Form **990-PF**

Department of the Treasury
Internal Revenue Service

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 , 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

Second Chance Foundation
194 Ridge Drive
Naples, FL 34108

A Employer identification number
59-2708392

B Telephone number (see the instructions)
(239) 592-9300

C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 6,846,281.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	15,422.			
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	56,537.	56,537.	N/A	
	4 Dividends and interest from securities	76,751.	76,751.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-434,656.			
	b Gross sales price for all assets on line 6a 5,189,511.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	80,747.	80,747.		
	12 **Total.** Add lines 1 through 11	-205,199.	214,035.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	116,549.			116,549.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 2	660.			660.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 3	16,652.	12,652.		4,000.
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 4	1,621.	1,260.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	5,208.			5,208.
	21 Travel, conferences, and meetings	2,474.			2,474.
	22 Printing and publications	240.			240.
	23 Other expenses (attach schedule) See Statement 5	5,537.			5,537.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	148,941.	13,912.		134,668.
	25 Contributions, gifts, grants paid Part XV	236,038.			236,038.
	26 **Total expenses and disbursements.** Add lines 24 and 25	384,979.	13,912.		370,706.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-590,178.			
	b **Net investment income** (if negative, enter 0)		200,123.		
	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	(c) Fair Market Value
ASSETS			
1 Cash — non-interest-bearing	19,963.	33,121.	33,121.
2 Savings and temporary cash investments	1,148,033.	1,134,704.	1,134,704.
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)	25,135.		
b Investments — corporate stock (attach schedule) Statement 6	2,292,438.	3,129,179.	3,129,179.
c Investments — corporate bonds (attach schedule) Statement 7	1,184,010.	1,234,241.	1,234,241.
11 Investments — land, buildings, and equipment. basis ►			
Less accumulated depreciation (attach schedule) ►			
12 Investments — mortgage loans			
13 Investments — other (attach schedule) Statement 8	602,769.	747,798.	747,798.
14 Land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►			
15 Other assets (describe ► See Statement 9)	1,248,045.	567,238.	567,238.
16 **Total assets** (to be completed by all filers — see instructions. Also, see page 1, item I)	6,520,393.	6,846,281.	6,846,281.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► X			
24 Unrestricted	6,520,393.	6,846,281.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☐			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see the instructions)	6,520,393.	6,846,281.	
31 **Total liabilities and net assets/fund balances** (see the instructions)	6,520,393.	6,846,281.	

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	6,520,393.
2 Enter amount from Part I, line 27a	2	-590,178.
3 Other increases not included in line 2 (itemize) ► See Statement 10	3	916,066.
4 Add lines 1, 2, and 3	4	6,846,281.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,846,281.

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	M&I 19 Publicly Traded Stocks	P	Various	Various
b	M&I 27 Publicly Traded Stocks	P	Various	Various
c	Fidelity 29 Publicly Traded Stocks	P	Various	Various
d	Fidelity 85 Publicly Traded Stocks	P	Various	Various
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	4,302,630.		4,597,930.	-295,300.
b	366,877.		378,614.	-11,737.
c	92,206.		180,197.	-87,991.
d	427,798.		467,426.	-39,628.
e				

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-295,300.
b				-11,737.
c				-87,991.
d				-39,628.
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** -434,656.

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** -383,291.

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	373,446.	7,911,993.	0.047200
2007	517,390.	7,098,557.	0.072887
2006	321,271.	6,949,594.	0.046229
2005	258,122.	6,598,623.	0.039118
2004	193,119.	6,484,943.	0.029780

2	**Total** of line 1, column (d)	2	0.235214
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	0.047043
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,371,808.
5	Multiply line 4 by line 3	5	299,749.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,001.
7	Add lines 5 and 6	7	301,750.
8	Enter qualifying distributions from Part XII, line 4	8	370,706.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter. ________ (attach copy of letter if necessary - see instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	2,001.
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	2,001.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,001.
6 Credits/Payments				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	13,553.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	13,553.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	11,552.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ► 11,552.	**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 the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► FL			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

		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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Bruce Conley Telephone no. ► 239-592-9300

Located at ► 194 Ridge Drive Naples, FL ZIP + 4 ► 34108

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

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

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

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

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

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

If 'Yes' to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bruce Conley 194 Ridge Drive Naples, FL 34108	Trustee 30.00	80,400.	36,149.	0.

