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

2009

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 CLIVE CUSSLER FOUNDATION		A Employer identification number 71-0906976
	C/O THE KREISMAN GROUP, PC		B Telephone number 303-741-5666
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	
	4401 SOUTH QUEBEC STREET	100	
City or town, state, and ZIP code DENVER, CO 80237-2644			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) \$ 729,902. (Part I, column (d) must be on cash basis)			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			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		5.	5.		STATEMENT 1
4 Dividends and interest from securities		20,924.	20,924.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<34,536.>			
b Gross sales price for all assets on line 6a		264,738.			
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					
12 Total. Add lines 1 through 11		<13,607.>	20,929.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,225.	1,225.		0.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		3,645.	3,645.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		4,870.	4,870.		0.
25 Contributions, gifts, grants paid		150.			150.
26 Total expenses and disbursements. Add lines 24 and 25		5,020.	4,870.		150.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<18,627.>			
b Net investment income (if negative, enter -0-)			16,059.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		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	19,751.	49,737.	49,737.	
	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	1,000.			
	7 Other notes and loans receivable ▶				
	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 STMT 5	41,216.	55,200.	71,067.	
	b Investments - corporate stock STMT 6	302,859.	304,826.	334,091.	
	c Investments - corporate bonds STMT 7	325,950.	262,386.	275,007.	
Liabilities	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ▶ 2,285.				
	Less: accumulated depreciation STMT 8 ▶ 2,285.				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	690,776.	672,149.	729,902.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	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. ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	690,776.	672,149.		
30 Total net assets or fund balances	690,776.	672,149.			
31 Total liabilities and net assets/fund balances	690,776.	672,149.			

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)	1 690,776.
2 Enter amount from Part I, line 27a	2 <18,627.>
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 672,149.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 672,149.

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 CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
b SEE ATTACHED SCHEDULE A	P	VARIOUS	VARIOUS
c SEE ATTACHED SCHEDULE A	P	VARIOUS	VARIOUS
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 621.			621.
b 88,952.		92,573.	<3,621.>
c 175,165.		206,701.	<31,536.>
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			621.
b			<3,621.>
c			<31,536.>
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<34,536.>
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). If (loss), enter -0- in Part I, line 8		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	141,710.	773,989.	.183090
2007	52,471.	934,335.	.056159
2006	104,975.	919,929.	.114112
2005	99,708.	1,001,650.	.099544
2004	48,570.	1,013,887.	.047905

2 Total of line 1, column (d)	2	.500810
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	.100162
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	662,470.
5 Multiply line 4 by line 3	5	66,354.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	161.
7 Add lines 5 and 6	7	66,515.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	150.

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	321.
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 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	321.
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	321.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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		0.
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		321.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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. ▶ \$ 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		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) ▶ CO		
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

Form 990-PF (2009)

THE CLIVE CUSSLER FOUNDATION
C/O THE KREISMAN GROUP, PC

71-0906976

Page 5

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?	13	X	

Website address ► **N/A**

14 The books are in care of ► **THE KREISMAN GROUP PC** Telephone no. ► **303-741-5666**
 Located at ► **4401 SOUTH QUEBEC STREET, SUITE 100, DENVER, CO** ZIP+4 ► **80237-2644**

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	
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?		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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

Form 990-PF (2009)

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)? ☐ Yes ☒ No
 Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
 If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
CLIVE E. CUSSLER	PRESIDENT			
C/O THE KREISMAN GROUP 4401 S QUEBEC SUITE DENVER, CO 802372644	5.00	0.	0.	0.
DAYNA G. CUSSLER	SECRETARY			
C/O THE KREISMAN GROUP 4401 S QUEBEC SUITE DENVER, CO 802372644	5.00	0.	0.	0.
TERI L. TOFT	TREASURER			
C/O THE KREISMAN GROUP 4401 S QUEBEC SUITE DENVER, CO 802372644	1.00	0.	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

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	602,959.
b	Average of monthly cash balances	1b	69,599.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	672,558.
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	672,558.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,088.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	662,470.
6	Minimum investment return. Enter 5% of line 5	6	33,124.

