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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

B Check if applicable:
- [ ] Address change
- [X] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization, number and street, city, town, state, and ZIP code

THE MARY KAY FOUNDATION

16251 DALLAS PARKWAY
ADDISON TX 75001

D Employer identification number: 75-2653742

E Telephone number: 972-687-6300

G Gross receipts $ 5161174.

F Name and address of principal officer: MICHAEL LUNCEFORD
16251 DALLAS P ADDISON TX 75001

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? If "No", attach a list (see instructions) [ ] Yes [ ] No

H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c)(3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ▶

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶ **L** Year of formation 1996 **M** State of legal domicile TX

Part I Summary

1 Briefly describe the organization's mission or most significant activities

PROVIDE SUPPORT FOR IRC SEC 501C3 ORGANIZATIONS INVOLVED IN EDUCATION, MEDICAL RESEARCH, CANCER RESEARCH, WOMENS HEALTH ISSUES, OR RAISING AWARENESS OF THE EPIDEMIC PROBLEM OF VIOLENCE AGAINST WOMEN

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	3
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	-0-
5	Total number of employees (Part V, line 2a)	5	-0-
6	Total number of volunteers (estimate if necessary)	6	1970
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

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		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	3858448.	4029918.
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	470689.	1131256.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4329137.	5161174.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5676808.	5618300.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses, (Part IX, column (D), line 25) ▶ 26679.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		67139.
18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	5676808.	5685439.
19	Revenue less expenses Subtract line 18 from line 12	-1347671.	-524265.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	13253991.	14159982.
21	Total liabilities (Part X, line 26)	1400000.	1050000.
22	Net assets or fund balances Subtract line 21 from line 20	11853991.	13109982.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer — Date: 18 Oct 2010

MICHAEL LUNCEFORD PRESIDENT
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Mark S. Ratliff CPA	Date 10/12/10	Check if self-employed ▶ [X]	Preparer's identifying number (see instructions) 460-21-7313
Firms name (or yours if self-employed), address, and ZIP + 4	MARK S RATLIFF CPA 5646 MILTO DALLAS TX 75206-		EIN ▶ 75-2494656	Phone no ▶ 214-363-3300

May the IRS discuss this return with the preparer shown above? (See instructions) [ ] Yes [ ] No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2009)

9/8 13

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

PROVIDE SUPPORT FOR IRC SEC 501C3 ORGANIZATIONS INVOLVED IN EDUCATION, MEDICAL RESEARCH, CANCER RESEARCH, WOMENS HEALTH ISSUES, OR RAISING A-WARENESS OF THE EPIDEMIC PROBLEM OF VIOLENCE AGAINST WOMEN

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ including grants of $) (Revenue $)

SEE ABOVE STATEMENT

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $)(Revenue $)

4e **Total program service expenses** ▶

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4		X
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10		X
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	11		X
•	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI			
•	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII			
•	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII			
•	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX			
•	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X			
•	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X			
12	Did the organization obtain a separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12	X	
12A	Was the organization included in consolidated, independent audited financial statement for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional (Yes: , No: X)	12A		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	16		X
17	Did the organization report more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		X
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20		X

Part IV Checklist of Required Schedules (continued)

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employee's? If "Yes," complete Schedule J	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to question 25	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25a	**Section 501(c)(3) and 501(c)(4) organizations** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990EZ? If "Yes," complete Schedule L, Part I	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? If "Yes," complete Schedule M	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part IV, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	0		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b			
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a			X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			X
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g			X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h			X
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions

Section A. Governing Body and Management			Yes	No
1a	Enter the number of voting members of the governing body	1a 9		
b	Enter the number of voting members that are independent	1b		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one of more members of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of it's governing body before filing the form?	11	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? If "No", go to line 13	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official?	15a		
b	Other officers or key employees of the organization?	15b		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ TX PA WV FL

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes it governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶MICHAEL LUNCEF 16251 DALL ADDISON TX 75001- 972-687-5734

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MICHAEL LUNCE-FORD-PRES		X		X				0	0	0
RYAN ROGERS VICE-PRES		X		X				0	0	0
KRIS JOHNSON SEC/TREAS		X		X				0	0	0
KAREN ROGERS VICE-PRES		X		X				0	0	0
JENNIFER COOK DIRECTOR		X						0	0	0
YVETTE FRANCO DIRECTOR		X						0	0	0
PEGGY DAVIDSON DIRECTOR		X						0	0	0
NANCY THOMASON DIRECTOR		X						0	0	0
ANNE CREWS DIRECTOR		X						0	0	0

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total ▶								0	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶

		Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? If "Yes," complete Schedule J for such individual		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d	2850537.			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1179381.			
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f		4029918.			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		338209.			338209.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	3300285.				
	b Less cost or other basis and sales expenses	2507238.				
	c Gain or (loss)	793047.				
	d Net gain or (loss)		793047.			
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities					
	10a Gross sales of inventory, less returns and allowances a					
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory					
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d					
	12 **Total revenue** See instructions		5161174.			338209.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C) and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	5618300.	5618300.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	3016.		3016.	
c Accounting	14229.		14229.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	27439.	3410.	18915.	5114.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	170.		170.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a FUNDING DEVELOPMENT	22285.		720.	21565.
b				
c				
d				
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	5685439.	5621710.	37050.	26679.
26 **Joint costs** Check here ▶ ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	1976267.	1	6765129.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	3399777.	3	1274230.
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Sch L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net	5370709.	7	6120623.
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a			
	b	Less accumulated depreciation — 10b		10c	
	11	Investments - publicly traded securities	2507238.	11	
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets** Add lines 1 through 15 (must equal line 34)	13253991.	16	14159982.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable	1400000.	18	1050000.
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	**Total liabilities** Add lines 17 through 25	1400000.	26	1050000.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☒ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	5263461.	27	5769538.
	28	Temporarily restricted net assets	6590530.	28	7340444.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	11853991.	33	13109982.
	34	Total liabilities and net assets/fund balances	13253991.	34	14159982.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked `Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selected process during the tax year, explain in Schedule O			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements of the year were issued on a consolidated basis, separate basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organizations or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	4753915.	5177416.	5203226.	2961572.	4029918	2126047.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	4753915.	5177416.	5203226.	2961572.	4029918	2126047.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						18276870.
6 **Public support.** Subtract line 5 from line 4						3849177.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	4753915.	5177416.	5203226.	2961572.	4029918	2126047.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	598902.	579959.	565534.	463685.	338209.	2546289.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						24672336.

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14	Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	15.60 %
15	Public support percentage from 2008 Schedule A, Part II, line 14	17.28 %

16a **33 1/3% support test - 2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☒

b **10%-facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7 a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30,1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, & 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	0.00 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	0.00 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	0.00 %
18 Investment income percentage from **2008** Schedule A, Part III, line 17	18	0.00 %

19a 33 1/3 % support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b 33 1/3 % support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, or Part III, line 12 Provide any other additional information See instructions

FACTS AND CIRCUMSTANCES TEST

THE MARY KAY FOUNDATION (FORMERLY MARY KAY ASH CHARITABLE FOUNDATION) FOUNDED IN 1996 BY MARY KAY ASH HAS DONATED 40,000,000 IN GRANTS FOR CANCER AFFECTING WOMEN AND ELIMINATING DOMESTIC VIOLENCE. THE FOUNDATION RECEIVES A SUBSTANTIAL AMOUNT OF ITS SUPPORT FROM CONTRIBUTIONS FROM THE GENERAL PUBLIC. OVER THE COURSE OF ITS EXISTENCE, MEMBERS OF THE GENERAL PUBLIC HAVE DONATED ON THE AVERAGE NO LESS THAN 25% OF ITS FUNDS. THE FOUNDATION ALSO REGULARLY ATTRACTS NEW AND ADDITIONAL SUPORT FROM THE GENERAL PUBLIC. LAST YEAR ALONE, OVER 23,000 PERSONS CONTRIBUTED AN AVERAGE OF 109 DOLLARS TOWARDS THE FOUNDATIONS' TWIN GOALS. THIS LARGE DONOR BASE IS POSSIBLE THROUGH THE ABILITY OF THE FOUNDATION TO REACH THE MORE THAN 600,000 INDEPENDENT BUSINESS WOMEN WHO SELL MARY KAY PRODUCTS. THE FOUNDATION HAS A STRONG HISTORY OF SUPPORTING CHARITABLE ACTIVITIES THAT FURTHER ITS TWIN GOALS ALONG WITH THE GENEROUS DONATIONS OF MARY KAY INC. AND THE MARY KAY ASH CHARITABLE LEAD TRUST, THE FOUNDATION BOARD AWARDS GRANTS TO QUALIFIED MEDICAL SCHOOLS IN THE UNITED STATES, SHELTERS FOR VICTIMS OF DOMESTIC VIOLENCE, CANCER CARE FOR ITS TOUCHING HEARTS PROGRAM, THE NATIONAL NETWORK TO END DOMESTIC VIOLENCE AND GRANTS TO THE MEDICAL SCHOOLS ARE GENERALLY IN THE AMOUNT OF 100,000 DOLLARS. DONATIONS TO THE 150 DOMESTIC VIOLENCE SHELTERS ACROSS THE UNITED STATES ARE GENERALLY IN THE AMOUNT OF 20,000 DOLLARS EACH AND ARE MADE FOLLOWING A REVIEW OF APPLICATIONS SUBMITTED BY SHELTERS TO THE FOUNDATIONS BOARD. OVER 73,000 WOMEN AND CHILDREN HAVE BENEFITED THROUGH THESE GRANTS. THE CANCER CARE TOUCHING HEARTS PROGRAM TO WHICH THE FOUNDATION DONATED FUNDS ALLOWS CANCER CARE TO ASSIST PERSONS WHOSE HEALTH INSURANCE DOES NOT COVER CERTAIN EXPENSES RELATED TO THEIR CANCER TREATMENT. THE CANCER CARE TOUCHING HEARTS PROGRAM PROVIDES FINANCIAL ASSISTANCE FOR ROUGHLY

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, or Part III, line 12 Provide any other additional information See instructions

17,621 PEOPLE SINCE THE PROGRAM BEGAN IN 2000. IN 2009, ALMOST 3,552 PEOPLE WERE AIDED BY THIS PROGRAM.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, reporting of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1 a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☒ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ▶ 0.00 %
b Permanent endowment ▶ 0.00 %
c Term endowment ▶ 0.00 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col (B) line 15) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ▶	

2. FIN 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	5,161,174.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	5,685,439.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	(524,265.)
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	(524,265.)

