Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

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

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

Name of foundation			A Employer identification number
Fifth Avenue Foundation			75-1659424
Number and street (or P O box number if mail is not delivered to street address)	Room/suite		B Telephone number (see the instructions)
600 W. 6th Street	300		(817) 877-2800
City or town	State	ZIP code	C If exemption application is pending, check here ► [ ]
Fort Worth	TX	76102	D 1 Foreign organizations, 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

D 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 ► [ ]

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 967,923.

J Accounting method [X] Cash [ ] 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) (see the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	11,529.	11,529.	11,529.	
	4 Dividends and interest from securities	16,470.	16,470.	16,470.	
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	71,244.			
	b Gross sales price for all assets on line 6a 359,068.				
	7 Capital gain net income (from Part IV, line 2)		71,244.		
	8 Net short-term capital gain			70,750.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	99,243.	99,243.	98,749.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	2,450.	2,450.	2,450.	
	c Other prof fees (attach sch) L-16c Stmt	6,480.	6,480.	6,480.	
	17 Interest				
	18 Taxes (attach schedule)(see instr) Property Taxes	27.	27.	27.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	282.	282.	282.	
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,239.	9,239.	9,239.	
	25 Contributions, gifts, grants paid	37,250.			37,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	46,489.	9,239.	9,239.	37,250.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	52,754.			
	b **Net investment income** (if negative, enter 0)		90,004.		
	c **Adjusted net income** (if negative, enter 0)			89,510.	

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Part II Balance Sheets

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

		Beginning of year	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	58,565.	22,772.	22,772.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	86.	86.	86.
	10a Investments – U S. and state government obligations (attach schedule) L-10a Stmt	240,050.	255,125.	255,690.
	b Investments – corporate stock (attach schedule) L-10b Stmt	445,519.	466,216.	637,193.
	c Investments – corporate bonds (attach schedule) L-10c Stmt		52,775.	52,182.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	744,220.	796,974.	967,923.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	744,220.	796,974.	
	30 **Total net assets or fund balances** (see the instructions)	744,220.	796,974.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	744,220.	796,974.	

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	744,220.
2	Enter amount from Part I, line 27a	2	52,754.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	796,974.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	796,974.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day year)	(d) Date sold (month, day year)
1a	See Attached Sheet - Short Term	P	Various	Various
b	See Attached Sheet - Long Term	P	Various	Various
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	225,629.		154,879.	70,750.
b	133,439.		132,945.	494.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	70,750.
b	0.	0.	0.	494.
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	71,244.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	70,750.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	73,000.	996,343.	0.073268
2007	43,500.	1,156,720.	0.037606
2006	55,750.	1,093,122.	0.051001
2005	56,000.	1,066,404.	0.052513
2004	131,388.	1,040,146.	0.126317

2	**Total** of line 1, column (d)	2	0.340705
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.068141
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	865,591.
5	Multiply line 4 by line 3	5	58,982.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	900.
7	Add lines 5 and 6	7	59,882.
8	Enter qualifying distributions from Part XII, line 4	8	37,250.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b		1	1,800.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,800.
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	1,800.
6	Credits/Payments			
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 847.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	847.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	953.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	0.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ ______ (2) On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX - Texas			
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 ► N/A

14 The books are in care of ► Harry Bartel Telephone no ► (817) 877-2800

Located at ► 600 W 6th Street Fort Worth TX ZIP + 4 ► 76102

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

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
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

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

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

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

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? ☐ 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** 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? **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 (see instructions).

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Harry E. Bartel 600 W 6th Street Fort Worth TX 76102	Pres/Treas 1.00	0.	0.	0.
Michael G. Appleman 600 W 6th Street Fort Worth TX 76102	Sec/Asst Treas 2.00	0.	0.	0.
Dale Harper 600 W 6th Street Fort Worth TX 76102	VP/Asst Sec 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
None				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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

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

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

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	
2	
3	
4	

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

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

BAA Form **990-PF** (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	847,651.
b	Average of monthly cash balances		1b	31,122.
c	Fair market value of all other assets (see instructions)		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	878,773.
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	878,773.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	13,182.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	865,591.
6	**Minimum investment return.** Enter 5% of line 5		6	43,280.

