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

2009

Department of the Treasury
Internal Revenue Service

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

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

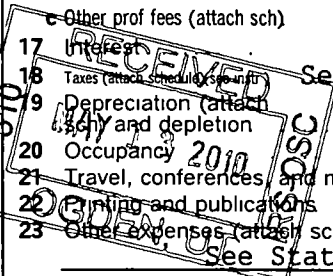
G Check all that apply: Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	LARRY A MODIN FOUNDATION P. O. BOX 1526 PALM SPRINGS, CA 92263	A Employer identification number 77-0560164	B Telephone number (see the instructions) 760-320-1833
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 99,830.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
	(Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	820.	820.	820.	
5a Gross rents				
b Net rental income or (loss)		Statement 1		
6a Net gain/(loss) from sale of assets not on line 10	-6,005.			
b Gross sales price for all assets on line 6a	144,252.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-5,185.	820.	820.	
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St. 2	712.	7.		705.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) See Stm 3	49.	20.		29.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	1,849.	1,849.		
24 Total operating and administrative expenses. Add lines 13 through 23	2,610.	1,876.		734.
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	2,610.	1,876.	0.	734.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-7,795.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			820.	

SCANNED MAY 20 2010

ADMINISTRATIVE EXPENSES AND OPERATING AND MAINTENANCE EXPENSES



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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	48,804.	10,774.	10,771.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	48,083.	78,318.	89,059.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe _____)				
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	96,887.	89,092.	99,830.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe _____)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET FUND ASSETS OR BALANCES	<input type="checkbox"/> Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<input checked="" type="checkbox"/> Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	96,887.	89,092.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see the instructions)	96,887.	89,092.		
31	Total liabilities and net assets/fund balances (see the instructions)	96,887.	89,092.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	96,887.
2	Enter amount from Part I, line 27a	2	-7,795.
3	Other increases not included in line 2 (itemize) _____	3	
4	Add lines 1, 2, and 3	4	89,092.
5	Decreases not included in line 2 (itemize) _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	89,092.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3
If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

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

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

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

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>LARRY A MODIN</u> Telephone no. ▶ <u>760-320-1833</u> Located at ▶ <u>P. O. BOX 1526, PALM SPRINGS, CA</u> ZIP + 4 ▶ <u>92263</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A	▶	<input type="checkbox"/> N/A

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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Form 990-PF (2009)

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
If 'Yes' to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LARRY A MODIN PO BOX 1526 PALM SPRINGS, CA 92263	President & 0	0.	0.	0.
GAYLORD L MODIN PO BOX 1526 PALM SPRINGS, CA 92263	Secretary 0	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	

2	

All other program-related investments See instructions.	
3	
	0.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	0.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6	Minimum investment return. Enter 5% of line 5	6	0.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	0.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	734.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	734.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	734.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,628.			
b From 2005	1,105.			
c From 2006	3,825.			
d From 2007	4,806.			
e From 2008	3,913.			
f Total of lines 3a through e	15,277.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 734.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	734.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	16,011.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	1,628.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	14,383.			
10 Analysis of line 9:				
a Excess from 2005	1,105.			
b Excess from 2006	3,825.			
c Excess from 2007	4,806.			
d Excess from 2008	3,913.			
e Excess from 2009	734.			

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

N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Total			▶ 3a	
<i>b Approved for future payment</i>				
Total			▶ 3b	

LARRY A MODIN FOUNDATION

77-0560164

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	SHORT-TERM--UBS SEE ATTACHED		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	144,252.		
Cost or Other Basis:	150,257.		
Basis Method:	Cost		
		Gain (Loss)	-6,005.
		Total	<u>\$ -6,005.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	<u>\$ 712.</u>	<u>\$ 7.</u>	<u>\$ 0.</u>	<u>\$ 705.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	\$ 10.	\$ 1.		\$ 9.
FOREIGN TAXES	17.	17.		
INTERNAL REVENUE SERVICE	22.	2.		20.
Total	<u>\$ 49.</u>	<u>\$ 20.</u>	<u>\$ 0.</u>	<u>\$ 29.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKERAGE FEE	\$ 1,849.	\$ 1,849.		
Total	<u>\$ 1,849.</u>	<u>\$ 1,849.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>



Friendly account name: FOUNDATION/PMP
Account number: DK 17058 LG

Realized gains and losses

Estimated 2009 gains and losses for transactions with trade dates through 12/31/09 have been incorporated into this statement. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order. See *Important information about your statement* on the last page of this statement for more information.

