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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, 2009, and ending

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

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

ARTHUR H. KORN CHARITABLE REMAINDER
UNITRUST
3511 MULLIN LANE
BOWIE, MD 20715-1623

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, column (c), line 16) **J** Accounting method: Cash Accrual
 Other (specify) **Part I, column (d) must be on cash basis**

► \$ 2,461,579.

A Employer identification number
B Telephone number (see the instructions)
C If exemption application is pending, check here ►
D 1 Foreign organizations, check here . ►
E 2 Foreign organizations meeting the 85% test, check here and attach computation ►
F If private foundation status was terminated under section 507(b)(1)(A), check here ►
G 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 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 (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	4,346.	4,346.	4,346.	
	4 Dividends and interest from securities	33,205.	33,205.	33,205.	
	5a Gross rents b Net rental income or (loss)	17,763.	17,763.	17,763.	
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	-16,781.			
	7 Capital gain net income (from Part IV, line 2)		0.	0.	
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances b Less Cost of goods sold				600
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	-22.	-22.	-22.	
	12 Total. Add lines 1 through 11	38,511.	55,292.	55,292.	28,000.
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	28,000.			
OPERATING AND EXPENSES	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) b Accounting fees (attach sch) SEE ST 2 c Other prof fees (attach sch) SEE ST 3	9,145.			9,145.
	17 Interest	15,666.	15,666.		
	18 Taxes (attach schedule)(see instr) SEE STM 4	3,319.	3,319.		3,319.
	19 Depreciation (attach sch) and depletion	36,069.	36,069.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	70,356.	69,727.		629.
	24 Total operating and administrative expenses. Add lines 13 through 23	162,555.	124,781.		41,093.
	25 Contributions, gifts, grants paid PART XV	50,414.			50,414.
	26 Total expenses and disbursements. Add lines 24 and 25	212,969.	124,781.	0.	91,507.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0) c Adjusted net income (if negative, enter 0)	-174,458.	0.		55,292.

P 1

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	61,632.	24,113.	24,113.
	2	Savings and temporary cash investments	78,990.	80,032.	80,032.
	3	Accounts receivable			
		Less. allowance for doubtful accounts			
	4	Pledges receivable			
		Less. allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch.)			
		Less. allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)	70,764.	73,620.	73,620.
	b	Investments – corporate stock (attach schedule)	1,505,473.	1,389,993.	1,451,835.
	c	Investments – corporate bonds (attach schedule)			
LIABILITIES	11	Investments – land, buildings, and equipment. basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment. basis	1,043,003.		
		Less accumulated depreciation (attach schedule)			
		SEE STMT 6	160,821.	918,251.	882,182.
	15	Other assets (describe SEE STATEMENT 7)		8,229.	6,979.
	16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)		2,643,339.	2,456,919.
					2,461,579.
NET ASSETS	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)		469,431.	457,467.
	22	Other liabilities (describe)			2.
	23	Total liabilities (add lines 17 through 22)		469,431.	457,469.
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
RESERVES		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		2,531,336.	2,531,336.
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		-357,428.	-531,886.
	30	Total net assets or fund balances (see the instructions)		2,173,908.	1,999,450.
	31	Total liabilities and net assets/fund balances (see the instructions)		2,643,339.	2,456,919.

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	2,173,908.
2	Enter amount from Part I, line 27a	2	-174,458.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,999,450.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,999,450.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 8					
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 (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	-16,781.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8			3	-5,057.	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	146,423.	2,245,284.	0.065214
2007	118,325.	2,948,491.	0.040131
2006	80,873.	2,757,471.	0.029329
2005			
2004			

- 2 Total of line 1, column (d) 2 0.134674
- 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 0.044891
- 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . 4 1,851,873.
- 5 Multiply line 4 by line 3 . 5 83,132.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) . 6
- 7 Add lines 5 and 6 7 83,132.
- 8 Enter qualifying distributions from Part XII, line 4 8 91,507.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary - see instr.)	1	0.
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			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 3 4 5	0. 0. 0. 0.	
3	Add lines 1 and 2.			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments.			
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 6b 6c 6d	800. 0. 0. 0.	
b	Exempt foreign organizations – tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	7 8 9 10 11	800. 0. 0. 800. 0.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► 800. Refunded ► 800.			