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	43,280.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 1,800.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,800.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	41,480.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	41,480.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	41,480.

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	37,250.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	37,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	37,250.

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					41,480.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years 20__, 20__, 20__					
3 Excess distributions carryover, if any, to 2009					
a From 2004	3,034.				
b From 2005	3,799.				
c From 2006	1,845.				
d From 2007	13,078.				
e From 2008	23,580.				
f **Total** of lines 3a through e		45,336.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 37,250.					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2009 distributable amount					37,250.
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).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		45,336.			
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					
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					4,230.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		3,034.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		42,302.			
10 Analysis of line 9:					
a Excess from 2005	3,799.				
b Excess from 2006	1,845.				
c Excess from 2007	13,078.				
d Excess from 2008	23,580.				
e Excess from 2009	0.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Harry Bartel
600 W 6th Street
Fort Worth TX 76102 (817) 877-2800

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

Letter with information specifying need

c Any submission deadlines

None

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

Grants limited to arts organizations and programs operating primarily in the Dallas/Fort Worth area.

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*				
Artes de la Rosa 1440 N. Main Street Fort Worth TX 76164		501(c)3	To Support Charitable Purpose	1,500.
Casa Manana 3101 W. Lancaster St. Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	2,000.
Stage West 1300 Gendy St. Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,500.
Mayfest 3228 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,000.
Modern Art Museum 3200 Darnell Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,500.
Fort Worth Symphony Orchestra 330 E. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	5,000.
Fort Worth Opera 1300 Gendy Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	7,500.
Imagination Celebration 1300 Gendy Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	3,000.
Circle Theatre 230 W. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	2,500.
See Line 3a statement				11,750.
Total			► 3a	37,250.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,529.	
4 Dividends and interest from securities			14	16,470.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					71,244.
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)				27,999.	71,244.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	99,243.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

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

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

► Harry E. Bartel | 8-12-2010 | ► President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ► [signature], CPA	Date 8/9/10	Check if self employed ► ☐	Preparer's Identifying number (See Signature in the instrs)
Firm's name (or yours if self employed), address, and ZIP code ► Lange & Associates, P.C. 6300 Ridglea Place, Suite 500 Fort Worth TX 76116		EIN ► 75-2858189	
		Phone no ► (817) 335-3800	

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2009

Name: Fifth Avenue Foundation

Employer Identification Number: 75-1659424

Asset Information:

Description of Property: Short Term Capital Transactions
Date Acquired: Various How Acquired: Purchased
Date Sold: Various Name of Buyer:
Sales Price: 225,629. Cost or other basis (do not reduce by depreciation): 154,879.
Sales Expense: Valuation Method:
Total Gain (Loss): 70,750. Accumulation Depreciation:

Description of Property: Long Term Capital Transactions
Date Acquired: Various How Acquired: Purchased
Date Sold: Various Name of Buyer:
Sales Price: 133,439. Cost or other basis (do not reduce by depreciation): 132,945.
Sales Expense: Valuation Method:
Total Gain (Loss): 494. Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV
Short-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
100	CME Group Inc	12/5/2008	12/1/2009	32,997.75	17,390.95	15,607
100	Energen Corp	12/5/2008	12/1/2009	4,391.28	2,660.98	1,730
100	Fidelity Nat'l Fin'l Inc.	12/5/2008	7/1/2009	1,389.06	1,066.15	323
200	Gardner Denver	7/1/2009	12/1/2009	7,686.00	5,066.60	2,619
100	Goldman Sach Group Inc	7/1/2009	12/1/2009	16,720 76	14,736.80	1,984
700	Hartford Fin'l Services Grp	12/5/2008	7/1/2009	8,359.53	4,941.57	3,418
300	Herbalife, Ltd	12/5/2008	12/1/2009	13,125.26	5,172.25	7,953
100	Hewlett Packard	12/5/2008	12/1/2009	4,948.07	3,367.38	1,581
300	Keycorp Inc	12/5/2008	7/1/2009	1,533.26	2,243.65	(710)
100	L-3 Communications Hldgs	12/5/2008	12/1/2009	7,826 19	6,489.95	1,336
500	Loews Corporation	12/5/2008	7/1/2009	13,695.14	12,470.45	1,225
313	Macerich Company	2/5/2008	12/1/2009	9,297.14	3,259 87	6,037
200	Magellan Health	7/1/2009	12/1/2009	7,388 00	6,670.40	718
800	Montpelier Re Holdings	7/1/2009	12/1/2009	13,397.30	10,907.47	2,490
100	National Semiconductor	7/1/2009	12/1/2009	1,485.16	1,271.81	213
200	NRG Energy Inc.	12/5/2008	12/1/2009	4,869.27	4,412.95	456
300	Pfizer Incoporated	12/5/2008	7/1/2009	4,452.18	4,668.54	(216)
100	Phillips Van Heusen Corp	7/1/2009	12/1/2009	4,046 99	2,894.80	1,152
500	Principal Financial Group	12/5/2008	12/1/2009	7,572.40	3,644.99	3,927
100	Qualcomm Inc.	7/1/2009	12/1/2009	4,490.98	4,538.90	(48)
100	Salesforce Com	12/5/2008	7/1/2009	3,881.09	2,608.95	1,272
700	Sandisk Corp.	12/5/2008	7/1/2009	10,375.48	5,131 55	5,244
400	Symantec Corporation	7/1/2009	12/1/2009	7,181.61	6,277 62	904
200	Telephone and Data Ord Shares	7/1/2009	12/1/2009	6,239 63	5,767.00	473
300	UBS AG New	12/5/2008	7/1/2009	3,699.56	3,305.65	394
100	Valero Energy Corp	12/5/2008	12/1/2009	1,590.05	1,675.35	(85)
700	Weatherford Int'l Ltd	12/5/2008	12/1/2009	12,028.14	7,316.95	4,711
300	Whole Foods Market Inc	12/5/2008	7/1/2009	5,748.15	2,951.44	2,797
200	Whole Foods Market Inc	12/5/2008	12/1/2009	5,213.26	1,967.63	3,246
Totals				225,628.69	154,878 60	70,750.09

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV
Long-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
100	AGCO Corporation	4/7/2008	7/1/2009	2,913.02	6,206.95	(3,294)
200	Accenture PLC CL A F	9/8/2005	12/1/2009	8,281.08	5,943.95	2,337
100	Alliant Energy	9/8/2005	7/1/2009	2,672.03	3,042.97	(371)
200	Auto Data Processing	4/3/2007	7/1/2009	7,067.01	9,197.95	(2,131)
100	Autozone Inc	4/7/2008	7/1/2009	15,275.50	11,766 95	3,509
200	Constellation	9/3/2003	7/1/2009	2,727.02	2,970.00	(243)
300	Disney Walt Co.	4/3/2007	7/1/2009	7,020.11	7,302.43	(282)
200	Emerson Electric	7/1/2004	7/1/2009	6,587.03	6,267.31	320
100	Fulton Financial Corp	11/1/2007	7/1/2009	511.08	1,264.75	(754)
200	General Mills	4/4/2006	12/1/2009	13,731 44	10,140 63	3,591
200	Gen Probe	2/3/2004	12/1/2009	8,375.18	7,470.00	905
200	General Electric	9/4/2002	12/1/2009	3,217.31	5,752.00	(2,535)
200	Genuine Parts	12/5/2008	12/1/2009	7,323 21	6,672 50	651
100	Home Depot Inc.	11/1/2007	7/1/2009	2,356.03	3,094.95	(739)
100	JM Smucker Co New	4/4/2006	7/1/2009	4,870.97	3,992.95	878
100	L-3 Communications Hldgs	9/1/2006	7/1/2009	6,858.92	7,581.97	(723)
300	Merck & Co, Inc.	2/4/2005	7/1/2009	8,391.08	8,356.46	35
400	NCR Corp	4/1/2003	7/1/2009	4,705 27	1,759.49	2,946
100	NRG Energy Inc. New	12/5/2008	7/1/2009	2,578.98	4,028.95	(1,450)
200	Principal Financial Group	12/5/2008	7/1/2009	3,801.10	7,076.94	(3,276)
200	RPM International	9/3/2003	7/1/2009	2,797.02	2,777.33	20
200	SEI Investments	2/3/2004	7/1/2009	3,585.10	3,437.67	147
400	Weatherford Int'l ltd	9/8/2005	7/1/2009	7,793.19	6,839 97	953
Totals				133,438.68	132,945.07	493.61