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 See Statement 11	66,350.
2 See Statement 12	49,606.
3 See Statement 13	27,735.
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.			
a Average monthly fair market value of securities		1a	5,393,669.
b Average of monthly cash balances		1b	1,075,172.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	6,468,841.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	6,468,841.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	97,033.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	6,371,808.
6 **Minimum investment return.** Enter 5% of line 5		6	318,590.

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	318,590.
2a Tax on investment income for 2009 from Part VI, line 5	2a 2,001.		
b Income tax for 2009. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	2,001.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	316,589.
4 Recoveries of amounts treated as qualifying distributions		4	20,024.
5 Add lines 3 and 4		5	336,613.
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	336,613.

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	370,706.
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	370,706.
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	2,001.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	368,705.

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

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					336,613.
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					
b From 2005					
c From 2006					
d From 2007	10,549.				
e From 2008					
f **Total** of lines 3a through e		10,549.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 370,706.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2009 distributable amount					336,613.
e Remaining amount distributed out of corpus		34,093.			
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		44,642.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		44,642.			
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007	10,549.				
d Excess from 2008					
e Excess from 2009	34,093.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 14				
Total			► 3a	236,038.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	56,537.	
4 Dividends and interest from securities			14	76,751.	
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	-434,656.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Int. on Program Loans					80,213.
b Interest from PRI					534.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-301,368.	80,747.
13 Total. Add line 12, columns (b), (d), and (e)				13	-220,621.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)
11(a)	Interest earned on program loans which assisted with the acquisition, financing and refinancing of facilities for organizations.
11(b)	Interest earned on Program-Related Investments.

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

► Hanley — 11/15/10 ► Trustee

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature ► Michael Fontanello	Date 11/12/10	Check if self employed ► ☐	Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self employed), address, and ZIP code ► Fontanello, Duffield & Otake, LLP		EIN ► N/A	
44 Montgomery Street, Suite 2019			
San Francisco, CA 94104		Phone no ► (415) 983-0200	

Form **8868** (Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	Second Chance Foundation	59-2708392
	Number, street, and room or suite number If a P O box, see instructions 194 Ridge Drive	
	City, town or post office, state, and ZIP code For a foreign address, see instructions Naples, FL 34108	

Check type of return to be filed (file a separate application for each return).

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► Bruce Conley

Telephone No. ► 239-592-9300 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► [X] calendar year 20 09 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 1,194.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 13,553.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization Second Chance Foundation	**Employer identification number** 59-2708392
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Francisco, CA 94104	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► Bruce Conley
  Telephone No. ► 239-592-9300 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 10.

5 For calendar year 2009, or other tax year beginning ________, 20__, and ending ________, 20__

6 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a**	$ 1,194.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 13,553.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instrs	**8c**	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► COPY Title ► Date ►

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Int. on Program Loans	$ 80,213.	$ 80,213.	
Interest from PRI	534.	534.	
Total	$ 80,747.	$ 80,747.	$ 0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Hahn, Loeser & Parks LLP	$ 660.			$ 660.
Total	$ 660.	$ 0.		$ 660.

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
Consultant Fees	$ 4,000.			$ 4,000.
Investment Management Fees	20,843.	$ 20,843.		
Less: Lawsuit Settlement	-8,191.	-8,191.		
Total	$ 16,652.	$ 12,652.		$ 4,000.

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
Excise Taxes	$ 361.			
Foreign Taxes on Dividends	1,260.	$ 1,260.		
Total	$ 1,621.	$ 1,260.		$ 0.

