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Return of Private Foundation

OMB No 1545-0052

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 , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE CORTOPASSI FAMILY FOUNDATION		A Employer identification number 68-0232655
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 11292 N. ALPINE ROAD		B Telephone number (209) 948-0792
	City or town, state, and ZIP code STOCKTON, CA 95212		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,708,637. (Part I, column (d) must be on cash basis)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		69,948.	69,948.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<76,808.>			
b Gross sales price for all assets on line 6a		1,773,816.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		306,544.	306,544.		STATEMENT 2
12 Total. Add lines 1 through 11		299,684.	376,492.		
13 Compensation of officers, directors, trustees, etc.		6,667.	0.		6,667.
14 Other employee salaries and wages		22,525.	0.		22,525.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		21,885.	4,377.		17,508.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		7,801.	0.		4,801.
19 Depreciation and depletion		690,087.	690,087.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		845.	0.		845.
23 Other expenses STMT 5		153,638.	0.		7,610.
24 Total operating and administrative expenses. Add lines 13 through 23		903,448.	694,464.		59,956.
25 Contributions, gifts, grants paid		678,824.			678,824.
26 Total expenses and disbursements. Add lines 24 and 25		1,582,272.	694,464.		738,780.
27 Subtract line 26 from line 12		<1,282,588.>			
a Excess of revenue over expenses and disbursements			0.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,973,133.	15,411,635.	15,411,635.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use	397.	400.	400.
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	8,835,286.	15,261,333.	11,278,319.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)	1,018,283.	1,018,283.	1,018,283.	
16 Total assets (to be completed by all filers)	16,827,099.	31,691,651.	27,708,637.	
Liabilities	17 Accounts payable and accrued expenses	317,520.	186,170.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	162,490.	11,917.	
	23 Total liabilities (add lines 17 through 22)	480,010.	198,087.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	15,328,806.	30,475,281.	
	25 Temporarily restricted	1,018,283.	1,018,283.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	16,347,089.	31,493,564.	
31 Total liabilities and net assets/fund balances	16,827,099.	31,691,651.		

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	16,347,089.
2 Enter amount from Part I, line 27a	2	<1,282,588.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	16,457,481.
4 Add lines 1, 2, and 3	4	31,521,982.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	28,418.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,493,564.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 20,000 SHS. SPDR GOLD TR GOLD SHS	P	02/26/09	05/05/09
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 1,773,816.		1,850,624.	<76,808.>
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<76,808.>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<76,808.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,849,759.	18,326,996.	.100931
2007	4,085,197.	12,709,443.	.321430
2006	2,061,298.	16,054,116.	.128397
2005	1,270,077.	17,411,144.	.072946
2004	504,968.	9,781,741.	.051624

2 Total of line 1, column (d).	2	.675328
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	.135066
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,413,934.
5 Multiply line 4 by line 3	5	2,081,898.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	2,081,898.
8 Enter qualifying distributions from Part XII, line 4	8	738,780.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	0.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	0.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	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 payments and 2008 overpayment credited to 2009	6a	5,406.
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	5,406.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,406.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 5,406. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► N/A	13	X	
14	The books are in care of ► DONALD G. LENZ Located at ► 11292 N. ALPINE RD STOCKTON, CA	Telephone no	► (209) 948-0792	
		ZIP+4	► 95212	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► N/A	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c
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 ►		
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 instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)?

☐ 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)?

N/A

5b

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

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?

N/A

7b

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.

(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
DEAN CORTOPASSI 11292 N. ALPINE ROAD STOCKTON, CA 95212	PRESIDENT 1.00	0.	0.	0.
JOAN CORTOPASSI 11292 N. ALPINE ROAD STOCKTON, CA 95212	TRUSTEE 1.00	0.	0.	0.
DONALD LENZ 11292 N. ALPINE ROAD STOCKTON, CA 95212	SEC/TREAS 1.00	0.	0.	0.
DANIEL P CONNELLY 11292 N. ALPINE ROAD STOCKTON, CA 95212	EXECUTIVE DIRECTOR 15.00	6,667.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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	7,548,773.
b	Average of monthly cash balances	1b	8,099,891.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,648,664.
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	15,648,664.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,730.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,413,934.
6	Minimum investment return. Enter 5% of line 5	6	770,697.

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	770,697.
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	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	770,697.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	770,697.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	770,697.

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	738,780.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	738,780.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	738,780.

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.