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
Texas Christian University TCU Box 297500 Fort Worth TX 76129		501(c)3	To Support Charitable Purpose	Person or ☐ Business ☒ 1,250.
Van Cliburn Foundation 2525 Ridgmar Blvd, Ste 307 Fort Worth TX 76116		501(c)3	To Support Charitable Purpose	Person or ☐ Business ☒ 5,000.
Fort Worth Country Day School 4200 Country Day Lane Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	Person or ☐ Business ☒ 1,000.
Ballet Concerto 3803 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or ☐ Business ☒ 1,000.
Hip Pocket Theatre 1950 Silver Creek Rd. Fort Worth TX 76136		501(c)3	To Support Charitable Purpose	Person or ☐ Business ☒ 1,000.
Trinity Valley School 7500 Dutch Branch Rd Fort Worth TX 76132		501(c)3	To Support Charitable Purpose	Person or ☐ Business ☒ 2,500.
Total				11,750.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lange & Associates,	Tax	2,450.	2,450.	2,450.	
Total		2,450.	2,450.	2,450.	

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Charles Schwab	Brokerage Fees	6,480.	6,480.	6,480.	

Form 990-PF, Page 1, Part I Continued
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		6,480.	6,480.	6,480.	

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
See Attached Statement			255,125.	255,690.
Total			255,125.	255,690.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
See Attached Statement	466,216.	637,193.
Total	466,216.	637,193.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
See Attached Statement	52,775.	52,182.
Total	52,775.	52,182.

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10a and 10c

Corporate Bonds	Balance 12/31/08	Purchases	Sale/ Redemption	Interest Inc/(Loss)	Balance 12/31/09	FMV 12/31/09
Oracle Corp 5% Due 1/15/11	-	52,774.61	-	-	52,774.61	52,181.85
Total Corporate Bonds	-	52,774.61	-	-	52,774.61	52,181 85

U S Treasury Bonds	Balance 12/31/08	Purchases	Sale/ Redemption	Interest Inc/(Loss)	Balance 12/31/09	FMV 12/31/09
Fedl Home Loan 1 25% Due 4/6/11	-	25,025 00	-	-	25,025 00	25,057 80
Fedl Home Loan 4 06% Due 10/19/09	50,000 00	-	50,000.00	-	-	-
Fedl Home Loan 1.125% Due 12/28/12	-	30,025.00	-	-	30,025.00	29,905 80
Fedl Natl Mtg 2.125% Due 12/23/13	-	40,025 00	-	-	40,025.00	39,198.08
Fedl Home Loan 5.02% Due 3/16/11	50,025.00	-	50,000.00	(25.00)	-	-
Fedl Home Loan 5.00% Due 4/23/12	50,025.00	-		-	50,025 00	50,639.10
Fedl Home Loan 2.00% Due11/9/12	-	50,025.00	-	-	50,025.00	49,746 65
Fed Home Loan 3 125% Due 9/10/10	60,000 00	-	-	-	60,000 00	61,142 52
Fedl Natl Mtg 4.125% Due 9/25/13	30,000 00	-	30,000 00	-	-	-
Total U S Treasury Bonds	240,050 00	145,100 00	130,000 00	(25.00)	255,125 00	255,689 95
Total Bonds	240,050 00	197,874.61	130,000 00	(25.00)	307,924.61	307,871 80

