EXTENSION GRANTED TO 11/15/10

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 , 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: SILVERTON FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address): 1000 RIO GRANDE ST.

Room/suite

City or town, state, and ZIP code: AUSTIN, TX 78701

A Employer identification number: 74-2936881

B Telephone number: 512-472-6262

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, col. (c), line 16) ▶$ 12,079,959.

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

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

		(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 ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,101.	1,101.		STATEMENT 1
4	Dividends and interest from securities	269,287.	269,236.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-644,688.			
b	Gross sales price for all assets on line 6a 3,682,441.				
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	73,129.	55,908.		STATEMENT 3
12	Total. Add lines 1 through 11	-301,171.	326,245.		
13	Compensation of officers, directors, trustees, etc	249,600.	12,480.		237,120.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	5,923.	2,962.		2,961.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	3,098.	2,502.		0.
19	Depreciation and depletion	1,579.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	4,099.	0.		4,099.
22	Printing and publications				
23	Other expenses STMT 6	123,788.	119,591.		3,290.
24	Total operating and administrative expenses. Add lines 13 through 23	388,087.	137,535.		247,470.
25	Contributions, gifts, grants paid	376,539.			376,539.
26	Total expenses and disbursements. Add lines 24 and 25	764,626.	137,535.		624,009.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,065,797.			
b	Net investment income (if negative, enter -0-)		188,710.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

SCANNED NOV 19 2010

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923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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4 G14

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	366,677.	825,071.	825,071.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	873.		
	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			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock STMT 8	10,709,419.	11,033,075.	11,150,737.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	1,590,328.	102,729.	102,729.
	14	Land, buildings, and equipment basis ▶ 8,723.			
		Less accumulated depreciation STMT 10 ▶ 7,301.	1,108.	1,422.	1,422.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	12,668,405.	11,962,297.	12,079,959.
Liabilities	17	Accounts payable and accrued expenses		124,800.	
	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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	124,800.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	1,500,000.	1,500,000.	
	29	Retained earnings, accumulated income, endowment, or other funds	11,168,405.	10,337,497.	
	30	**Total net assets or fund balances**	12,668,405.	11,837,497.	
	31	**Total liabilities and net assets/fund balances**	12,668,405.	11,962,297.	

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	12,668,405.
2	Enter amount from Part I, line 27a	2	-1,065,797.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	234,889.
4	Add lines 1, 2, and 3	4	11,837,497.
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	11,837,497.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,682,441.		4,327,129.	-644,688.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				-644,688.

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	-644,688.
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	620,860.	14,148,137.	.043883
2007	789,929.	16,262,956.	.048572
2006	669,803.	14,573,178.	.045961
2005	674,470.	13,122,293.	.051399
2004	524,190.	11,764,307.	.044558

2 Total of line 1, column (d)	2	.234373
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	.046875
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,538,742.
5 Multiply line 4 by line 3	5	494,004.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,887.
7 Add lines 5 and 6	7	495,891.
8 Enter qualifying distributions from Part XII, line 4	8	624,009.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,887.
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	1,887.
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	1,887.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,368.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	3,000.		
d Backup withholding erroneously withheld	6d	96.		
7 Total credits and payments Add lines 6a through 6d			7	11,464.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	9,577.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 6,000. **Refunded** ▶			11	3,577.

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?	1a		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.*	1b		X
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	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
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)*

			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 ▶ WWW.SILVERTONFOUNDATION.ORG

14 The books are in care of ▶ ANDREA CROW Telephone no ▶(512) 472-6262
Located at ▶1000 RIO GRANDE ST., AUSTIN, TX ZIP+4 ▶78701

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 11 ☒ 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** Yes: | No: 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
WILLIAM P. WOOD 1000 RIO GRANDE ST. AUSTIN, TX 78701	PRESIDENT 1.00	0.	0.	0.
PAMELA M. RYAN 1000 RIO GRANDE ST. AUSTIN, TX 78701	CHAIRMAN 1.00	0.	0.	0.
ANDREW S. WHITE 1000 RIO GRANDE ST. AUSTIN, TX 78701	SECRETARY 32.00	249,600.	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 VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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.

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	10,072,860.
b	Average of monthly cash balances	1b	624,941.
c	Fair market value of all other assets	1c	1,429.
d	**Total** (add lines 1a, b, and c)	1d	10,699,230.
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	10,699,230.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	160,488.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,538,742.
6	**Minimum investment return.** Enter 5% of line 5	6	526,937.

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	526,937.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 1,887.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b: 2,433.		
c	Add lines 2a and 2b	2c	4,320.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	522,617.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	522,617.
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	522,617.

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	624,009.
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	624,009.
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	1,887.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	622,122.

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				522,617.
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				
c From 2006				
d From 2007 16,866.				
e From 2008				
f Total of lines 3a through e	16,866.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 624,009.				
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				522,617.
e Remaining amount distributed out of corpus	101,392.			
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	118,258.			
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	118,258.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 16,866.				
d Excess from 2008				
e Excess from 2009 101,392.				

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
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))

SEE STATEMENT 12

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

SEE STATEMENT 13

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 ATTACHED				376,539.
Total			▶ 3a	376,539.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	1,101.	
4 Dividends and interest from securities			14	269,287.	
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			14	73,129.	
8 Gain or (loss) from sales of assets other than inventory			18	-644,688.	
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.		-301,171.	0.

13 Total. Add line 12, columns (b), (d), and (e) ... 13 -301,171.

(See worksheet in line 13 instructions 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)

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

Signature of officer or trustee — Date: 11-11-10 — Title: President

Paid Preparer's Use Only

Preparer's signature	Brent 2. Durbin CPA	Date 11/05/2010	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	DURBIN BENNETT PETERSON TAX ADVISORS 100 CONGRESS AVENUE, SUITE 1600 AUSTIN, TX 78701	EIN	Phone no 512-439-4800

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	SEE ATTACHED EXHIBIT A	P	VARIOUS	VARIOUS
b	SEE ATTACHED EXHIBIT A	P	VARIOUS	VARIOUS
c	#37735.85 SHS OPPENHEIMER COMMODITY STRATEGY	P	12/29/08	04/20/09
d	#3919 SHS BARCLAYS BANK IPATH	P	02/22/07	04/20/09
e	SEE ATTACHED EXHIBIT B	P	VARIOUS	VARIOUS
f	SEE ATTACHED EXHIBIT B	P	VARIOUS	VARIOUS
g	SEE ATTACHED EXHIBIT C	P	VARIOUS	VARIOUS
h	SEE ATTACHED EXHIBIT C	P	VARIOUS	VARIOUS
i	SEE ATTACHED EXHIBIT D	P	VARIOUS	VARIOUS
j	SHORT TERM CAPITAL GAIN FROM IRONWOOD CAPITAL PAR	P	VARIOUS	VARIOUS
k	LONG TERM CAPITAL GAIN FROM IRONWOOD CAPITAL PART	P	VARIOUS	VARIOUS
l	IRONWOOD CAPITAL PARTNERS, LP SECTION 1231 GAIN	P	VARIOUS	VARIOUS
m	62.71 SHS AUSTIN CAPITAL SAFE HARBOR CLASS A	P	VARIOUS	VARIOUS
n	IRONWOOD CAPITAL PARTNERS, LP SECTION 1256 GAIN	P	VARIOUS	VARIOUS
o	IRONWOOD CAPITAL PARTNERS, LP SECTION 1256 GAIN	P	VARIOUS	VARIOUS

	(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	852,165.		750,291.	101,874.
b	485,000.		878,391.	-393,391.
c	99,975.		109,824.	-9,849.
d	129,981.		197,850.	-67,869.
e	57,808.		120,540.	-62,732.
f	326,756.		346,476.	-19,720.
g	185,388.		148,796.	36,592.
h	290,174.		449,862.	-159,688.
i	345,000.		463,463.	-118,463.
j			24,091.	-24,091.
k			80,437.	-80,437.
l			13,530.	-13,530.
m	910,141.		731,737.	178,404.
n			4,736.	-4,736.
o			7,105.	-7,105.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				101,874.
b				-393,391.
c				-9,849.
d				-67,869.
e				-62,732.
f				-19,720.
g				36,592.
h				-159,688.
i				-118,463.
j				-24,091.
k				-80,437.
l				-13,530.
m				178,404.
n				-4,736.
o				-7,105.