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	5,592,529.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	431,355.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines 2a through 2d			2e	431,355.
3	Subtract line 2e from line 1			3	5,161,174.
4	Amounts included on Form 990, Part VIII, line 12, but not on line1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	
5	Total revenue Add lines3 and 4c (This should equal Form 990, Part I, line 12)			5	5,161,174.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	6,116,794.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	431,355.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines 2a through 2d			2e	431,355.
3	Subtract line 2e from line 1			3	5,685,439.
4	Amounts included on Form 990, Part IX, line 25, but not on line1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	
5	Total expenses Add lines3 and 4c (This should equal Form 990, Part I, line 18)			5	5,685,439.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, lines 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☒

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YWCA OF MET DALLAS 4621 R 75204- TX D	75-0800699	501C3	100,000.		CASH		DOM VIOLEN
CHILDREN & FAMILIE 1111 U 50314- IA D	42-1237465	501CE	20,000.		CASH		DOM VIOLEN
THE REGENTS-U CALI 1855 F 94143- CA S		501CE	100,000.		CASH		CANCER RES
CONF ON CRIMES AGA 4411 L 75219- TX D	20-2079535	501C3	50,000.		CASH		DOM VIOLEN
GILDAS CLUB N TEXA 2710 O 75219- TX D	75-2633654	501C3	20,000.		CASH		DOM VIOLEN
JOHN HOPKINS U 1650 O 21231- MD B		501C3	(1,665.)		CASH REFUN		CANCER RES
CIRCLE OF HOPE PO BOX 30531- GA C		501C3	20,000.		CASH		DOM VIOLEN
FAMILY SHELTER SVC 605 E 60187- IL W	36-2883552	501C3	20,000.		CASH		DOM VIOLEN
THE FAMILY PLACE PO BOX 75209- TX D	75-1590896	501C3	20,000.		CASH		DOM VIOLEN
NAT NETWORK TO END 660 PE 20003- DC W	52-1973408	501C3	300,000.		CASH		DOM VIOLEN
SHELTER OUR SISTER 405 ST 07601- NJ H	22-2184949	501C3	20,000.		CASH		DOM VIOLEN
GENESIS WOMANS SHE 4411 L 75219- TX D	75-1881365	501C3	5,000.		CASH		DOM VIOLEN

2 Enter total number of section 501(c)(3) and government organizations ▶ 181

3 Enter total number of other organizations ▶

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

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Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
U OF CA-SAN DIEGO 9500 GILLM 92093- CA LA J		501C3	100,000.		CASH		CANCER RES
ARBOR DAY FOUNDATION 211 N 12TH 68508- NE LINC	23-7169265	501C3	200,000.		CASH		DOM VIOLEN
HELPING ALL VICTIMS 325 ARCH S 16201- PA KITT	25-1393025	501C3	20,000.		CASH		DOM VIOLEN
LA ROSA FAMILY SVCS 403 N LOOP 77022- TX HOUS		501C3	20,000.		CASH		DOM VIOLEN
CRISIS INTERVENTION PO BOX 132 82414- WY CODY	83-0266594	501C3	20,000.		CASH		DOM VIOLEN
YWCA-WHEELING FAMILY 1100 CHAPL 26003- WV WHEE	55-0357063	501C3	20,000.		CASH		DOM VIOLEN
BAYLOR HEALTH CARE 3600 GASTO 75246- TX DALL	75-1606705	501C3	10,000.		CASH		CANCER RES
CANCER CARE 275 SEVENT 10001- NY NEW	13-1825919	501C3	500,000.		CASH		CANCER RES
THE WOMENS CTR INC 505 N EAST 53186- WI WAUK	39-1269698	501C3	20,000.		CASH		DOM VIOLEN
U OF IOWA 2 GILMORE 52242- IA IOWA		501C3	100,000.		CASH		CANCER RES
YALE UNIVERSITY 47 COLLEGE 06520- CT NEW		501C3	100,000.		CASH		CANCER RES
WASHINGTON UNIVERSIT 6600 S EUC 63110- MO SAIN		501C3	100,000.		CASH		CANCER RES
THE RECTOR OF VISITO PO BOX 800 22908- VA CHAR		501C3	100,000.		CASH		CANCER RES
U OF PENNSYLVANIA 421 CURIE 19104- PA PHIL		501C3	100,000.		CASH		CANCER RES
BOARD OF REGENTS-U 1400 UNIVE 53706- WI MADI		501C3	100,000.		CASH		CANCER RES

