Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: HAYWARD FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 42 GLEN DRIVE | Room/suite

City or town, state, and ZIP code: MILL VALLEY, CA 94941

A Employer identification number: 87-6227330

B Telephone number: 415-771-5335

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 45,584,548.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (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 ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,763,381.	1,763,381.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-22,843,786.			STATEMENT 1
	b Gross sales price for all assets on line 6a 32,021,958.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-108,107.	1,681.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	-21,188,512.	1,765,062.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	87,606.	32,803.		27,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	8,930.	8,930.		0.
	b Accounting fees STMT 5	3,655.	3,655.		0.
	c Other professional fees STMT 6	232,228.	232,228.		0.
	17 Interest				
	18 Taxes STMT 7	55,722.	5,722.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	2,214.	65.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	390,355.	283,403.		27,500.
	25 Contributions, gifts, grants paid	1,550,000.			1,550,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,940,355.	283,403.		1,577,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-23,128,867.			
	b **Net investment income** (if negative, enter -0-)		1,481,659.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2009)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,236,912.	7,363,400.	7,363,400.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	58,059,711.	36,876,193.	33,677,498.
	c Investments - corporate bonds STMT 10	0.	599,922.	636,630.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	0.	3,321,553.	3,907,020.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	71,296,623.	48,161,068.	45,584,548.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	11,482,230.	11,482,230.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	59,814,393.	36,678,838.	
	30 Total net assets or fund balances	71,296,623.	48,161,068.	
	31 Total liabilities and net assets/fund balances	71,296,623.	48,161,068.	

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	71,296,623.
2	Enter amount from Part I, line 27a	2	-23,128,867.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	48,167,756.
5	Decreases not included in line 2 (itemize) ▶ PARTNERSHIP INCOME ADJUSTMENT	5	6,688.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,161,068.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT 1	P	VARIOUS	VARIOUS
b	SEE STATEMENT 1	P	VARIOUS	VARIOUS
c	SEE STATEMENT 1	D	VARIOUS	VARIOUS
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	13,124,260.		11,485,408.	1,638,852.
b	2,461,039.		3,501,559.	-1,040,520.
c	16,436,659.		28,130,046.	-11,693,387.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1,638,852.
b				-1,040,520.
c				-11,693,387.
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	-11,095,055.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,850,000.	63,600,762.	.029088
2007	710,000.	36,933,011.	.019224
2006	710,678.	15,130,766.	.046969
2005	519,945.	11,014,393.	.047206
2004	530,070.	9,212,517.	.057538

2 Total of line 1, column (d)	2	.200025
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	.040005
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	41,591,076.
5 Multiply line 4 by line 3	5	1,663,851.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,817.
7 Add lines 5 and 6	7	1,678,668.
8 Enter qualifying distributions from Part XII, line 4	8	1,577,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	29,633.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	29,633.
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	29,633.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	31,839.		
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	31,839.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,206.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	2,206.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LPL FINANCIAL Telephone no. ▶781-756-1804

Located at ▶ 1004 MAIN STREET, WINCHESTER, MA ZIP+4 ▶01890

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

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

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

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		87,606.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
LPL FINANCIAL 1004 MAIN STREET, WINCHESTER, MA 01890	FINANCIAL ADVISOR	232,228.
Total number of others receiving over $50,000 for professional services ▶		1

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	25,382,176.
b	Average of monthly cash balances	1b	16,842,267.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	42,224,443.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	42,224,443.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	633,367.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,591,076.
6	**Minimum investment return**. Enter 5% of line 5	6	2,079,554.

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	2,079,554.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 29,633.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	29,633.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,049,921.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,049,921.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,049,921.

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	1,577,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,577,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,577,500.

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				2,049,921.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,539,411.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,577,500.				
a Applied to 2008, but not more than line 2a			1,539,411.	
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				38,089.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				2,011,832.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ [X] 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
a *Paid during the year*				
SEE STATEMENT 14	NONE	N/A	CHARITABLE	1,550,000.
Total			▶ 3a	1,550,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,763,381.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	-109,788.	14	1,681.	
8 Gain or (loss) from sales of assets other than inventory			18	-22,843,786.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-109,788.		-21,078,724.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -21,188,512.