We may not adjust gains and losses for all capital changes. Cost basis for coupon tax-exempt municipal securities, includes securities subject to AMT, has been adjusted for mandatory amortization of bond premium. Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

Short-term capital gains and losses

Security description	Method	Quantity or face value (\$)	Purchase date	Sale date	Sale amount (\$)	Purchase amount (\$)	Loss (\$)	Gain (\$)	Net gain or loss (\$)
AEROPOSTALE INC	FIFO	68,000	Sep 04, 09	Nov 06, 09	2,318.07	2,838.07	-520.00		
AGRIUM INC (CANADA)									
FOREIGN STOCK	FIFO	15,000	Dec 17, 08	Jun 17, 09	642.29	512.41		129.88	
	FIFO	13,000	Dec 17, 08	Jun 03, 09	589.33	444.09		145.24	
APOLLO GROUP INC CL A	FIFO	30,000	May 19, 09	Nov 02, 09	1,726.34	1,898.03	-171.69		
	FIFO	11,000	Jul 23, 09	Nov 02, 09	632.99	741.76	-108.77		
	FIFO	15,000	Aug 04, 09	Nov 02, 09	863.17	1,063.90	-200.73		
	FIFO	16,000	Aug 25, 09	Nov 02, 09	920.72	1,055.33	-134.61		
AUTOMATIC DATA PROCESSING INC	FIFO	52,000	Dec 05, 08	Jul 07, 09	1,750.42	1,934.72	-184.30		
BEST BUY CO INC	FIFO	86,000	Dec 05, 08	May 22, 09	3,052.06	1,972.93		1,079.13	
BOEING COMPANY	FIFO	47,000	Dec 04, 08	Feb 27, 09	1,481.14	1,909.01	-427.87		
BRISTOL MYERS SQUIBB CO	FIFO	89,000	Dec 04, 08	Mar 06, 09	1,599.41	1,893.87	-294.46		
CELGENE CORP	FIFO	18,000	Dec 17, 08	Jan 20, 09	881.07	937.23	-76.16		
CHEVRON CORP	FIFO	28,000	Nov 04, 08	Feb 19, 09	1,874.93	2,191.38	-316.45		
CHINA MOBILE LTD SPON ADR									
	FIFO	17,000	Dec 17, 08	Jan 14, 09	765.00	917.42	-152.42		
	FIFO	75,000	Jan 06, 09	Jan 14, 09	3,375.01	4,042.64	-667.63		
CONOCOPHILLIPS	FIFO	47,000	Mar 19, 09	Jul 06, 09	1,886.06	1,865.82		20.24	
CONS ENERGY INC	FIFO	35,000	Apr 09, 09	Jun 23, 09	1,209.31	947.26		262.05	
	FIFO	75,000	Jan 09, 09	Jan 14, 09	2,006.23	2,396.43	-390.20		
COSTCO WHOLESALE CORP	FIFO	38,000	Nov 26, 08	Feb 19, 09	1,625.62	1,942.56	-316.94		
DEVON ENERGY CORP NEW	FIFO	26,000	Nov 26, 08	Jan 14, 09	1,583.08	1,911.26	-328.18		
EOG RESOURCES INC	FIFO	29,000	Mar 23, 09	Jul 06, 09	1,803.17	1,908.49	-105.32		
	FIFO	35,000	Jan 06, 09	Jan 20, 09	2,188.97	2,495.50	-306.53		
EXXON MOBIL CORP	FIFO	27,000	Nov 04, 08	Mar 06, 09	1,680.49	2,086.56	-406.07		
FLIR SYSTEMS INC	FIFO	56,000	Apr 09, 09	Jul 07, 09	1,187.72	1,237.59	-49.87		

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Portfolio Management Program

Account name: LARRY A MODIN
 Friendly account name: FOUNDATION/PMP
 Account number: DK 17058 LG

