



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 , 20

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

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

Name of foundation: **STONE PIER FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **1800 IDS CENTER**
80 SOUTH EIGHTH STREET

Room/suite: **1800**

City or town, state, and ZIP code: **MINNEAPOLIS, MN 55402**

A Employer identification number: **52-2390637**

B Telephone number (see page 10 of the instructions): **(612) 339-7151**

H Check type of organization: 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, col. (c), line 16) ▶ \$ **6,996,629.**

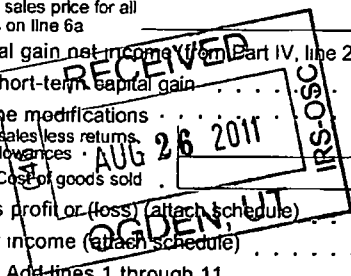
J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

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 .

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(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 (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	8,302.	8,302.		ATCH 1
4	Dividends and interest from securities	105,163.	105,163.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)	ATCH 13			
6a	Net gain or (loss) from sale of assets not on line 10	-223,023.			
b	Gross sales price for all assets on line 6a		ATCH 13		
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	235,355.	84,776.		ATCH 3
12	Total. Add lines 1 through 11	125,797.	198,241.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	19,510.	9,755.	0.	9,755.
c	Other professional fees (attach schedule)				
17	Interest . ATTACHMENT 5	295.	295.		
18	Taxes (attach schedule) (see page 14 of the instructions)	3,711.	2,502.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	61,976.	61,951.		25.
24	Total operating and administrative expenses. Add lines 13 through 23	85,492.	74,503.	0.	9,780.
25	Contributions, gifts, grants paid	684,405.			684,405.
26	Total expenses and disbursements. Add lines 24 and 25	769,897.	74,503.	0.	694,185.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-644,100.			
b	Net investment income (if negative, enter -0-)		123,738.		
c	Adjusted net income (if negative, enter -0-)			-0-	

POSTMARK DATE AUG 25 2011
 ENVELOPE
 SCANNED AUG 30 2011
 Revenue
 Operating and Administrative Expenses
 9E1410 1 000



20 ME 014

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	2,553.	305,665.	305,665.
	2 Savings and temporary cash investments	100.	1,000.	1,000.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATTCH 8	7,572,617.	6,165,688.	6,689,964.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,575,270.	6,472,353.	6,996,629.	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	7,575,270.	6,472,353.	
	30 Total net assets or fund balances (see page 17 of the instructions)	7,575,270.	6,472,353.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,575,270.	6,472,353.		

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	7,575,270.
2 Enter amount from Part I, line 27a	2	-644,100.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,931,170.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 9	5	458,817.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,472,353.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	ATCIB	-223,023.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	817,990.	8,829,986.	0.092638
2007	884,818.	10,100,349.	0.087603
2006	794,556.	9,641,761.	0.082408
2005	626,054.	9,407,055.	0.066552
2004	522,305.	8,957,149.	0.058312
2 Total of line 1, column (d)			2 0.387513
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 0.077503
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 6,779,358.
5 Multiply line 4 by line 3			5 525,421.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,237.
7 Add lines 5 and 6			7 526,658.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 694,185.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,237.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,237.
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	1,237.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,400.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,400.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	163.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 163. Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
b		
5		X
6	X	
7	X	
8 a		
b	X	
9		X
10		X

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 page 20 of the instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address \blacktriangleright N/A	X		
14	The books are in care of \blacktriangleright JAMES M KARGES Telephone no. \blacktriangleright 612-339-7151 Located at \blacktriangleright OKABENA CO, 1800 IDS CENTER MINNEAPOLIS, MN ZIP + 4 \blacktriangleright 55402			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here \blacktriangleright <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year \blacktriangleright 15			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here \blacktriangleright <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years \blacktriangleright _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	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. \blacktriangleright _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes 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? 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? Yes 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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	217,652.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	6,664,945.
d	Total (add lines 1a, b, and c)	1d	6,882,597.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,882,597.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	103,239.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,779,358.
6	Minimum investment return. Enter 5% of line 5	6	338,968.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	338,968.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,237.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,237.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	337,731.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	337,731.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	337,731.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	694,185.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	694,185.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,237.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	692,948.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				337,731.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	0.			
c From 2006	320,872.			
d From 2007	397,215.			
e From 2008	818,685.			
f Total of lines 3a through e	1,536,772.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 694,185.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	337,731.			
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	356,454.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)	337,731.			337,731.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,893,226.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,893,226.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	380,356.			
d Excess from 2008	818,685.			
e Excess from 2009	694,185.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a 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)(ii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