(See worksheet in line 13 instructions to verify calculations.)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Bethany J Bryant — Signature of officer or trustee | 11/11/10 — Date | CFO / Operations — Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 11-10-10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	JONES, SCHILLER & COMPANY, LLP 507 POLK STREET, SUITE 300 SAN FRANCISCO, CA 94102	EIN ▶ Phone no. 415-771-5335		

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF REALIZED GAIN AND LOSSES
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2009

Stock	Shares	Date Purchased	Date Sold	Book Basis	Tax Basis	Proceeds	Book Gain/(Loss)	Tax Gain/(Loss)
Short Term Gain/Loss								
ISHARES TRUST S&P 500	1,550	8/8/2008	5/29/2009	199,516	199,516	141,511	(58,005)	(58,005)
ALCOA INC	10,000	3/19/2009	9/16/2009	60,700	60,700	144,696	83,996	83,996
ALCOA INC	40,000	3/19/2009	12/23/2009	242,800	242,800	637,984	395,184	395,184
ALCOA INC	10,000	10/5/2009	12/23/2009	133,100	133,100	159,496	26,396	26,396
CALL ALCOA	500	5/15/2009	various	150	150	12,500	12,350	12,350
BRISTOL MYERS SQUIBB	7,650	4/9/2009	12/1/2009	156,893	156,893	189,410	32,517	32,517
CATERPILLAR INC	20,000	6/11/2009	12/31/2009	754,286	754,286	1,154,898	400,612	400,612
DEERE & COMPANY	20,000	6/11/2009	9/18/2009	906,836	906,836	989,975	83,139	83,139
INTEL CORPORATION	40,000	5/12/2009	12/31/2009	606,000	606,000	823,979	217,979	217,979
INTEL CORPORATION	40,000	6/11/2009	12/31/2009	657,200	657,200	824,194	166,994	166,994
MICROSOFT CORPORATION	20,000	3/23/2009	12/31/2009	351,805	351,805	618,283	266,478	266,478
MICROSOFT CORPORATION	30,000	7/24/2009	12/31/2009	695,400	695,400	927,341	231,941	231,941
CALL WELLS FARGO	850	5/28/2009	5/18/2009	46,750	46,750	101,997	55,247	55,247
CALL WELLS FARGO	800	8/7/2009	7/27/2009	423,972	423,972	147,996	(275,976)	(275,976)
VARIOUS BANK NOTES		various	various	6,250,000	6,250,000	6,250,000	-	-
Total Short Term Gain/Loss				11,485,408	11,485,408	13,124,260	1,638,852	1,638,852
Long Term Gain/Loss								
GENERAL ELECTRIC	200,000	various	3/19/2009	1,461,680	800,000	2,223,988	762,308	1,423,988
GENERAL ELECTRIC	336,355	6/21/2008	3/23/2009	9,488,575	9,762,704	3,473,500	(6,015,075)	(6,289,204)
GENERAL ELECTRIC	34,437	various	3/23/2009	251,690	137,748	351,256	99,566	213,508
GENERAL ELECTRIC	217,308	6/21/2008	3/24/2009	6,130,259	6,307,365	2,300,855	(3,829,404)	(4,006,510)
GENERAL ELECTRIC	11,900	12/27/2008	3/24/2009	238,771	238,771	124,355	(114,416)	(114,416)
GENERAL ELECTRIC	200,000	11/26/2007	3/18/2009	7,509,000	2,400,000	2,049,989	(5,459,011)	(350,011)
GENERAL ELECTRIC	200,000	11/26/2007	4/9/2009	7,509,000	2,400,000	2,279,941	(5,229,059)	(120,059)
GENERAL ELECTRIC	47,066	11/26/2007	4/13/2009	1,767,093	564,792	555,364	(1,211,729)	(9,428)
GENERAL ELECTRIC	152,934	6/21/2008	4/13/2009	4,314,268	4,438,909	1,804,575	(2,509,693)	(2,634,334)
ISHARES TRUST S&P 500	21,437	various	5/29/2009	2,993,462	2,993,462	1,957,148	(1,036,314)	(1,036,314)

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF REALIZED GAIN AND LOSSES
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2009