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	
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	

923591
04-24-09

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 GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	53.			53.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				53.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	-644,688.
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

923591
04-24-09

Silverton Foundation Inc.
Mutual Funds-Bonds
EIN: 74-2936881
Attachment to Form 990PF

Report Period
January 1 - December 31, 2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DRIEHAUS ACTIVE INCM FD: LCMAX	3,434.0000	10/19/09	11/24/09	$41,947.87	$41,688.76	$259.11
Security Subtotal				**$41,947.87**	**$41,688.76**	**$259.11**
PIMCO GLOBAL ADVANTAGE STRATEGY BD INST: PSAIX	18,328.9660	04/20/09	10/19/09	$210,000.00	$184,591.50	$25,408.50
PIMCO GLOBAL ADVANTAGE STRATEGY BD INST: PSAIX	1,731.4010	04/20/09	11/24/09	$20,000.00	$17,436.99	$2,563.01
Security Subtotal				**$230,000.00**	**$202,028.49**	**$27,971.51**
PIMCO TOTAL RETURN FUND INSTL CL: PTTRX	24,648.1260	multiple	10/19/09	$268,861.10	$251,724.62	$17,136.48
Security Subtotal				**$268,861.10**	**$251,724.62**	**$17,136.48**
T ROWE PRICE HIGH YIELD FUND: PRHYX	49,824.9430	multiple	10/19/09	$311,355.94	$254,849.06	$56,506.88
Security Subtotal				**$311,355.94**	**$254,849.06**	**$56,506.88**
Total Short-Term				**$852,164.91**	**$750,290.93**	**$101,873.98**

Report Period
January 1 - December 31, 2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DRIEHAUS EMERGING MRKTS GROWTH FUND: DREGX	27,094.9720	multiple	04/20/09	$485,000.00	$878,390.93 [a]	($393,390.93)
Security Subtotal				**$485,000.00**	**$878,390.93**	**($393,390.93)**
Total Long-Term				**$485,000.00**	**$878,390.93**	**($393,390.93)**
Total Realized Gain or (Loss)				**$1,337,164.91**	**$1,628,681.86**	**($291,516.95)**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method. First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
A F L A C INC: AFL	496.0000	02/13/08	01/26/09	$9,919.94	$30,504.00	($20,584.06)
Security Subtotal				**$9,919.94**	**$30,504.00**	**($20,584.06)**
ALLIANCE DATA SYSTEMS: ADS	13.0000	06/20/08	01/28/09	$558 99	$789.28	($230.29)
ALLIANCE DATA SYSTEMS: ADS	73.0000	06/20/08	04/21/09	$2,970.29	$4,432.14	($1,461.85)
Security Subtotal				**$3,529.28**	**$5,221.42**	**($1,692.14)**
CATALYST HEALTH SOLS INC: CHSI	103.0000	08/01/08	04/21/09	$2,159.34	$3,243.54	($1,084.20)
Security Subtotal				**$2,159.34**	**$3,243.54**	**($1,084.20)**
CENTRAL EURO DISTRIBUTN: CEDC	361.0000	03/06/08	03/02/09	$2,481.82	$18,912.57	($16,430.75)
Security Subtotal				**$2,481.82**	**$18,912.57**	**($16,430.75)**
COGNIZANT TECH SOL CL A: CTSH	12.0000	10/07/09	11/24/09	$534.70	$473.64	$61.06
Security Subtotal				**$534.70**	**$473.64**	**$61.06**
DENBURY RES INC NEW: DNR	111.0000	06/25/08	04/21/09	$1,745.98	$3,934.11	($2,188.13)
DENBURY RES INC NEW: DNR	26.0000	05/26/09	07/09/09	$343.88	$424.32	($80.44)
Security Subtotal				**$2,089.86**	**$4,358.43**	**($2,268.57)**

Exhibit B

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EXPRESS SCRIPTS INC: ESRX	12.0000	07/16/09	11/24/09	$1,057.54	$812.35	$245.19
Security Subtotal				**$1,057.54**	**$812.35**	**$245.19**
GAMESTOP CORP CL A NEW: GME	19.0000	05/26/09	07/16/09	$405.49	$443.84	($38.35)
Security Subtotal				**$405.49**	**$443.84**	**($38.35)**
INTL BUSINESS MACHINES: IBM	29.0000	01/22/09	04/21/09	$2,908.91	$2,594.54	$314.37
INTL BUSINESS MACHINES: IBM	14.0000	01/22/09	11/24/09	$1,792.10	$1,252.54	$539.56
Security Subtotal				**$4,701.01**	**$3,847.08**	**$853.93**
KANSAS CITY SOUTHERN: KSU	7.0000	07/30/08	01/28/09	$131.10	$358.92	($227.82)
KANSAS CITY SOUTHERN: KSU	461.0000	07/30/08	03/24/09	$6,309.34	$23,637.59	($17,328.25)
Security Subtotal				**$6,440.44**	**$23,996.51**	**($17,556.07)**
KROGER COMPANY: KR	134.0000	12/04/08	04/21/09	$2,814.05	$3,610.79	($796.74)
KROGER COMPANY: KR	26.0000	12/04/08	11/24/09	$595.90	$700.60	($104.70)
KROGER COMPANY: KR	27.0000	05/26/09	12/18/09	$544.85	$610.20	($65.35)
Security Subtotal				**$3,954.80**	**$4,921.59**	**($966.79)**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MONSANTO CO NEW DEL: MON	23.0000	07/29/08	04/21/09	$1,822.70	$2,644.77	($822.07)
Security Subtotal				**$1,822.70**	**$2,644.77**	**($822.07)**
O REILLY AUTOMOTIVE INC: ORLY	19.0000	06/16/09	11/24/09	$738.51	$675.21	$63.30
Security Subtotal				**$738.51**	**$675.21**	**$63.30**
PETROHAWK ENERGY CORP: HK	102.0000	08/12/08	04/21/09	$2,017.70	$2,801.26	($783.56)
Security Subtotal				**$2,017.70**	**$2,801.26**	**($783.56)**
QUANTA SERVICES INC: PWR	51.0000	10/16/08	01/28/09	$1,168.40	$957.23	$211.17
QUANTA SERVICES INC: PWR	157.0000	10/16/08	04/21/09	$3,515.13	$2,946.78	$568.35
Security Subtotal				**$4,683.53**	**$3,904.01**	**$779.52**
RESMED INC: RMD	96.0000	10/15/08	04/21/09	$3,564.38	$3,442.20	$122.18
Security Subtotal				**$3,564.38**	**$3,442.20**	**$122.18**
S A P AKTIENGESELL ADR FSPONSORED ADR 1 ADR REP 1: SAP	98.0000	08/22/08	04/21/09	$3,683.72	$5,475.83	($1,792.11)
Security Subtotal				**$3,683.72**	**$5,475.83**	**($1,792.11)**
SCHEIN HENRY INC. HSIC	17.0000	05/26/09	12/21/09	$883.76	$763.30	$120.46
Security Subtotal				**$883.76**	**$763.30**	**$120.46**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VISA INC CL A CLASS A: V	40.0000	07/30/08	04/21/09	$2,223.14	$3,111.48	($888.34)
Security Subtotal				**$2,223.14**	**$3,111.48**	**($888.34)**
XTO ENERGY INC: XTO	24.0000	05/26/09	07/17/09	$915.90	$986.16	($70.26)
Security Subtotal				**$915.90**	**$986.16**	**($70.26)**
Total Short-Term				**$57,807.56**	**$120,539.19**	**($62,731.63)**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ABBOTT LABORATORIES: ABT	8.0000	06/27/07	01/28/09	$435.83	$431.20	$4.63
ABBOTT LABORATORIES: ABT	103.0000	06/27/07	04/21/09	$4,565.97	$5,551.70	($985.73)
ABBOTT LABORATORIES: ABT	21.0000	06/27/07	11/24/09	$1,141.55	$1,131.90	$9.65
Security Subtotal				**$6,143.35**	**$7,114.80**	**($971.45)**
ADOBE SYSTEMS INC: ADBE	136.0000	02/23/07	04/21/09	$3,249.22	$5,521.72	($2,272.50)
ADOBE SYSTEMS INC: ADBE	26.0000	02/23/07	11/24/09	$933.63	$1,055.62	($121.99)
Security Subtotal				**$4,182.85**	**$6,577.34**	**($2,394.49)**
AFFILIATED MANAGERS GRP: AMG	41.0000	04/10/07	04/21/09	$1,806.00	$4,563.60	($2,757.60)