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	33,124.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	321.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	321.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,803.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	32,803.
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	32,803.

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	150.
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	150.
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	150.

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.

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				32,803.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	50,505.			
c From 2006	59,745.			
d From 2007	6,312.			
e From 2008	103,731.			
f Total of lines 3a through e	220,293.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 150.				
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				150.
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).)	32,653.			32,653.
6 Enter the net total of each column as indicated below:	187,640.			
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	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	187,640.			
10 Analysis of line 9:				
a Excess from 2005	17,852.			
b Excess from 2006	59,745.			
c Excess from 2007	6,312.			
d Excess from 2008	103,731.			
e Excess from 2009				

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

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

1 Information Regarding Foundation Managers:

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

CLIVE E. CUSSLER

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 HUMANE SOCIETY OF FOUR CORNERS 215 W MAIN STREET FARMINGTON, NM 87401	NONE	PUBLIC	PROGRAM TO CARE FOR ABUSED AND ABANDONED ANIMALS	150.
Total				▶ 3a 150.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

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

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

THE KREISMAN GROUP, PC
4401 SOUTH QUEBEC ST #100
DENVER, CO 80237-2644

Date

Y-23-11

☐ Check if self-employed

Preparer's identifying number

EIN ►

Phone no. 303-741-5666

Form **990-PF** (2009)

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

SOURCE	AMOUNT
NORTHERN TRUST BANK NA - NOW ACCOUNT	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST BANK NA	20,924.	0.	20,924.
TOTAL TO FM 990-PF, PART I, LN 4	20,924.	0.	20,924.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,225.	1,225.		0.
TO FORM 990-PF, PG 1, LN 16B	1,225.	1,225.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,430.	3,430.		0.
OFFICE EXPENSES	220.	220.		0.
TAXES	<5.>	<5.>		0.
TO FORM 990-PF, PG 1, LN 23	3,645.	3,645.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST-GOVT BONDS	X		55,200.	71,067.
TOTAL U.S. GOVERNMENT OBLIGATIONS			55,200.	71,067.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			55,200.	71,067.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST-COMMON STOCK	304,826.	334,091.
TOTAL TO FORM 990-PF, PART II, LINE 10B	304,826.	334,091.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST-CORPORATE BONDS	262,386.	275,007.
TOTAL TO FORM 990-PF, PART II, LINE 10C	262,386.	275,007.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DELL COMPUTER	2,285.	2,285.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,285.	2,285.	0.

2009 Tax Information Statement

SCHEDULE A

Page 6 of 19

Account Number: 23-18423
 Recipient's Tax ID number: XX-XXX6976

Recipient's Name and Address

THE CLIVE CUSSLER FOUNDATION
 6720 N. 65TH PL.
 PARADISE VALLEY, AZ 85253-4365

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

71-0906976

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross. Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
25.0000	30161N101	EXELON CORP	02/08/2008	01/14/2009	1,289.44	1,909.50	-620.06	0.00
15.0000	760975102	RESEARCH IN MOTION LTD	04/25/2008	01/14/2009	679.02	1,796.59	-1,117.57	0.00
40.0000	149123101	CATERPILLAR INC	05/28/2008	01/27/2009	1,312.73	3,315.54	-2,002.81	0.00
595.2100	665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REAL ESTATE FD	VARIOUS	02/05/2009	6,333.00	5,961.20	371.80	0.00
195.8300	665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD	11/19/2008	02/05/2009	2,252.00	1,958.30	293.70	0.00
4115.1300	665162756	MFB NORTHN SHORT INTERMEDIATE US GOVT	VARIOUS	02/05/2009	43,250.00	42,487.41	762.59	0.00
71.7200	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	02/13/2008	02/06/2009	530.00	912.99	-382.99	0.00
420.5900	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	02/13/2008	02/13/2009	2,982.00	5,354.09	-2,372.09	0.00
656.7300	665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REAL ESTATE FD	11/19/2008	03/13/2009	6,193.00	6,567.30	-374.30	0.00
35.0000	G2552X108	#REORG/COVIDEN LTD PLAN OF REORG TO COVIDEN PLC SEC # 2052566 EFF 6/4/09	10/01/2008	04/02/2009	1,162.25	1,812.30	-650.05	0.00
151.0000	464287176	MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	VARIOUS	08/18/2009	15,225.76	14,555.39	670.37	0.00