Stock	Shares	Date Purchased	Date Sold	Book Basis	Tax Basis	Proceeds	Book Gain/(Loss)	Tax Gain/(Loss)
Long Term Gain/Loss - Cont								
POWERSHARES QQQ TRUST	3,277	8/5/2005	11/10/2009	130,064	130,064	142,743	12,679	12,679
STANDARD & POORS DEP RECPTS	1,800	8/9/2004	11/10/2009	193,248	193,248	196,990	3,742	3,742
STANDARD & POORS DEP RECPTS	525	8/5/2005	11/10/2009	64,753	64,753	57,455	(7,298)	(7,298)
STANDARD & POORS DEP RECPTS	975	8/5/2005	11/10/2009	120,032	120,032	106,703	(13,329)	(13,329)
UNION PACIFIC CORP	1,960	6/21/2008	3/30/2009	148,607	59,506	79,470	(69,137)	19,964
UNION PACIFIC CORP	840	2/13/2007	3/30/2009	42,634	12,751	34,070	(8,564)	21,319
WELLS FARGO & CO	40,000	6/21/2008	8/7/2009	1,017,200	1,007,500	1,159,297	142,097	151,797
Total Long Term Gain/Loss				43,380,336	31,631,605	18,897,698	(24,482,638)	(12,733,907)
Total Gain/Loss				54,865,744	43,117,013	32,021,958	(22,843,786)	(11,095,055)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LPL FINANCIAL	1,757,830.	0.	1,757,830.
WELLS FARGO BROKERAGE	5,551.	0.	5,551.
TOTAL TO FM 990-PF, PART I, LN 4	1,763,381.	0.	1,763,381.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY PARTNERS	-65,887.	0.	
KINDER MORGAN ENERGY PARTNERS	1,073.	1,073.	
NUSTAR ENERGY LP	-30,850.	0.	
NUSTAR ENERGY LP	361.	361.	
PENN VIRGINIA RESOURCE PARTNERS LP	-3,173.	0.	
PENN VIRGINIA RESOURCE PARTNERS LP	1,667.	1,667.	
PLAINS ALL AMERICAN PIPELINE LP	-2,003.	0.	
PLAINS ALL AMERICAN PIPELINE LP	99.	99.	
SUNOCO LOGISTICS PARTNERS LP	-4,847.	0.	
SUNOCO LOGISTICS PARTNERS LP	578.	578.	
KEYSTONE PRIVATE EQUITY OPPORTUNITIES II, LP	-3,028.	0.	
KEYSTONE PRIVATE EQUITY OPPORTUNITIES II, LP	-2,097.	-2,097.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-108,107.	1,681.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	8,930.	8,930.		0.
TO FM 990-PF, PG 1, LN 16A	8,930.	8,930.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,655.	3,655.		0.
TO FORM 990-PF, PG 1, LN 16B	3,655.	3,655.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL ADVISOR	232,228.	232,228.		0.
TO FORM 990-PF, PG 1, LN 16C	232,228.	232,228.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAYMENTS	50,000.	0.		0.
FOREIGN TAX	5,722.	5,722.		0.
TO FORM 990-PF, PG 1, LN 18	55,722.	5,722.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	65.	65.		0.
DUES	1,000.	0.		0.
MEETINGS	1,149.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,214.	65.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE STATEMENT 13	36,876,193.	33,677,498.
TOTAL TO FORM 990-PF, PART II, LINE 10B	36,876,193.	33,677,498.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STATEMENT 13	599,922.	636,630.
TOTAL TO FORM 990-PF, PART II, LINE 10C	599,922.	636,630.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLICALLY TRADED PARTNERSHIP - SEE STATEMENT 13	FMV	3,201,678.	3,728,869.
PRIVATE EQUITY - SEE STATEMENT 13	FMV	119,875.	178,151.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,321,553.	3,907,020.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PRIVATE TRUST COMPANY 1422 EUCLID AVENUE, SUITE 1130 CLEVELAND, OH 44115	TRUSTEE 2.00	32,606.	0.	0.
HOMER HAYWARD 42 GLEN DRIVE MILL VALLEY, CA 94941	DIRECTOR 1.00	0.	0.	0.
WENDY HAYWARD 42 GLEN DRIVE MILL VALLEY, CA 94941	EXECUTIVE DIRECTOR 6.00	55,000.	0.	0.
BILL HAYWARD 42 GLEN DRIVE MILL VALLEY, CA 94941	ADVISOR 1.00	0.	0.	0.
HOPE HAYWARD 42 GLEN DRIVE MILL VALLEY, CA 94941	ADVISOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		87,606.	0.	0.