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

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FRED HUTCHINSON CANC 1100 FAIRV 98109- WA SEAT		501C3	100,000.		CASH		CANCER RES
U OF KENTUCKY RESEAR 109 KINKHE 40506- KY LEXI		501C3	100,000.		CASH		CANCER RES
BAYLOR COLLEGE OF ME ONE BAYLOR 77030- TX HOUS		501C3	100,000.		CASH		CANCER RES
UT-SOUTHWESTERN MED 5323 HARRY 75390- TX DALL		501C3	100,000.		CASH		CANCER RES
COLUMBIA UNIVERSITY 1130 ST NI 10032- NY NEW		501C3	100,000.		CASH		CANCER RES
PRO-ENERGY SOLUTIONS 6829 AVE K 75074- TX PLAN		501C3	25,372.		CASH		DOM VIOLEN
DOMESTIC ABUSE SUP C 380 LAKELA 54166- WI SHAW	39-1749998	501C3	20,000.		CASH		DOM VIOLEN
NNEDV 2001 S ST 20009- DC WASH		501C3	10,000.		CASH		DOM VIOLEN
FRED HUTCHINSON CAN 1100 FAIRV 98109- WA SEAT		501C3	(407.)		CASH REFUN		CANCER RES
THE LEESHORE CTR 325 S SPRU 99611- AK KENA	92-0069306	501C3	20,000.		CASH		DOM VIOLEN
2ND CHANCE, INC 304 S WILM 36202- AL ANNI	63-0967649	501C3	20,000.		CASH		DOM VIOLEN
CRISIS CTR-RUSSELL C PO BOX 283 36868- AL PHEN	63-0985199	501C3	20,000.		CASH		DOM VIOLEN
WOMEN & CHILDREN FIR PO BOX 195 72203- AR LITT	71-0513011	501C3	20,000.		CASH		DOM VIOLEN
MARGIES HAVEN HOUSE PO BOX 954 72131- AR HEBE	71-0674819	501C3	20,000.		CASH		DOM VIOLEN
HANDS OF A FRIEND IN PO BOX 209 85614- AZ GREE	20-3373537	501C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

Department of the Treasury
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TIME OUT INC PO BOX 306 85547- AZ PAYS	86-0723051	501C3	20,000.		CASH		DOM VIOLEN
SOCIAL SVCS INTERAGE 1940 MESQU 86403- AZ LAKE	86-0516654	501C3	20,000.		CASH		DOM VIOLEN
ALTERNATIVES TO VIOL PO BOX 135 96080- CA RED	68-0330191	501C3	20,000.		CASH		DOM VIOLEN
COMM SOLUTIONS FOR C PO BOX 546 95038- CA MORG	23-7351215	501C3	20,000.		CASH		DOM VIOLEN
CORA-COMM OVERCOMING PO BOX 509 94402- CA SAN	94-2481188	501C3	20,000.		CASH		DOM VIOLEN
DOMESTIC VIOLENCE CT 23630 NEWH 91321- CA NEWH	95-3495141	501C3	20,000.		CASH		DOM VIOLEN
HOUSE OF RUTH INC PO BOX 549 91711- CA CLAR	95-3276033	501C3	20,000.		CASH		DOM VIOLEN
HUMAN OPTIONS PO BOX 537 92619- CA IRVI	95-3667817	501C3	20,000.		CASH		DOM VIOLEN
OPTION HOUSE INC 813 NORTH 92402- CA SAN	95-3760212	501C3	20,000.		CASH		DOM VIOLEN
RURAL HUMAN SERVICES 286 M STRE 95531- CA CRES	94-2735346	501C3	20,000.		CASH		DOM VIOLEN
WEAVE INC 1900 K STR 95811- CA SACR	94-2493158	501C3	20,000.		CASH		DOM VIOLEN
YWCA OF GLENDALE 735 E LEXI 91206- CA GLEN	95-1661118	501C3	20,000.		CASH		DOM VIOLEN
YWCA SAN DIEGO COUNT 1012 C STR 92101- CA SAN	95-1661119	501C3	20,000.		CASH		DOM VIOLEN
LA CASA DE LAS MADRE 1663 MISSI 94103- CA SAN	94-2330864	501C3	20,000.		CASH		DOM VIOLEN
WOMENS CTR-HIGH DESE 134 CHAINA 93555- CA RIDG	95-3340786	01C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

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BRIGHT FUTURE FOUND PO BOX 255 81620- CO AVON	84-0938374	501C3	20,000.		CASH		DOM VIOLEN
WOMENS CRISIS & FAMI PO BOX 267 80104- CO CAST	74-2385006	501C3	20,000.		CASH		DOM VIOLEN
SUSAN B ANTHONY PROJ 179 WATER 06790- CT TORR	06-1085983	501C3	20,000.		CASH		DOM VIOLEN
UNITED SERVICES INC 1007 N MAI 06241- CT DAYV	06-0804423	501C3	20,000.		CASH		DOM VIOLEN
CHILD INC 507 PHILAD 19809- DE WILM	51-0101188	501C3	20,000.		CASH		DOM VIOLEN
ALPHA & OMEGA FREEDO 113 N 7TH 33873- FL WAUC	59-2735813	501C3	20,000.		CASH		DOM VIOLEN
LEE CONLEE HOUSE INC PO BOX 255 32178- FL PALA	59-3169443	501C3	20,000.		CASH		DOM VIOLEN
SAFE PLACE & RAPE CR 2139 MAIN 34237- FL SARA	59-1943399	501C3	20,000.		CASH		DOM VIOLEN
SALVARE INC PO BOX 617 34611- FL SPRI	59-3188546	501C3	20,000.		CASH		DOM VIOLEN
SAWCC INC PO BOX 101 34101- FL NAPL	59-2752295	501C3	20,000.		CASH		DOM VIOLEN
SEMINOLE CTY VICTIMS PO BOX 471 32747- FL LAKE	59-2934243	501C3	20,000.		CASH		DOM VIOLEN
FLAGER ECUMENICAL SO PO BOX 205 32110- FL BUNN	59-2832976	501C3	20,000.		CASH		DOM VIOLEN
THE SPRING OF TAMPA PO BOX 477 33677- FL TAMP	59-1777135	501C3	20,000.		CASH		DOM VIOLEN
CASA INC PO BOX 414 33731- FL SAIN	59-2114359	501C3	20,000.		CASH		DOM VIOLEN
CRISIS LINE AND SAFE 277 MLK BL 31201- GA MACO	58-1329248	501C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

