Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

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

Name of foundation: The Arthur W Perdue Foundation, Inc

Number and street (or P O box number if mail is not delivered to street address): c/o Foundation Source, 501 Silverside Road — Room/suite: 123

City or town, state, and ZIP code: Wilmington DE 19809-1377

A Employer identification number 52-6054332

B Telephone number (see page 10 of the instructions) (800) 839-1754

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 ☒ 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)* ▶ $ 22,944,323

J Accounting method ☒ 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 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	15,625,850			
	2 Check ▶☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,592	6,592		
	4 Dividends and interest from securities	521,671	521,671		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-2,602,390			
	b Gross sales price for all assets on line 6a 12,708,919				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	296	296		
	12 **Total.** Add lines 1 through 11	13,552,019	528,559		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	83,296	27,180		56,116
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,500			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,749	2,749		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	89,545	29,929		56,116
	25 Contributions, gifts, grants paid	2,498,581			2,498,581
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,588,126	29,929		2,554,697
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	10,963,893			
	b **Net investment income** (if negative, enter -0-)		498,630		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	186,332	1,018,858	1,018,858
	3	Accounts receivable ▶ 6,766			
		Less allowance for doubtful accounts ▶		6,766	6,766
	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 15 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)	1,114,547	2,118,665	2,149,122
	b	Investments—corporate stock (attach schedule)	9,330,799	14,069,129	14,605,740
	c	Investments—corporate bonds (attach schedule)	638,160	2,213,976	2,259,215
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	97,852	2,905,764	2,904,622
	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)	11,367,690	22,333,158	22,944,323
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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.			
	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	11,367,690	22,333,158	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	11,367,690	22,333,158	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,367,690	22,333,158	

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	11,367,690
2	Enter amount from Part I, line 27a	2	10,963,893
3	Other increases not included in line 2 (itemize) ▶ To adjust beginning cash balance to actual	3	1,575
4	Add lines 1, 2, and 3	4	22,333,158
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,333,158

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	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
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	12,708,919		15,367,245	-2,658,326
b				55,936
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	-2,602,390
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	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 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	493,530	11,004,679	0 044847
2007	579,612	13,152,804	0 044068
2006	2,458,095	10,474,656	0 234671
2005	325,155	2,313,308	0 140558
2004	291,140	2,507,039	0 116129

2	**Total** of line 1, column (d)	2	0 580273
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 116055
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	19,892,597
5	Multiply line 4 by line 3	5	2,308,635
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,986
7	Add lines 5 and 6	7	2,313,621
8	Enter qualifying distributions from Part XII, line 4	8	2,554,697

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.

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 ▶ ☐ and enter "N/A" on line 1			
Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	4,986	
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	0	
3 Add lines 1 and 2	3	4,986	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,986	
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 6,355			
b Exempt foreign organizations—tax withheld at source — 6b:			
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	6,355	
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0	
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	1,369	
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,369 **Refunded** ▶	11	0	

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 page 19 of 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. ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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
4 a 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, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 on page 27)? *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)*

		Line	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 page 20 of the 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 ▶

14 The books are in care of ▶ William Hetherington Telephone no. ▶ (410) 543-3289
Located at ▶ 31149 Old Ocean City Rd Salisbury MD ZIP+4 ▶ 21802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		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 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. ▶ 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 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)? **5b** | | X

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? **6b** | | X

If "Yes" to 6b, file Form 8870

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

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

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
Wilmington Trust Co. 1100 North Market Street, Wilmington, DE 19801	Investment Mngt. and Professional Svcs	79,666

Total number of others receiving over $50,000 for professional services ▶

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	0

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	12,030,328
b	Average of monthly cash balances	1b	6,762,993
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,402,209
d	**Total** (add lines 1a, b, and c)	1d	20,195,530
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	
3	Subtract line 2 from line 1d	3	20,195,530
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	302,933
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,892,597
6	**Minimum investment return.** Enter 5% of line 5	6	994,630