ROBERT J. DAYTON

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 11 and 11A</p>				
<p>Total. ▶ 3a</p>				<p>684,405.</p>
<p><i>b Approved for future payment</i></p>				
<p>Total. ▶ 3b</p>				

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SEVEN HUNDRED COMPANY	127.	127.
OKABENA FIXED INCOME FUND, LLC	30.	30.
OKABENA DIVERSIFIED EQUITY FUND, LLC	872.	872.
OKABENA MARKETABLE ALTERNATIVES FD, LLC	55.	55.
OKABENA PARTNERSHIP V-9	2.	2.
OKABENA PARTNERSHIP V-10	1.	1.
OKABENA SPECIAL OPPORTUNITIES FUND, LLC	7,215.	7,215.
TOTAL	<u>8,302.</u>	<u>8,302.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OKABENA FIXED INCOME FUND, LLC	66,450.	66,450.
OKABENA DIVERSIFIED EQUITY FUND, LLC	35,888.	35,888.
OKABENA SPECIAL OPPORTUNITIES FUND, LLC	2,825.	2,825.
TOTAL	<u>105,163.</u>	<u>105,163.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OKABENA DIVERSIFIED EQUITY FUND, LLC	14,484.	14,484.
OKABENA MARKETABLE ALTERNATIVES FD, LLC	74,797.	74,797.
OKABENA FIXED INCOME FUND		
OKABENA PARTNERSHIP V-9		
PRIOR YEAR PFIC GAIN (OMAF)	142,674.	
OKABENA SPECIAL OPPORTUNITIES FUND, LLC	-4,505.	-4,505.
2008 990-PF EXCISE TAX REFUND	7,905.	
TOTALS	<u>235,355.</u>	<u>84,776.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
OKABENA COMPANY	19,510.	9,755.	9,755.	
TOTALS	<u>19,510.</u>	<u>9,755.</u>	<u>0.</u>	<u>9,755.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OKABENA DIV EQ FUND, LLC	231.	231.
OKABENA SPECIAL OPPTS FUND, LLC	64.	64.
TOTALS	<u>295.</u>	<u>295.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES - PASS THRU EXCISE TAXES	2,502. 1,209.	2,502.
TOTALS	<u>3,711.</u>	<u>2,502.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS-PASS THRU	61,951.	61,951.	
NONDED EXPENSES-PASS THRU			
INT AND PENALTIES			
MN STATE FILING FEE	25.		25.
TOTALS	<u>61,976.</u>	<u>61,951.</u>	<u>25.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OKABENA FIXED INCOME FUND, LLC	660,404.	673,476.
OKABENA DIVERSIFIED EQTY, LLC	1,921,819.	2,684,491.
OKABENA MRKTBLE ALTRNTVS, LLC	2,216,180.	2,220,587.
OKABENA PARTNERSHIP V-9	28,589.	791.
OKABENA PARTNERSHIP V-10	11,775.	3,560.
OKABENA SPEC. OPPTS. FUND, LLC	1,306,921.	1,087,059.
LOAN TO CHARITABLE ORG.	20,000.	20,000.
TOTALS	<u>6,165,688.</u>	<u>6,689,964.</u>

ATTACHMENT 9

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

DESCRIPTION

AMOUNT

BOOK/TAX ALLOCATION DIFFERENCE

458,817.

TOTAL

458,817.

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

ATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MAE F DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET 1800 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
SCOTT N DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET 1800 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
ANN C DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET 1800 MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.
JAMES M KARGES 1800 IDS CENTER 80 SOUTH EIGHTH STREET 1800 MINNEAPOLIS, MN 55402	ASST SEC/ASST TREAS 1.00	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT

501 (C) (3)

GENERAL PURPOSE TO BE DETERMINED BY GRANTEE

684,405.

TOTAL CONTRIBUTIONS PAID

684,405

50% Charitable Cash Contributions

Stone Pier Foundation

52-2390637

January 1, 2009 through December 31, 2009

<i>Name</i>	<i>Deductible</i>
Island Institute 386 Main Street Rockland ME 04841	\$1,500.00
American Red Cross - Minneapolis Chapter NW 5597 P.O. Box 1450 Minneapolis MN 55485-5597	\$500.00
Blake School Annual Fund 110 Blake Rd Hopkins MN 55343	\$3,000.00
Chebeague Island Library 247 South Road Unit #3 Chebeague Isla ME 04017	\$1,000.00
Chebeague Recreation Center Inc. RR 1 Box 320 Chebeague Isla ME 04017	\$1,000.00
Childrens Theater Company 2400 Third Avenue South Minneapolis MN 55404	\$1,000.00
Family and Childrens Service 414 South Eighth Street Minneapolis MN 55404	\$1,000.00
Graywolf Press Suite #600 250 Third Ave N Minneapolis MN 55401	\$500.00
Greater Twin Cities United Way P.O. Box 2949 Minneapolis MN 55402-0949	\$2,000.00
Highpoint Center for Printmaking 912 W. Lake Street Minneapolis MN 55408	\$5,000.00

