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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.

OMB No. 1545-0052

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 the Staley Charitable Foundation		A Employer identification number 88-0324391
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions)
	2106 Poppywood Avenue		(702) 361-0095
City or town, state, and ZIP code Henderson, NV 89012		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization: <input 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) \$ 238,323		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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)	3,600			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,489	6,489		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	10,089	6,489			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	16,000	16,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	19	19		
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	16,019	16,019		
	25 Contributions, gifts, grants paid	12,134			12,134
26 Total expenses and disbursements. Add lines 24 and 25	28,153	16,019		12,134	
27 Subtract line 26 from line 24:	(18,044)				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments						
	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)	267,684	197,543	238,323			
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)							
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	267,684	197,543	238,323				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons	55,000	3,234				
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)	55,000	3,234					
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	212,684	194,309				
	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						
30 Total net assets or fund balances (see page 17 of the instructions)	212,684	194,309					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	267,684	197,543					

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	212,684
2 Enter amount from Part I, line 27a	2	<18,064>
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	194,620
5 Decreases not included in line 2 (itemize) ▶ Capital Loss <270> + 2007 Error <41>	5	<311>
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	194,309

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				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a	<i>See Attached Schedule Loss</i>		<i>< 270⁴⁵ ></i>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): 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	11,500	236,626	4.8690
2007	19,122	302,854	6.31
2006	18,973	300,350	6.32
2005	16,817	266,687	6.31
2004	13,416	212,124	6.32

2 Total of line 1, column (d)	2	30.12%
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	6.024
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	198,642
5 Multiply line 4 by line 3	5	11,967
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	11,967
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	12,134

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		
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		
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		
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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		
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		
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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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?		<input checked="" type="checkbox"/>
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) ▶		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation.</i> <i>NEVADA Not Required</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 ▶				
14	The books are in care of ▶ <u>Dean Staley</u>	Telephone no. ▶	<u>702 361-0095</u>	
	Located at ▶ <u>2106 Poppywood Ave Henderson, NV</u>	ZIP+4 ▶	<u>89012-4519</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/>	and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>		

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <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.)	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 2008 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 2008.)	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 2008?	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)? 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? If you answered "Yes" to 6b, also 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?

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
See Schedule 2				

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 ☐

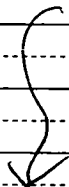
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(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

2

3

4

NONE

Part IX-B Summary of Program-Related Investments (see page 23 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

2

NONE

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	213,545
b	Average of monthly cash balances	1b	23,475
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	237,020
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	35,353
3	Subtract line 2 from line 1d	3	201,667
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	3,025
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	198,642
6	Minimum investment return. Enter 5% of line 5	6	9,932

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	9,932
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see 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	9,932

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	12,134
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	12,134
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,134

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 200 8	(c) 200 8	(d) 200 9
1 Distributable amount for 200 8 from Part XI, line 7				9,932
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ <u>12,134</u>				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 200 8 distributable amount				0
e Remaining amount distributed out of corpus				0
5 Excess distributions carryover applied to 200 9 . (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				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 200 8 . Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 200 9 . Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				9,932
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 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
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 $\frac{1}{2}$ 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 27 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).)

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:

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 - Candlelighters 601 Rancho Drive B-11 Las Vegas NV 89106 - Straight from the Streets 5714 W. Lake Meade Las Vegas, NV 98108 - Opportunity Village Las Vegas - S.A.F.E. House Suite 300 - 921 American Pacific Dr Henderson NV 89014 - Catholic Charities of Southern NV Las Vegas - Sew for Comfort 2020 Horizon Ridge Pkwy Henderson, NV 89012			Children with Cancer Homeless Handicapped Battered Women Various Sew Clothing for Wounded Military - Modify for Medical Treatment	1,800 2,000 3,600 2,000 1,000 1,734 12,134
Total				3a
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Worksheet

Enter gross amounts unless otherwise indicated.

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					
13 Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions)
	N/A

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?

(1) Cash

(2) Other assets

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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

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

(a) Name of organization

(b) Type of organization

(c) Description of relationship

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.