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	994,630
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,986		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,986
3	Distributable amount before adjustments Subtract line 2c from line 1			3	989,644
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	989,644
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	989,644

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	2,554,697
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	
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	2,554,697
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	4,986
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,549,711

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					989,644
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	167,944				
b From 2005	213,271				
c From 2006	1,927,764				
d From 2007					
e From 2008					
f **Total** of lines 3a through e		2,308,979			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 2,554,697					
a Applied to 2008, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					989,644
e Remaining amount distributed out of corpus		1,565,053			
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		3,874,032			
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					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the 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 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)		167,944			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		3,706,088			
10 Analysis of line 9					
a Excess from 2005	213,271				
b Excess from 2006	1,927,764				
c Excess from 2007	0				
d Excess from 2008	0				
e Excess from 2009	1,565,053				

Part XIV Private Operating Foundations (see page 27 of the 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
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)(iii)					
(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))

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 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

William S Hetherington P.O Box 1537 Salisbury MD 21802 (410) 543-3217

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

Please visit http //www.perdue com/company/commitments/contributions/application html

c Any submission deadlines

None

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

Grants will not be made for deficit financing, promotional activities, to fund endowments, to individual schools, churches, sports teams

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*				
ALLIANCE FOR THE CHESAPEAKE BAY INC 6600 YORK RD STE 100 BALTIMORE MD 21212	N/A	509(a)(1)	Charitable Event	3,000
AMERICAN CANCER SOCIETY INC 1100 IRELAND WAY BIRMINGHAM AL 35205	N/A	509(a)(1)	Charitable Event	1,000
AMERICAN CANCER SOCIETY INC, BALTIMORE 8219 TOWN CENTER DR BALTIMORE MD 21236	N/A	509(a)(1)	Charitable Event	1,000
AMERICAN LUNG ASSOC OF ATLANTIC COAST 3801 LAKE BOON TRAIL RALEIGH NC 27607	N/A	509(a)(1)	Charitable Event	1,000
ASSATEAGUE ISLAND ALLIANCE 7206 NATIONAL SEASHORE LN BERLIN MD 21811	N/A	509(a)(1)	New Visitor Center Documentary Film	1,000
ASSOC OF BALTIMORE AREA GRANTMAKERS 2 EAST READ STREET BALTIMORE MD 21202	N/A	509(a)(1)	General & Unrestricted	2,500
ATLANTIC GENERAL HOSPITAL 9733 HEALTHWAY DR BERLIN MD 21811	N/A	509(a)(1)	Renovation/Expansion Project	15,000
BLIND INDUSTRIES & SERVICES OF MARYLAND 3345 WASHINGTON BLVD BALTIMORE MD 21227	N/A	509(a)(1)	New Training Center in Salisbury, MD	5,000
CHRISTIAN SHELTER INC 334 BARCLAY ST SALISBURY MD 21804	N/A	509(a)(1)	General & Unrestricted	8,000
HAMPTON UNIVERSITY QUEEN AND TYLER STS HAMPTON VA 23668	N/A	509(a)(1)	Hampton University School of Business	10,000
HEIFER PROJECT INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK AR 72202	N/A	509(a)(1)	General & Unrestricted	2,000
LEAD MARYLAND FOUNDATION INC PO BOX 169 QUEENTOWN MD 21658	N/A	509(a)(1)	General & Unrestricted	5,000
LIFE CRISIS CENTER INC PO BOX 387 SALISBURY MD 21803	N/A	509(a)(1)	Wicomico Child Advocacy Center	5,000
LOWER SHORE LAND TRUST INC 9931 OLD OCEAN CITY BLVD BERLIN MD 21811	N/A	509(a)(1)	General & Unrestricted	10,000
MARCH OF DIMES BIRTH DEFECTS FOUNDATION 9430 MAY DAY STREET LA PLATA MD 20646	N/A	509(a)(1)	March of Dimes Eastern Shore Chapter	2,500
MARYLAND FOOD BANK INC 2200 HALETHORPE RD BALTIMORE MD 21227	N/A	509(a)(1)	Salisbury Branch Cold Storage Facility	27,500
Total . . See Attached Statement			▶ 3a	2,498,581
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of 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	6,592	
4 Dividends and interest from securities			14	521,671	
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			18	-2,602,390	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Passthrough Income			14	296	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-2,073,831	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -2,073,831