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AFFILIATED MANAGERS GRP: AMG	8.0000	04/10/07	11/24/09	$535.42	$890.46	($355 04)
Security Subtotal				**$2,341.42**	**$5,454.06**	**($3,112.64)**
AIRGAS INC: ARG	97.0000	11/21/07	04/21/09	$3,531.67	$4,495.22	($963.55)
AIRGAS INC: ARG	20.0000	11/21/07	11/24/09	$934.39	$926.85	$7.54
Security Subtotal				**$4,466.06**	**$5,422.07**	**($956.01)**
ALLERGAN INC: AGN	12.0000	09/25/07	01/28/09	$469.55	$748.56	($279.01)
ALLERGAN INC: AGN	94.0000	09/25/07	04/21/09	$4,340.80	$5,863.72	($1,522.92)
ALLERGAN INC: AGN	19.0000	09/25/07	11/24/09	$1,122.87	$1,185.22	($62.35)
Security Subtotal				**$5,933.22**	**$7,797.50**	**($1,864.28)**
ALLIANCE DATA SYSTEMS: ADS	14.0000	06/20/08	11/24/09	$871.61	$850.00	$21.61
Security Subtotal				**$871.61**	**$850.00**	**$21.61**
ANSYS INC: ANSS	6.0000	09/27/06	01/28/09	$156.17	$137.84	$18.33
ANSYS INC: ANSS	134.0000	09/27/06	04/21/09	$3,485.25	$3,078.38	$406.87
ANSYS INC: ANSS	26.0000	09/27/06	11/24/09	$1,041.30	$597.30	$444.00
Security Subtotal				**$4,682.72**	**$3,813.52**	**$869.20**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
APPLE INC: AAPL	3.0000	01/22/07	01/28/09	$278 90	$258.33	$20.57
APPLE INC: AAPL	40.0000	01/22/07	04/21/09	$4,826.27	$3,444.40	$1,381.87
APPLE INC: AAPL	8.0000	01/22/07	11/24/09	$1,636.99	$688.88	$948.11
Security Subtotal				**$6,742.16**	**$4,391.61**	**$2,350.55**
CATALYST HEALTH SOLS INC: CHSI	21.0000	08/01/08	11/24/09	$731.20	$661.30	$69.90
Security Subtotal				**$731.20**	**$661.30**	**$69.90**
CELGENE CORP: CELG	5.0000	08/13/07	01/28/09	$259.24	$301.14	($41.90)
CELGENE CORP: CELG	76.0000	08/13/07	04/21/09	$2,890.20	$4,577.29	($1,687.09)
CELGENE CORP: CELG	15.0000	08/13/07	11/24/09	$830.37	$903.41	($73.04)
Security Subtotal				**$3,979.81**	**$5,781.84**	**($1,802.03)**
CHURCH & DWIGHT CO INC: CHD	13.0000	10/17/06	01/28/09	$714.21	$509.72	$204.49
CHURCH & DWIGHT CO INC: CHD	103.0000	10/17/06	04/21/09	$5,546.61	$4,038.52	$1,508.09
CHURCH & DWIGHT CO INC: CHD	20.0000	10/17/06	11/24/09	$1,170.98	$784.18	$386.80
Security Subtotal				**$7,431.80**	**$5,332.42**	**$2,099.38**
CISCO SYSTEMS INC: CSCO	23.0000	04/11/06	01/28/09	$390.30	$484.29	($93.99)

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CISCO SYSTEMS INC: CSCO	304.0000	04/11/06	04/21/09	$5,286.72	$6,401.02	($1,114.30)
CISCO SYSTEMS INC: CSCO	60.0000	04/11/06	11/24/09	$1,425.62	$1,263.36	$162.26
CISCO SYSTEMS INC: CSCO	438.0000	04/11/06	12/18/09	$10,205.48	$9,222.53	$982.95
Security Subtotal				**$17,308.12**	**$17,371.20**	**($63.08)**
DANAHER CORP DEL: DHR	16.0000	03/31/05	01/28/09	$929.11	$853.28	$75.83
DANAHER CORP DEL: DHR	82.0000	03/31/05	04/21/09	$4,373.76	$4,373.06	$0.70
DANAHER CORP DEL: DHR	16.0000	03/31/05	11/24/09	$1,147.03	$853.28	$293.75
Security Subtotal				**$6,449.90**	**$6,079.62**	**$370.28**
DENBURY RES INC NEW: DNR	580.0000	06/25/08	07/09/09	$7,671.17	$20,556.59	($12,885.42)
Security Subtotal				**$7,671.17**	**$20,556.59**	**($12,885.42)**
ECOLAB INC: ECL	17.0000	10/17/06	01/28/09	$600.60	$757.25	($156.65)
ECOLAB INC: ECL	90.0000	10/17/06	04/21/09	$3,352.41	$4,008.99	($656.58)
ECOLAB INC: ECL	18.0000	10/17/06	11/24/09	$812.31	$801.80	$10.51
Security Subtotal				**$4,765.32**	**$5,568.04**	**($802.72)**
GAMESTOP CORP CL A NEW: GME	48.0000	11/17/06	01/28/09	$1,326.23	$1,243.20	$83.03

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GAMESTOP CORP CL A NEW: GME	95 0000	11/17/06	04/21/09	$2,726.42	$2,460.50	$265.92
GAMESTOP CORP CL A NEW: GME	446.0000	11/17/06	07/16/09	$9,518.37	$11,551.40	($2,033.03)
Security Subtotal				**$13,571.02**	**$15,255.10**	**($1,684.08)**
GENENTECH INC NEW: DNA	5.0000	03/31/05	01/28/09	$417.74	$283.00	$134.74
Security Subtotal				**$417.74**	**$283.00**	**$134.74**
GENENTECH INC NEW TENDER OFFER EXP: 03/25/: DNA	68.0000	03/31/05	03/26/09	$6,457.94	$3,848.80	$2,609.14
GENENTECH INC NEW TENDER OFFER EXP: 03/25/: DNA	31.0000	04/08/05	03/26/09	$2,944.06	$1,793.04	$1,151.02
GENENTECH INC NEW TENDER OFFER EXP: 03/25/: DNA	230.0000	01/26/06	03/26/09	$21,843.05	$19,885.80	$1,957.25
Security Subtotal				**$31,245.05**	**$25,527.64**	**$5,717.41**
GILEAD SCIENCES INC: GILD	6.0000	12/26/07	01/28/09	$301.61	$282.10	$19.51
GILEAD SCIENCES INC: GILD	103.0000	12/26/07	04/21/09	$4,535.18	$4,842.76	($307.58)
GILEAD SCIENCES INC: GILD	21.0000	12/26/07	11/24/09	$986.34	$987.36	($1.02)
Security Subtotal				**$5,823.13**	**$6,112.22**	**($289.09)**
GOOGLE INC CLASS A: GOOG	16.0000	03/31/05	04/21/09	$6,113.28	$2,877.76	$3,235.52