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GATEWAY HOUSE INC PO BOX 296 30503- GA GAIN	58-1447674	501C3	20,000.		CASH		DOM VIOLEN
NORTHWEST GA FAMILY PO BOX 554 30722- GA DALT	58-1374660	501C3	20,000.		CASH		DOM VIOLEN
SAVANNAH AREA FAMILY PO BOX 611 31420- GA SAVA	58-1392664	501C3	20,000.		CASH		DOM VIOLEN
PARENTS & CHILDREN 1485 LINAP 96819- HI HONO	99-0119678	501C3	20,000.		CASH		DOM VIOLEN
CENTERS AGAINST ABUS PO BOX 996 51301- IA SPEN	42-0680416	501C3	20,000.		CASH		DOM VIOLEN
SAFE PLACE MINISTRIE 723 N MITC 83704- ID BOIS	82-0485418	501C3	20,000.		CASH		DOM VIOLEN
CAROL HOME PO BOX 115 61554- IL PEKI	37-1374416	501C3	20,000.		CASH		DOM VIOLEN
CHRISTIAN FAMILY MIN 153 S OTTA 60436- IL JOLI	36-3280592	501C3	20,000.		CASH		DOM VIOLEN
HELP OFFER PROTECTIV 321 AVE H 61068- IL ROCH	36-3304863	501C3	20,000.		CASH		DOM VIOLEN
MID CENTRAL COMM ACT 1301 W WAS 61701- IL BLOO	37-0903245	501C3	20,000.		CASH		DOM VIOLEN
PILLARS 333 N LA G 60526- IL LA G	36-4166490	501C3	20,000.		CASH		DOM VIOLEN
THE VIOLENCE PREVENT PO BOX 831 62222- IL BELL	37-1223450	501C3	20,000.		CASH		DOM VIOLEN
YWCA OF SAUK VALLEY 412 FIRST 61081- IL STER	36-2179770	501C3	20,000.		CASH		DOM VIOLEN
COLUMBUS REGIONAL SH PO BOX 13 47202- IN COLU	31-0993447	501C3	20,000.		CASH		DOM VIOLEN
FAMILY SVCS ELKHART 101 E HIVE 46517- IN ELKH	35-0868079	501C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

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SHELTERING WINGS PO BOX 92 46122- IN DANV	35-2077713	501C3	20,000.		CASH		DOM VIOLEN
FAMILY LIFE CTR-BUTL PO BOX 735 67042- KS EL D	48-1087496	501C3	20,000.		CASH		DOM VIOLEN
LIBERAL AREA RAPE CR 909 N CLAY 67901- KS LIBE	48-0934788	501C3	20,000.		CASH		DOM VIOLEN
LESLIE KNOTT LETCHER PO BOX 186 41702- KY HAZA	61-0661299	501C3	20,000.		CASH		DOM VIOLEN
WOMENS CRISIS CTR 3580 HARGR 41048- KY HEBR	61-0908752	501C3	20,000.		CASH		DOM VIOLEN
JEFF DAVIS COMM AGAI 819 CHURCH 70546- LA JENN	72-1488905	501C3	20,000.		CASH		DOM VIOLEN
THE WELLSPRING ALLIA 1515 JACKS 71202- LA MONR	72-0442226	501C3	20,000.		CASH		DOM VIOLEN
HAWC 27 CONGRES 01790- MA SALE	04-2655367	501C3	20,000.		CASH		DOM VIOLEN
SAFE PASSAGE INC 43 CENTER 01060- MA NORT	04-2690131	501C3	20,000.		CASH		DOM VIOLEN
ASIAN TASK FORCE AGA PO BOX 120 02112- MA BOST	04-3103354	501C3	20,000.		CASH		DOM VIOLEN
FAMILY CRISIS RESOUR 146 BEDFOR 21502- MD CUMB	52-1185952	501C3	20,000.		CASH		DOM VIOLEN
YWCA ANNAPOLIS AND A 1517 RITCH 21012- MD ARNO	52-0591702	501C3	20,000.		CASH		DOM VIOLEN
HEARTLY HOUSE INC PO BOX 857 21705- MD FRED	52-1186250	501C3	20,000.		CASH		DOM VIOLEN
FAMILY CRISIS SVCS PO BOX 704 04104- ME PORT	01-0352636	501C3	20,000.		CASH		DOM VIOLEN
AWARE INC PO BOX 152 49204- MI JACK	23-7118921	501C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