Signature of officer or trustee

Date _____

Title

**Paid
Prepare
Use On**

Preparer's
signature

Date _____

Check if self-employed ☐

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EIN ▶
Phone no. ()

Sch1Supplemental Info

THE STALEY CHARITABLE FOUNDATION I.D. No. 88-0324391 2009

Supplementary Information Parts I and Part II

Part I Line 1 Contributions Received - ~~see attached schedule~~

3,600 from Dean S,

Part I Line 13&16c Compensation & Professional Fees - see Schedule 2

Part I Line 17 Interest is related to being on margin part of the year

Part I Line 25 Contributions - See Part XV

Part II - Also see attached Schedule 3 which is Balance Sheet for prior years

THE STALEY CHARITABLE FOUNDATION

Names and Address of Directors & Officers

2009

<u>Name and Address</u>	<u>Title & Avg Hours per Week</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
Dean Staley - Director 2106 Poppywood Ave. Henderson, Nv. 89012	President, Secretary, & Treasurer - 8 Hours	\$16,000	0	0
John Calderone - Director 4321 Los Feliz Apt #306 Los Angeles, Ca. 90027	Assistant Secretary 0.1 Hours	0	0	0
Dixie Johnson - Director 6207 West 71 st Ave. Arvada, Co. 80003	Assistant Treasurer 0.1 Hours	0	0	0

All payments to the Investment Advisor (who is also the President) are based on a formula approved by the Board of Directors and the calculation of the amount is reviewed and approved before payment.

THE STALEY CHARITABLE FOUNDATION

	For the Year Ended:										1st Year 12/31/94
	12/31/93	12/31/08	12/31/07	12/31/06	12/31/05	12/31/04	12/31/03	12/31/02	12/31/01	12/31/00	
ASSETS											
Organization Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,465.00
Accrued Amortization	-	-	-	-	-	-	-	-	-	-	-
Net Organization Costs	-	-	-	-	-	-	-	-	-	-	1,465.00
Due from Founder	-	-	60,153.92	23,000.00	-	-	-	-	-	-	-
Other Current Assets (1)	-	-	-	-	-	-	-	-	-	-	-
Investments (at Cost)	203,689.13	281,921.22	277,005.27	238,198.21	257,834.75	286,565.11	171,618.08	166,391.70	82,748.73	82,748.73	
TOTAL ASSETS	\$203,689.13	\$281,921.22	\$337,159.19	\$261,198.21	\$257,834.75	\$286,565.11	\$171,618.08	\$166,391.70	\$84,213.73	\$84,213.73	
LIABILITIES											
Due to Founder	3,234.00	55,000.00	-	-	4,500.00	3,500.00	3,500.00	22,548.00	465.00	465.00	
Brokerage Margin	6,146.02	14,277.38	76,925.26	-	82,600.02	21,377.77	35,117.97	57,665.97	465.00	465.00	
TOTAL LIABILITIES	9,380.02	69,277.38	76,925.26	-	4,500.00	86,100.02	24,877.77	57,665.97	465.00	465.00	
GENERAL FUND	194,309.11	212,643.84	260,233.93	261,198.21	253,334.75	200,465.09	146,740.31	108,725.73	83,748.73	83,748.73	
LIABILITIES + FUND	\$203,689.13	\$281,921.22	\$337,159.19	\$261,198.21	\$257,834.75	\$286,565.11	\$171,618.08	\$166,391.70	\$84,213.73	\$84,213.73	
(1) Mutual fund income declared; but not paid until following January											
Investments at Book	203,689.13	281,921.22	277,005.27	238,198.21	257,834.75	286,565.11	171,618.08	166,391.70	82,748.73	82,748.73	
Unrealized Gain <Loss>	40,779.95	(74,548.80)	44,949.53	19,202.46	24,679.38	22,960.97	32,149.32	10,660.84	(1,120.57)	(1,120.57)	
Investments at Market	244,469.08	207,372.42	321,954.80	257,400.67	282,514.13	309,526.08	203,767.40	177,052.54	81,628.16	81,628.16	
+Assets-Liabilities-Net	(9,380.02)	(69,277.38)	(16,771.34)	23,000.00	(4,500.00)	(86,100.02)	(24,877.77)	(57,665.97)	1,000.00	1,000.00	
Net Asset Value	235,089.06	138,095.04	305,183.46	280,400.67	278,014.13	223,426.06	178,889.63	119,386.57	82,628.16	82,628.16	

