 FORTUNE COURT GLEN BURNIE, MA 21601	NONE		DEFRAYING COSTS OF TUITION AND FEES.	4,412.
XIAOQING LIU 1216 E. VISTA DEL CERRO APT 2112 TEMPE, AZ 85281	NONE		DEFRAYING COSTS OF TUITION AND FEES.	4,882.
SEONG KIM 1325 ASBURY ROAD RICHMOND, VA 23299	NONE		DEFRAYING COSTS OF TUITION AND FEES.	6,150.
NINA STROHMINGER 1000 W. HURON STREET, #A5 ANN ARBOR, MI 48103	NONE		DEFRAYING COSTS OF TUITION AND FEES.	30,000.
UHYEOK BANG PMB 350477 2301 VANDERBILT PLACE NASHVILLE, TN 37235	NONE		DEFRAYING COSTS OF TUITION AND FEES.	30,000.
BERRY SHANTELL ,	NONE		DEFRAYING COSTS OF TUITION AND FEES.	5,238.
QUAN BUI 12101 TRAVERTINE COURT POWAY, CA 92604	NONE		DEFRAYING COSTS OF TUITION AND FEES.	27,851.
SAMUEL CHENG 155 N. BERETANIA ST. #E1712 HONOLULU, HI 96817	NONE		DEFRAYING COSTS OF TUITION AND FEES.	14,745.
VIVIAN CHOW 3702 SPRUCE STREET PHILADELPHIA, PA 19104	NONE		DEFRAYING COSTS OF TUITION AND FEES.	5,500.
MONICA DEVI 25355 CYPRESS AVE., #218 HAYWARD, CA 94544	NONE		DEFRAYING COSTS OF TUITION AND FEES.	850.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
KEVIN HOLMES 860 PEACHTREE ST. NE, UNIT 2401 ATLANTA, GA 30308	NONE		DEFRAYING COSTS OF TUITION AND FEES.	$ 30,000.
ESTHER HUR 36 MYSTIC WAY BURLINGTON, NJ 08016	NONE		DEFRAYING COSTS OF TUITION AND FEES.	5,500.
HASIB HUSSAIN 103 STONE HALL UNIVERSITY PARK, PA 16802	NONE		DEFRAYING COSTS OF TUITION AND FEES.	28,434.
MANASA KANNEGANTI 518 PARK DRIVE, BOX 6147 BOSTON, MA 02215	NONE		DEFRAYING COSTS OF TUITION AND FEES.	10,684.
NILUSHI KARUNAMUNI 11900 CARLTON ROAD, GH #530C CLEVELAND, OH 44106	NONE		DEFRAYING COSTS OF TUITION AND FEES.	14,300.
EUNJI KIM 516 UNIVERSITY AVE., APT. E5 ITHACA, NY 14850	NONE		DEFRAYING COSTS OF TUITION AND FEES.	24,300.
NA JIN KIM 4502 REGENT STREET PHILADELPHIA, PA 19143	NONE		DEFRAYING COSTS OF TUITION AND FEES.	10,850.
SO-YEON LEE 1525 STATION CENTER BLVD., #836 SUWANEE, GA 30024	NONE		DEFRAYING COSTS OF TUITION AND FEES.	2,200.
JASMINE NACHTIGALL PO BOX 11789 STANFORD , CA 94309	NONE		DEFRAYING COSTS OF TUITION AND FEES.	25,247.
MISTY ANN OKA 947 W. 30TH STREET, APT. 8 LOS ANGELES, CA 90007	NONE		DEFRAYING COSTS OF TUITION AND FEES.	6,000.
JOSEE POIRIER ,	NONE		DEFRAYING COSTS OF TUITION AND FEES.	5,415.
AFEIQUE SHEIKH 17 RED OAK LANE PITTSFORD, NY 14534	NONE		DEFRAYING COSTS OF TUITION AND FEES.	4,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
JEFFREY SHOUSE 3604 LAKECREST COURT LAWRENCE, KS 66049	NONE		DEFRAYING COSTS OF TUITION AND FEES.	$ 14,445.
YNHI THAI PO BOX 862943 TUSCALOOSA, AL 35486	NONE		DEFRAYING COSTS OF TUITION AND FEES.	18,000.
ENO-OBONG UMOH 6939 GEORGIA AVE., APT 611 WASHINGTON, DC 20012	NONE		DEFRAYING COSTS OF TUITION AND FEES.	37,385.
SOPHIA YANG 3950 LOBITOS CREEK CUT-OFF HALF MOON BAY, CA 94019	NONE		DEFRAYING COSTS OF TUITION AND FEES.	6,000.
PATRICK CHOI 802 IVY RIDGE ROAD, #33 SYRACUSE, NY 13210	NONE		DEFRAYING COSTS OF TUITION AND FEES.	7,000.
YUN CHANG 314 NW 36TH TERRACE GAINESVILLE , FL 32607	NONE		DEFRAYING COSTS OF TUITION AND FEES.	4,100.
WOOMIN CHUNG 3655 ESTATES DRIVE TROY, MI 48084	NONE		DEFRAYING COSTS OF TUITION AND FEES.	3,400.
SIMON FISCHER-BAUM 3008 ST. PAUL, APT. 1 BALTIMORE, MD 21218	NONE		DEFRAYING COSTS OF TUITION AND FEES.	15,000.
ESTHER HAM 15006 22ND AVE W. LYNNWOOD , WA 98087	NONE		DEFRAYING COSTS OF TUITION AND FEES.	4,500.
A LEUM HAN 6 HAWS LANE, APT. F3 FLOURTOWN, PA 19031	NONE		DEFRAYING COSTS OF TUITION AND FEES.	8,750.
CHAS HELGE 516 MAPLE STREET MANISTEE, MI 49660	NONE		DEFRAYING COSTS OF TUITION AND FEES.	6,792.
SIN SUB JEONG 301 COLLEGE AVE., APT 2G ITHACA, NY 14850	NONE		DEFRAYING COSTS OF TUITION AND FEES.	10,000.
STEPHANIE JUNG 14911 CARRIAGE SQUARE DRIVE SILVER SPRING, MD 20906	NONE		DEFRAYING COSTS OF TUITION AND FEES.	4,200.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
SANG BEOM KIM 3161 ROYAL CREEK WAY, SW LIBURN, GA 30047	NONE		DEFRAYING COSTS OF TUITION AND FEES.	$ 4,500.
HYEMIN KIM 1417 HAZELWOOD DRIVE ALLEN, TX 75002	NONE		DEFRAYING COSTS OF TUITION AND FEES.	9,750.
SUSIE KIM 3509 EDWARD COURT BLOOMINGTON, IN 47401	NONE		DEFRAYING COSTS OF TUITION AND FEES.	3,750.
TAE YEON KIM 290 EDGEBROOK DRIVE CENTREVILLE, OH 45459	NONE		DEFRAYING COSTS OF TUITION AND FEES.	3,600.
CHIA-LIN LEE 314 S. PRARIE ST., APT 205 CHAMPAIGN, IL 61280	NONE		DEFRAYING COSTS OF TUITION AND FEES.	15,000.
TIMOTHY OHLSEN 12414 BOLLENBAUGH HILL RD. MONROE, WA 98272	NONE		DEFRAYING COSTS OF TUITION AND FEES.	3,750.
TIFFANY SCHONEBOOM 5707 CROWNLEIGH CT BURKE, VA 22015	NONE		DEFRAYING COSTS OF TUITION AND FEES.	4,500.
HYUNA YONG 7 SCHINDLER COURT UPPER SADDLE RIVER, NJ 07458	NONE		DEFRAYING COSTS OF TUITION AND FEES.	5,000.
CHAE KYUNG YOO 109 W. 2450 N LAYTON , UT 84041	NONE		DEFRAYING COSTS OF TUITION AND FEES.	4,642.
			Total	$ 505,980.