Part VII-A | Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes	No
1a	X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1b	X
----	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file **Form 1120-POL** for this year?

1c	X
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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation	► \$ 0.	(2) On foundation managers	► \$ 0.
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e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2	X
---	---

If 'Yes,' attach a detailed description of the activities.

3	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

4a	X
----	---

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b	N/A
----	-----

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5	X
---	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6	X
---	---

If 'Yes,' attach the statement required by *General Instruction T*

7	X
---	---

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.

8b	X
----	---

• By language in the governing instrument, or

9	X
---	---

• 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?

10	X
----	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

MD	_____
----	-------

8a Enter the states to which the foundation reports or with which it is registered (see the instructions)

8b	X
----	---

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

9	X
---	---

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10	X
----	---

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.

Part VII-A Statements Regarding Activities Continued

11	X
12	X
13	X
14	Telephone no. ► (301) 464-5356
15	ZIP + 4 ► 20715-1623
	► 15 ► X 0.

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 checked="" type="checkbox"/> Yes	<input 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
1b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	► <input type="checkbox"/>	X
Organizations relying on a current notice regarding disaster assistance check here.		
1c 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?		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 ► 20____, 20____, 20____, 20____.		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions.)		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?	<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.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ► c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHARON M. LAURICH 3511 MULLIN LANE BOWIE, MD 20715-1623	TRUSTEE 10.00	28,000.	0.	0.

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

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

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

► 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 <u>SEE STATEMENT 9</u>	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 <u>N/A</u>	
2	

All other program-related investments. See instructions.

3	

Total. Add lines 1 through 3 ► **0.**

BAA

Form 990-PF (2009)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a Average monthly fair market value of securities	1a	1,310,986.
b Average of monthly cash balances	1b	194,576.
c Fair market value of all other assets (see instructions)	1c	831,979.
d Total (add lines 1a, b, and c)	1d	2,337,541.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	457,467.
3 Subtract line 2 from line 1d	3	1,880,074.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	28,201.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,851,873.
6 Minimum investment return. Enter 5% of line 5	6	92,594.

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

1 Minimum investment return from Part X, line 6	1	92,594.
2a Tax on investment income for 2009 from Part VI, line 5	2a	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	92,594.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	92,594.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	92,594.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	91,507.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	91,507.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	91,507.

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.

BAA

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				92,594.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			50,414.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 91,507.				
a Applied to 2008, but not more than line 2a			50,414.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.		
d Applied to 2009 distributable amount				41,093.
e Remaining amount distributed out of corpus		0.		
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		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b ..		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				51,501.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

BAA

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

N/A

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

• 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 10				
Total				► 3a 50,414.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,346.	
4 Dividends and interest from securities			14	33,205.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	-88,033.	
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					-16,781.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MISCELLANEOUS INCOME			14	-22.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-50,504.	-16,781.
13 Total. Add line 12, columns (b), (d), and (e)					13 -67,285.

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

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

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME		\$ -22.	\$ -22.
TOTAL	\$ -22.	\$ -22.	\$ -22.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 9,145.			\$ 9,145.
TOTAL	\$ 9,145.	\$ 0.	\$ 0.	\$ 9,145.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	\$ 15,666.	\$ 15,666.		
TOTAL	\$ 15,666.	\$ 15,666.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD FROM DIVIDENDS	\$ 3,319.	\$ 3,319.		
TOTAL	\$ 3,319.	\$ 3,319.	\$ 0.	\$ 3,319.

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION	\$ 1,250.	\$ 1,250.		N/A
MISCELLANEOUS	540.			\$ 540.
POSTAGE	50.			50.
PRINTING & REPRODUCTION	39.			39.
RENTAL EXPENSES	68,477.	68,477.		
TOTAL	\$ 70,356.	\$ 69,727.	\$ 0.	\$ 629.

STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 992,003.	\$ 160,821.	\$ 831,182.	\$ 825,000.
LAND	51,000.		51,000.	0.
TOTAL	\$ 1,043,003.	\$ 160,821.	\$ 882,182.	\$ 825,000.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET INTANGIBLE ASSETS	\$ 6,979.	\$ 6,979.
TOTAL	\$ 6,979.	\$ 6,979.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	550 SHRS AT & T INC.	PURCHASED	3/14/2008	2/04/2009
2	350 SHRS EXXON MOBIL CORP	PURCHASED	5/20/2008	2/11/2009
3	250 SHRS LOCKHEED MARTIN CORP	PURCHASED	VARIOUS	3/30/2009
4	3375 SHRS ISHARES INC MSCI JAPAN INDEX FD	PURCHASED	11/10/2005	4/01/2009
5	1300 SHRS PFIZER INC	PURCHASED	5/05/2008	6/01/2009
6	175 SHRS TELEFONICA SA SPONSORED ADR	PURCHASED	7/12/2007	6/01/2009
7	525 SHRS COCA COLA CO	PURCHASED	5/20/2008	6/02/2009
8	335 SHRS CISCO SYSTEMS INC	PURCHASED	8/27/2007	6/10/2009
9	145 SHRS NUCOR CORP	PURCHASED	1/30/2006	6/11/2009
10	205 SHRS ROCHE HOLDING LTD	PURCHASED	5/27/2008	6/11/2009
11	RIO TINTO PLC	PURCHASED	1/01/2009	7/17/2009
12	425 SHRS CONCOPHILLIPS	PURCHASED	VARIOUS	9/16/2009

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION			(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
13	325	SHRS	AXA-UAP-SPONSORED ADR	PURCHASED	12/09/2004	10/26/2009
14	175	SHRS	AMERICA MOVIL SABDEV	PURCHASED	1/30/2008	10/26/2009
15	450	SHRS	BANCO SANTANDER S A	PURCHASED	12/09/2004	10/26/2009
16	125	SHRS	CREDIT SUISSE GROUP	PURCHASED	12/09/2004	10/26/2009
17	425	SHRS	CHEUNG KONG HOLDINGS LTD	PURCHASED	8/29/2007	10/26/2009
18	100	SHRS	FREEPORT MCMORAN COPPER & GOLD INC.			
19	425	SHRS	INTEL CORP	PURCHASED	3/20/2007	10/26/2009
20	250	SHRS	MICROSOFT CORP	PURCHASED	1/30/2008	10/26/2009
21	100	SHRS	OCCIDENTAL LIFE CORP	PURCHASED	3/13/2008	10/26/2009
22	150	SHRS	PETROLEO BRASILEIRO SA	PURCHASED	12/09/2004	10/26/2009
23	475	SHRS	ORACLE CORP	PURCHASED	1/29/2008	10/26/2009
24	150	SHRS	PPG INDUSTRIES INC	PURCHASED	11/14/2007	10/26/2009
25	200	SHRS	UNILEVER NV	PURCHASED	3/30/2009	10/26/2009
26	125	SHRS	UNITED TECHNOLOGIES	PURCHASED	3/20/2008	10/26/2009
27	380	SHRS	CHINA MOBILE LIMITED SPONSORED ADR	PURCHASED	12/09/2004	10/26/2009
28	BNP PARIBAS			PURCHASED	3/28/2006	10/28/2009
29	AXA-UAP-SPONSORED ADR			PURCHASED	1/01/2009	11/10/2009
30	525	SHRS	RTS ING FROEP NV	PURCHASED	1/01/2009	12/04/2009
					1/01/2009	12/18/2009