05/13/10

Schedule 3

Portfolio

Value	Name	Quote/Price	Shares	Market Value	Cost Basis	Gain/Loss
						Page 1
	Charles Schwab			238,323.26	197,543.31	40,779.95
	Coming	19.31	2,000	38,620.00	33,704.45	4,915.55
	Health Mgmt Assoc	7.27	3,200	23,264.00	11,489.67	11,774.33
	Community Health Sys	35.60	600	21,360.00	10,411.90	10,948.10
	Psychiatric Solutions	21.14	1,000	21,140.00	20,342.82	797.18
	GLW 1/16/10 Call. \$17...	1.90	9,000	17,100.00	11,821.20	5,278.80
	STEC Inc	16.34	1,000	16,340.00	16,051.65	288.35
	SPDR Gold Trust	107.31	150	16,096.50	15,743.37	353.13
	Research in Motion	67.54	200	13,508.00	10,727.42	2,780.58
	Transocean X	82.80	140	11,592.00	16,317.36	-4,725.36
	General Electric	15.13	700	10,591.00	4,371.42	6,219.58
	Proshares UltraShort T...	49.88	200	9,976.00	9,608.95	367.05
	Google	619.98	15	9,299.70	6,643.10	2,656.60
	Vimble Com ADR	18.59	500	9,295.00	8,838.95	456.05
	Lender Proc Serv	40.66	200	8,132.00	7,830.80	301.20
	Kendle Int'l	18.31	300	5,493.00	4,808.95	684.05
	Tessera Technologies	23.27	200	4,654.00	5,956.80	-1,302.80
	iShares-China	42.26	100	4,226.00	3,908.95	317.05
	SSO Jan \$37 Calls	1.87	1,500	2,805.00	3,620.20	-815.20
	CGM Focus Fund	29.76	32.832 A	977.08	1,491.37	-514.29
	Bear Steams X	108.4993 e	0	0.00	0.00	0.00
	Cash			-6,146.02	-6,146.02	

Waterhouse			0.00	0.00	0.00
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Indexes

S&P 500 Index	1,115.10
NASDAQ Composite	2,269.15
Dow Jones Industrials	10428.05

Totals:	A=avg cost	238,323.26	197,543.31	40,779.95
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12/31/2009
File: FOUNDATN