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2008	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2009	# Shares 12/31/2009	FMV 12/31/2009	Sale Proceeds
Equities											
A G C O Corp	4/7/2008	100	6,206 95	(100)		7/1/2009	6206 95	-	-		2,913 02
A G C O Corp	12/2/2008	100	2,079 95					2,079 95	100	3,234 00	
A T & T, Inc	2/4/2005	200	5,129 92					5,129 92	200	5,606 00	
Abbot Laboratories	11/12/1999	300	10,219 17					10,219 17	300	16,197 00	
Abercrombie & Fitch	7/1/2009			400	10,198 20			10,198 20	400	13,940 00	
Accenture, Ltd	9/8/2005	200	5,011 95	(200)	928 98	12/1/2009	5,940 93	-	-	-	8,281 08
Adobe Systems, Inc	7/1/2004	300	6,939 48					6,939 48	300	11,034 00	
Alliant Energy Corp	9/8/2005	100	3,042 98	(100)		7/1/2009	3,042 98	-	-	-	2,672 03
AOL Inc	12/9/2009		-	27	5 20		5 20	-	27	628 56	-
Apollo Group, Inc	4/3/2007	100	4,424 75					4,424 75	100	6,058 00	
Auto Data Processing	4/3/2007	200	9,197 95	(200)		7/1/2009	9,197 95	-	-	-	7,067 01
Autodesk, Inc	4/1/2003	200	1,588 00					1,588 00	200	5,082 00	
Autozone, Inc	4/7/2008	100	11,766 95	(100)		7/1/2009	11,766 95	-	-	-	15,275 50
Borg Warner	12/1/2009			200	6,154 60			6,154 60	200	6,644 00	
Brady Corporation	12/1/2009			100	3,005 80			3,005 80	100	3,001 00	
Chevron/Texaco	9/3/2003	100	3,743 50					3,743 50	100	7,699 00	
CME Group Inc	12/5/2008	100	17,390 95	(100)		12/1/2009	17,390 95	-	-	-	32,997 75
CMS Energy Corp	7/1/2009			300	3,722 70			3,722 70	300	4,698 00	
Camden Property Trust	12/1/2009			100	3,914 80			3,914 80	100	4,237 00	
Campbell Soup Company	12/1/2009			200	7,118 60			7,118 60	200	6,760 00	
Catalyst Health Sols Inc	12/1/2009			400	13,930 32			13,930 32	400	14,588 00	
Coca Cola Company	7/1/2009			300	14,789 70			14,789 70	300	17,100 00	
Compass Minerals Intl	7/1/2009			100	5,524 00			5,524 00	100	6,719 00	
Conocophillips	4/1/2003	200	5,445 00					5,445 00	200	10,214 00	
Constellation Brands, inc	9/3/2003	200	2,970 00	(200)		7/1/2009	2,970 00	-	-	-	2,727 02
Coventry Health Care, Inc	12/5/2008	300	3,417 55					3,417 55	300	7,287 00	
Disney Walt Co	4/3/2007	300	7,301 62	(300)		7/1/2009	7,301 62	-	-	-	7,020 11
Dollar Tree Stores (Dollar Tree Inc)	4/1/2003	100	2,005 00					2,005 00	100	4,830 00	
Donaldson Company Inc	12/1/2009			200	8,570 20			8,570 20	200	8,508 00	
Emcor Group, Inc	12/5/2008	100	1,412 75					1,412 75	100	2,690 00	
Emerson Electric	7/1/2004	200	6,267 32	(200)		7/1/2009	6,267 32	-	-	-	6,587 03
Emerson Electric	12/1/2009			300	12,674 40			12,674 40	300	12,780 00	
Energen Corp	12/5/2008	300	7,982 95	(100)		12/1/2009	2,661 00	5,321 95	200	9,360 00	4,391 28