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
FINANCIAL STATEMENTS - BALANCE SHEET DETAILS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

ASSETS		COST 12/31/2008	FMV 12/31/2008	COST 12/31/2009	FMV 12/31/2009
Cash and Cash Equivalent		13,236,912	13,236,912	7,363,400	7,363,400
Corporate Bonds					
50,000	Goldman Sachs Group Inc Senior Note	-	-	48,842	53,050
150,000	Pitney Bowes Note	-	-	152,526	160,716
250,000	Target Corporation Senior Note	-	-	259,254	275,017
140,000	Wells Fargo Bank Note	-	-	139,300	147,847
	Total Corporate Bonds	-	-	599,922	636,630
Equities					
3,570	Abbott Laboratories	-	-	156,480	192,744
15,840	Altria Group	-	-	270,533	310,939
25,641	Annaly Capital Management Inc		-	422,312	444,871
20,000	Annaly Capital Management Inc - Preferred		-	488,803	485,200
30,000	AT&T	-	-	753,100	840,900
10,000	Bank of Nova Scotia	-	-	471,021	467,400
3,170	Baxter International	-	-	158,747	186,016
49,500	Buckle Inc	-	-	1,814,947	1,449,360
115,068	Chimera Investment Corporation		-	425,125	446,464
20,000	Cisco Systems	-	-	326,000	478,800
1,580	Colgate-Palmolive	-	-	95,964	129,797
5,000	Deere & Company	-	-	211,696	270,450
9,200	Dominion Resources	-	-	300,069	358,064
21,000	Duke Energy Corporation	-	-	299,412	361,410
6,100	Exelon Corporation	-	-	298,711	298,107
202,020	Federated Institutional Trust	-	-	2,000,000	2,002,020
7,600	Firstenergy Corporation	-	-	299,112	353,020
5,300	FPL Group	-	-	301,170	279,946
250,376	General Electric	45,733,442	26,736,091	7,063,107	3,788,189
31,612	I Shares MSCI EAFE	2,369,283	1,418,114	2,369,283	1,747,511
11,500	I Shares Russell 1000 Growth Index Fund	580,284	426,190	580,284	573,275
16,273	I Shares Russell 2000 Index Fund	1,155,025	801,283	1,155,025	1,016,086
	I Shares S&P 500 Index Fund	3,192,978	2,075,956	-	-
3,300	I Shares Tr Cohen & Steers Realty Index Fund	190,550	145,794	190,550	173,316
8,700	I Shares TR MSCI Emerging Markets	263,861	217,239	263,861	361,050
9,514	I Shares Tr Russell Midcap Index Fund	875,054	568,176	875,054	785,000
2,275	I Shares Tr S&P Global Technology Index Fund	112,453	84,175	112,453	127,423
80,000	Intel Corporation	-	-	1,649,425	1,632,000
13,000	Johnson & Johnson	-	-	757,775	837,330
2,000	Kimberly-Clark Corporation	-	-	96,199	127,420
659,341	Lord Abbett Invt Trust	-	-	3,000,000	2,993,407
6,500	Lorillard Inc	-	-	496,190	521,495
10,000	Merck & Company	-	-	365,100	365,400
59,000	MFA Financial Inc	-	-	417,720	433,650
50,000	Microsoft Corporation	-	-	1,546,343	1,524,000
20,000	Oracle Corporation	-	-	352,194	490,600
920	Petrochina Company	-	-	79,909	109,443
15,000	Pfizer Inc	-	-	216,750	272,850
9,170	PG&E	-	-	343,856	409,441
3,277	Powershares QQQ Trust	130,064	97,458	-	-
9,200	PPL Corporation	-	-	298,838	297,252
7,200	Procter & Gamble	-	-	384,183	436,536
10,000	Progress Energy Inc	-	-	414,024	410,100
9,500	Public Service	-	-	301,115	315,875
25,225	Redwood Trust	-	-	411,342	364,754
10,000	Reynolds American Inc	-	-	464,579	529,700
3,300	S&P Depository Receipts	378,034	297,792	-	-
2,470	Smucker JM Company	-	-	96,448	152,523
11,400	Southern Company	-	-	345,904	379,848
4,600	Unilever	-	-	90,045	146,740
	Union Pacific Corporation	191,241	133,840	-	-
14,400	Vanguard Int'l Equity Index	692,655	339,408	692,655	590,400
35,000	Verizon	-	-	1,175,193	1,159,550
46,307	Wells Fargo Bank	2,194,787	2,544,330	1,177,587	1,249,826
	Total Equities	58,059,711	35,885,846	36,876,193	33,677,498

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
FINANCIAL STATEMENTS - BALANCE SHEET DETAILS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