5/11/10

5/13/2010

Capital Gains

1/1/2009 Through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proce...	Cost Basis	Realized Gain...
SHORT TERM							
Charles Schwab	Citigroup	1,000,000	11/24/2008	1/5/2009	7,122.01	5,828.95	1,293.06
Charles Schwab	Proshares Ultra S&P 500	300,000	11/26/2008	1/6/2009	8,463.00	7,029.45	1,433.55
Charles Schwab	Proshares Ultra S&P 500	500,000	11/26/2008	1/9/2009	13,155.97	11,715.75	1,440.22
Charles Schwab	National Oilwell	89,000	4/24/2008	1/15/2009	2,104.78	6,552.18	-4,447.40
Charles Schwab	Citigroup	1,000,000	1/9/2009	1/21/2009	3,182.52	4,968.95	-1,786.43
Charles Schwab	Citigroup	200,000	1/20/2009	1/21/2009	636.50	562.54	73.96
Charles Schwab	Bank of America	200,000	3/10/2008	1/21/2009	1,117.04	7,084.55	-5,967.51
Charles Schwab	Citigroup	800,000	1/20/2009	1/21/2009	2,899.03	2,250.14	648.89
Charles Schwab	MEMC Electronic Matl	100,000	9/3/2008	1/23/2009	1,398.50	4,171.95	-2,773.45
Charles Schwab	MEMC Electronic Matl	100,000	9/9/2008	1/23/2009	1,398.50	3,486.55	-2,088.05
Charles Schwab	MEMC Electronic Matl	200,000	10/15/2008	1/23/2009	2,797.00	4,129.15	-1,332.15
Charles Schwab	MEMC Electronic Matl	200,000	10/27/2008	1/23/2009	2,797.00	3,930.95	-1,133.95
Charles Schwab	Proshares Ultra S&P 500	340,000	11/26/2008	1/23/2009	7,594.74	7,966.71	-371.97
Charles Schwab	Proshares Ultra S&P 500	60,000	11/26/2008	1/23/2009	1,340.25	1,405.89	-65.64
Charles Schwab	Proshares Ultra S&P 500	400,000	11/26/2008	2/2/2009	8,699.00	9,372.60	-673.60
Charles Schwab	Devon Energy	50,000	10/10/2008	2/4/2009	2,951.03	2,908.95	42.08
Charles Schwab	Proshares Ultra Rus 2000	600,000	12/30/2008	2/20/2009	8,748.60	10,388.95	-1,640.35
Charles Schwab	Dow Chemical	300,000	12/29/2008	3/4/2009	2,130.33	4,600.48	-2,470.15
Charles Schwab	Genentech	100,000	9/29/2008	3/9/2009	9,282.67	8,657.95	624.72
Charles Schwab	Proshares UltraShort T-B...	200,000	1/9/2009	3/18/2009	9,055.87	8,228.95	826.92
Charles Schwab	Proshares UltraShort T-B...	200,000	1/9/2009	3/18/2009	9,055.87	7,806.95	1,248.92
Charles Schwab	Tenet Healthcare	2,000,000	11/11/2008	3/23/2009	2,194.02	3,988.95	-1,794.93
Charles Schwab	Tenet Healthcare	1,000,000	12/1/2008	3/23/2009	1,097.01	1,148.95	-51.94
Charles Schwab	Dow Chemical	300,000	12/29/2008	3/26/2009	2,781.03	4,600.48	-1,819.45
Charles Schwab	Citigroup	1,000,000	1/20/2009	4/13/2009	3,770.95	2,812.68	958.27
Charles Schwab	Coventry Health	100,000	10/22/2008	5/8/2009	1,904.47	1,500.24	404.23
Charles Schwab	Coventry Health	100,000	10/22/2008	5/8/2009	1,904.48	1,500.24	404.24
Charles Schwab	Health Mgmt Assoc	300,000	10/15/2008	5/11/2009	1,617.27	797.07	820.20
Charles Schwab	Coventry Health	200,000	10/22/2008	5/18/2009	3,820.95	3,000.48	820.47
Charles Schwab	Health Mgmt Assoc	500,000	10/15/2008	5/29/2009	2,885.97	1,328.44	1,557.53
Charles Schwab	Wells Fargo 8% Pfd	200,000	2/4/2009	6/8/2009	4,490.93	3,383.58	1,107.35
Charles Schwab	Mobile Telesystems	100,000	11/25/2008	6/23/2009	3,545.43	2,499.48	1,045.95
Charles Schwab	Mobile Telesystems	100,000	11/25/2008	6/23/2009	3,545.43	2,499.47	1,045.96
Charles Schwab	General Electric	300,000	10/10/2008	6/24/2009	3,594.53	5,588.95	-1,994.42
Charles Schwab	General Electric	200,000	11/12/2008	6/24/2009	2,396.36	3,255.97	-859.61