ATCH 11A

<i>Name</i>	<i>Deductible</i>
MacPhail Center for the Arts 501 South Second Street Minneapolis MN 55401	\$5,000.00
Midway Contemporary Art 527 Second Avenue SE Minneapolis MN 55414	\$2,500.00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis MN 55404	\$2,000.00
Minnesota Center for Book Arts 1011 Washington Avenue Room 100 Minneapolis MN 55415	\$500.00
Minnesota Childrens Museum 10 West 7th Street Saint Paul MN 55102	\$1,000.00
Minnesota Landscape Arboretum 3675 Arboretum Drive Chaska MN 55318	\$5,000.00
Minnesota Landscape Arboretum Foundation 3675 Arboretum Drive Chaska MN 55318	\$10,000.00
Minnesota Public Radio 480 Cedar Street St Paul MN 55101	\$2,000.00
Minnesota Zoo Foundation 13000 Zoo Boulevard Apple Valley MN 55124	\$500.00
Minnetonka Center for the Arts 2240 North Shore Drive Wayzata MN 55391	\$1,000.00
National MS Society - Minnesota Chapter 200 12th Ave S Minneapolis MN 55415	\$1,000.00

<i>Name</i>	<i>Deductible</i>
Science Museum of Minnesota 120 West Kellogg Boulevard St Paul MN 55102	\$1,000.00
St. Davids School 3395 Plymouth Road Minnetonka MN 55305	\$1,000.00
St. Martin's By The Lake P.O. Box 38 Minnetonka Bea MN 55361	\$1,000.00
The Cameron and Hayden Lord Foundation 110 Riverside Dr New York NY 10024	\$1,000.00
The Hotchkiss School P.O. Box 800 Lakeville CT 06039-0800	\$10,000 00
The Mattress Factory 500 Sampsonia Way Pittsburgh PA 15212	\$1,000.00
TPT 172 East Fourth Street Saint Paul MN 55101	\$1,000.00
Tubman Family Alliance 3111 First Ave S Minneapolis MN 55408	\$1,000 00
University of Virginia Foundation P. O. Box 400218 Charlottesville VA 22904	\$1,000.00
Walker Art Center, Inc. 1750 Hennepin Avenue Minneapolis MN 55403	\$5,000 00
Yale University P.O. Box 2038 New Haven CT 06521-2038	\$5,000.00

<i>Name</i>	<i>Deductible</i>
Abbott Northwestern Hospital Foundation 800 East 28th Street Minneapolis MN 55407	\$2,000.00
Blake School 110 Blake Road Hopkins MN 55343	\$5,000.00
Blake School 110 Blake Road Hopkins MN 55343	\$50,000.00
Bolder Options 2100 Stevens Avenue Minneapolis MN 55404	\$1,000.00
Chebeague Island Historical Society 219 South Rd Chebeague Isla ME 04017	\$500.00
Chebeague Island Library 247 South Road Unit #3 Chebeague Isla ME 04017	\$1,000.00
Chebeague Recreation Center Inc. RR 1 Box 320 Chebeague Isla ME 04017	\$2,000.00
Chebeague United Methodist Church 258 North Road Chebeague Isla ME 04017	\$6,000.00
Family and Childrens Service 414 South Eighth Street Minneapolis MN 55404	\$10,000.00
Guthrie Theater Foundation 818 South Second Street Minneapolis MN 55415	\$1,000.00
Highpoint Center for Printmaking 912 W. Lake Street Minneapolis MN 55408	\$10,000.00

<i>Name</i>	<i>Deductible</i>
Kid's Place 382 North Road Chebeague Isla ME 04017	\$10,000.00
Mentoring Partnership of Minnesota Suite 200 81 South Ninth Street Minneapolis MN 55402	\$35,000 00
Mentoring Partnership of Minnesota Suite 200 81 South Ninth Street Minneapolis MN 55402	\$30,000 00
Minneapolis Heart Institute Foundation Room 100 920 East 28th Street Minneapolis MN 55407	\$5,000 00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis MN 55404	\$5,000 00
Minnesota Historical Society 345 West Kellogg Boulevard St Paul MN 55102	\$1,000 00
Minnesota Landscape Arboretum 3675 Arboretum Drive Chaska MN 55318	\$1,000.00
Minnesota Public Radio 480 Cedar Street St Paul MN 55101	\$1,000.00
Minnesota Zoo Foundation 13000 Zoo Boulevard Apple Valley MN 55124	\$1,000 00
Minnetonka Center for the Arts 2240 North Shore Drive Wayzata MN 55391	\$1,000 00
Northern Hawaii Community Hospital 67-1125 Mamalahoa Hwy Kamuela HI 96743	\$50,000.00