(See worksheet in line 13 instructions on page 28 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 page 28 of 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

Thomas G Mal — 8-2-2011 — Treasurer

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Jeffrey D. Haskell	7/20/2011		
Firm's name (or yours if self-employed), address, and ZIP code	FOUNDATION SOURCE 55 WALLS DRIVE, FAIRFIELD, CT 06824	EIN	Phone no (800) 839-1754

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization
The Arthur W Perdue Foundation, Inc

Employer identification number
52-6054332

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
The Arthur W Perdue Foundation, Inc

Employer identification number
52-6054332

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Estate of Franklin P Perdue 125 Broad Street New York NY 10004 Foreign State or Province Foreign Country	$ 13,625,850	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	Perdue Incorporated c/o Thomas E Mahn, PO Box 1537 Salisbury MD 21802 Foreign State or Province Foreign Country	$ 2,000,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
The Arthur W Perdue Foundation, Inc	52-6054332

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PERDUE INCORPORATED PROMISSORY NOTE	$ 2,254,654	5/19/2009

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Perdue Inc Preferred Stock 9885 sh	$ 2,471,250	5/18/2009

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

Form 990-PF, Part I, Line 11 - Other Income

		(a) Expenses per Books	(b) Net Investment Income
	TOTAL:	296	296
1	DB COMMODITY INDEX TRACKING FUND K-1 Pass-Through Share of Partnership Income/(Loss)	296	296
2			
3			
4			
5			
6			
7			
8			
9			
10			

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	83,296	27,180	0	56,116
1	Investment Management Services	27,180	27,180		0
2	Scholarship Review Services	3,355	0		3,355
3	Administrative Services	52,761			52,761
4					
5					
6					
7					
8					
9					
10					

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	3,500	0	0	0
1	Estimated tax for 2009	3,500	0		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	2,749	2,749	0	0
1	K-1 pass-through DB COMMODITY INDEX TRACKING FUND	2,009	2,009	0	0
2	Bank Charges	740	740		
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

	Description/Symbol/CUSIP Number	Shares	Line 10a - Column (b) Book Value	Line 10a - Column (c) Fair Market Value
	TOTAL:		2,118,665	2,149,122
1	FED HOME LOAN BANK 4 875% 11/18/11 (3133XHPH9)	300,000	322,952	320,439
2	FEDERAL NATIONAL MORTGAGE ASSOCIATION DTD 10/9/2009 1% 11/23/2011 (31398AZN5)	300,000	298,542	299,343
3	FHLMC - 3 750% - 03/27/2019 (3137EACA5)	50,000	48,754	48,993
4	FNMA - 5.000% - 05/11/2017 (31359M7X5)	110,000	119,059	119,056
5	FNMA - 5.500% - 03/15/2011 (31359MHK2)	242,000	246,506	255,765
6	FNMA BOND 05 000 % DUE 101511 DTD 101906 FC 101520 (31359MZ30)	195,000	202,549	208,406
7	UNITED STATES TREAS NTS 3 12500% 05/15/2019 (912828KQ2)	400,000	382,564	378,812
8	US TREAS NTS 4 25 DUE 11-15-2014 (912828DC1)	368,000	378,820	396,461
9	US TREASURY BOND DTD 5/15/2008 3 875% 5/15/2018 (912828HZ6)	120,000	118,919	121,847
10				