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DOMESTIC VIOLENCE PO BOX 366 49938- MI IRON	38-2488437	501C3	20,000.		CASH		DOM VIOLEN
DOMESTIC VIOLENCE PR 4100 CLARK 48105- MI ANN	38-2121751	501C3	20,000.		CASH		DOM VIOLEN
LOOKING FOR MY SISTE 19161 SCHA 48235- MI DETR	20-0926399	501C3	20,000.		CASH		DOM VIOLEN
WOMENS RESOURCE CTR 720 S ELMW 49684- MI TRAV	38-2164580	501C3	20,000.		CASH		DOM VIOLEN
CENTRAL MN TASK FORC PO BOX 367 56302- MN SAIN	41-1344743	501C3	20,000.		CASH		DOM VIOLEN
ALEXANDER HOUSE INC PO BOX 490 55449- MN BLAI	41-1309977	501C3	20,000.		CASH		DOM VIOLEN
HOPE COALITION 480 W 8TH 55066- MN RED	41-1720180	501C3	20,000.		CASH		DOM VIOLEN
CITIZENS AGAINST SPO PO BOX 137 65302- MO SEDA	43-1295568	501C3	20,000.		CASH		DOM VIOLEN
NEWHOUSE INC PO BOX 240 64124- MO KANS	43-0962293	501C3	20,000.		CASH		DOM VIOLEN
ST MARTHAS HALL PO BOX 495 63108- MO SAIN	43-1350160	501C3	20,000.		CASH		DOM VIOLEN
DOMESTIC VIOLENCE PR 1298 N LAM 38655- MS OXFO	64-0670986	501C3	20,000.		CASH		DOM VIOLEN
OUR HOUSE INC PO BOX 395 38704- MS GREE	64-0877651	501C3	20,000.		CASH		DOM VIOLEN
SUPPORTERS OF ABUSE PO BOX 534 59840- MT HAMI	81-0460023	501C3	20,000.		CASH		DOM VIOLEN
ALBERMARLE HOPELINE PO BOX 206 27909- NC ELIZ	56-1352211	501C3	20,000.		CASH-		DOM VIOLEN
FAMILY VIOLENCE & RA PO BOX 110 27312- NC PITT	56-1345420	501C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