<i>Name</i>	<i>Deductible</i>
Project for Pride In Living, Inc. 1035 East Franklin Avenue Minneapolis MN 55404	\$1,000.00
Science Museum of Minnesota 120 West Kellogg Boulevard St Paul MN 55102	\$1,000 00
Sister Kenny Foundation Mail Route 16509 800 E. 28th Street Minneapolis MN 55407-3798	\$20,000.00
Taft School 110 Woodbury Rd Watertown CT 06795	\$1,000.00
Twin Cities RISE! Suite 203 800 Washington Avenue North Minneapolis MN 55401	\$1,000.00
University of Minnesota Foundation C-M 3854 P.O. Box 70870 Saint Paul MN 55170-3854	\$1,000.00
Virginia Piper Cancer Institute 800 East 28th Street Minneapolis MN 55407	\$40,000.00
Walker Art Center, Inc. 1750 Hennepin Avenue Minneapolis MN 55403	\$5,000.00
Westminster Presbyterian Church 1200 Marquette Avenue Minneapolis MN 55403	\$25,000.00
Westminster Presbyterian Church 1200 Marquette Avenue Minneapolis MN 55403	\$100,000 00
Westminster Town Hall Forum 1200 Marquette Avenue Minneapolis MN 55403	\$1,000.00

<i>Name</i>	<i>Deductible</i>
Yale University P.O. Box 2038 New Haven CT 06521-2038	\$10,000.00
Admission Possible Suite 200 450 North Syndicate Street St. Paul MN 55104	\$20,000.00
Blake School 110 Blake Road Hopkins MN 55343	\$5,000.00
Carleton College One N. College St Northfield MN 55057	\$5,000.00
Catholic Charities of St. Paul & Minneapolis SDS 12-2961 P.O. Box 86 Minneapolis MN 55486-2961	\$10,000.00
Childrens Hospitals & Clinics of Minnesota 2910 Centre Pointe Drve Saint Paul MN 55113	\$5,500.00
Childrens Theater Company 2400 Third Avenue South Minneapolis MN 55404	\$5,000.00
Convent of the Visitation School 2455 Visitation Drive Saint Paul MN 55120	\$1,500.00
Greater Twin Cities United Way P.O. Box 2949 Minneapolis MN 55404-0949	\$6,000.00
Jeremiah Program 1510 Laurel Ave Suite 100 Minneapolis MN 55403	\$1,000.00
Juvenile Diabetes Research Foundation 19th Floor 120 Wall Street New York NY 10005	\$1,000.00

<i>Name</i>	<i>Deductible</i>
Kaleidoscope 2504 Columbus Ave S Minneapolis MN 55404	\$1,000.00
MacPhail Center for the Arts 501 South Second Street Minneapolis MN 55401	\$1,500.00
Minnesota Childrens Museum 10 West 7th Street Saint Paul MN 55102	\$500.00
Science Museum of Minnesota 120 West Kellogg Boulevard St Paul MN 55102	\$405.00
Sister Kenny Foundation Mail Route 16509 800 E. 28th Street Minneapolis MN 55407-3798	\$4,500 00
Skidmore College 815 North Broadway Saratoga Spgs NY 12866	\$2,000 00
The Hotchkiss School P.O. Box 800 Lakeville CT 06039-0800	\$1,500.00
Trout Unlimited 1300 N 17th St Ste 500 Arlington VA 22209	\$1,000 00
Visitation Monastery of Minneapolis 1527 Fremont Ave N. Minneapolis MN 55411	\$2,500 00
Blake School 110 Blake Road Hopkins MN 55343	\$10,000.00
Childrens Hospitals & Clinics of Minnesota 2910 Centre Pointe Drive Saint Paul MN 55113	\$3,000 00