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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				770,697.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	44,562.			
b From 2005	459,840.			
c From 2006	2,340,157.			
d From 2007	5,035,267.			
e From 2008	3,775,000.			
f Total of lines 3a through e	11,654,826.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	738,780.			
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				738,780.
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))	31,917.			31,917.
6 Enter the net total of each column as indicated below:	11,622,909.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	12,645.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	11,610,264.			
10 Analysis of line 9:				
a Excess from 2005	459,840.			
b Excess from 2006	2,340,157.			
c Excess from 2007	5,035,267.			
d Excess from 2008	3,775,000.			
e Excess from 2009				

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)				
a Paid during the year SEE ATTACHED SCHEDULE				678,824.
Total			▶ 3a	678,824.
b Approved for future payment				
Total SEE STATEMENT 12			▶ 3b	186,170.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	69,948.		
4 Dividends and interest from securities						
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			15	306,544.		
8 Gain or (loss) from sales of assets other than inventory			18	<76,808.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		299,684.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	299,684.

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

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

[illegible]

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

- 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		

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.

Sign Here

Signature of officer or trustee

Date _____

Title

Preparer's
signature

Richard J. Gere, CMA

Date

571240

Check if self-employed	
------------------------	--

Preparer's identifying number

Firm's name (or yours if self-employed),
address, and ZIP code

BOWMAN & COMPANY, LLP
2431 W. MARCH LANE, SUITE 100
STOCKTON, CA 95207

FIN ▶

Phone no (209) 473-1040

Form **990-PF** (2009)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF STOCKTON	36,321.
SMITH BARNEY	12,696.
WELLS FARGO BANK	20,931.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	69,948.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SMITH BARNEY CITIGROUP	306,544.	306,544.	
TOTAL TO FORM 990-PF, PART I, LINE 11	306,544.	306,544.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	21,885.	4,377.		17,508.
TO FORM 990-PF, PG 1, LN 16B	21,885.	4,377.		17,508.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,541.	0.		4,541.
FILING FEES	260.	0.		260.
EXCISE TAXES	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,801.	0.		4,801.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WORKERS COMP INSURANCE	331.	0.		331.
MISCELLANEOUS EXPENSE	7,279.	0.		7,279.
CAPECCHIO OVEST PROGRAM EXPENSES	146,028.	0.		0.
TO FORM 990-PF, PG 1, LN 23	153,638.	0.		7,610.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
DECREASE IN BOARD DESIGNATED FUNDS	281,923.
NET ASSETS TRANSFERRED TO FOUNDATION PURSUANT TO IRS CODE SECTION 507(B)(2)	16,175,558.
TOTAL TO FORM 990-PF, PART III, LINE 3	16,457,481.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
ADJUST MARKETABLE SECURITIES TO BOOK VALUE	28,418.
TOTAL TO FORM 990-PF, PART III, LINE 5	28,418.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK CERTIFICATES-SAN JUAN BASIN ROYALTY TRUST	15,189,014.	11,206,000.
ROYALTIES RECEIVABLE	72,319.	72,319.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,261,333.	11,278,319.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REMAINDER INTEREST IN RESIDENTIAL REAL ESTATE	1,018,283.	1,018,283.	1,018,283.
TO FORM 990-PF, PART II, LINE 15	1,018,283.	1,018,283.	1,018,283.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
SCHOLARSHIP OBLIGATIONS	162,490.	11,917.
TOTAL TO FORM 990-PF, PART II, LINE 22	162,490.	11,917.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGER

DEAN CORTOPASSI
JOAN CORTOPASSI

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
SAN JOAQUIN COUNTY OFFICE OF EDUCATION	NONE EDUCATIONAL		150,000.
UNIVERSITY OF CALIFORNIA AT DAVIS	NONE EDUCATIONAL		20,000.
VARIOUS ORGANIZATIONS- FIELD TRIPS AND DAY CAMPS	NONE EDUCATIONAL		13,170.
DELTA COLLEGE	NONE EDUCATIONAL		3,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			186,170.