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75-2653742

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ONSLOW WOMENS CTR PO BOX 162 28541- NC JACK	56-1412183	501C3	20,000.		CASH		DOM VIOLEN
TURNING POINT INC PO BOX 952 28111- NC MONR	58-1698701	501C3	20,000.		CASH		DOM VIOLEN
YWCA CASS CLAY 3000 S UNI 58103- ND FARG	45-0232096	501C3	20,000.		CASH		DOM VIOLEN
THE SPOUSE/SEXUAL AB 3710 CENTR 68847- NE KEAR	47-0614058	501C3	20,000.		CASH		DOM VIOLEN
SEACOAST TASK FORCE 6 GREENLEA 03804- NH PORT		501C3	20,000.		CASH		DOM VIOLEN
A PLACE FOR US ATLAN 1201 NEW R 08221- NJ LINW	51-0244563	501C3	20,000.		CASH		DOM VIOLEN
SAFE IN HUNTERDON IN 47 E MAIN 08822- NJ FLEM	22-2267191	501C3	20,000.		CASH		DOM VIOLEN
WOMANSPACE INC 1212 STUYV 08618- NJ TREN	22-2172522	501C3	20,000.		CASH		DOM VIOLEN
WOMEN AWARE INC 250 LIVING 08901- NJ NEW	22-2374378	501C3	20,000.		CASH		DOM VIOLEN
SAFE HOUSE PO BOX 253 87125- NM ALBU	85-0247473	501C3	20,000.		CASH		DOM VIOLEN
ADVOCATES TO END DOM 32 SIERRA 89702- NV CARS	94-2665387	501C3	20,000.		CASH		DOM VIOLEN
VICTORIOUS IN HIS SI PO BOX 374 89505- NV RENO	88-0366015	501C3	20,000.		CASH		DOM VIOLEN
LIBERTY RESOURCES 1045 JAMES 13203- NY SYRA	16-1129675	501C3	20,000.		CASH		DOM VIOLEN
OPPORTUNITIES FOR OT 3 WEST BRO 13820- NY ONEO	16-6066346	501C3	20,000.		CASH		DOM VIOLEN
ORANGE CTY SAFE HOME PO BOX 649 12550- NY NEWB	14-1679391	501C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ST LAWRENCE VALLEY R 3 CHAPEL S 13617- NY CANT	16-1182249	501C3	20,000.		CASH		DOM VIOLEN
THE FAMILY COUNSELIN 11-21 BROA 12078- NY GLOV	14-1599758	501C3	20,000.		CASH		DOM VIOLEN
VICTIM RESOURCE CTR 132 HARRIS 14513- NY NEWA	16-1208385	501C3	20,000.		CASH		DOM VIOLEN
YWCA-GENESEE CTY INC 301 NORTH 14020- NY BATA	16-0771077	501C3	20,000.		CASH		DOM VIOLEN
NASSAU CTY COALITION 250 FULTON 11550- NY HEMP	11-2442377	501C3	20,000.		CASH		DOM VIOLEN
FAMILY VIOLENCE PREV 380 BELLBR 45385- OH XENI	31-0992401	501C3	20,000.		CASH		DOM VIOLEN
COUNCIL ON DOM VIOLE PO BOX 496 45839- OH FIND	34-1308480	501C3	20,000.		CASH		DOM VIOLEN
HAVEN OF HOPE, INC 927 WHEELI 43725- OH CAMB	31-1168245	501C3	20,000.		CASH		DOM VIOLEN
HOMESAFE, INC PO BOX 702 44005- OH ASHT	34-1304495	501C3	20,000.		CASH		DOM VIOLEN
PROJECT FOR ASSISTAN PO BOX 362 44601- OH ALLI	34-1329875	501C3	20,000.		CASH		DOM VIOLEN
FIRST STEP FAMILY VI 604 WALNUT 43824- OH COSH	31-1430970	501C3	20,000.		CASH		DOM VIOLEN
OKMULGEE CTY FAMILY PO BOX 73 74447- OK OKMU	73-1332643	501C3	20,000.		CASH		DOM VIOLEN
YWCA OKLAHOMA CITY 2460 W I-4 73112- OK OKLA	73-0579272	501C3	20,000.		CASH		DOM VIOLEN
DOMESTIC VIOLENCE RE PO BOX 494 97123- OR HILL	93-0665804	501C3	20,000.		CASH		DOM VIOLEN
SIUSLAW OUTREACH SVC PO BOX 190 97439- OR FLOR	94-3061005	501C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
A WOMANS PLACE PO BOX 299 18901- PA DOYL	23-2034180	501C3	20,000.		CASH		DOM VIOLEN
ABUSE AND RAPE CRISI PO BOX 186 18848- PA TOWA	23-2131649	501C3	20,000.		CASH		DOM VIOLEN
CITIZENS AGAINST PHY 28 MORGAN 15853- PA RIDG	25-1394232	501C3	20,000.		CASH		DOM VIOLEN
CLINTON CTY WOMENS C 34 W MAIN 17745- PA LOCK	23-2143800	501C3	20,000.		CASH		DOM VIOLEN
DOMESTIC VIOLENCE IN PO BOX 42 17042- PA LEBA	25-1634670	501C3	20,000.		CASH		DOM VIOLEN
HOGAR NUEVA MUJER PO BOX 927 00737- PR CAYE	66-0470812	501C3	20,000.		CASH		DOM VIOLEN
WOMEN RESOURCE CTR 114 TOURO 02840- RI NEWP	05-0381031	501C3	20,000.		CASH		DOM VIOLEN
SAFE HOMES-RAPE CRIS 236 UNION 29302- SC SPAR	57-0760599	501C3	20,000.		CASH		DOM VIOLEN
YWCA-UPPER LOWLANDS 246 CHURCH 29150- SC SUMT	57-0443375	501C3	20,000.		CASH		DOM VIOLEN
WORKING AGAINST VIOL 527 QUINCY 57701- SD RAPI	46-0355127	501C3	20,000.		CASH		DOM VIOLEN
HAVEN HOUSE INC PO BOX 134 37701- TN ALCO	58-1534034	501C3	20,000.		CASH		DOM VIOLEN
CHILD & FAMILY TENN 901 E SUMM 37915- TN KNOX	62-0547289	501C3	20,000.		CASH		DOM VIOLEN
UNITED METHODIST URB PO BOX 324 37041- TN CLAR	62-1294095	501C3	20,000.		CASH		DOM VIOLEN
DOMESTIC VIOLENCE PR 424 SPRUCE 75501- TX TEXA	75-1688689	501C3	20,000.		CASH		DOM VIOLEN
FAMILIES IN CRISIS PO BOX 25 76540- TX KILL	74-2172517	501C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BRIGHTER TOMORROW PO BOX 532 75053- TX GRAN	75-2291809	501C3	20,000.		CASH		DOM VIOLEN
GATEWAY FAMILY SVCS PO BOX 139 79550- TX SNYD	75-2843687	501C3	20,000.		CASH		DOM VIOLEN
PECAN VALLEY REGION PO BOX 120 76804- TX BROW	75-2870676	501C3	20,000.		CASH		DOM VIOLEN
THE MATAGORDA CTY WO PO BOX 182 77404- TX BAY	74-2361319	501C3	20,000.		CASH		DOM VIOLEN
THE SALVATION ARMY 5302 HARRY 75235- TX DALL		501C3	20,000.		CASH		DOM VIOLEN
TRALEE CRISIS CTR 310 S CUYL 79066- TX PAMP	75-1971380	501C3	20,000.		CASH		DOM VIOLEN
WINTERGARDEN WOMEN PO BOX 138 78834- TX CARR	74-2729862	501C3	20,000.		CASH		DOM VIOLEN
NORTH CHANNEL COALIT PO BOX 447 77530- TX CHAN	76-0554939	501C3	20,000.		CASH		DOM VIOLEN
GENTLE IRONHAWK SHEL 122 W 700 84511- UT BLAN	87-0657755	501C3	20,000.		CASH		DOM VIOLEN
SOUTH VALLEY SANCTU PO BOX 102 84084- UT WEST	87-0543219	501C3	20,000.		CASH		DOM VIOLEN
EASTERN SHORE COALIT 155 MARKET 23417- VA ONAN	54-1234168	501C3	20,000.		CASH		DOM VIOLEN
PROJECT HORIZON INC 120 VARNER 24450- VA LEXI	52-1390194	501C3	20,000.		CASH		DOM VIOLEN
TUG VALLEY RECOVERY 515 HARVEY 25661- WV WILL	54-1121334	501C3	20,000.		CASH		DOM VIOLEN
BATTERED WOMENS SVCS PO BOX 652 05641- VT BARR	03-0331147	501C3	20,000.		CASH		DOM VIOLEN
LUMMI NATION-VICTIMS 2616 KWINA 98226- WA BELL		501C3	20,000.		CASH		DOM VIOLEN

SCHEDULE I-1 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

▶ **Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SAFEPLACE PO BOX 200 98507- WA OLYM	91-1153988	501C3	20,000.		CASH		DOM VIOLEN
YWCA OF WALLA WALLA 213 S 1ST 99362- WA WALL	91-0613315	501C3	20,000.		CASH		DOM VIOLEN
THE BRIDGE TO HOPE I PO BOX 700 54751- WI MENO	39-1421880	501C3	20,000.		CASH		DOM VIOLEN
DOMESTIC ABUSE SUPPO 380 LAKELA 54166- WI SHAW	39-1749998	501C3	20,000.		CASH		DOM VIOLEN

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I-1 (Form 990) 2009

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.

▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

FORM 990, P. 6, PART VI, SEC C, 19-WE MAKE THESE DOCUMENTS AVAILABLE UPON REQUEST.

FORM 990, P. 6, PART VI, SEC B, 12C-THE ORGANIZATION REQUESTS ANNUALLY MEMBERS TO SIGN A CONFLICT OF INTEREST POLICY.

FORM 990, P. 6, PART VI, SEC B, 11A-PLEASE KNOW THAT ALL BOARD MEMBERS OF THE MARY KAY FOUNDATION(FORMERLY MARY KAY ASH CHARITABLE FOUNDATION) WILL BE PROVIDED A COPY OF THE 990 TAX RETURN FOR THE FISCAL YEAR 2009. THEY WILL RECEIVE A COPY OF THE RETURN PRIOR TO ITS FILING WITH THE INTERNAL REVENUE SERVICE BUT THE REVIEW WILL BE UNDERTAKEN BY THE MEMBERS OF THE AUDIT COMMITTEE AND INVESTMENT COMMITTEE OF THE FOUNDATION. THE RETURN IS REVIEWED BY THE THREE OFFICERS-MICHAEL LUNCEFORD, RYAN ROGERS AND KRIS JOHNSON AND THEN FILED.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
THE MARY KAY FOUNDATION

Employer identification number
75-2653742

Part I Identification of Disregarded Entities

(Complete if the organization answered "Yes" on Form 990, Part IV, line 33)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
MARY KAY FAMILY FOUNDATION 75-6081602 16251 DALLAS PA ADDISON TX 75001-	CHARITY	US	501C3	PF	

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule R (Form 990) 2009**

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
MARY KAY INC 75-1151701 16251 DALL 75001 TX ADDISON	DIR SALES	DE	N/A	C CORP			0.00
							0.00
							0.00
							0.00
							0.00
							0.00
							0.00

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36)

			Yes	No
Note.	Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule			
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b		X
c	Gift, grant, or capital contribution from other organization(s)	1c		X
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n		X
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF AMENDMENT
OF

The Mary Kay Foundation
139264001

[formerly: MARY KAY ASH CHARITABLE FOUNDATION]

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 05/27/2009
Effective: 05/27/2009

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
MAY 27 2009
Corporations Section

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MARY KAY ASH CHARITABLE FOUNDATION

Charter No. 01392640

Pursuant to the provisions of Art. 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation (the "Corporation") adopts the following amendments to its Articles of Incorporation:

1. The existing name of the Corporation is Mary Kay Ash Charitable Foundation.

2. The amendment alters or changes the original Articles of Incorporation by amending Article I to change the name of the Corporation.

3. Article I, as amended, shall read in full as follows:

ARTICLE I.

The name of the Corporation is The Mary Kay Foundation.

The amendments to the Articles of Incorporation were adopted by the board of directors of the Corporation pursuant to the Unanimous Written Consent of Directors in Lieu of Special Meeting effective April 25, 2009, there being no members of the Corporation.

EXECUTED this 28 day of April, 2009.

MARY KAY ASH CHARITABLE FOUNDATION

By: _____
Michael Lunceford, President

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

File by the due date for filing your return See instructions

Name of Exempt Organization	Employer identification number
MARY KAY ASH CHARITABLE FOUNDATION	75-2653742
Number, street, and room or suite number If a P O box, see instructions	
16251 DALLAS PARKWAY	
City, town or post office, state, and ZIP code For a foreign address, see instructions	
ADDISON, TX 75001	

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

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

- The books are in the care of ► MICHAEL LUNCEFORD

Telephone No. ► 972-687-6300 FAX No ►

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

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

► [X] calendar year 20 09 or

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
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	$ 0.
c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

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

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

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

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

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

Type or print	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return See instructions.	MARY KAY ASH CHARITABLE FOUNDATION	75-2653742
	Number, street, and room or suite no If a P.O. box, see instructions	For IRS use only
	16251 DALLAS PARKWAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ADDISON, TX 75001	

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

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

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

- The books are in the care of ▶ MICHAEL LUNCEFORD
  Telephone No ▶ 972-687-5734 FAX No. ▶ 972-687-1613
- 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 ADDITIONAL TIME IS REQUESTED 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	$
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	$
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	$

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 ▶ _____ Title ▶ President Date ▶ 28 July 2010

JSA

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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 From 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions.	MARY KAY ASH CHARITABLE FOUNDATION	75-2653742
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	16251 DALLAS PARKWAY	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	ADDISON, TX 75001	

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

[X]	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
[ ]	Form 990-PF	[ ]	Form 1041-A	[ ]	Form 8870

- The books are in the care of ▶ MICHAEL LUNCEFORD

Telephone No. ▶ 972-687-5734 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 15 , 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	$
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	$
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	$

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 4-2009)

JSA
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