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GOOGLE INC CLASS A: GOOG	3 0000	03/31/05	11/24/09	$1,748.47	$539.58	$1,208.89
Security Subtotal				**$7,861.75**	**$3,417.34**	**$4,444.41**
HEWLETT-PACKARD COMPANY: HPQ	5.0000	11/27/07	01/28/09	$184.64	$243.50	($58.86)
HEWLETT-PACKARD COMPANY: HPQ	105.0000	11/27/07	04/21/09	$3,689.71	$5,113.50	($1,423.79)
HEWLETT-PACKARD COMPANY: HPQ	20.0000	11/27/07	11/24/09	$1,006.77	$974.00	$32.77
Security Subtotal				**$4,881.12**	**$6,331.00**	**($1,449.88)**
HITTITE MICROWAVE CORP: HITT	87.0000	12/17/07	04/21/09	$2,959.66	$3,868.32	($908.66)
HITTITE MICROWAVE CORP· HITT	17.0000	12/17/07	11/24/09	$654.14	$755.88	($101.74)
Security Subtotal				**$3,613.80**	**$4,624.20**	**($1,010.40)**
IDEX CORP: IEX	11.0000	03/31/05	01/28/09	$266.19	$294.29	($28.10)
IDEX CORP: IEX	127.0000	03/31/05	04/21/09	$2,584.38	$3,397.67	($813.29)
IDEX CORP: IEX	25.0000	03/31/05	11/24/09	$759.73	$668.83	$90.90
Security Subtotal				**$3,610.30**	**$4,360.79**	**($750.49)**
INTRCONTINENTALEXCHANGE: ICE	33.0000	03/15/07	04/21/09	$2,779.84	$4,270.44	($1,490.60)

Exhibit B

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
INTRCONTINENTALEXCHANGE: ICE	7.0000	03/15/07	11/24/09	$750.94	$905.85	($154.91)
Security Subtotal				**$3,530.78**	**$5,176.29**	**($1,645.51)**
JOHNSON CONTROLS INC: JCI	13.0000	11/02/07	01/28/09	$175.75	$557.25	($381.50)
JOHNSON CONTROLS INC: JCI	140.0000	11/02/07	04/21/09	$2,301.96	$6,001.14	($3,699.18)
JOHNSON CONTROLS INC: JCI	28.0000	11/02/07	11/24/09	$759.90	$1,200.23	($440.33)
Security Subtotal				**$3,237.61**	**$7,758.62**	**($4,521.01)**
KROGER COMPANY: KR	597.0000	12/04/08	12/18/09	$12,047.20	$16,086.88	($4,039.68)
Security Subtotal				**$12,047.20**	**$16,086.88**	**($4,039.68)**
MICROSOFT CORP: MSFT	21.0000	03/31/05	01/28/09	$380.09	$507.78	($127.69)
MICROSOFT CORP: MSFT	179.0000	03/31/05	04/21/09	$3,392.14	$4,328.22	($936.08)
MICROSOFT CORP: MSFT	36.0000	03/31/05	11/24/09	$1,073.85	$870.48	$203.37
Security Subtotal				**$4,846.08**	**$5,706.48**	**($860.40)**
MONSANTO CO NEW DEL: MON	4.0000	07/29/08	11/24/09	$320.51	$459.96	($139.45)
Security Subtotal				**$320.51**	**$459.96**	**($139.45)**
PEPSICO INCORPORATED: PEP	7.0000	12/02/05	01/28/09	$363.92	$419.84	($55.92)

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PEPSICO INCORPORATED: PEP	85.0000	12/02/05	04/21/09	$4,211.64	$5,098.06	($886.42)
PEPSICO INCORPORATED: PEP	17.0000	12/02/05	11/24/09	$1,062.13	$1,019.61	$42.52
Security Subtotal				**$5,637.69**	**$6,537.51**	**($899.82)**
PETROHAWK ENERGY CORP: HK	20.0000	08/12/08	11/24/09	$431.38	$549.27	($117.89)
Security Subtotal				**$431.38**	**$549.27**	**($117.89)**
PRECISION CASTPARTS CORP: PCP	40.0000	11/02/06	04/21/09	$2,494.73	$2,683.54	($188.81)
PRECISION CASTPARTS CORP: PCP	7.0000	11/02/06	11/24/09	$735.05	$469.62	$265.43
Security Subtotal				**$3,229.78**	**$3,153.16**	**$76.62**
PROCTER & GAMBLE: PG	13.0000	03/31/05	01/28/09	$745.15	$688 35	$56.80
PROCTER & GAMBLE: PG	105.0000	03/31/05	04/21/09	$5,354.86	$5,559.75	($204.89)
PROCTER & GAMBLE: PG	20.0000	03/31/05	11/24/09	$1,252.36	$1,059.00	$193.36
Security Subtotal				**$7,352.37**	**$7,307.10**	**$45.27**
QUALCOMM INC: QCOM	42.0000	03/31/05	01/28/09	$1,546.43	$1,536.78	$9.65
QUALCOMM INC: QCOM	168.0000	03/31/05	04/21/09	$6,721.67	$6,147.12	$574.55

Report Period
January 1 - December 31, 2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
QUALCOMM INC: QCOM	33 0000	03/31/05	11/24/09	$1,506.74	$1,207.47	$299.27
Security Subtotal				**$9,774.84**	**$8,891.37**	**$883.47**
QUANTA SERVICES INC: PWR	30.0000	10/16/08	11/24/09	$580.48	$563.08	$17.40
Security Subtotal				**$580.48**	**$563.08**	**$17.40**
RAYTHEON COMPANY NEW: RTN	77.0000	02/28/08	04/21/09	$3,196.18	$5,112.88	($1,916.70)
RAYTHEON COMPANY NEW: RTN	14.0000	02/28/08	11/24/09	$721.82	$929.61	($207.79)
Security Subtotal				**$3,918.00**	**$6,042.49**	**($2,124.49)**
RESMED INC: RMD	17.0000	10/15/08	11/24/09	$862.89	$609.56	$253.33
Security Subtotal				**$862.89**	**$609.56**	**$253.33**
S A P AG ADR FSPONSORED ADR 1 ADR REP 1: SAP	19.0000	08/22/08	11/24/09	$913.87	$1,061.64	($147.77)
Security Subtotal				**$913.87**	**$1,061.64**	**($147.77)**
SCHEIN HENRY INC: HSIC	10.0000	10/17/06	01/28/09	$387.89	$508.97	($121.08)
SCHEIN HENRY INC: HSIC	80.0000	10/17/06	04/21/09	$3,291.91	$4,071.77	($779.86)
SCHEIN HENRY INC: HSIC	16.0000	10/17/06	11/24/09	$818.55	$814.35	$4.20

