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

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

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation RED EMPRESS FOUNDATION		A Employer identification number 84-1605718	
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 201 NORWAY DRIVE		B Telephone number (see page 10 of the instructions) 303-818-8322	
	City or town, state, and ZIP code BAR HARBOR, ME 04609		C If exemption application is pending, check here <input type="checkbox"/>	
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 664289		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
				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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	120050			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4573	4573		
	4 Dividends and interest from securities	6454	6454		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	59			
	b Gross sales price for all assets on line 6a	10000			
	7 Capital gain net income (from Part IV, line 2)		59		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11.	131136	11086			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	33000			33000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	2525			2525
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1000			1000
	c Other professional fees (attach schedule)	2944	2649		295
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	449			449
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5681			5681
	24 Total operating and administrative expenses. Add lines 13 through 23	45599	2649		42950
	25 Contributions, gifts, grants paid	98070			98070
26 Total expenses and disbursements. Add lines 24 and 25	143669	2649		141020	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-12533				
b Net investment income (if negative, enter -0-)		8437			
c Adjusted net income (if negative, enter -0-)					

99

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	142965	122449	122449
	2 Savings and temporary cash investments	2148	9948	9948
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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)	522150	532727	443175
	c Investments—corporate bonds (attach schedule)	84893	74952	80849
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ 1809			
	Less: accumulated depreciation (attach schedule) ▶	1809	1809	1809
	15 Other assets (describe ▶ ORGANIZATIONAL COSTS)	6059	6059	6059
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	760024	747944	664289
	17 Accounts payable and accrued expenses	300	753	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	300	753	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	759724	747191	
	30 Total net assets or fund balances (see page 17 of the instructions)	759724	747191	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	760024	747944	

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	759724
2 Enter amount from Part I, line 27a	2	-12533
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	747191
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	747191

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BELLSOUTH TELECOMMUNICATIONS	P	04/01/02	01/15/09
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 10000		9941	59
b			
c			
d			
e			

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

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

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	59
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	144251	603101	.2392
2007	130088	574092	.2266
2006	91683	496851	.1845
2005	91789	442021	.2077
2004	59975	286311	.2095

2 Total of line 1, column (d)	2	1.0675
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	.2135
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	545645
5 Multiply line 4 by line 3	5	116495
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	84
7 Add lines 5 and 6	7	116579
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18	8	141020

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		84
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		84
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		84
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		84
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		84
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 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>0</u> (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0</u>		
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ COLORADO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ► **WWW.REDEMPRESS.ORG**

14 The books are in care of ► **MARYANNE MATTSON** Telephone no. ► **303-818-8322**
 Located at ► **201 NORWAY DRIVE, BAR HARBOR, ME** ZIP+4 ► **04609**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here. ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► **15**

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	✓
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	✓
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 page 20 of the instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	✓
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	✓

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 page 22 of the 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 page 22 of the instructions)? **5b** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
GAYLE NOSAL BAR HARBOR, ME 04609	PRESIDENT 4 HRS	0	0	0
MARYANNE MATTSON BAR HARBOR, ME 04609	EXEC. DIR. 30 HRS	33000	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 **▶**

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 page 23 of the 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 ▶

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 NOT APPLICABLE**2****3****4****Part IX-B Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE**2**

All other program-related investments. See page 24 of the instructions

3

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	452219
b	Average of monthly cash balances	1b	90820
c	Fair market value of all other assets (see page 24 of the instructions)	1c	7868
d	Total (add lines 1a, b, and c)	1d	550907
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	550907
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	8262
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	545645
6	Minimum investment return. Enter 5% of line 5	6	27283

Part XI Distributable Amount (see page 25 of the 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	27283
2a	Tax on investment income for 2009 from Part VI, line 5	2a	84
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	84
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27199
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	27199
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27199

Part XII Qualifying Distributions (see page 25 of the 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	141020
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	141020
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 page 26 of the instructions)	5	84
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	140936