Expedia	12/1/2009			600	15,466 80			15,466 80	600	15,438 00	
Exxon Mobil Corporation	2/4/2005	200	12,871 70					12,871 70	200	13,638 00	
Family Dollar Stores Inc	7/1/2009			100	2,835 90			2,835 90	100	2,783 00	
Fidelity Nat'l Fin'l Inc	12/5/2008	100	1,066 15	(100)		7/1/2009	1,066 15	-	-	-	1,389 06
FMC Corp New	9/8/2005	200	5,693 95					5,693 95	200	11,152 00	
Fulton Financial Corp	11/1/2007	100	1,264 75	(100)		7/1/2009	1,264 75	-	-	-	511 08
Gardner Denver Inc	7/1/2009			-	5,066 60	12/1/2009	5,066 60	-	-	-	7,686 00
Garmin, Ltd	12/5/2008	100	1,595 15					1,595 15	100	3,070 00	
Gen Probe, Inc	2/3/2004	200	7,470 00	(200)		12/1/2009	7,470 00	-	-	-	8,375 18
General Dynamics Corp	12/5/2008	100	4,918 05					4,918 05	100	6,817 00	
General Electric	9/4/2002	200	5,752 00	(200)		12/1/2009	5,752 00	-	-	-	3,217 31
General Mills	4/4/2006	200	10,140 63	(200)		12/1/2009	10,140 63	-	-	-	13,731 44
Genuine Parts Co		200	6,672 50	(200)		12/1/2009	6,672 50	-	-	-	7,323 21
GlaxoSmithKline	12/1/2009			100	4,249 80			4,249 80	100	4,225 00	
Goldman Sach Group Inc	7/1/2009			-	14,736 80	12/1/2009	14,736 80	-	-	-	16,720 76
Graco Incorporated	12/1/2009			200	5,707 80			5,707 80	200	5,714 00	
HCC Insurance Holdings	7/1/2009			100	2,464 90			2,464 90	100	2,797 00	
Hartford Fin'l Services Grp	12/5/2008	700	4,941 57	(600)	2,455 80	7/1/2009	4,941 57	2,455 80	100	2,326 00	8,359 53
Helmerich & Payne Inc	12/1/2009			200	7,542 20			7,542 20	200	7,976 00	
Herbalife, Ltd	12/5/2008	300	5,172 25	(300)		12/1/2009	5,172 25	-	-		13,125 26
Hewlett Packard	9/4/2002	200	2,570 00					2,570 00	200	5,151 00	
Hewlett Packard	12/5/2008	200	6,734 75	(100)		12/1/2009	3;367 38	3,367 37	100	10,302 00	4,948 07
Home Depot Inc	11/1/2007	100	3,094 95	(100)		7/1/2009	3,094 95	-	-	-	2,356 03
Home Depot Inc	12/5/2008	200	4,238 35					4,238 35	200	5,786 00	
Intel Corp	4/1/2003	100	1,666 00					1,666 00	100	2,040 00	
International Paper Co	12/1/2009			100	2,604 80			2,604 80	100	2,678 00	
JM Smucker Co New	4/4/2006	100	3,992 95	(100)		7/1/2009	3,992 95	-	-	-	4,870 97
Johnson & Johnson	4/7/2008	100	5,415 00					5,415 00	100	6,441 00	
Johnson & Johnson		-			1,178 95		-	1,178 95	-		
JP Morgan Chase & Co	10/28/1999	264	7,507 50					7,507 50	264	11,000 88	
JP Morgan Chase & Co	7/1/2009			100	3,389 90			3,389 90	100	4,167 00	
JP Morgan Chase & Co (fka Bank One)	7/1/2004	36	1,385 87					1,385 87	36	1,500 12	
Keycorp Inc New	12/5/2008	300	2,243 65	(300)		7/1/2009	2,243 65	-	-	-	1,533 26
L-3 Communications Hldgs	9/1/2006	100	7,581 97	(100)		12/1/2009	7,581 97	-	-	-	7,826 19