Report Period
January 1 - December 31, 2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SCHEIN HENRY INC: HSIC	353.0000	10/17/06	12/21/09	$18,351.12	$17,966.68	$384.44
Security Subtotal				**$22,849.47**	**$23,361.77**	**($512.30)**
SCHLUMBERGER LTD F: SLB	93.0000	11/20/07	04/21/09	$4,063.06	$8,583.90	($4,520.84)
SCHLUMBERGER LTD F: SLB	19.0000	11/20/07	11/24/09	$1,241.42	$1,753.70	($512.28)
Security Subtotal				**$5,304.48**	**$10,337.60**	**($5,033.12)**
SOUTHWESTERN ENERGY CO: SWN	28.0000	04/28/05	01/28/09	$885.35	$198.59	$686.76
SOUTHWESTERN ENERGY CO: SWN	4.0000	04/28/05	04/21/09	$128.40	$28.37	$100.03
SOUTHWESTERN ENERGY CO: SWN	214.0000	01/26/06	04/21/09	$6,869.44	$4,294.98	$2,574.46
SOUTHWESTERN ENERGY CO: SWN	418.0000	01/26/06	07/31/09	$17,264.54	$8,389.26	$8,875.28
SOUTHWESTERN ENERGY CO: SWN	23.0000	01/26/06	11/24/09	$988.97	$461.61	$527.36
Security Subtotal				**$26,136.70**	**$13,372.81**	**$12,763.89**
STAPLES INC: SPLS	41.0000	03/31/05	01/28/09	$733.48	$855.53	($122.05)
STAPLES INC: SPLS	230.0000	03/31/05	04/21/09	$4,659.91	$4,799.34	($139.43)
STAPLES INC: SPLS	45.0000	03/31/05	11/24/09	$1,042.22	$939.00	$103.22
Security Subtotal				**$6,435.61**	**$6,593.87**	**($158.26)**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STERICYCLE INC: SRCL	40.0000	01/26/06	04/21/09	$2,017.14	$1,163.59	$853.55
STERICYCLE INC: SRCL	14.0000	01/26/06	11/24/09	$765.36	$407.26	$358.10
Security Subtotal				**$2,782.50**	**$1,570.85**	**$1,211.65**
TARGET CORPORATION: TGT	73.0000	03/31/05	04/21/09	$2,800.20	$3,654.38	($854.18)
TARGET CORPORATION: TGT	28.0000	03/31/05	11/24/09	$1,328.28	$1,401.68	($73.40)
Security Subtotal				**$4,128.48**	**$5,056.06**	**($927.58)**
TEXAS INSTRUMENTS INC: TXN	16.0000	03/31/05	01/28/09	$247.35	$408.00	($160.65)
TEXAS INSTRUMENTS INC: TXN	136.0000	03/31/05	04/21/09	$2,405.91	$3,468.00	($1,062.09)
TEXAS INSTRUMENTS INC: TXN	27.0000	03/31/05	11/24/09	$683.35	$688.50	($5.15)
Security Subtotal				**$3,336.61**	**$4,564.50**	**($1,227.89)**
THE CHARLES SCHWAB CORP: SCHW	25.0000	11/17/06	01/28/09	$384.99	$462.43	($77.44)
THE CHARLES SCHWAB CORP: SCHW	222.0000	11/17/06	04/21/09	$3,698.64	$4,106.33	($407.69)
THE CHARLES SCHWAB CORP: SCHW	43.0000	11/17/06	11/24/09	$774.84	$795.37	($20.53)
Security Subtotal				**$4,858.47**	**$5,364.13**	**($505.66)**
THERMO FISHER SCIENTIFIC: TMO	13.0000	10/17/06	01/28/09	$482.55	$534.49	($51.94)

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
THERMO FISHER SCIENTIFIC: TMO	124.0000	10/17/06	04/21/09	$4,466.48	$5,098.23	($631.75)
THERMO FISHER SCIENTIFIC: TMO	24.0000	10/17/06	11/24/09	$1,139.73	$986.75	$152.98
Security Subtotal				**$6,088.76**	**$6,619.47**	**($530.71)**
VISA INC CL A CLASS A: V	8.0000	07/30/08	11/24/09	$643.43	$622.30	$21.13
Security Subtotal				**$643.43**	**$622.30**	**$21.13**
WASTE CONNECTIONS INC: WCN	27.0000	03/31/05	01/28/09	$819.17	$622.98	$196.19
WASTE CONNECTIONS INC: WCN	190.0000	03/31/05	04/21/09	$5,035.25	$4,383.93	$651.32
WASTE CONNECTIONS INC: WCN	37 0000	03/31/05	11/24/09	$1,192 51	$853.71	$338.80
Security Subtotal				**$7,046.93**	**$5,860.62**	**$1,186.31**
XTO ENERGY INC: XTO	9.0000	03/31/05	01/28/09	$340.46	$237.24	$103.22
XTO ENERGY INC: XTO	5.2500	03/31/05	04/21/09	$169.69	$138.39	$31.30
XTO ENERGY INC: XTO	115.7500	04/08/05	04/21/09	$3,741.16	$3,112.29	$628.87
XTO ENERGY INC: XTO	0.5000	04/08/05	07/17/09	$19.08	$13.44	$5.64

Silverton Foundation Inc.
MKT: Oak Ridge
EIN: 74-2936881
Attachment to Form 990PF

Report Period
January 1 - December 31, 2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
XTO ENERGY INC: XTO	562.5000	01/26/06	07/17/09	$21,466.36	$21,064.50	$401.86
Security Subtotal				**$25,736.75**	**$24,565.86**	**$1,170.89**
Total Long-Term				**$326,756.29**	**$346,476.45**	**($19,720.16)**
Total Realized Gain or (Loss)				**$384,563.85**	**$467,015.64**	**($82,451.79)**

Exhibit B

Silverton Foundation Inc.
MKT: Snow Capital
EIN: 74-2936881
Attachment to Form 990PF

Report Period
January 1 - December 31, 2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALLSTATE CORPORATION: ALL	105.0000	01/29/09	11/16/09	$3,102.78	$2,455.47	$647.31
Security Subtotal				**$3,102.78**	**$2,455.47**	**$647.31**
AMERN EAGLE OUTFITRS NEW: AEO	110.0000	06/12/09	11/16/09	$1,776.45	$1,550.41	$226.04
Security Subtotal				**$1,776.45**	**$1,550.41**	**$226.04**
AVNET INC: AVT	10.0000	10/27/08	10/05/09	$248.10	$154.46	$93.64
Security Subtotal				**$248.10**	**$154.46**	**$93.64**
BANK OF AMERICA 7.25%PFDSER L CONV PFD: BAC+L	33.0000	02/12/09	05/15/09	$22,215.77	$11,794.87	$10,420.90
Security Subtotal				**$22,215.77**	**$11,794.87**	**$10,420.90**
BRINKER INTL INC: EAT	1,150.0000	10/31/08	04/20/09	$21,011.11	$10,749.63	$10,261.48
Security Subtotal				**$21,011.11**	**$10,749.63**	**$10,261.48**
CHICOS FAS INC: CHS	2,520.0000	06/24/08	05/18/09	$20,109.08	$15,057.25	$5,051.83
CHICOS FAS INC. CHS	15.0000	12/03/08	08/24/09	$178.57	$35.75	$142.82
CHICOS FAS INC: CHS	295.0000	12/03/08	09/15/09	$3,923.74	$703.16	$3,220.58
CHICOS FAS INC: CHS	660.0000	12/03/08	10/05/09	$8,086.04	$1,573.18	$6,512.86

Silverton Foundation Inc.
MKT: Snow Capital
EIN: 74-2936881
Attachment to Form 990PF

Report Period
January 1 - December 31, 2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CHICOS FAS INC: CHS	1,130.0000	12/03/08	11/02/09	$13,997.18	$2,693.47	$11,303.71
Security Subtotal				**$46,294.61**	**$20,062.81**	**$26,231.80**
COVENTRY HEALTH CARE INC: CVH	40.0000	04/25/08	04/20/09	$562.39	$1,745.32	($1,182.93)
COVENTRY HEALTH CARE INC: CVH	1,180.0000	10/23/08	04/20/09	$16,590.37	$15,576.24	$1,014.13
Security Subtotal				**$17,152.76**	**$17,321.56**	**($168.80)**
EATON CORPORATION: ETN	45.0000	07/13/09	11/16/09	$3,013.57	$1,885.05	$1,128.52
Security Subtotal				**$3,013.57**	**$1,885.05**	**$1,128.52**
INTEL CORP: INTC	695.0000	10/27/08	06/30/09	$11,351.90	$10,031.98	$1,319.92
Security Subtotal				**$11,351.90**	**$10,031.98**	**$1,319.92**
LEGG MASON INC: LM	305.0000	05/09/08	02/11/09	$4,553.53	$16,826.91	($12,273.38)
LEGG MASON INC: LM	240.0000	07/02/08	02/11/09	$3,583.11	$9,568.46	($5,985.35)
LEGG MASON INC: LM	355.0000	07/28/08	02/11/09	$5,300.01	$13,857.78	($8,557.77)
LEGG MASON INC: LM	175.0000	12/03/08	02/11/09	$2,612.69	$2,926.12	($313.43)
Security Subtotal				**$16,049.34**	**$43,179.27**	**($27,129.93)**