ASSETS		COST 12/31/2008	FMV 12/31/2008	COST 12/31/2009	FMV 12/31/2009
ASSETS (Continued)					
Publically Traded Partnerships					
19,000	Kinder Morgan Energy	-	-	934,909	1,158,620
24,200	Nustar Energy LP	-	-	1,233,396	1,357,378
2,700	Penn VA Resource Partners	-	-	27,168	58,212
20,000	Plains All American	-	-	936,883	1,057,000
1,460	Sunoco Logistic Partners	-	-	69,322	97,659
	Total Publically Traded Partnerships	-	-	3,201,678	3,728,869
Private Equity					
	Keystone National Equity	-	-	119,875	178,151
TOTAL ASSETS		71,296,623	49,122,758	48,161,068	45,584,548

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2009

Grantee Name and Address	FEIN	Individual?	Foundation Status	Purpose	Amount
Animal Shelter of Wood River Valley 100 Croy Creek Road Hailey, ID 83333	82-0351171	no	501(c)(3) public charity	to provide operating support for "Paws for Hunger"	1,100
Blaine County Hunger Coalition P.O. Box 1576 Hailey, ID 83333	72-1582755	no	501(c)(3) public charity	to provide operating support for families in need during the holiday season	5,000
Building Balanced Communities in Idaho P O Box 489 Bellvue, ID 83313	26-1200075	no	501(c)(3) public charity	to provide capital funding for the enhancement of the Bellvue Memorial Park & Outdoor Movie Project	58,400
California Friday Night Live 2180 Johnson Avenue San Luis Obispo, CA 93401	77-0305510	no	501(c)(3) public charity	to provide underwriting for the cost of production of the "Wasted" documentary	5,000
CASA of Monterey County 201 Monterey-Salinas Highway, Suite F Salinas, CA 93908	77-0398079	no	501(c)(3) public charity	to provide operating support to cover the short fall in program staff salaries	6,000
Central Coast Visiting Nurses Assoc Fdn P O Box 2480 Monterey, CA 93942	94-1205572	no	501(c)(3) public charity	to provide operating support for hospice care & VNA general patient care	5,000
Columbia University 475 Riverside Drive, Mail Code 7724 New York, NY 10115	13-1788491	no	501(c)(3) public charity	to provide scholarship funding to provide capital support for the purchase of two new boats	10,000 5,000
Community Hospital Foundation P O Box HH Monterey, CA 93942	94-2789696	no	501(c)(3) public charity	to provide operating support for the new Stroke Center	10,000
Corpus Christi School 1 Estates Drive Piedmont, CA 94611	94-1535363	no	501(c)(3) public charity	to provide operating support for their Master's Art Program	5,000
Door To Hope 130 Church Street Salinas, CA 93901	94-2240770	no	501(c)(3) public charity	to provide operating support for health services for high-risk infants, young children and teens	2,500
Edgewood Center for Children and Families 1801 Vicente Street San Francisco, CA 94116	94-1186168	no	501(c)(3) public charity	to provide operating support for their Holiday Hope Fund and the performance of the Velveteen Rabbit	10,000
Forest Stewardship Council 212 3rd Avenue North, Suite 280 Minneapolis, MN 55401	03-0355315	no	501(c)(3) public charity	to provide operating support	50,000
Hospice of the Central Coast P O Box HH Monterey, CA 93942	94-2404634	no	501(c)(3) public charity	to provide operating support for hospice care	2,500
Josephine Kernes Memorial Pool 15 Portola Avenue Monterey, CA 93940	94-2227904	no	501(c)(3) public charity	to provide operating support	1,000
League to Save Lake Tahoe 955 Emerald Bay Road South Lake Tahoe, CA 96150	94-6128680	no	501(c)(3) public charity	to provide operating support	17,500
Marin Community Food Bank 75 Digital Drive Novato, CA 94949	68-0044262	no	501(c)(3) public charity	to provide operating support for families in need during the holiday season	5,000