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2008	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2009	# Shares 12/31/2009	FMV 12/31/2009	Sale Proceeds
Equities											
L-3 Communications Hldgs	12/5/2008	100	6,489 95	(100)		7/1/2009	6,489 95	-	-	-	6,858 92
Loews Corporation	12/5/2008	500	12,470 45	(500)		7/1/2009	12,470 45	-	-	-	13,695 14
Macerich Company	2/5/2008	300	3,097 15	(300)		12/1/2009	3,097 15	-	-		9,297 14
Macerich Company	6/22/2009			8	159 94	12/1/2009	159 94	-	8		
Macerich Company	9/21/2009			5	142 55	12/1/2009	2 78	139 77	5		
Macerich Company	12/21/2009			5	150 80			150 80	5	179 75	
Magellan Health Svcs	7/1/2009			-	6,670 40	12/1/2009	6,670 40	-	-	-	7,388 00
Maxim Integrated Prods	12/1/2009			100	1,819 80			1,819 80	100	2,032 00	
McDonalds Corp	4/7/2008	200	11,388 95					11,388 95	200	12,488 00	
Medtronic Inc	12/1/2009			400	17,050 20			17,050 20	400	17,592 00	
Merck & Co, Inc	2/4/2005	300	8,356 46	(300)		7/1/2009	8,356 46	-	-	-	8,391 08
Merck & Co, Inc	12/5/2008	200	5,198 95					5,198 95	200	7,308 00	
Microsoft Corporation	12/5/2008	100	1,884 85					1,884 85	100	3,048 00	
Montpelier Re Hldgs LTD	7/1/2009			-	10,907 47	12/1/2009	10,907 47	-	-	-	13,397 30
N C R Corp	4/1/2003	400	1,759 49	(400)		7/1/2009	1,759 49	-	-	-	4,705 27
National Semiconductor Corp	7/1/2009			1,100	15,261 75	12/1/2009	1,272 00	13,989 75	1,100	16,896 00	1,485 16
Neustar Inc Class A	12/1/2009			300	7,013 40			7,013 40	300	6,912 00	
Norfolk Southern	4/4/2003	200	3,743 00					3,743 00	200	10,484 00	
NRG Energy Inc New	12/5/2008	100	2,814 00	(100)		7/1/2009	2,814 00	-	-		2,578 98
NRG Energy Inc New	12/5/2008	200	5,627 90	(200)		12/1/2009	5,627 90	-	-	-	4,869 27
Occidental Pete Corp	7/1/2009			100	6,519 90			6,519 90	100	8,135 00	
Open Text Corp	12/5/2008	300	7,908 55					7,908 55	300	12,195 00	
Pfizer Incorporated	12/5/2008	700	10,893 25	(300)		7/1/2009	4,671 00	6,222 25	400	7,276 00	4,452 18
Phillips-Van Heusen Corp	7/1/2009			200	8,684 40	12/1/2009	2,895 00	5,789 40	200	8,136 00	4,046 99
Principal Financial Grp	12/5/2008	200	3,360 00	(200)		7/1/2009	3,360 00	-	-	-	3,801 10
Principal Financial Grp	12/5/2008	800	13,436 90	(300)		12/1/2009	7,361 93	6,074 97	500	12,020 00	7,572 40
Procter & Gamble - Merged w/Gillett	9/5/2001	200	6,846 81					6,846 81	200	12,126 00	
Progressive Corp Ohio	12/1/2009			100	1,696 80			1,696 80	100	1,799 00	
Public Service Enterprise Group		400	5,395 00					5,395 00	400	13,300 00	
Qualcomm Inc	7/1/2009			-	4,538 90	12/1/2009	4,538 90	-	-	-	4,490 98