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	14,069,129	14,605,740
1	AMERICAN CENTURY INTERNATIONAL BOND FUND INVESTOR (BEGBX)	24,308	365,585	350,758
2	ISHARES BARCLAYS TIPS BOND FUND (TIP)	4,000	404,914	415,600
3	ISHARES RUSSELL 2000 (IWM)	11,735	663,329	732,733
4	iShares S&P 500 Growth Index Fund (IVW)	55,652	2,922,215	3,227,259
5	iShares S&P 500 Value Index Fund (IVE)	58,631	2,898,694	3,108,029
6	Ishares TR Cohen & Steers Realty Majors Index Fd (ICF)	14,130	618,614	742,108
7	Perdue Inc Preferred Stock (PERDUEPREF)	9,885	2,471,250	2,221,357
8	VANGUARD EUROPE PACIFIC ETF (VEA)	56,481	1,851,847	1,931,650
9	VANGUARD INFLATION-PROTECTED SEC FD-AD (VAIPX)	14,724	365,585	362,935
10	VANGUARD SHORT-TERM CORPORATE FD ADMIRAL SHS (VFSUX)	142,900	1,507,096	1,513,311

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

	Description/Symbol/CUSIP Number	Shares	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
		TOTAL:	2,213,976	2,259,215
1	ABBOTT LABS 5 15% 11/30/12 (002819AA8)	95,000	97,193	104,027
2	ALCOA INC NOTES 06 00000% 07/15/2013 (013817AR2)	50,000	52,688	52,746
3	AMERICAN EXPRESS 4 875% 7/15/13 (025816AQ2)	125,000	129,235	129,713
4	ANADARKO PETROLEUM CORP 8.7% 3/15/2019 (873152019)	50,000	58,492	62,196
5	COMCAST CORP DTD 6/18/2009 5 7% 7/1/2019 (20030NAZ4)	35,000	34,917	36,716
6	DOW CHEMICAL CO NOTES 4 85% 08/15/2012 (260543BZ5)	100,000	103,948	105,096
7	DUKE ENERGY CORP SR NT 6.30000% 02/01/2014 (264399EQ5)	125,000	137,143	137,453
8	ELECTRONIC DATA SYS NEW SR NT-B 6 500% 08/01/2013 (285661AD6)	50,000	55,581	55,271
9	GENERAL ELEC CAP CORP Ser A DTD 11/16/2009 3 75% 11/14/2014 (36962G4G6)	50,000	49,802	49,912
10	GOLDMAN SACHS 7.5% 2/15/19 (38141EA25)	100,000	117,483	116,773
11	GOLDMAN SACHS GROUP INC DTD 8/30/2007 6.25% 9/1/2017 (38144LAB6)	95,000	98,973	101,879
12	HONEYWELL INTERNATIONAL DTD 2/20/2009 5% 2/15/2019 (438516AZ9)	115,000	114,553	119,079
13	ILLINOIS POWER CO DTD 10/23/2008 9.75% 11/15/2018 (452092CX5)	50,000	62,739	62,174
14	INTERNATIONAL BUSINESS MACHINES BOND DTD 11/27/2002 4 75% 11/29/2012 (459200BA8)	100,000	98,031	108,280
15	KINDER MORGAN ENER PART DTD 3/14/2002 7 125% 3/15/2012 (494550AK2)	100,000	110,446	109,046
16	METLIFE INC GLBL NT - 5.500% - 06/15/2014 (59156RAH1)	75,000	77,555	80,924
17	NEVADA POWER CO GENL REF MORTGAGE Ser A DTD 12/1/2001 8 25% 6/1/2011 (641423AZ1)	50,000	54,495	54,048
18	ROCHE HLDGS INC Ser 144A DTD 2/25/2009 4 5% 3/1/2012 (771196AN2)	50,000	52,989	52,516
19	SARA LEE CORP NOTE DTD 6/6/2003 3 875% 6/15/2013 (803111AQ6)	100,000	102,378	102,246
20	SHELL INTERNATIONAL FIN DTD 3/22/2007 5 2% 3/22/2017 (822582AC6)	125,000	133,120	133,120
21	SOUTHERN CALIF EDISON CO 1ST MORTGAGE Ser 05-A DTD 1/19/2005 5% 1/15/2016 (842400EY5)	130,000	126,151	135,533
22	TEXTRON INC DTD 9/17/2009 6 2% 3/15/2015 (883203BP5)	50,000	50,489	52,042
23	TIME WARNER CABLE INC 08 25000% 02/14/2014 (88732JAQ1)	100,000	116,991	116,874
24	VERIZON N J INC DEB A 5 875% 01/17/2012 MAKE WHOLE (92344UAA3)	75,000	80,868	79,908
25	WACHOVIA CORP NOTE DTD 5/27/2005 4 375% 6/1/2010 (92976WAT3)	100,000	97,716	101,643