Exhibit C

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LIFEPOINT HOSPITALS INC: LPNT	45.0000	09/22/09	11/16/09	$1,373 36	$1,240.00	$133.36
Security Subtotal				**$1,373.36**	**$1,240.00**	**$133.36**
LOWES COMPANIES INC: LOW	45 0000	08/24/09	11/16/09	$976.92	$952.80	$24.12
Security Subtotal				**$976.92**	**$952.80**	**$24.12**
MEDTRONIC INC: MDT	40.0000	05/21/09	11/16/09	$1,603.15	$1,277.65	$325.50
Security Subtotal				**$1,603.15**	**$1,277.65**	**$325.50**
PACIFIC SUNWEAR OF CA: PSUN	240.0000	04/02/08	03/27/09	$421 20	$3,194.16	($2,772.96)
Security Subtotal				**$421.20**	**$3,194.16**	**($2,772.96)**
PNC FINL SERVICES GP INC: PNC	50.0000	06/17/09	11/16/09	$2,791.42	$1,900.63	$890.79
Security Subtotal				**$2,791.42**	**$1,900.63**	**$890.79**
ST JUDE MEDICAL INC: STJ	290.0000	10/27/08	01/08/09	$9,290.18	$10,129.67	($839.49)
Security Subtotal				**$9,290.18**	**$10,129.67**	**($839.49)**
TRANSOCEAN INC NEW F: RIG	120.0000	12/19/08	10/14/09	$10,807.52	$5,769.24	$5,038.28
TRANSOCEAN INC NEW F: RIG	15.0000	12/19/08	11/16/09	$1,353.11	$721.16	$631.95
Security Subtotal				**$12,160.63**	**$6,490.40**	**$5,670.23**

Silverton Foundation Inc.
MKT: Snow Capital
EIN: 74-2936881
Attachment to Form 990PF

Report Period
January 1 - December 31, 2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
XL CAPITAL LTD A SHS F: XL	805.0000	12/03/08	11/16/09	$14,554.83	$4,425.41	$10,129.42
Security Subtotal				**$14,554.83**	**$4,425.41**	**$10,129.42**
Total Short-Term				**$185,388.08**	**$148,796.23**	**$36,591.85**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AMGEN INCORPORATED: AMGN	25.0000	01/16/08	11/16/09	$1,406.71	$1,198.66	$208.05
Security Subtotal				**$1,406.71**	**$1,198.66**	**$208.05**
ASPEN INSURANCE HOLDINGF: AHL	195.0000	12/20/05	04/21/09	$4,241.65	$4,564.74	($323.09)
ASPEN INSURANCE HOLDINGF: AHL	580.0000	12/20/05	06/18/09	$13,005.81	$13,577.16	($571.35)
ASPEN INSURANCE HOLDINGF: AHL	475.0000	09/29/06	06/18/09	$10,651.31	$12,255.00	($1,603.69)
ASPEN INSURANCE HOLDINGF: AHL	125.0000	10/02/06	06/18/09	$2,802.98	$3,218.70	($415.72)
Security Subtotal				**$30,701.75**	**$33,615.60**	**($2,913.85)**
AVNET INC: AVT	120.0000	10/27/08	11/16/09	$3,356.31	$1,853.48	$1,502.83
Security Subtotal				**$3,356.31**	**$1,853.48**	**$1,502.83**
BANK OF AMERICA CORP: BAC	380.0000	05/30/06	11/16/09	$6,149.34	$18,597.43	($12,448.09)

Exhibit C

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BANK OF AMERICA CORP: BAC	220.0000	09/29/06	11/16/09	$3,560.14	$11,802.78	($8,242.64)
BANK OF AMERICA CORP: BAC	75.0000	10/02/06	11/16/09	$1,213.69	$4,002.75	($2,789.06)
BANK OF AMERICA CORP: BAC	25.0000	02/22/08	11/16/09	$404.56	$1,029.15	($624.59)
Security Subtotal				**$11,327.73**	**$35,432.11**	**($24,104.38)**
BRINKER INTL INC: EAT	1,120.0000	11/23/07	04/01/09	$16,871.81	$26,618.37	($9,746.56)
BRINKER INTL INC: EAT	290.0000	11/26/07	04/01/09	$4,368.59	$6,829.47	($2,460.88)
BRINKER INTL INC: EAT	260.0000	11/26/07	04/20/09	$4,750.34	$6,122.98	($1,372.64)
BRINKER INTL INC: EAT	95.0000	04/02/08	04/20/09	$1,735.70	$1,850.60	($114.90)
Security Subtotal				**$27,726.44**	**$41,421.42**	**($13,694.98)**
CARTERS INC: CRI	540.0000	03/22/07	02/27/09	$8,975.50	$14,080.07	($5,104.57)
CARTERS INC: CRI	795.0000	03/22/07	04/03/09	$15,767.15	$20,728.99	($4,961.84)
CARTERS INC: CRI	100.0000	04/02/08	04/03/09	$1,983.29	$1,688.00	$295.29
Security Subtotal				**$26,725.94**	**$36,497.06**	**($9,771.12)**
CHICOS FAS INC: CHS	580.0000	06/24/08	08/24/09	$6,904 54	$3,465.56	$3,438.98
Security Subtotal				**$6,904.54**	**$3,465.56**	**$3,438.98**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
COMMUNITY HEALTH SYSTEMS: CYH	550.0000	06/14/07	11/16/09	$18,309.02	$21,062.91	($2,753.89)
Security Subtotal				**$18,309.02**	**$21,062.91**	**($2,753.89)**
COVENTRY HEALTH CARE INC: CVH	730.0000	01/22/07	04/20/09	$10,263.53	$37,358.99	($27,095.46)
COVENTRY HEALTH CARE INC: CVH	110.0000	04/02/08	04/20/09	$1,546.56	$4,519.46	($2,972.90)
Security Subtotal				**$11,810.09**	**$41,878.45**	**($30,068.36)**
ENDURANCE SPECALTY HLDGF: ENH	125.0000	10/27/06	08/24/09	$4,216.83	$4,549.14	($332.31)
ENDURANCE SPECALTY HLDGF: ENH	545.0000	10/27/06	11/09/09	$19,838.31	$19,834.24	$4.07
ENDURANCE SPECALTY HLDGF: ENH	305.0000	10/27/06	11/16/09	$11,345.70	$11,099.89	$245.81
ENDURANCE SPECALTY HLDGF: ENH	180.0000	05/25/07	11/16/09	$6,695.83	$6,934.09	($238.26)
Security Subtotal				**$42,096.67**	**$42,417.36**	**($320.69)**
GAP INC: GPS	295.0000	03/13/06	11/16/09	$6,658.27	$5,312.95	$1,345.32
Security Subtotal				**$6,658.27**	**$5,312.95**	**$1,345.32**
HEALTH NET INC: HNT	95.0000	03/31/05	11/16/09	$1,797.35	$3,107.45	($1,310.10)
Security Subtotal				**$1,797.35**	**$3,107.45**	**($1,310.10)**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
HERCULES OFFSHORE INC: HERO	415.0000	08/03/07	11/16/09	$2,349.66	$11,915.40	($9,565.74)
Security Subtotal				**$2,349.66**	**$11,915.40**	**($9,565.74)**
JPMORGAN CHASE & CO: JPM	25.0000	04/08/05	11/16/09	$1,087.75	$869.50	$218 25
JPMORGAN CHASE & CO: JPM	195.0000	09/29/06	11/16/09	$8,484.43	$9,207.80	($723.37)
JPMORGAN CHASE & CO: JPM	70.0000	10/02/06	11/16/09	$3,045.69	$3,300.50	($254.81)
JPMORGAN CHASE & CO: JPM	85.0000	03/17/08	11/16/09	$3,698.34	$3,239.59	$458.75
Security Subtotal				**$16,316.21**	**$16,617.39**	**($301.18)**
MARATHON OIL CORP: MRO	80.0000	03/31/05	11/16/09	$2,811.21	$1,866.40	$944.81
MARATHON OIL CORP: MRO	60.0000	04/08/05	11/16/09	$2,108.41	$1,453.50	$654.91
MARATHON OIL CORP: MRO	55.0000	09/29/06	11/16/09	$1,932.70	$2,099.35	($166.65)
Security Subtotal				**$6,852.32**	**$5,419.25**	**$1,433.07**
OMNICARE INC: OCR	745.0000	08/06/07	01/14/09	$20,698.96	$25,446.74	($4,747.78)
Security Subtotal				**$20,698.96**	**$25,446.74**	**($4,747.78)**
PACIFIC SUNWEAR OF CA: PSUN	1,580.0000	05/02/07	03/27/09	$2,772.88	$33,060.39	($30,287.51)
Security Subtotal				**$2,772.88**	**$33,060.39**	**($30,287.51)**