Short Term
Loss 1 of 4

5/13/2010

Capital Gains

1/1/2009 Through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proce...	Cost Basis	Realized Gain...
Charles Schwab	General Electric	100.000	11/12/2008	7/6/2009	1,128.18	1,627.98	-499.80
Charles Schwab	General Electric	200.000	12/18/2008	7/6/2009	2,256.36	3,206.95	-950.59
Charles Schwab	General Electric	200.000	1/23/2009	7/6/2009	2,256.36	2,462.24	-205.88
Charles Schwab	CIT Group	1,000.000	7/13/2009	7/13/2009	1,405.49	1,144.48	261.01
Charles Schwab	CIT Group	1,000.000	7/13/2009	7/13/2009	1,405.49	1,144.47	261.02
Charles Schwab	Ford Motor	1,000.000	11/19/2008	7/22/2009	6,390.88	1,295.97	5,094.91
Charles Schwab	Ford Motor	500.000	11/19/2008	7/27/2009	3,440.96	647.98	2,792.98
Charles Schwab	Synaptics	200.000	4/23/2009	7/31/2009	5,067.63	6,430.95	-1,363.32
Charles Schwab	Synaptics	200.000	5/4/2009	7/31/2009	5,067.63	6,695.55	-1,627.92
Charles Schwab	Synaptics	100.000	5/8/2009	7/31/2009	2,533.82	2,806.95	-273.13
Charles Schwab	Synaptics	100.000	5/19/2009	7/31/2009	2,533.82	3,521.75	-987.93
Charles Schwab	Synaptics	200.000	6/15/2009	7/31/2009	5,067.63	7,217.95	-2,150.32
Charles Schwab	Health Mgmt Assoc	300.000	10/15/2008	8/4/2009	1,979.99	797.07	1,182.92
Charles Schwab	Synaptics	300.000	7/31/2009	8/4/2009	7,610.85	7,516.48	94.37
Charles Schwab	General Electric	600.000	1/23/2009	8/5/2009	8,392.11	7,386.71	1,005.40
Charles Schwab	General Electric	100.000	3/3/2009	8/5/2009	1,398.68	696.24	702.44
Charles Schwab	Synaptics	100.000	7/31/2009	8/18/2009	2,646.95	2,505.49	141.46
Charles Schwab	Synaptics	200.000	7/31/2009	8/18/2009	5,293.89	5,010.98	282.91
Charles Schwab	Health Mgmt Assoc	200.000	10/15/2008	9/14/2009	1,558.17	531.38	1,026.79
Charles Schwab	Health Mgmt Assoc	800.000	11/12/2008	9/14/2009	6,232.67	1,447.16	4,785.51
Charles Schwab	Health Mgmt Assoc	800.000	8/27/2009	9/14/2009	6,350.88	5,664.95	685.93
Charles Schwab	Proshares UltraShort T-B...	100.000	8/14/2009	9/16/2009	4,719.96	4,957.71	-237.75
Charles Schwab	Proshares UltraShort T-B...	200.000	8/14/2009	9/16/2009	9,439.98	9,915.77	-475.79
Charles Schwab	ETF Gold Miners	100.000	9/17/2009	9/24/2009	4,376.60	4,656.48	-279.88
Charles Schwab	ETF Gold Miners	100.000	9/17/2009	9/24/2009	4,376.41	4,656.47	-280.06
Charles Schwab	Vale Do Rio	100.000	10/9/2008	9/30/2009	2,301.00	1,194.48	1,106.52
Charles Schwab	Vale Do Rio	100.000	10/9/2008	9/30/2009	2,300.71	1,194.48	1,106.23
Charles Schwab	Mobile Telesystems	200.000	11/25/2008	10/21/2009	10,950.75	4,886.95	6,063.80
Charles Schwab	General Electric	100.000	3/3/2009	10/27/2009	1,501.01	696.24	804.77
Charles Schwab	Psychiatric Solutions	300.000	4/17/2009	10/29/2009	5,999.41	4,292.95	1,706.46
Charles Schwab	Psychiatric Solutions	24.000	4/29/2009	10/29/2009	479.93	429.12	50.81
Charles Schwab	Psychiatric Solutions	46.000	4/29/2009	10/29/2009	919.86	823.85	96.01
Charles Schwab	Psychiatric Solutions	30.000	4/29/2009	10/29/2009	599.91	536.99	62.92
Charles Schwab	Research in Motion	100.000	12/18/2008	11/2/2009	5,569.10	3,858.48	1,710.62
Charles Schwab	LDK Solar	100.000	11/23/2009	11/23/2009	854.24	904.95	-50.71
Charles Schwab	LDK Solar	100.000	11/23/2009	11/23/2009	854.24	899.80	-45.56
Charles Schwab	LDK Solar	100.000	11/23/2009	11/23/2009	854.23	899.80	-45.57