Form 990-PF, Part II, Line 13 - Investments - Other

	Asset Description	Line 13 - Column (b) Book Value	Line 13 - Column (c) Fair Market Value
	TOTAL:	2,905,764	2,904,622
1	DB COMMODITY INDEX TRACKING FUND (DBC)	651,110	649,968
2	PERDUE INCORPORATED PROMISSORY NOTE	2,254,654	2,254,654
3			
4			
5			
6			
7			
8			
9			
10			

Form 990-PF, Part VII-A, Line 5 - Substantial Contraction

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions.

During the taxable year ending December 31, 2009, The Arthur W Perdue Foundation, Inc. (the "Foundation") made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled $2,498,581. This amount represents over 25% of the Foundation's net assets of $8,369,082 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2009 Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein.

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
							TOTAL:	0	0	0
1	Anne P Oliviero	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
2	Mary H. Perdue	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
3	Thomas E Mahn	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director / Asst Secretary / Asst Treasurer	1	0	0	0
4	Whitney Nida	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director / Family Grant Committee Member	1	0	0	0
5	Eileen F Burza	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director / Secretary / Treasurer	1	0	0	0
6	James A Perdue	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Grant Committee Member	1	0	0	0
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name MCLEOD REGIONAL MEDICAL CENTER OF THE PEE DEE			[ ] Person	[X] Business
Street PO BOX 100551				
City FLORENCE	**State** SC	**Zip code** 29502	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Mobile Mammography Unit				**Amount** 10,000

Name MIDWEST POULTRY CONSORTIUM INC			[ ] Person	[X] Business
Street 4630 CHURCHILL ST STE 1				
City SHOREVIEW	**State** MN	**Zip code** 55126	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				**Amount** 3,000

Name NATIONAL FISH AND WILDLIFE FOUNDATION			[ ] Person	[X] Business
Street 1120 CONNECTICUT AVE NW				
City WASHINGTON	**State** DC	**Zip code** 20036	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution NFWF Perdue Environmental Enhancement Partnership Fund				**Amount** 35,000

Name NATIONAL HIGH SCHOOL COACHES ASSOCIATION INC			[ ] Person	[X] Business
Street 3276 NAZARETH RD				
City EASTON	**State** PA	**Zip code** 18045	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(2)			
Purpose of grant/contribution Charitable Event				**Amount** 2,000

Name NORTH CAROLINA STATE UNIVERSITY FOUNDATION INC			[ ] Person	[X] Business
Street NSCU BOX 7207				
City RALEIGH	**State** NC	**Zip code** 27695	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution Perdue Associate and Producer Scholarship Program				**Amount** 10,000

Name OCPHC CHARITIES INC			[ ] Person	[X] Business
Street 1801 SWEETBAY DR				
City SALISBURY	**State** MD	**Zip code** 21804	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(2)			
Purpose of grant/contribution Charitable Event				**Amount** 2,500

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				Person	Business
ONE ECONOMY CORPORATION				[ ]	[X]
Street					
1220 19TH ST NW STE 610					
City		**State**	**Zip code**	**Foreign Country**	
WASHINGTON		DC	20036		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Bertie County Family Resource Center Program					25,000

Name				Person	Business
PORTLAND OPERA REPERTORY THEATRE				[ ]	[X]
Street					
PO BOX 7733					
City		**State**	**Zip code**	**Foreign Country**	
PORTLAND		ME	04112		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					10,000