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
Education	$ 665.			$ 665.
Event Expenses	2,022.			2,022.
Insurance	557.			557.
Licenses and Fees	214.			214.
Office Expenses	771.			771.
Postage and Delivery	142.			142.
Rental Expenses	32.			32.
Supplies	1,134.			1,134.
Total	$ 5,537.	$ 0.		$ 5,537.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Abbott Laboratories, 150 Sh.	Mkt Val	$ 8,098.	$ 8,098.
Altria Group, 900 Sh.	Mkt Val	17,667.	17,667.
Applied Matls Inc Com, 1750 Sh.	Mkt Val	24,395.	24,395.
Bank of America, 500 Sh.	Mkt Val	7,530.	7,530.
Caterpillar, 335 Sh.	Mkt Val	19,092.	19,092.
Coca Cola, 809 Sh.	Mkt Val	46,113.	46,113.
Deere & Co., 780 Sh.	Mkt Val	42,190.	42,190.
Exxon Mobil, 850 Sh.	Mkt Val	57,961.	57,961.
General Electric, 1,000 Sh.	Mkt Val	15,130.	15,130.
Goldman Sachs Group, 269 Sh.	Mkt Val	45,418.	45,418.
Intel, 909 Sh.	Mkt Val	18,544.	18,544.
Intl Business Machines, 491 Sh.	Mkt Val	64,272.	64,272.
Medtronic, 731 Sh.	Mkt Val	32,149.	32,149.
Merck & Co, 300 Sh.	Mkt Val	10,962.	10,962.
Microsoft, 3,079 Sh.	Mkt Val	93,848.	93,848.
Northern Tr Corp, 400 Sh.	Mkt Val	20,960.	20,960.
Procter & Gamble, 500 Sh.	Mkt Val	30,315.	30,315.
Wal Mart Stores, 700 Sh.	Mkt Val	37,415.	37,415.
Wells Fargo & Co, 1,117 Sh.	Mkt Val	30,148.	30,148.
Colgate Palmolive Co Com, 391 Sh.	Mkt Val	32,121.	32,121.
Johnson & Johnson, 862 Sh.	Mkt Val	55,521.	55,521.
St. Jude Medical, 1,129 Sh.	Mkt Val	41,525.	41,525.
US Bancorp, 800 Sh.	Mkt Val	18,008.	18,008.
Verizon Communications, 580 Sh.	Mkt Val	19,215.	19,215.
Qualcomm, 914 Sh.	Mkt Val	42,282.	42,282.
AFLAC Inc Com 492 Sh.	Mkt Val	22,755.	22,755.
Air Prods & Chems Inc Com 269 Sh.	Mkt Val	21,805.	21,805.
Chevron Corp New Com 825 Sh.	Mkt Val	63,517.	63,517.
Claymore Exchange 1,300 Sh.	Mkt Val	55,198.	55,198.
Kraft Foods Inc CI A 256 Sh.	Mkt Val	6,958.	6,958.
Medco Health Solutions 914 Sh.	Mkt Val	58,414.	58,414.
Microchip Technology 263 Sh.	Mkt Val	7,640.	7,640.
Monsanto Co New Com, 550 Sh.	Mkt Val	44,962.	44,962.
Nike Inc 432 Sh.	Mkt Val	28,542.	28,542.
Target Corp, 525 Sh.	Mkt Val	25,394.	25,394.

Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Berkshire Hathaway Inc 5 Sh.	Mkt Val	$ 16,430.	$ 16,430.
BP PLC Adr, 400 Sh.	Mkt Val	23,188.	23,188.
Marshall & Ilsley Corp New, 880 Sh.	Mkt Val	4,796.	4,796.
Merck & Co Inc, 310 Sh.	Mkt Val	11,327.	11,327.
AT&T Inc Com, 323 Sh.	Mkt Val	9,054.	9,054.
Cisco Sys Inc, 1392 Sh.	Mkt Val	33,324.	33,324.
Citigroup Inc, 785 Sh.	Mkt Val	2,598.	2,598.
AT&T Inc Com, 460 Sh.	Mkt Val	12,894.	12,894.
Ishares Tr Russell 2000 Index Fd, 800 Sh	Mkt Val	49,952.	49,952.
Kellogg Co Com, 300 Sh.	Mkt Val	15,960.	15,960.
Kohls Corp, 562 Sh.	Mkt Val	30,309.	30,309.
Nucor Corp, 267 Sh.	Mkt Val	12,455.	12,455.
Paccar Inc, 741 Sh.	Mkt Val	26,876.	26,876.
Schwab Charles Corp, 1500 Sh.	Mkt Val	28,230.	28,230.
Staples Inc, 1,143 Sh.	Mkt Val	28,106.	28,106.
Union Pac Corp, 552 Sh.	Mkt Val	35,273.	35,273.
XTO Energy Inc, 150 Sh.	Mkt Val	6,979.	6,979.
General Electric, 1,000 Sh.	Mkt Val	15,130.	15,130.
Integrys Energy Group Inc, 250 Sh.	Mkt Val	10,497.	10,497.
JPMorgan Chase & Co, 300 Sh.	Mkt Val	12,501.	12,501.
Kimberly Clark Corp, 220 Sh.	Mkt Val	14,016.	14,016.
Kraft Foods Inc, 205 Sh.	Mkt Val	5,572.	5,572.
Kraft Foods Inc, 515 Sh	Mkt Val	13,998.	13,998.
S&P Mid Cap 400 Dep Rcpts, 800 Sh.	Mkt Val	105,392.	105,392.
Pepco Hldgs Inc, 600 Sh.	Mkt Val	10,110.	10,110.
Progress Energy Inc, 300 Sh.	Mkt Val	12,303.	12,303.
Progress Energy Inc (2), 300 Sh.	Mkt Val	12,303.	12,303.
S&P 500 Depository Receipt, 2,700 Sh.	Mkt Val	300,888.	300,888.
Ameriprise Finl Inc Com, 720 Sh.	Mkt Val	27,950.	27,950.
Boeing Co Com, 371 Sh.	Mkt Val	20,082.	20,082.
Celgene Corp Com, 250 Sh.	Mkt Val	13,920.	13,920.
Electronic Arts Inc. Com, 500 Sh.	Mkt Val	8,875.	8,875.
Greenhill & Co Inc Com, 500 Sh.	Mkt Val	40,120.	40,120.
Lowes Cos Inc Com, 700 Sh.	Mkt Val	16,373.	16,373.
Midcap SPDR Tr Unit Ser 1 S&P, 2,900 Sh.	Mkt Val	382,046.	382,046.
Spdr Tr Unit Ser 1 S&P, 2,000 Sh.	Mkt Val	222,880.	222,880.
United Parcel Svc Inc Com, 200 Sh.	Mkt Val	11,474.	11,474.
Ameren Corp, 600 Sh.	Mkt Val	16,770.	16,770.
Berkshire Hathaway Inc Del Cl B, 10 Sh.	Mkt Val	32,860.	32,860.
Energy Transfer Ptnrs LP UT Ltd, 460 Sh.	Mkt Val	20,686.	20,686.
Heinz H J Co, 150 Sh.	Mkt Val	6,414.	6,414.
Ishares Barclays Treas Infl Pro 1,000 Sh	Mkt Val	103,900.	103,900.
Ishares Tr FTSE Xinhua HK China 25, 500	Mkt Val	21,130.	21,130.
Ishares TR MSCI Emerg Mkts Idx, 1,000 Sh	Mkt Val	41,500.	41,500.
Ishares MSCI EAFE Index Fd, 1,840 Sh.	Mkt Val	101,715.	101,715.
JP Morgan Chase & Co, 335 Sh.	Mkt Val	13,959.	13,959.
	Total	$ 3,129,179.	$ 3,129,179.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Federal Home Ln Mtg 5.50%, 40,000 Sh.	Mkt Val	$ 42,969.	$ 42,969.
Federal Natl Mtg Assn 4.75%, 50,000 Sh.	Mkt Val	50,656.	50,656.
Federal Natl Mtg Assn 5.375%, 100,000 Sh	Mkt Val	107,859.	107,859.
Federal Natl Mtg Assn 4.81%, 100,000 Sh.	Mkt Val	101,156.	101,156.
Federal Home Loan Bks 4.75%, 50,000 Sh.	Mkt Val	51,289.	51,289.
Federal Natl Mtg Assn, 4.75%, 75,000 Sh	Mkt Val	77,977.	77,977.
Federal Natl Mtg Assn, 5.00%, 60,000 Sh	Mkt Val	64,153.	64,153.
Federal Natl Mtg Assn, 5.00%, 75,000 Sh	Mkt Val	80,766.	80,766.
Federal Natl Mtg Assn 2.75%, 75,000 Sh.	Mkt Val	76,899.	76,899.
Federal Home Ln Bks 4.50%, 60,000 Sh.	Mkt Val	64,416.	64,416.
Federal Home Ln Bks 4.50%, 50,000 Sh.	Mkt Val	54,024.	54,024.
Wells Fargo & Co New 5.125%, 140,000 Sh.	Mkt Val	147,200.	147,200.
Federal Natl Mtg Assn 2.875% 35,000 Sh.	Mkt Val	35,733.	35,733.
Federal Natl Mtg Assn 3.00%, 70,000 Sh.	Mkt Val	70,973.	70,973.
General Elec Co NT 5.25%, 50,000 Sh.	Mkt Val	51,093.	51,093.
Glaxosmithkline CapIndGtd 4.375% 100,000	Mkt Val	104,900.	104,900.
Verizon Communications Inc 5.50% 50,000	Mkt Val	52,178.	52,178.
	Total	$ 1,234,241.	$ 1,234,241.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
Ishares Tr Msci EAFE Index Fd, 6,500 Sh.	Mkt Val	$ 359,320.	$ 359,320.
Ishares Tr S&P Midcap 600 Ind, 100 Sh.	Mkt Val	5,472.	5,472.
Ishares MSCI Australia Index Fd 830 Sh.	Mkt Val	18,957.	18,957.
Ishares Inc MSCI Canada Index Fd 710 Sh.	Mkt Val	18,694.	18,694.
Ishares MSCI Hong Kong Index Fd 1285 Sh.	Mkt Val	20,123.	20,123.
Ishares MSCI Switz Index Fd 955 Sh.	Mkt Val	21,258.	21,258.
Ishares MSC Brazil Index Fd 200 Sh.	Mkt Val	14,922.	14,922.
Ishares Tr Msci Emrg Mkts Indx Fd, 2,000	Mkt Val	83,000.	83,000.
Ishares Tr Russell 2000 Idx Fd, 3,300 Sh	Mkt Val	206,052.	206,052.
	Total	$ 747,798.	$ 747,798.

Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Loans Receivable	$ 567,238.	$ 567,238.
Total	$ 567,238.	$ 567,238.

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

Unrealized Capital Gains	$ 916,066.
Total	$ 916,066.

Statement 11
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

Direct Charitable Activities	Expenses
Start-Up Program - Charity for Change - continued incubating the start-up of a not-for-profit organization to promote giving as a way of life, including further developing the corporate infrastructure, website, curriculum, and operating systems. Charity for Change received 501(c)(3) public charity status in December of 2008. The pilot program began in October of 2008, with approximately 1,400 elementary school students and grew to approximately 3,000 elementary school students in 2009. The students participate weekly by donating and raising money for 72 charities. Community partner support encourages giving by adding to student donations. Over 130 classrooms heard the direct impact of their donations by visits from charity representatives. The character development curriculum, website games, puzzles and incentive awards all follow the charity theme. Participation in this program supports students' character development, engagement in community, and empathy for others.	$ 66,350.

Statement 12
Form 990-PF, Part IX-A, Line 2
Summary of Direct Charitable Activities

Direct Charitable Activities	Expenses
Facilities Support - Researched, maintained or developed opportunities for acquisition, financing and refinancing of facilities for not-for-profit organizations in need of special facilities and/or additional Board or Advisory Board Support.	$ 49,606.

Statement 13
Form 990-PF, Part IX-A, Line 3
Summary of Direct Charitable Activities

Direct Charitable Activities	Expenses
Christmas for Children/Homework Club - one-hour tutoring sessions 2 times per week for approximately 13.5 weeks for 19 third-grade children at Lely Elementary School and 38 third-grade children at Calusa Park Elementary School who had failed, or were at risk of failing the FCAT exam.	$ 27,735.

Statement 14
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Naples Art Association 585 Park Street Naples, FL 34102	N/A	509(a)	General Support	$ 1,036.
Naples Equestrian Challenge 206 Ridge Drive Naples, FL 34108	N/A	509(a)	General Support	7,000.
Collier Cty (Naples) Historical Society PO Box 201 Naples, FL 34106	N/A	509(a)	General Support	1,000.
Lely Elementary School 8125 Lely Cultural Pkwy Naples, FL 34113	N/A	509(a)	General Support	12,357.
Calusa Park Elementary School 4600 Santa Barbara Blvd Naples, FL 34104	N/A	509(a)	General Support	12,800.
Charity for Change, LLC 194 Ridge Dr Naples, FL 34108		509(a)	General Support	62,000.
Harry Chapin Food Bank 3760 Fowler Street Ft. Myers, FL 33901	N/A	509(a)	General Support	6,100.
Providence House PO Box 128 Naples, FL 34106	N/A	509(a)	General Support	5,000.
Special Equestrians, Inc. PO Box 61528 Ft. Myers, FL 33906	N/A	509(a)	General Support	9,500.
East Naples Kiwanis Florida Fdn PO Box 572 Naples, FL 34106	N/A	509(a)	General Support	250.
Fidelity Charitable Gift Fund 8880 Tamiami Trail North Naples, FL 34108	None	509(a)	Donor Advised Fund	100,000.
Grandfather Home for Children PO Box 98 Banner Elk, NC 28604	None	509(a)	General Support	2,000.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Sunrise Community of Collier County 3984 Arnold Ave Naples, FL 34104	N/A	509(a)	General Support	$ 5,000.
SWFL Children's Charities 12881 Terabella Way Fort Myers, FL 33912	N/A	509(a)	General Support	1,500.
Association of Small Foundations 1720 N Street NW Washington , DC 20036	N/A	509(a)	General Support	10,495.
			Total	$ 236,038.