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2009

Grantee Name and Address	FEIN	Individual?	Foundation Status	Purpose	Amount
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	94-2487469	no	501(c)(3) public charity	to provide operating support	10,000
Monterey Bay Area Council of the Boy Scouts of America 55 San Joaquin Salinas, CA 93901	23-7054309	no	501(c)(3) public charity	to provide capital support at Camp Pico Blanco	200,000
Monterey Institute of International Study 460 Pierce Street Monterey, CA 93940	94-1425570	no	501(c)(3) public charity	to provide scholarship funding and to underwrite the cost of the Sustainable Business Speaker Series	25,000 10,000
Monterey Youth Museum 601 Wave Street, Suite 100 Monterey, CA 93940	77-0394488	no	501(c)(3) public charity	to provide capital support for their new museum	100,000
Mount Tamalpais School 100 Harvard Avenue Mill Valley, CA 94941	94-2356968	no	501(c)(3) public charity	to provide operating support to provide capital support for the purchase of 1 smart board	5,000 5,000
Oakland Strokes P O Box 308 Oakland, CA 94611	94-3132016	no	501(c)(3) public charity	to provide capital support for an extension to their boat ramp	25,000
Ogden School Foundation 1950 Monroe Boulevard Ogden, UT 84401	94-2685413	no	501(c)(3) public charity	to provide capital support	350,000
Pioneer Montessori School P O Box 1809 Ketchum, ID 83340	82-0360653	no	501(c)(3) public charity	to provide capital funding to pay down the loan associated with the purchase of the Stallard Bldg	250,000
Public Recreation Unlimited P O Box 2562 Salinas, CA 93902	23-7088131	no	501(c)(3) public charity	to provide operating support for their 100th anniversary	10,000
Robert Louis Stevenson 3152 Forest Lake Road Pebble Beach, CA 93953	94-1218745	no	501(c)(3) public charity	to provide operating support for the upper, middle & lower schools	10,000
Salinas Valley Memorial Hospital P O Box 4760 Salinas, CA 93912-9952	94-2641137	no	501(c)(3) public charity	to provide operating support for patient care	5,000
San Francisco Zoological Society 1 Zoo Road San Francisco, CA 94132	94-1429538	no	501(c)(3) public charity	to provide capital support for the new animal hospital	5,000
Santa Catalina School 1500 Mark Thomas Drive Monterey, CA 93940	94-1156652	no	501(c)(3) public charity	to provide financial aid	5,000
Sawtooth Board of Realtors Community Fd P O Box 1937 Ketchum, ID 83340	20-1776202	no	501(c)(3) public charity	to provide operating support for families in need during the holiday season	5,000
Senior Center of Blaine County P O. Box 28 Hailey, ID 83333	82-0315917	no	501(c)(3) public charity	to provide funding for 2 TV's to provide capital support to provide operating support	3,100 9,000 8,900

NANCY ECCLES AND HOMER M. HAYWARD FAMILY FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2009

Grantee Name and Address	FEIN	Individual?	Foundation Status	Purpose	Amount
St. Jude Children's Research Hospital 1250 45th Street, Suite 15 Emeryville, CA 94608	35-1044585	no	501(c)(3) public charity	to provide operating support for medical research	5,000
Sustainability Academy 798 Lighthouse Ave, PMB #169 Monterey, CA 93940	20-3371280	no	501(c)(3) public charity	to underwrite the cost of the workshops on green business practices	10,000
Tahoe Rim Trail 948 Incline Way Incline Village, NV 89451	94-2789846	no	501(c)(3) public charity	to provide operating support	5,000
Tamalpais High School 700 Miller Avenue Mill Valley, CA 94941	68-0385326	no	501(c)(3) public charity	to provide capital support for their capital campaign	5,000
Trust for Public Land 116 New Montgomery Street, 3rd Floor San Francisco, CA 94105	23-7222333	no	501(c)(3) public charity	to provide capital support for for the purchase and preservation of the Anderson Property	250,000
University of California, Berkeley	94-6002123	no	501(c)(3) public charity		
Women's Lightweight Crew				to provide operating support	1,000
Men's Golf Team				to provide operating support	1,000
HAAS School of Business				to provide operating support	1,000
Library Fund				to provide operating support	1,000
Bear Backers 195 Walter A Haas Jr Pavillion Berkeley, CA 94702-4422				to provide operating support	1,000
University of Utah	87-6000525	no	501(c)(3) public charity		
Hope Eccles Clinical Library				to provide operating support	3,000
Spencer S Eccles Medical Library 540 Arapeen Drive, Suite 120 Salt Lake City, UT 84108				to provide operating support	12,000
Wing and a Prayer Dance Company 925 Riverside Drive, Suite 7 Reno, NV 89503	88-0326667	no	501(c)(3) public charity	to provide operating support	5,000
YMCA of Salinas 117 Clay Street Salinas, CA 93901	77-0202335	no	501(c)(3) public charity	to provide operating support	5,000
York School 9501 York Road Monterey, CA 93940	94-1461062N	no	501(c)(3) public charity	to provide operating support	5,000
TOTAL					$ 1,550,000