Name				Person	Business
PURDUE UNIVERSITY				[ ]	[X]
Street					
UNIVERSITY DEVELOPMENT OFFICE, DICK AND SANDY DAUCH ALUMNI CENTER, 403 WEST WOOD STREET					
City		**State**	**Zip code**	**Foreign Country**	
W LAFAYETTE		IN	47907		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Perdue Associate and Producer Scholarship Award					10,000

Name				Person	Business
ROCKINGHAM MEMORIAL HOSPITAL				[ ]	[X]
Street					
235 CANTRELL AVE					
City		**State**	**Zip code**	**Foreign Country**	
HARRISONBURG		VA	22801		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
New Hospital Capital Campaign					10,000

Name				Person	Business
SALISBURY SCHOOL INC				[ ]	[X]
Street					
6279 HOBBS RD					
City		**State**	**Zip code**	**Foreign Country**	
SALISBURY		MD	21804		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Horizons Program					5,260

Name				Person	Business
SALISBURY STATE UNIVERSITY FOUNDATION INC				[ ]	[X]
Street					
PO BOX 2655					
City		**State**	**Zip code**	**Foreign Country**	
SALISBURY		MD	21802		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Perdue School of Business Building Project					2,000,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				Person	Business
SALISBURY STATE UNIVERSITY FOUNDATION INC					X
Street					
PO BOX 2655					
City		**State**	**Zip code**	**Foreign Country**	
SALISBURY		MD	21802		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Public Radio Delmarva Fundraising Campaign					2,500

Name				Person	Business
SALISBURY UNIVERSITY					X
Street					
P O. BOX 2195					
City		**State**	**Zip code**	**Foreign Country**	
SALISBURY		MD	21802		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Perdue Associate and Producer Scholarship Award					10,000

Name				Person	Business
SALISBURY URBAN MINISTRIES					X
Street					
PO BOX 1792					
City		**State**	**Zip code**	**Foreign Country**	
SALISBURY		MD	21802		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					5,000

Name				Person	Business
SISTERS OF CHARITY MINISTRY DEVELOPMENT CORPORATION					X
Street					
2351 E 22ND ST					
City		**State**	**Zip code**	**Foreign Country**	
CLEVELAND		OH	44115		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Dillon, SC Healthy Learners Program					10,000

Name				Person	Business
THE COMMUNITY FOUNDATION INC					X
Street					
7501 BOULDER VIEW DR STE 110					
City		**State**	**Zip code**	**Foreign Country**	
RICHMOND		VA	23225		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Jennings Family Donor Advised Fund					10,000

Name				Person	Business
UNITED WAY OF CENTRAL GEORGIA INC					X
Street					
PO BOX 1302					
City		**State**	**Zip code**	**Foreign Country**	
MACON		GA	31202		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					8,300

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				Person	Business
UNITED WAY OF CENTRAL GEORGIA INC					X
Street					
PO BOX 1302					
City		**State**	**Zip code**	**Foreign Country**	
MACON		GA	31202		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
2009 Campaign					11,300

Name				Person	Business
UNITED WAY OF DAVIESS COUNTY INC					X
Street					
200 E VAN TREES ST					
City		**State**	**Zip code**	**Foreign Country**	
WASHINGTON		IN	47501		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Odon Community / Senior Center Project					5,000

Name				Person	Business
UNITED WAY OF DAVIESS COUNTY INC					X
Street					
200 E VAN TREES ST					
City		**State**	**Zip code**	**Foreign Country**	
WASHINGTON		IN	47501		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Washington Street Light / Machine Trade Training Project					5,000

Name				Person	Business
UNITED WAY OF NORTH CAROLINA					X
Street					
1235 TWO HANNOVER SQUARE					
City		**State**	**Zip code**	**Foreign Country**	
RALEIGH		NC	27601		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
United Way of Richmond County in Rockingham, NC Program					6,971