RPM Int'l	9/3/2003	200	2,777 33	(200)		7/1/2009	2,777 33	-	-	-	2,797 02
Sara Lee Corp	12/1/2009			400	4,930 20			4,930 20	400	4,872 00	
S E I Investments	2/3/2004	200	3,437 67	(200)		7/1/2009	3,437 67	-	-	-	3,585 10
S P X Corp	2/4/2005	100	4,208 95					4,208 95	100	5,470 00	
Salesforce Com	12/5/2008	100	2,608 95	(100)		7/1/2009	2,608 95	-	-	-	3,881 09
Sandisk Corp	12/5/2008	700	5,131 55	(700)		7/1/2009	5,131 55	-	-	-	10,375 48
Schlumberger Ltd	12/1/2009			100	6,520 80			6,520 80	100	6,509 00	
Sigma Aldrich Group	9/6/2005	200	6,159 58					6,159 58	200	10,110 00	
Simon PPTY Group	4/1/2003	200	7,299 33	-	-			7,299 33	200	15,960 00	
Simon PPTY Group	3/18/2009			4	135 75			135 75	4	319 20	
Simon PPTY Group	6/19/2009			1	52 88			52 88	1	79 80	
Simon PPTY Group	9/18/2009			1	66 47			66 47	1	79 80	
Simon PPTY Group	12/18/2009			1	75 49			75 49	1	79 80	
Sonoco Products Co	4/1/2003	500	10,210 00					10,210 00	500	14,625 00	
Southwestern Energy Co	12/1/2009			100	4,461 80			4,461 80	100	4,820 00	
SVB Financial Group	12/1/2009			200	7,536 20			7,536 20	200	8,332 00	
Symantec Corp	7/1/2009			400	12,555 23	12/1/2009	6,277 62	6,277 61	400	7,156 00	7,181 61
TECO Energy Inc	12/1/2009			300	4,532 40			4,532 40	300	4,866 00	
Telephone and Data Ord Shares	7/1/2009			-	5,767 00	12/1/2009	5,767 00	-	-	-	6,239 63
Teradata Corp	10/1/2007	400	1,934 51					1,934 51	400	12,572 00	
Time Warner,Inc	12/1/2009			100	4,218 80			4,218 80	100	4,139 00	
Time Warner,Inc New	7/1/2009			300	7,628 70			7,628 70	300	8,742 00	
UBS AG New	12/5/2008	300	3,305 65	(300)		7/1/2009	3,305 65	-	-	-	3,699 56
United Health Group, Inc (Oxford He	4/4/2001	300	4,344 60					4,344 60	300	9,144 00	
Valero Energy Corp	12/5/2008	100	1,675 35	(100)		12/1/2009	1,675 35	-	-	-	1,590 05
VF Corp	9/3/2003	200	8,212 00					8,212 00	200	14,648 00	
Vodafone Group New	7/31/2006	262	4,483 73					4,483 73	262	6,049 58	
Vodafone Group New	11/1/2007	38	648 31					648 31	38	877 42	
Weatherford Int'l Ltd	9/8/2005	400	6,839 98	(400)		7/1/2009	6,839 98	-	-		7,793 19
Weatherford Int'l Ltd	12/5/2008	700	7,316 95	(700)		12/1/2009	7,316 95	-	-		12,028 14
Wells Fargo & Co New	12/1/2009			400	11,190 20			11,190 20	400	10,796 00	
Whole Foods Market, Inc	12/5/2008	300	2,952 00	(300)	-	12/1/2009	2,952 00	-	-	-	5,748 15
Whole Foods Market, Inc	12/5/2008	800	7,869 95	(200)		12/1/2009	1,968 00	5,901 95	600	16,470 00	5,213 26
XTO Energy, inc	12/5/2008	100	5,896 66		-			5,896 66	100	4,653 00	-
Totals			445,519 09		308,525 98		287,828 87	466,216 20		637,192 91	359,067 37