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				27199
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	45742			
b From 2005	69833			
c From 2006	67008			
d From 2007	101566			
e From 2008	114994			
f Total of lines 3a through e	399143			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 141020				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				27199
e Remaining amount distributed out of corpus	113821			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	512964			
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 page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the 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 page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	45742			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	467222			
10 Analysis of line 9:				
a Excess from 2005	69833			
b Excess from 2006	67008			
c Excess from 2007	101566			
d Excess from 2008	114994			
e Excess from 2009	113821			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

GAYLE NOSAL, GENERAL PARTNER, NFP, LTD

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE WWW.REDEMPRESS.ORG

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

SEE WWW.REDEMPRESS.ORG

c Any submission deadlines:

NONE

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

NONE

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE SCHEDULE ATTACHED				
Total			▶	3a
b <i>Approved for future payment</i> NONE				
Total			▶	3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

RED EMPRESS FOUNDATION

Employer identification number

84 : 1605718

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
RED EMPRESS FOUNDATION

Employer identification number
84 : 1605718

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	NFP LTD. 201 NORWAY DRIVE BAR HARBOR, ME 04609	\$ 70,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	SALLY NORDLING 201 NORWAY DRIVE BAR HARBOR, ME 04609	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Red·Empress Foundation
Form 990PF
For the Year Ended December 31, 2009
84-1605718

<u>Schedule of Accounting Fees, Part 1, Line 16b</u>		<u>Amount</u>
Tax Return Preparation Fees		<u>1,000</u>
Total		<u><u>1,000</u></u>

<u>Schedule of Other Professional Fees, Part 1, Line 16c</u>		<u>Amount</u>
Investment Advisory		2,649
Computer Support		<u>295</u>
Total		<u><u>2,944</u></u>

<u>Schedule of Taxes, Part 1, Line 18</u>		<u>Amount</u>
Excise tax		<u>449</u>
Total		<u><u>449</u></u>

<u>Schedule of Other Expenses, Part 1, Line 23</u>		<u>Amount</u>
Bank Service Charges		14
Insurance		160
Office Expense		516
Postage		70
Dues & Subscriptions		588
Travel & Meals		65
Website Design		<u>4,268</u>
Total		<u><u>5,681</u></u>

Red Empress Foundation
Form 990PF
For the Year Ended December 31, 2009
84-1605718

<u>Schedule of Investments Part II, Line 10</u>	<u>BV</u>	<u>FMV</u>
<u>Corporate Stock - Line 10b</u>		
Alliance Bernstein Small/Mid Cap	43,267	37,971
AMCAP Fund	61,210	53,334
Columbia Acorn	32,521	25,662
Ivy Asset Strategy Fund	32,713	27,984
Jennison Natural Resources	30,642	20,924
T. Rowe Price Emerging Fund	32,507	24,401
T. Rowe Price Value Fund	60,007	48,993
T. Rowe Price Spectrum	66,333	67,406
Royce Value Plus Fund	43,571	35,572
Third Avenue Real Estate Fund	65,024	49,068
Thiornburg Intern'l Fund	64,932	51,860
Total	<u>532,727</u>	<u>443,175</u>
<u>Corporate Bonds - Line 10c</u>		
Duke Energy	20,004	21,622
Duke Capital	10,068	11,703
Capital One Bank	20,000	21,000
Autozone Inc.	24,880	26,524
Total	<u>74,952</u>	<u>80,849</u>

Red Empress Foundation

Brief Description of the Organizations Supported in 2009

Page 1 of 5

Eco-Cycle: This organization provides publicly accountable recycling, conservation and education services to identify, explore and demonstrate the emerging frontiers of sustainable resource management. Our grant was used to increase their Green Star Schools program and to support their Worm Bin Composting program.

(P.O. Box 19006, Boulder, CO 80308) 501(c)3 \$7,000

La Puente Home: This organization serves the San Luis Valley of Southern Colorado by providing emergency shelter, food assistance, case management, transitional housing and self-sufficiency services, homeless prevention, outreach services, job training for the homeless and community members in crisis. Our grant was used for general operating purposes.