Your Financial Advisor:
 GLENN E MALLOY
 303-741-3224/800-547-3178

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value (\$)	Purchase date	Sale date	Sale amount (\$)	Purchase amount (\$)	Loss (\$)	Gain (\$)	Net gain or loss (\$)
FLUOR CORP NEW	FIFO	54,000	Apr 09, 09	May 22, 09	1,288.86	1,193.39		95.47	
	FIFO	60,000	Apr 09, 09	Jul 07, 09	2,823.40	2,391.10		432.30	
	FIFO	32,000	Dec 08, 08	Jan 20, 09	1,335.12	1,617.09	-281.97		
	FIFO	25,000	Dec 12, 08	Jan 20, 09	1,043.06	1,202.52	-159.46		
	FIFO	24,000	Dec 19, 08	Jan 20, 09	1,001.34	1,082.92	-81.58		
	FIFO	19,000	Jan 06, 09	Jan 20, 09	792.73	944.06	-151.33		
FORTUNE BRANDS INC	FIFO	35,000	Dec 09, 08	Jan 30, 09	1,119.71	1,434.30	-314.59		
GILEAD SCIENCES INC	FIFO	41,000	Mar 23, 09	May 22, 09	1,744.94	1,875.19	-130.25		
ITT EDUCATIONAL SERVICES INC	FIFO	22,000	Aug 25, 09	Nov 02, 09	2,027.25	2,366.32	-339.07		
	FIFO	16,000	Mar 23, 09	Jun 03, 09	1,546.28	1,848.09	-301.81		
JACOBS ENGINEERING GROUP INC	FIFO	33,000	Dec 08, 08	Jan 20, 09	1,437.39	1,610.01	-172.62		
	FIFO	13,000	Dec 11, 08	Jan 20, 09	566.25	624.75	-58.50		
	FIFO	14,000	Dec 12, 08	Jan 20, 09	609.80	652.42	-42.62		
	FIFO	12,000	Dec 19, 08	Jan 20, 09	522.69	551.32	-28.63		
	FIFO	25,000	Jan 06, 09	Jan 20, 09	1,088.94	1,316.25	-227.31		
LILLY ELI & CO	FIFO	54,000	Dec 16, 08	Feb 27, 09	1,607.42	2,013.66	-406.24		
MCAFFEE INC	FIFO	65,000	Jul 23, 09	Dec 10, 09	2,485.24	2,861.38	-376.14		
	FIFO	23,000	Aug 04, 09	Dec 10, 09	879.39	1,023.94	-144.55		
	FIFO	29,000	Aug 25, 09	Dec 10, 09	1,108.80	1,193.83	-85.03		
MERCK & CO INC NEW COM	LIFO	0.769	Oct 14, 09	Nov 05, 09	25.37	22.42		2.95	
MONSANTO CO NEW	FIFO	22,000	Apr 02, 09	Jun 23, 09	1,747.64	1,820.28	-72.64		
MYRIAD GENETICS INC NEW	FIFO	46,000	Mar 23, 09	May 12, 09	1,500.07	1,855.13	-355.06		
NETEASE COM INC SPON ADR	FIFO	65,000	Jul 23, 09	Oct 13, 09	2,653.73	2,818.70	-164.97		
	FIFO	48,000	Aug 25, 09	Oct 13, 09	1,959.68	2,043.49	-83.81		
NOBLE ENERGY INC	FIFO	35,000	Mar 23, 09	Jul 07, 09	1,878.10	1,976.90	-98.80		
NTHN TRUST CORP	FIFO	41,000	Dec 05, 08	Jan 20, 09	1,984.56	2,038.93	-54.37		
OCCIDENTAL PETROLEUM CRP	FIFO	41,000	Jan 09, 09	Jan 20, 09	2,101.69	2,323.05	-221.36		
PENNEY J C CO INC (HLDG CO)	FIFO	104,000	Dec 04, 08	Jan 20, 09	1,837.75	2,123.10	-285.35		

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Friendly account name: FOUNDATION/PMP
Account number: DK 17058 LG

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value (\$)	Purchase date	Sale date	Sale amount (\$)	Purchase amount (\$)	Loss (\$)	Gain (\$)	Net gain or loss (\$)
Pfizer Inc	FIFO	116,000	Dec 04, 08	Feb 19, 09	1,623.99	1,916.32	-292.33		
POTASH CORP SASK INC CANADA	FIFO	23,000	Mar 23, 09	Jun 16, 09	2,477.12	1,864.83		612.29	
	FIFO	29,000	Jan 09, 09	Jan 14, 09	2,024.24	2,464.41	-440.17		
RESEARCH IN MOTION LTD	FIFO	43,000	Mar 23, 09	Jun 18, 09	3,278.72	1,915.16		1,363.56	
	FIFO	53,000	Jan 09, 09	Feb 20, 09	2,076.18	2,544.72	-468.54		
SCHERING PLOUGH CORP	FIFO	173,000	Oct 14, 09	Nov 05, 09	1,816.50	2,135.46	-318.96		
MERGER EFF 11/09	FIFO	59,000	Mar 23, 09	Jun 18, 09	2,451.68	1,990.07		461.61	
SOWSTN ENERGY CO	FIFO	61,000	Aug 25, 09	Sep 18, 09	1,834.93	2,410.68	-575.75		
WYETH ***MERGER EFF: 10/09***	FIFO	56,000	Dec 05, 08	Jun 16, 09	2,469.91	1,932.22		537.69	
DIAMONDS TRUST SER 1	FIFO	143,000	Jul 23, 09	Aug 17, 09	13,092.98	12,951.47		141.51	
	FIFO	60,000	Jul 23, 09	Aug 04, 09	5,572.13	5,434.18		137.95	
	FIFO	32,000	Dec 09, 08	Jan 20, 09	2,592.62	2,788.80	-196.18		
PROSHARES TRUST	FIFO	24,000	Feb 27, 09	Mar 13, 09	2,178.60	2,365.86	-187.26		
PROSHARES ULTRASHORT S&P 500	FIFO	34,000	May 29, 09	Jul 27, 09	1,849.78	1,789.88		59.90	
PROSHARES TRUST	FIFO	142,000	Jul 23, 09	Aug 11, 09	14,171.79	13,853.26		318.53	
PROSHARES ULTRASHORT	FIFO	47,000	Jul 23, 09	Aug 04, 09	4,715.90	4,585.23		130.67	
LEHMAN 20+ YEAR TREAS	FIFO	48,000	Mar 13, 09	Jul 06, 09	1,665.07	1,325.76		339.31	
STANDARD&POORS DEP RCPTS UNIT SER 1 (SPDR TR)	FIFO	48,000	Mar 13, 09	Jul 06, 09	1,665.07	1,325.76		339.31	
UNITED STATES OIL FUND LP	FIFO	48,000	Mar 13, 09	Jul 06, 09	1,665.07	1,325.76		339.31	
Total					\$144,251.94	\$150,257.11	-\$12,275.45	\$6,270.28	-\$6,005.17
Net capital gains/losses:									-\$6,005.17