<i>Name</i>	<i>Deductible</i>
Family and Childrens Service 414 South Eighth Street Minneapolis MN 55404	\$5,000.00
Greater Twin Cities United Way P.O. Box 2949 Minneapolis MN 55404-0949	\$25,000.00
Habitat for Humanity of Minnesota Inc. 2401 Lowry Ave Ne Suite 210 Minneapolis MN 55418	\$2,000.00
Highpoint Center for Printmaking 912 W Lake Street Minneapolis MN 55408	\$5,000.00
Highpoint Center for Printmaking 912 W. Lake Street Minneapolis MN 55408	\$1,000.00
Midway Contemporary Art 527 Second Avenue SE Minneapolis MN 55414	\$25,000.00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis MN 55404	\$2,000.00
Minnesota Land Trust Suite 240 2356 University Avenue West St Paul MN 55114	\$1,000.00
Minnetonka Center for the Arts 2240 North Shore Drive Wayzata MN 55391	\$1,000.00
Planned Parenthood of MN/ND/SD 1965 Ford Parkway Saint Paul MN 55116	\$5,000.00
Science Museum of Minnesota 120 West Kellogg Boulevard St Paul MN 55102	\$1,000.00

<i>Name</i>	<i>Deductible</i>
Skidmore College 815 North Broadway	\$3,000.00
Saratoga Spgs NY 12866	
Southeast Land Trust of New Hampshire PO Box 675	\$1,000.00
Exeter NH 03833	
Walker Art Center, Inc. 1750 Hennepin Avenue	\$5,000.00
Minneapolis MN 55403	
YMCA of Metropolitan Minneapolis 30 South Ninth Street	\$5,000 00
Minneapolis MN 55402	
<i>Total:</i>	<u><u>\$684,405 00</u></u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
--------------------	--------------------------	---------------	---------------------------	---------------	--

PRIOR YEAR PFIC			14	142,674.	
PRIOR YEAR EXCISE TAX REFUND			14	7,905.	

TOTALS

150,579.

FORM 990, Part I GROSS AMOUNT FROM SALE OF ASSETS

Amount for Book Income

		Short Term <u>Capital Gain/(Loss)</u>	Long Term <u>Capital Gain/(Loss)</u>	Total <u>Capital Gain/(Loss)</u>
Pass Thru from Partnerships:				
Okabena Fixed Income Fund, LLC	74-3049966	4,540	(25,604)	(21,064)
Okabena Diversified Equity Fund, LLC	41-1563584	121,880	(210,125)	(88,245)
Okabena Marketable Alternatives Fund, LLC	41-1858177		(56,161)	(56,161)
Okabena Special Opportunities Fund, LLC	26-1997977	0	(58,070)	(58,070)
Okabena Partnership V-9	41-1802435	0	517	517
Okabena Partnership V-10	41-1802434		0	0
Totals		126,420	(349,443)	(223,023)

Amount for Net Investment Income

		Short Term <u>Capital Gain/(Loss)</u>	Long Term <u>Capital Gain/(Loss)</u>	Total <u>Capital Gain/(Loss)</u>
Pass Thru from Partnerships				
Okabena Fixed Income Fund, LLC	74-3049966	4,540	(25,604)	(21,064)
Okabena Diversified Equity Fund, LLC	41-1563584	121,880	(210,125)	(88,245)
Okabena Marketable Alternatives Fund, LLC	41-1858177		(56,161)	(56,161)
Okabena Special Opportunities Fund, LLC	26-1997977	0	(58,070)	(58,070)
Okabena Partnership V-9	41-1802435	0	517	517
Okabena Partnership V-10	41-1802434		0	0
Totals		126,420	(349,443)	(223,023)

**Loss limited to NONE
per 990PF instructions

**Stone Pier Foundation
52-2390637
December 31, 2009**

Election Regarding Treatment of Qualifying Distributions

Stone Pier Foundation, Employer ID# 52-2390637, hereby elects under IRC Regulations §53.4942(a)-3(d)(2) to treat the qualifying distributions of \$337,731, made during 2009, as distributions out of corpus.

James M. Karges, Asst Sec/Asst Treas

Date

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)		ATCH 13					<u>-223,023.</u>	

ATTACHMENT TO AMENDED FORM 990/990PF

Explanation for filing amended form 990/990PF:

NOTICE UNDER 2011 Offshore Voluntary Disclosure Initiative FAQ 18:

The taxpayer recently received notice from underlying partnership(s) that they indirectly contributed to a foreign corporation in the tax year covered by this amended return. The taxpayer is amending this return to include form(s) **926: Return by a Transferor to a Foreign Corporation** as part of their filing. **There is no change to taxable income and there were no underreported liabilities.**

No penalties should be assessed, as taxpayer has amended their return as quickly as possible and filed it by August 31, 2011 per 2011 OVDI FAQ 18. Under FAQ 18 the IRS has stated that "The IRS will not impose a penalty for failure to file the information returns if there are no underreported tax liabilities and the information returns are filed by August 31, 2011."