Cortopassi Family Foundation
Grants Paid by Payee
January through December 2009

Name	Amount	Pupose
Alzheimer's Society of No California	1,000 00	Charitable
American Heart Association	1,000 00	Charitable
Boys' and Girls' Club of Stockton	1,000 00	Charitable
Brazos Valley Hospice	1,000 00	Charitable
California Pacific Medical Center Fndtn	1,000 00	Charitable
California Waterfowl Association	15,000 00	Charitable
Cathedral of the Annunciation School	5,000 00	Educational
Child Abuse Prevention Council	2,500 00	Charitable
Children's Home Auxiliary	4,000 00	Charitable
Children's Museum of Stockton	1,500 00	Charitable
Clairmont School	3,526 95	Educational
Community Center for the Blind	758 00	Charitable
Community Partnership for Families	100,000 00	Charitable
DAV Charitable Service Trust	5,000 00	Charitable
Davis Farmers Market Foundation	10,000 00	Educational
Delta Cross Country	3,000 00	Charitable
Delta Humane Society	2,000 00	Charitable
Delta Waterfowl Foundation	2,500 00	Charitable
Diocese of Stockton	5,000 00	Charitable
District 10 Wild Duck Egg Salvage	2,500 00	Charitable
El Concilio	1,000 00	Charitable
Field Trips	11,404 00	Educational
Golden Empire Council, BSA	2,500 00	Charitable
Goodwill Industnes of San Joaquin Valley	2,500 00	Charitable
GSHCC Troop #2030	1,000 00	Charitable
Haggin Museum	54,148 79	Charitable
Hospice of San Joaquin	2,500 00	Charitable
Ironstone Concours Foundation	2,500 00	Charitable
Jim Elliot Christian High School	5,000 00	Educational
Johns Hopkins University	1,000 00	Charitable
Junior Aid of Stockton	2,500 00	Charitable
League to Save Lake Tahoe	3,500 00	Charitable
Ligun nel Mondo	2,500 00	Educational
Lilliput Children's Services	1,000 00	Charitable
Linden-Peters Fire Department	2,500 00	Charitable
Lodi High School	5,000 00	Charitable
Lodi House	1,000 00	Charitable
Lodi Memonal Hospital Foundation, Inc	5,000.00	Charitable
Lodi Physical Therapy	1,000 00	Charitable
Lodi Sandhill Crane Association	2,500 00	Charitable
Lodi Unified School District	5,033 47	Charitable
Mary Graham Children's Shelter Foundation	11,000 00	Educational
Mayo Clinic in Scottsdale Arizona	5,000 00	Charitable
Micke Grove Zoo	10,340 00	Educational
Namaste Direct	5,000 00	Charitable
North Delta Conservancy	1,000 00	Charitable
Oak Hills Church	1,700.00	Charitable
Oakland Military Institute	5,000 00	Educational
Pacific Italian Alliance	3,500 00	Charitable
Planned Parenthood	1,000.00	Charitable

Cortopassi Family Foundation
Grants Paid by Payee
January through December 2009

<u>Name</u>	<u>Amount</u>	<u>Pupose</u>
Pregnancy Resource Center	1,200 00	Charitable
Restore the Delta	55,000 00	Charitable
S T A R S	2,000 00	Charitable
Saint Mary's High School	16,094 73	Educational
Salvation Army	1,000 00	Charitable
San Francisco Ballet	1,000 00	Charitable
San Joaquin County Education Foundation	13,100 00	Educational
San Joaquin County Historical Society	5,000 00	Charitable
San Joaquin Foundation A+	5,000 00	Charitable
San Joaquin Foundation A+	10,000 00	Charitable
Second Harvest Food Bank	1,000 00	Charitable
Seeds to the World	1,000 00	Charitable
Seneca Hospital Auxiliary	2,500 00	Charitable
Servant Partners	2,500 00	Charitable
Sierra Nevada College	20,000 00	Educational
St George Parish School	24,163 00	Educational
St Joseph's Foundation	5,000 00	Charitable
St Luke's Catholic Elementary School	4,797 00	Educational
St Mary's Interfaith Community Services	53,000 00	Charitable
Stockton Art League	1,000 00	Charitable
Stockton Civic Theater	7,000 00	Charitable
Stockton HS Water Polo Club	1,000 00	Charitable
Stockton Opera Association	2,000 00	Charitable
Stockton Opera Guild	2,000 00	Charitable
Stockton Symphony Alliance	5,000 00	Charitable
Stockton Symphony Assoc	33,558 00	Charitable
Sunflower Presents	5,000 00	Charitable
Teach Peace Foundation	3,000 00	Charitable
Tracy High School	5,000 00	Educational
UC Davis Foundation	20,000 00	Educational
UCSF Foundation	5,000 00	Educational
United Way of San Joaquin County	10,000 00	Charitable
Univ of Pacific Kennedy Center Event	20,000 00	Educational
Vaccarezza-Murdaca Family Foundation	2,500 00	Charitable
VCMS SCRIP	1,500 00	Educational
Waterloo Cultural and Athletic Foundation	5,000 00	Charitable
Wild Egg Salvage	1,000 00	Charitable
	<u>678,823.94</u>	