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PATTERSON UTI ENERGY INC: PTEN	25.0000	12/08/06	11/16/09	$412.48	$654.90	($242 42)
Security Subtotal				**$412.48**	**$654.90**	**($242.42)**
TEXAS INSTRUMENTS INC: TXN	80.0000	10/14/08	11/16/09	$2,083.14	$1,567.96	$515.18
Security Subtotal				**$2,083.14**	**$1,567.96**	**$515.18**
UNITEDHEALTH GROUP INC: UNH	95.0000	07/23/08	11/16/09	$2,770.12	$2,612.60	$157.52
Security Subtotal				**$2,770.12**	**$2,612.60**	**$157.52**
WESCO INTERNATIONAL INC: WCC	145.0000	02/04/08	11/16/09	$4,155.59	$5,841.19	($1,685.60)
Security Subtotal				**$4,155.59**	**$5,841.19**	**($1,685.60)**
XL CAPITAL LTD A SHS F: XL	280.0000	06/30/06	08/24/09	$4,591.32	$17,084.42	($12,493.10)
XL CAPITAL LTD A SHS F: XL	195.0000	09/29/06	08/24/09	$3,197.53	$13,437.45	($10,239.92)
XL CAPITAL LTD A SHS F: XL	50.0000	10/02/06	08/24/09	$819.88	$3,420.00	($2,600.12)
XL CAPITAL LTD A SHS F: XL	60.0000	09/21/07	08/24/09	$983.85	$4,578.81	($3,594.96)
XL CAPITAL LTD A SHS F: XL	310.0000	04/02/08	08/24/09	$5,083.25	$9,867.30	($4,784.05)
XL CAPITAL LTD A SHS F: XL	200.0000	04/02/08	10/05/09	$3,398.63	$6,366.00	($2,967.37)
XL CAPITAL LTD A SHS F: XL	100.0000	04/23/08	10/05/09	$1,699.32	$2,843.58	($1,144.26)

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
XL CAPITAL LTD A SHS F: XL	130.0000	05/09/08	10/05/09	$2,209.11	$4,474.02	($2,264.91)
XL CAPITAL LTD A SHS F: XL	230.0000	05/09/08	11/09/09	$4,109.83	$7,915.56	($3,805.73)
XL CAPITAL LTD A SHS F: XL	692.0000	10/17/08	11/09/09	$12,365.23	$6,975.71	$5,389.52
XL CAPITAL LTD A SHS F: XL	248.0000	10/17/08	11/16/09	$4,483.97	$2,499.96	$1,984.01
Security Subtotal				**$42,941.92**	**$79,462.81**	**($36,520.89)**
Total Long-Term				**$290,174.10**	**$449,861.64**	**($159,687.54)**
Total Realized Gain or (Loss)				**$475,562.18**	**$598,657.87**	**($123,095.69)**

Silverton Foundation Inc.
MKT: Mutual Fund-International
EIN: 74-2936881
Attachment to Form 990PF

Report Period
January 1 - December 31, 2009

2009 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DRIEHAUS EMERGING MRKTS GROWTH FUND: DREGX	6,009.6150	multiple	11/16/09	$175,000.00	$229,214.27 [a]	($54,214.27)
DRIEHAUS EMERGING MRKTS GROWTH FUND: DREGX	2,079.7230	multiple	11/24/09	$60,000.00	$85,622.19	($25,622.19)
Security Subtotal				**$235,000.00**	**$314,836.46**	**($79,836.46)**
MARSICO INTERNATIONAL OPPORTUNITIES FUND: MIOFX	2,369.6680	03/28/06	04/20/09	$20,000.00	$36,327.01 [a]	($16,327.01)
MARSICO INTERNATIONAL OPPORTUNITIES FUND: MIOFX	5,672.6090	03/28/06	11/16/09	$70,000.00	$86,961.10 [a]	($16,961.10)
MARSICO INTERNATIONAL OPPORTUNITIES FUND: MIOFX	1,652.8930	03/28/06	11/24/09	$20,000.00	$25,338.85 [a]	($5,338.85)
Security Subtotal				**$110,000.00**	**$148,626.96**	**($38,626.96)**
Total Long-Term				**$345,000.00**	**$463,463.42**	**($118,463.42)**
Total Realized Gain or (Loss)				**$345,000.00**	**$463,463.42**	**($118,463.42)**

Exhibit D

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	WEBSITE DEVELOPMENT							
	060904	SL	3.00	16	4,523.		4,523.	0.
2	LAPTOP							
	042707	200DB	5.00	17	2,307.		1,199.	443.
3	DELL LATITUDE							
	071509	200DB	5.00	19B	1,893.	947.		1,136.
	* TOTAL 990-PF PG 1 DEPR							
					8,723.	947.	5,722.	1,579.

- Current year section 179 (D) - Asset disposed

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

SOURCE	AMOUNT
ML #4001	1,101.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,101.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
#0782 DRIEHAUS	141,250.	53.	141,197.
#1871 IRONWOOD	32.	0.	32.
#2529 ACMS	3.	0.	3.
#2924 MARSICO	6,984.	0.	6,984.
#4887 WATER STREET	416.	0.	416.
#5946 SNOW CAP	17,947.	0.	17,947.
#6506 OAK RIDGE	9,145.	0.	9,145.
IRONWOOD CAPITAL K-1 DIVIDENDS	16,024.	0.	16,024.
IRONWOOD CAPITAL K-1 INTEREST	77,488.	0.	77,488.
IRONWOOD CAPITAL K-1 TAX EXEMPT	51.	0.	51.
TOTAL TO FM 990-PF, PART I, LN 4	269,340.	53.	269,287.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PASSHTHRU- IRONWOOD CAPITAL PARTNERS, LP	73,129.	55,908.	
TOTAL TO FORM 990-PF, PART I, LINE 11	73,129.	55,908.	

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,923.	2,962.		2,961.
TO FORM 990-PF, PG 1, LN 16B	5,923.	2,962.		2,961.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	500.	0.		0.
FOREIGN TAXES	1,909.	1,909.		0.
FOREIGN TAXES FROM PASSTHRU- IRONWOOD CAPITAL PARTNERS, LP	593.	593.		0.
TAX WITHELD FROM PASSTHRU-IRONWOOD CAPITAL PARTNERS, LP	96.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,098.	2,502.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS AND ENTERTAINMENT	1,503.	0.		752.
DUES AND SUBS	1,700.	0.		1,700.
OFFICE SUPPLIES	44.	0.		44.
UTILITIES	1,588.	794.		794.
INVESTMENT MANAGEMENT FEES	39,224.	39,224.		0.
BANK CHARGES	72.	72.		0.
INVESTMENT EXPENSES FROM PASSTHRU - IRONWOOD CAPITAL PARTNERS, LP	39,700.	39,700.		0.
OTHER DEDUCTIONS FROM PASSTHRU - IRONWOOD CAPITAL PARTNERS, LP	39,801.	39,801.		0.
NONDEDUCTIBLE PASSED OUT FROM FLOW THRU ENTITIES	156.	0.		0.
	123,788.	119,591.		3,290.