Name				Person	Business
UNITED WAY OF THE LOWER EASTERN SHORE INC					X
Street					
801 N SALISBURY BLVD STE 202					
City		**State**	**Zip code**	**Foreign Country**	
SALISBURY		MD	21801		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					74,000

Name				Person	Business
UNIVERSITY OF DELAWARE					X
Street					
78 EAST DELAWARE					
City		**State**	**Zip code**	**Foreign Country**	
NEWARK		DE	19716		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Carvel Center Project					50,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				Person	Business
UNIVERSITY OF MARYLAND FDN INC					X
Street					
3300 METZEROTT RD					
City		**State**	**Zip code**	**Foreign Country**	
ADELPHI		MD	20783		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
UMES Food Science and Technology Perdue Scholarship Program					10,000

Name				Person	Business
UNIVERSITY OF MARYLAND FDN INC					X
Street					
3300 METZEROTT RD					
City		**State**	**Zip code**	**Foreign Country**	
ADELPHI		MD	20783		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Charitable Event					1,250

Name				Person	Business
UNIVERSITY OF PUERTO RICO					X
Street					
P O. BOX 9001					
City		**State**	**Zip code**	**Foreign Country**	
MAYAGUEZ		PR	00681		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					25,000

Name				Person	Business
UNIVERSITY OF WASHINGTON FOUNDATION					X
Street					
P.O. BOX 359505					
City		**State**	**Zip code**	**Foreign Country**	
SEATTLE		WA	98195		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Clarissa & Warren Wooster Endowed Fund					2,500

Name				Person	Business
WEST VIRGINIA UNIVERSITY - UNDERGRADUATE SCHOLARSHIP OFFICE					X
Street					
P O BOX 6410					
City		**State**	**Zip code**	**Foreign Country**	
MORGANTOWN		WV	26506		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Scholarship Grant					10,000

Name				Person	Business
WESTERN KENTUCKY UNIVERSITY					X
Street					
1908 COLLEGE HEIGHTS BLVD 11006					
City		**State**	**Zip code**	**Foreign Country**	
BOWLING GREEN		KY	42101		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Perdue Associate and Producer Scholarship Award					10,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				Person	Business	Amount
WICOMICO COUNTY BOARD OF EDUCATION					X	
Street: 900 MOUNT HERMON ROAD						
City: SALISBURY	**State:** MD	**Zip code:** 21802	**Foreign Country:**			
Relationship: N/A	**Foundation Status:** 509(a)(1)					
Purpose of grant/contribution: Everybody Playspace Project						5,000
WIREGRASS UNITED WAY INC					X	
Street: PO BOX 405						
City: DOTHAN	**State:** AL	**Zip code:** 36302	**Foreign Country:**			
Relationship: N/A	**Foundation Status:** 509(a)(1)					
Purpose of grant/contribution: General & Unrestricted						2,000
WORCESTER COUNTY DEVELOPMENTAL CENTER					X	
Street: PO BOX 70						
City: NEWARK	**State:** MD	**Zip code:** 21841	**Foreign Country:**			
Relationship: N/A	**Foundation Status:** 509(a)(1)					
Purpose of grant/contribution: General & Unrestricted						5,000
YMCA MID-DELMARVA FAMILY					X	
Street: PO BOX 3296						
City: SALISBURY	**State:** MD	**Zip code:** 21802	**Foreign Country:**			
Relationship: N/A	**Foundation Status:** 509(a)(2)					
Purpose of grant/contribution: General & Unrestricted						2,500
YOUTH EXERCISE SERVICES INC					X	
Street: PO BOX 279						
City: FRUITLAND	**State:** MD	**Zip code:** 21826	**Foreign Country:**			
Relationship: N/A	**Foundation Status:** 509(a)(1)					
Purpose of grant/contribution: General & Unrestricted						5,000
Street:						
City:	**State:**	**Zip code:**	**Foreign Country:**			
Relationship:	**Foundation Status:**					
Purpose of grant/contribution:						0