(P.O. Box 1235, Alamosa, CO 80101) 501(c)3 \$10,000

Marine Mammal Stranding Center: This organization is dedicated to the rescue and rehabilitation of stranded or otherwise stressed marine mammals and sea turtles. Through outreach programs and workshops they educate the surrounding community on fragility of the ocean ecosystem and teach them about their role in protecting it. Our grant was used exclusively for their outreach programs to a variety of schools and camps in both New Jersey and Pennsylvania.

(P.O. Box 773, Brigantine, NJ 08203) 501(c)3 \$5,000

Nova Soccer, Inc.: This is a soccer organization offering soccer programs to children ages 4 through 18 in Boulder County. There are many levels of play and each child is encouraged to be the best they can be. Communication skills, team work, physical endurance and emotional strength are taught. So many life skills are learned through having fun playing soccer. We continued to donate to our scholarship fund for children whose families do not have the financial means to afford registration fees and proper gear.

(2400 Central Ave., Ste D, Boulder, CO 80301) 501(c)3 \$5,000

Red Empress Foundation

Brief Description of the Organizations Supported in 2009

Page 2 of 5

Boulder Valley Arts Alliance: This alliance distributes funds to various organizations within Boulder County. Our grant was used exclusively to support Sound Circle's "Solstice Concert". Sound Circle is an a cappella women's vocal ensemble. They come together to experience the deep joy of making music together and to share that joy with their audiences.

(7943 Lefthand Canyon Dr., Jamestown, CO 80455) 501(c)3 \$5,000

Voices for Children: This is a Boulder County organization with a mission to help break the cycle of child abuse and neglect through the use of trained Court Appointed Special Advocate (CASA) volunteers. The CASAs provide investigation, advocacy, monitoring and direct service to the child victims. Our funds were used to provide CASA services to four child victims for one year.

(2305 Canyon Blvd, #101, Boulder, CO 80302) 501(c)3 \$5,100

Intercambio de Comunidades: The mission of this organization is to build bridges of understanding across cultures, increase opportunities and independence for immigrants, and create a stronger, more integrated Boulder County. Their goal is to help adult immigrants achieve economic self-sufficiency, self-esteem and to create an integrated, more accepting and tolerate community in which all members can effectively participate and contribute. Our grant was used for general operating purposes.

(4735 Walnut Street, Ste B, Boulder, CO 80301) 501(c)3 \$5,000

Educate!: This organization aims to provide refugees and highly underprivileged nationals in Africa with a quality of life in the present and an education for a bright future, in order for them to one day become leaders in the fight against the larger problems of disease, violence and poverty that exist in their home countries. Our grant was used to support young leaders at Mt. Masaba High School in Mbale, Uganda.

(4492 Burr Place, Boulder, CO 80303) 501(c)3 \$10,500

Red Empress Foundation

Brief Description of the Organizations Supported in 2009

Page 3 of 5

Carriage House Community Table: Their goal is to feed the hungry in the Boulder area. They serve to provide a hot meal four nights a week to anyone who comes to their table. Our grant was for general operations.

(C/o First Christian Church, 950 28th St., Boulder, CO 80302) 501 (c)3 \$3,000

Growing Gardens: This is a human services and youth development organization. Their mission is to enrich lives in Boulder County through environmentally sustainable gardening programs that empower people to experience a direct and deep connection to plants, the land and each other. Our grant was used in their Cultiva! Youth Project to enhance their beekeeping program.

(3198 North Broadway, Boulder, CO 80304) 501(c)3 \$4,000

Colorado Horse Rescue: This organization is dedicated to providing emergency relief, shelter, care, rehabilitation, and adoption services for abused, neglected, abandoned and unwanted horses. Our grant was used to support their annual purchase of hay.

(10386 North 65th St., Longmont, CO 80503) 501(c)3 \$5,000

H.E.A.R.T.: Help Enable Alcoholics/Addicts Receive Treatment. Their goal is to provide financial support to assist alcoholics, addicts and their families access the appropriate treatment and sober-living alternatives to achieve long-term successful sobriety. Our grant was for general operating purposes.