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5/13/2010

Capital Gains

1/1/2009 Through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proce...	Cost Basis	Realized Gain...
Charles Schwab	LDK Solar	200.000	11/23/2009	11/23/2009	1,708.33	1,799.59	-91.26
Charles Schwab	LDK Solar	100.000	11/23/2009	11/23/2009	854.16	899.90	-45.74
Charles Schwab	LDK Solar	200.000	11/23/2009	11/23/2009	1,708.44	1,799.79	-91.35
Charles Schwab	LDK Solar	100.000	11/23/2009	11/23/2009	854.23	899.90	-45.67
Charles Schwab	LDK Solar	200.000	11/23/2009	11/23/2009	1,708.36	1,799.79	-91.43
Charles Schwab	Proshares Ultra S&P 500	500.000	11/25/2009	11/25/2009	18,340.57	18,883.95	-543.38
Charles Schwab	SPDR Gold Trust	50.000	10/6/2009	11/25/2009	5,768.40	5,071.48	696.92
Charles Schwab	Wells Fargo 8% Pfd	300.000	2/4/2009	12/1/2009	7,495.33	5,075.37	2,419.96
Charles Schwab	Wells Fargo 8% Pfd	300.000	2/4/2009	12/1/2009	7,495.33	5,009.37	2,485.96
Charles Schwab	GLW 12/19/09 Call. \$17.00	1,500.000	12/2/2009	12/8/2009	1,481.99	1,517.96	-35.97
Charles Schwab	GLW 12/19/09 Call. \$17.00	500.000	12/2/2009	12/8/2009	494.00	505.99	-11.99
Charles Schwab	Wells Fargo 8% Pfd	200.000	2/4/2009	12/14/2009	5,078.91	3,339.58	1,739.33
Charles Schwab	Wells Fargo 8% Pfd	500.000	2/20/2009	12/15/2009	12,740.72	5,759.48	6,981.24
Charles Schwab	Wells Fargo 8% Pfd	400.000	2/20/2009	12/28/2009	10,180.57	4,607.58	5,572.99
Charles Schwab	Wells Fargo 8% Pfd	100.000	2/20/2009	12/28/2009	2,545.14	1,151.90	1,393.24
Charles Schwab	SSO Jan \$37 Calls	800.000	12/23/2009	12/31/2009	1,598.37	1,649.58	-51.21
Charles Schwab	SSO Jan \$37 Calls	400.000	12/23/2009	12/31/2009	799.18	824.79	-25.61
Charles Schwab	SSO Jan \$37 Calls	400.000	12/23/2009	12/31/2009	799.18	824.79	-25.61
Charles Schwab	SSO Jan \$37 Calls	400.000	12/23/2009	12/31/2009	799.18	824.79	-25.61
TOTAL SHORT TERM					364,045.21	337,763.30	26,281.91

LONG TERM

Charles Schwab	CGM Focus Fund	300.000	1/23/2008	2/24/2009	7,009.05	13,632.21	-6,623.16
Charles Schwab	Genentech	100.000	12/31/2007	3/9/2009	9,282.67	6,743.95	2,538.72
Charles Schwab	Lundin Mining	400.000	11/15/2008	4/8/2009	662.71	4,454.63	-3,791.92
Charles Schwab	Lundin Mining	600.000	12/21/2008	4/8/2009	994.06	7,109.95	-6,115.89
Charles Schwab	Lundin Mining	300.000	6/8/2007	4/8/2009	497.03	3,567.95	-3,070.92
Charles Schwab	Health Mgmt Assoc	100.000	8/6/2007	4/30/2009	479.08	682.66	-203.58
Charles Schwab	Health Mgmt Assoc	200.000	8/6/2007	4/30/2009	958.18	1,365.32	-407.14
Charles Schwab	Health Mgmt Assoc	300.000	8/6/2007	4/30/2009	1,437.28	2,047.98	-610.70
Charles Schwab	Health Mgmt Assoc	300.000	9/10/2007	4/30/2009	1,437.28	1,899.95	-462.67
Charles Schwab	Health Mgmt Assoc	100.000	12/20/2007	4/30/2009	479.09	570.99	-91.90
Charles Schwab	Health Mgmt Assoc	400.000	12/20/2007	5/11/2009	2,156.36	2,283.96	-127.60
Charles Schwab	Health Mgmt Assoc	300.000	12/27/2007	5/11/2009	1,617.27	1,815.95	-198.68
Charles Schwab	Health Mgmt Assoc	200.000	11/22/2005	6/23/2009	3,413.36	2,104.98	1,308.38
Charles Schwab	Vale Do Rio	34.000	8/1/2007	6/26/2009	2,579.55	3,661.09	-1,081.54
Charles Schwab	Transocean	16.000	2/29/2008	6/26/2009	1,213.90	2,246.49	-1,032.59