TO FORM 990-PF, PG 1, LN 23

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION ON K-1 INVESTMENTS	234,889.
TOTAL TO FORM 990-PF, PART III, LINE 3	234,889.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - AUSTIN CAP. MULTI STRATEGY	969,953.	1,122,805.
INVESTMENTS - WATER STREET	8,463,122.	8,661,418.
INVESTMENTS - BERENS GLOBAL VALUE	1,600,000.	1,366,514.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,033,075.	11,150,737.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - IRONWOOD	FMV	102,729.	102,729.
TOTAL TO FORM 990-PF, PART II, LINE 13		102,729.	102,729.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WEBSITE DEVELOPMENT	4,523.	4,523.	0.
LAPTOP	2,307.	1,642.	665.
DELL LATITUDE	1,893.	1,136.	757.
TOTAL TO FM 990-PF, PART II, LN 14	8,723.	7,301.	1,422.

Silverton Foundation, Inc.
EIN # 74-2936881
Attachment to 2009 Form 990-PF
Return of Private Foundation

Statement Required by Reg. §53.4945-5(d)
Information with respect to expenditure responsibility grants

1. *Grantee:* **The Smith Family**
Level 1, 132 Grenfell Street
Adelaide SA 5000, Australia

2. *Date Paid in Current Tax Year:* **September 11, 2009**

3. *Total Paid:* **$9,219 USD**

4. *Purpose:* **Silverton Foundation funding provides operating support for grantee's "Learning For Life" program in the Hackham West community of Adelaide, Australia. "Learning for Life" is a comprehensive family literacy program which provides educational support and interventions for children from low income families.**

5. *Amount of Grant Spent by Grantee:* **unknown**

6. *Diversion:* **To the knowledge of the Foundation, and based on correspondence with the Grantee, no part has been used for other than its intended purpose.**

7. *Date of Report(s) received from Grantee:* **n/a; report due on or before October 31, 2010**

8. *Verification:* **Foundation will review the grant report when submitted and will determine at that time whether to undertake any additional verification of the Grantee's reports.**

Silverton Foundation, Inc.
EIN # 74-2936881
Attachment to 2009 Form 990-PF
Return of Private Foundation

Statement Required by Reg. §53.4945-5(d)
Information with respect to expenditure responsibility grants

1. *Grantee:*	**Moris Rasik** **c/o AMFITIL** **Room 2, Carla Mansions** **Geremias, Motael, Farol** **Dili, East Timor**
2. *Date Paid in Current Tax Year:*	**June 1, 2009**
3. *Total Paid:*	**$100,000**
4. *Purpose:*	**Silverton Foundation provided $100,000 to increase the loan fund of this microfinance program, which makes small loans to rural poor women in East Timor. Our grant matched a similar grant from the Whole Planet Foundation as part of a collaborative effort in support of Moris Rasik.**
5. *Amount of Grant Spent by Grantee:*	**$100,000**
6. *Diversion:*	**To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.**
7. *Date of Report(s) received from Grantee:*	**September 15, 2009**
8. *Verification:*	**Foundation reviewed the grant reports but did not undertake any verification of the Grantee's reports as there has not been any reason to doubt their accuracy or reliability.**

FORM 990-PF | PART XV - LINE 1A | STATEMENT 12

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM P. WOOD
PAMELA M. RYAN

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SILVERTON FOUNDATION, INC. C/O ANDREA CROW
1000 RIO GRANDE STREET
AUSTIN, TX 78701

TELEPHONE NUMBER

512-472-6262

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO FORMAL APPLICATION FORM FOR SUBMISSION OF REQUESTS. LETTERS OF INQUIRY, WITH A BRIEF DESCRIPTION OF THE PROJECT AND RANGE OF FINANCIAL SUPPORT NEEDED, ARE ACCEPTED FOR INITIAL CONTACT. MORE SPECIFIC INFORMATION ON THE FOUNDATION'S APPLICATION GUIDELINES ARE AVAILABLE ON ITS WEBSITE AT WWW.SILVERTONFOUNDATION.ORG.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION WORKS PRIMARILY WITH ORGANIZATIONS AND PROGRAMS THAT SERVE RESIDENTS OF THE METROPOLITAN AUSTIN AREA AND SURROUNDING TRAVIS, WILLIAMSON AND HAYS COUNTIES. THE FOUNDATION STRIVES TO EMPOWER DISADVANTAGED PEOPLE BY FUNDING INITIATIVES IN THE AREAS OF HEALTH, EDUCATION, SOCIAL SERVICES AND ECONOMIC DEVELOPMENT. INTERNATIONALLY, THE FOUNDATION OPERATES PRIMARILY THROUGH AUSTRALIA BASED NON-GOVERNMENTAL ORGANIZATIONS WHICH CONDUCT PROGRAMS OF SPECIAL MERIT IN THE FOUNDATION'S AREAS OF INTEREST. THE FOUNDATION MAKES GRANTS ONLY TO QUALIFIED TAX-EXEMPT ORGANIZATIONS PURSUANT TO SECTION 501(C)(3) OF THE U.S INTERNAL REVENBUE CODE; FOR INTERNATIONAL GRANTS, THE RECIPIENT ORGANIZATION MUST BE THE "EQUIVALENT" OF A U.S. PUBLIC CHARITY, OR A SITUATION WHERE THE FOUNDATION CAN EXERCISE APPROPRIATE "EXPENDITURE RESPONSIBILITY" IN CONNECTION WITH THE AWARD OF THE GRANT.

Silverton Foundation
EIN 74-2936881
Grant List
Year Ended 12/31/09

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Acton School of Business – RISE 816 Congress Avenue, Suite 1240 Austin, Texas 78701	None	Public	promote social enterprise	**$5,000**
Americorp for Community Education and Engagement Charles A. Dana Center The University of Texas at Austin 2901 North IH-35, Suite 2.200 Austin, Texas 78722	None	Public	early literacy tutoring	**$50,000**
Assistance League of Austin 4901 Burnet Road Austin, Texas 78756	None	Public	vocational training program	**$25,000**
Austin Community Foundation P.O. Box 5159 Austin, Texas 78763	None	Public	promote and facilitate philanthropy in central Texas	**$8,700**
Badgerdog Literary Publishing P.O. Box 301209 Austin, Texas 78703	None	Public	creative writing education classes for disadvantaged children	**$25,000**
Digital Workforce Academy 2209 Rosewood Avenue #204 Austin, TX 78702	None	Public	workforce training	**$100,000**
English at Work 1503 Sunset Lane Austin, Texas 78704	None	Public	adult basic literacy education	**$10,000**
Literacy Coalition of Central Texas P.O. Box 41567 Austin, TX 78704-1567	None	Public	adult basic literacy education	**$10,000**
Moris Rasik c/o AMFITIL Room 2, Carla Mansions Geremais, Motael, Farol Dili, East Timor	None	Public	microfinance	**$100,000**
Smith Family Level 1, 132 Grenfell Street Adelaide, SA 5000, Australia	None	Public	early childhood literacy	**$ 9,219**
YouthLaunch 7756 Northcross Drive, Suite 203 Austin, Texas 78757	None	Public	youth education and service learning	**$33,620**

Total: **$376,539**

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
	SILVERTON FOUNDATION INC	74-2936881
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1000 RIO GRANDE ST.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78701	

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 (sec. 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 ▶ JOHN NICHOLSON
1000 RIO GRANDE ST. - AUSTIN, TX 78701
Telephone No. ▶ (512) 472-6262 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 AUGUST 16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______, and ending ______.

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	$ 11,368.
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	$ 8,368.
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	$ 3,000.

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	Employer identification number
	SILVERTON FOUNDATION INC	74-2936881
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1000 RIO GRANDE ST.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78701	

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

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

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 the care of ▶ JOHN NICHOLSON 1000 RIO GRANDE ST. - AUSTIN, TX 78701

Telephone No. ▶ (512) 472-6262 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 NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______ , and ending ______.

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 TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO FILE IN ORDER 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	$ 11,368.
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	$ 11,368.
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 instructions.	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 ▶ [signature] Title ▶ CPA Date ▶ 8/5/2010

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05-26-09