(10800 Old Co. Road, Plymouth, MN 55441) 501(c)3 \$1,000

Mission Wolf: This organization's prime objective is to connect people with nature and foster concern and support for wild habitat protection. Their first priority is to provide the resident wolves with as peaceful and natural life as possible in captivity. Due to human imprint on them, the resident wolves cannot be reintroduced into the wild. Through their educational program they travel around the country with several of their "ambassador wolves" to create an awareness of wolves and their importance to our ecosystems. Our grant was used for general operations and to cover their travel expenses to come to Boulder to visit several schools.

(P.O. Box 211, Silver Cliff, CO 81252) 501(c)3 \$4,500

Red Empress Foundation

Brief Description of the Organizations Supported in 2009

Page 4 of 5

Horizon Alternative School: This is a K-8 elementary school that seeks to guide students to become self-directed learners and community contributors in a respectful learning environment. Our grant was used exclusively for the construction of a shade structure in an outdoor classroom.

(4545 Sioux Drive, Boulder, CO 80303) 501(c)3 \$5,000

Grey Nuns of the Sacred Heart: The Grey Nuns devote their lives to serving the world through teaching, health services, community outreach and prayer. Our grant was used specifically for the elderly sisters. The grant will be used to take the sisters out for several social events and the balance going to much needed repairs and maintenance at their retirement home.

(1750 Quarry Road, Yardley, PA 19067) 501(c)3 \$5,000

Prairie Dog Coalition: This organization is dedicated to the prairie dog and the restorations of their ecosystems. Our donation was for general operating purposes and "for the life of the prairie".

(2525 Arapahoe #E4-527, Boulder, CO 80302) 501(c)3 \$1,300

Safehouse Progressive Alliance for Nonviolence: This is a human rights organization committed to ending violence against women, youth and children through support, advocacy, education and community organizing. They have successfully expanded their resources for victims of abuse in both Boulder and Broomfield Counties. Our donation was for general operations.

(835 North Street, Boulder, CO 80304) 501(c)3 \$5,000

Association of Small Foundations: This is a member organization of over 3,000 small foundations. They provide members with peer learning opportunities, targeted resources and a collective voice in and beyond the philanthropic community. Our donation was for general operations.

(1720 North St., NW, Washington, DC 20036) 501(c)3 \$500

Red Empress Foundation

Brief Description of the Organizations Supported in 2009

Page 5 of 5

Boulder County Aids Project: Our funds are to be used exclusively to provide support, advocacy and education to those in the community who are infected with or affected by HIV. The funds are also to be used to assist the organization in serving as an outreach and information center to prevent further transmission of HIV and the resulting AIDS.

(2118 14th Street, Boulder, CO 80302)

501(c)3

\$3,000

Think Humanity: This organization was created to provide relief, support and hope for a promising future to refugees in Africa. Their mission is threefold: Help to fight malaria by providing refugees with resources and manpower; provide love, comfort and security to orphaned children; and create an overall positive change for refugees. Our grant was used exclusively to purchase bed nets for refugees in Western Uganda.

(2880 Spring Mountain Drive, Loveland, CO 80537)

501(c)3

\$1,500

Parlando School for the Arts: This school is a premier arts school where people of all ages and abilities can come together to share the language of music and arts. Our grant was used exclusively for the school's production of the Secret Garden.

(2590 Walnut Street, Boulder, CO 80302)

501(c)3

\$ 750

Women of Vision, All Seasons Chalice: This was the first in a series entitled "The World Vision Art Project" and was based on the principal of "Healing Separation". Women gathered together in the Holy Land across cultural, geographical and religious borders to co-create artistic bridges together. The Art provided the opportunity for the unheard voices of women to express themselves and their vision. The goal will be to display the art in various locations. Our grant was used exclusively for art supplies.

(P.O. Box 2180, Boulder, CO 80306)

501(c)3

\$5,000