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71-0906976

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P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
15.0000	30161N101	EXELON CORP	10/06/2008	09/02/2009	735.09	850.04	-114.95	0.00
30.0000	G1151C101	ACCENTURE PLC SHS CL A NEW	10/01/2008	09/02/2009	1,003.80	1,119.70	-115.90	0.00
5.0000	38141G104	GOLDMAN SACHS GROUP INC	04/02/2009	10/01/2009	895.45	570.46	324.99	0.00
5.0000	500255104	KOHL'S CORP	01/27/2009	10/01/2009	277.65	187.86	89.79	0.00
45.0000	237194105	DARDEN RESTAURANTS INC	02/10/2009	11/10/2009	1,470.45	1,251.49	218.96	0.00
25.0000	023135106	AMAZON COM INC	VARIOUS	12/08/2009	3,360.03	1,962.68	1,397.35	0.00
Total Short Term Sales						88,951.67	-3,621.17	0.00
Long Term 15% Sales								
4704.6300	665162806	MFB NORTHERN FDS FIXED INCOME FD	04/26/2007	02/05/2009	45,682.00	46,387.69	-705.69	0.00
6.0000	580135101	MCDONALDS CORP	01/25/2008	02/10/2009	344.79	328.02	16.77	0.00
14.0000	580135101	MCDONALDS CORP	01/25/2008	02/10/2009	804.51	765.38	39.13	0.00
24.0000	941848103	WATERS CORP	02/08/2008	02/10/2009	955.58	1,445.04	-489.46	0.00
6.0000	941848103	WATERS CORP	02/08/2008	02/11/2009	234.00	361.26	-127.26	0.00
1190.5200	665162756	MFB NORTHN SHORT INTERMEDIATE U.S. GOVT	02/13/2008	03/13/2009	12,560.00	12,286.17	273.83	0.00
895.0400	665162806	MFB NORTHERN FDS FIXED INCOME FD	VARIOUS	03/13/2009	8,664.00	8,798.31	-134.31	0.00
40.0000	001055102	AFLAC INC	02/08/2008	03/16/2009	632.52	2,366.40	-1,733.88	0.00
30.0000	774341101	ROCKWELL COLLINS INC	02/08/2008	03/16/2009	934.41	1,809.00	-874.59	0.00
25.0000	478160104	JOHNSON & JOHNSON	VARIOUS	03/20/2009	1,286.38	1,284.45	1.93	0.00