WILLIAM ORR DINGWALL FOUNDATION, INC.
c/o JOHN D. WARD, ESQUIRE 52-1877552

Form **990-W** (Worksheet)

Department of the Treasury
Internal Revenue Service

For Form 990-PF Purposes

Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2010

1	Unrelated business taxable income expected in the tax year	1	
2	**Tax on the amount on line 1.** See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 **Note.** If less than $500, the organization is not required to make estimated tax payments Private foundations, see instructions — 10a: 620.		
b	Enter the tax shown on the 2009 return (see instructions) **Caution.** If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c — 10b:		
c	**2010 Estimated Tax.** Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	620.

		(a)	(b)	(c)	(d)
11 **Installment due dates** (see instructions)	11	5/17/10	6/15/10	9/15/10	12/15/10
12 **Required installments.** Enter 25% of line 10c in columns **(a)** through **(d)** unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a 'large organization ' (see instructions)	12	155.	155.	155.	155.
13 **2009 Overpayment.** (see instructions)	13	155.	155.	155.	155.
14 **Payment due.** (Subtract line 13 from line 12)	14	0.	0.	0.	0.

BAA For Paperwork Reduction Act Notice, see separate instructions. Form **990-W** (2010)

TEEA0601L 03/10/10

12/31/09

2009 Federal Book Depreciation Schedule

WILLIAM ORR DINGWALL FOUNDATION, INC.
c/o JOHN D. WARD, ESQUIRE

Client DINGWALL

52-1877552

7/23/10

04 46PM

No	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct	Cur 179 Bonus	Special Depr Allow	Prior 179/ Bonus/ Sp. Depr	Prior Dec Bal Depr	Salvage /Basis Reductn	Depr Basis	Prior Depr	Method	Life	Rate	Current Depr
	Form 990/990-PF															
	Machinery and Equipment															
1	SOFTWARE	8/29/08		12,246							12,246	1,361	S/L	3		4,082
	Total Machinery and Equipment			12,246		0	0	0	0	0	12,246	1,361				4,082
	Total Depreciation			12,246		0	0	0	0	0	12,246	1,361				4,082
	Grand Total Depreciation			12,246		0	0	0	0	0	12,246	1,361				4,082