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	13,762.		19,319.	-5,557.				\$ -5,557.
2	26,188.		33,114.	-6,926.				-6,926.
3	17,227.		15,248.	1,979.				1,979.
4	26,661.		41,503.	-14,842.				-14,842.
5	19,285.		26,709.	-7,424.				-7,424.
6	11,382.		12,196.	-814.				-814.
7	26,092.		30,165.	-4,073.				-4,073.
8	6,619.		10,347.	-3,728.				-3,728.
9	7,079.		6,236.	843.				843.
10	6,922.		8,776.	-1,854.				-1,854.
11	2,283.		0.	2,283.				2,283.
12	19,831.		24,274.	-4,443.				-4,443.
13	8,713.		7,764.	949.				949.
14	8,051.		10,373.	-2,322.				-2,322.
15	7,658.		5,405.	2,253.				2,253.
16	6,694.		1,254.	5,440.				5,440.
17	5,663.		5,944.	-281.				-281.
18	7,956.		6,236.	1,720.				1,720.
19	8,416.		8,788.	-372.				-372.
20	7,187.		7,213.	-26.				-26.
21	8,238.		2,769.	5,469.				5,469.
22	7,473.		8,204.	-731.				-731.
23	10,492.		9,720.	772.				772.
24	8,903.		5,446.	3,457.				3,457.
25	6,193.		6,547.	-354.				-354.
26	8,079.		6,215.	1,864.				1,864.
27	18,216.		9,965.	8,251.				8,251.
28	386.		0.	386.				386.
29	290.		0.	290.				290.
30	1,010.		0.	1,010.				1,010.
								TOTAL \$ -16,781.

STATEMENT 9
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIESEXPENSES

ANNUALLY DISTRIBUTIONS ARE MADE TO 501(C) (3) CHARITIES WHOSE MISSION IS THE HUMANE CARE, SUPPORT AND PLACEMENT OF ANIMALS. THERE ARE NO SERVICES RECEIVED OR PROVIDED. QUALIFIED DISTRIBUTIONS OF FIVE (5%) PERCENT OF THE FAIR MARKET VALUE OF THE TRUST ASSETS, LESS REASONABLE AND NECESSARY ADMINISTRATIVE EXPENSES, ARE MADE TO THESE CHARITIES TO HELP SUPPORT THEM IN THEIR HUMANE TREATMENT OF ANIMALS. FOURTEEN CHARITIES RECEIVED SUPPORT THIS YEAR.

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FREE TO LIVE PO BOX 1300 NORTH EDMOND, OK 73018	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	\$ 3,601.
ASSN FOR PROTECTION OF ANIMALS 5000 OLD ALTON ROAD GRANITE CITY, IL 62040	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
FELINES, INC. PO BOX 60616 CHICAGO, IL 60660	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
NORTHEAST ANIMAL SHELTER 204 HIGHLAND AVE SALEM, MA 01970	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
ELMSFORD ANIMAL SHELTER PO BOX 131 ELMSFORD, NY 10523	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
TREE-HOUSE ANIMAL FOUNDATION 1212 WEST CARMEN AVE CHICAGO, IL 60640	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
DEFENDERS OF ANIMAL RIGHTS INC 14412 OLD YORK ROAD PHOENIX, MD 21131	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ANIMAL CARE FUND INC. PO BOX A EAST SMITHFIELD, PA 11817	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	\$ 3,601.
ALL CREATURES ARE TRULY SPECIA PO BOX 1095 DAWSONVILLE, GA 30534	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
FARM SANCTUARY PO BOX 150 WARKINS GLEN, NY 14891	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
NATL HUMANE EDUCATION SOCIETY PO BOX 340 CHARLESTOWN, WV 25414	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
SAV-A-PET ADOPTION CENTER 31664 NORTH FAIRFIELD ROAD GRAYSLAKE, IL 60030	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
DAYS INN FARM HORSE RESCUE 15856 FREDERICK ROAD LISBON, MD 21765	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
HOME AGAIN HORSE RESCUE, INC 17701 QUEEN ANNE ROAD UPPER MARLBORO, MD 20774	NONE	501C3	SUPPORT & PROMOTE HUMANE TREATMENT OF ANIMALS	3,601.
TOTAL				\$ <u>50,414.</u>

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**RENTAL INCOME
SUPPLIES
RESIDENTIAL 3A**

HOUSEHOLD	\$	207.
OFFICE		58.
TOTAL	\$	<u>265.</u>

**RENTAL INCOME
TAXES
RESIDENTIAL 3A**

REAL ESTATE TAXES	\$	4,680.
SALES & ROOM TAX		420.
OTHER		0.
TOTAL	\$	<u>5,100.</u>

**RENTAL INCOME
UTILITIES
RESIDENTIAL 3A**

WATER	\$	882.
ELECTRIC		841.
CABLE		561.
TOTAL	\$	<u>2,284.</u>