2009 Tax Information Statement

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 71-0906976

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
346.0200	665162558	MFB NORTHN MULTI-MANAGER INTL EQUITY FD FD	02/13/2008	03/24/2009	2,218.00	3,826.98	-1,608.98	0.00
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS	VARIOUS	03/31/2009	1.58		1.58	0.00
45.0000	713448108	PEPSICO INC	04/02/2009		2,390.23	1,942.20	448.03	0.00
25.0000	002824100	ABBOTT LABORATORIES	02/08/2008	04/17/2009	1,088.30	1,424.25	-335.95	0.00
20.0000	166764100	CHEVRONTXACO CORP COM	01/16/2007	04/17/2009	1,323.05	1,391.70	-68.65	0.00
45.0000	G1150G111	ACCENTURE LTD BERMUDA CL A	01/25/2008	04/17/2009	1,222.74	1,528.20	-305.46	0.00
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS	04/30/2009		1.77		1.77	0.00
10.0000	166764100	CHEVRONTXACO CORP COM	01/16/2007	05/14/2009	678.04	695.85	-17.81	0.00
10.0000	30231G102	EXXON MOBIL CORP COM	02/08/2008	05/14/2009	696.19	818.40	-122.21	0.00
25.0000	742718109	PROCTER & GAMBLE CO	06/26/2003	05/14/2009	1,276.73	1,127.62	149.11	0.00
2858.3200	665162558	MFB NORTHN MULTI-MANAGER INTL EQUITY FD FD	02/13/2008	05/22/2009	21,466.00	31,613.01	-10,147.01	0.00
45.0000	075887109	BECTON DICKINSON & CO	02/08/2008	05/27/2009	3,024.55	4,005.90	-981.35	0.00
10.0000	459200101	INTL BUSINESS MACHINES CORP	04/25/2008	05/27/2009	1,044.28	1,227.59	-183.31	0.00
55.0000	595017104	MICROCHIP TECHNOLOGY INC	VARIOUS	05/27/2009	1,200.10	1,835.85	-635.75	0.00
80.0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	05/15/2008	05/27/2009	1,384.12	1,799.10	-414.98	0.00
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS	05/31/2009		1.75		1.75	0.00
3014.5300	665162699	MFB NORTHN HI YIELD FXD INC FD	02/13/2008	06/22/2009	19,082.00	22,337.65	-3,255.65	0.00
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS	06/30/2009		1.74		1.74	0.00

SCHEDULE A 4/5

2009 Tax Information Statement

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 71-0906976

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 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Bonds, etc.	Stocks	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		07/31/2009		1.75		1.75	0.00
25.0000	742718109	PROCTER & GAMBLE CO	VARIOUS	08/13/2009		1,301.15	1,125.75	175.40	0.00
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		08/31/2009		1.84		1.84	0.00
20.0000	30161N101	EXELON CORP	02/08/2008	09/02/2009		980.13	1,527.60	-547.47	0.00
10.0000	338433107	FIRST SOLAR INC COM	05/28/2008	09/02/2009		1,172.81	2,683.95	-1,511.14	0.00
35.0000	G1151C101	ACCENTURE PLC SHS CL A NEW	01/25/2008	09/02/2009		1,171.10	1,188.60	-17.50	0.00
45.0000	580135101	MCDONALDS CORP	01/25/2008	09/10/2009		2,472.86	2,460.15	12.71	0.00
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		09/30/2009		2.03		2.03	0.00
5.0000	009158106	AIR PRODUCTS & CHEMICALS INC COM	01/25/2008	10/01/2009		380.21	450.35	-70.14	0.00
10.0000	742718109	PROCTER & GAMBLE CO	04/08/2003	10/01/2009		568.09	449.80	118.29	0.00
811.2800	665162566	MFB NRTHN MULTIMGR SMALL "FOR NMMISX FD	02/13/2008	10/06/2009		6,474.00	7,593.56	-1,119.56	0.00
2351.3100	665162574	MFB NORTHN MULTI-MANAGER MID CAP FD MID FOR NMMICX	02/13/2008	10/06/2009		20,668.00	24,641.75	-3,973.75	0.00
55.0000	92343V104	VERIZON COMMUNICATIONS	VARIOUS	10/23/2009		1,597.84	1,713.18	-115.34	0.00
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		10/31/2009		1.94		1.94	0.00
60.0000	949746101	WELLS FARGO & CO NEW	09/21/2007	11/10/2009		1,690.56	2,187.60	-497.04	0.00
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		11/30/2009		2.08		2.08	0.00
50.0000	071813109	BAXTER INTL INC	02/08/2008	12/08/2009		2,763.57	3,028.50	-264.93	0.00
45.0000	469814107	JACOBS ENGR GROUP INC	01/25/2008	12/08/2009		1,530.21	3,521.25	-1,991.04	0.00

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2009 Tax Information Statement

Page 10 of 19

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NORTHERN TRUST, NA
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 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
35.0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	02/08/2008	12/15/2009	2,183.59	2,722.65	-539.06	0.00
60.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		12/31/2009	2.09		2.09	0.00
Total Long Term 15% Sales						206,700.71	-31,535.50	0.00