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5/13/2010

Capital Gains

1/1/2009 Through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proce...	Cost Basis	Realized Gain...
Charles Schwab	Transocean	50.000	2/29/2008	7/6/2009	3,412.95	7,020.28	-3,607.33
Charles Schwab	Transocean	10.000	4/22/2008	7/6/2009	682.59	1,593.99	-911.40
Charles Schwab	Google	5.000	3/22/2008	7/16/2009	2,222.01	1,824.70	397.31
Charles Schwab	Google	10.000	2/26/2008	7/16/2009	4,444.01	4,546.28	-102.27
Charles Schwab	Vale Do Rio	200.000	11/22/2005	9/24/2009	4,495.41	2,104.98	2,390.43
Charles Schwab	Vale Do Rio	100.000	2/19/2008	9/24/2009	2,247.70	3,411.98	-1,164.28
Charles Schwab	Vale Do Rio	100.000	2/19/2008	9/24/2009	2,247.70	3,411.97	-1,164.27
Charles Schwab	Vale Do Rio	100.000	2/29/2008	9/30/2009	2,300.80	3,510.48	-1,209.68
Charles Schwab	Vale Do Rio	100.000	2/29/2008	9/30/2009	2,300.80	3,510.48	-1,209.68
TOTAL LONG TERM					58,570.84	85,123.20	-26,552.36
OVERALL TOTAL					422,616.05	422,886.50	-270.45

Short Term
Loss 4 of 4

Portfolio

Value	Name	Quote/Price	Shares	Market Value	Cost Basis	Gain/Loss
						Page 1
Charles Schwab				238,323.26	197,543.31	40,779.95
Coming		19.31	2,000	38,620.00	33,704.45	4,915.55
Health Mgmt Assoc		7.27	3,200	23,264.00	11,489.67	11,774.33
Community Health Sys		35.60	600	21,360.00	10,411.90	10,948.10
Psychiatric Solutions		21.14	1,000	21,140.00	20,342.82	797.18
GLW 1/16/10 Call. \$17...		1.90	9,000	17,100.00	11,821.20	5,278.80
STEC Inc		16.34	1,000	16,340.00	16,051.65	288.35
SPDR Gold Trust		107.31	150	16,096.50	15,743.37	353.13
Research in Motion		67.54	200	13,508.00	10,727.42	2,780.58
Transocean X		82.80	140	11,592.00	16,317.36	-4,725.36
General Electric		15.13	700	10,591.00	4,371.42	6,219.58
Proshares UltraShort T...		49.88	200	9,976.00	9,608.95	367.05
Google		619.98	15	9,299.70	6,643.10	2,656.60
Vimble Com ADR		18.59	500	9,295.00	8,838.95	456.05
Lender Proc Serv		40.66	200	8,132.00	7,830.80	301.20
Kendle Int'l		18.31	300	5,493.00	4,808.95	684.05
Tessera Technologies		23.27	200	4,654.00	5,956.80	-1,302.80
iShares-China		42.26	100	4,226.00	3,908.95	317.05
SSO Jan \$37 Calls		1.87	1,500	2,805.00	3,620.20	-815.20
CGM Focus Fund		29.76	32.832 A	977.08	1,491.37	-514.29
Bear Stearns X		108.4993 e	0	0.00	0.00	0.00
Cash				-6,146.02	-6,146.02	
Waterhouse				0.00	0.00	0.00
Indexes						
S&P 500 Index		1,115.10				
NASDAQ Composite		2,269.15				
Dow Jones Industrials		10428.05				
Totals			A=avg cost	238,323.26	197,543.31	40,779.95

12/31/2009
File: FOUNDATN