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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2009

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

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

L S SHOEN FOUNDATION 99035880

A Employer identification number

91-6508655

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)

P O BOX 3168

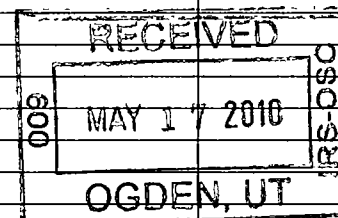
(503) 275-4327

City or town, state, and ZIP code

PORTLAND, OR 97208

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,914,660.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)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 ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐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) (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)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	640.	640.		
4 Dividends and interest from securities	63,202.	63,202.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,583.			
b Gross sales price for all assets on line 6a	398,029.			
7 Capital gain net income (from Part IV, line 2)		2,583.		
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	66,425.	66,425.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	12,284.	11,056.		1,228.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 1	1,500.	NONE	NONE	1,500.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 2	25.			25.
24 Total operating and administrative expenses. Add lines 13 through 23	13,809.	11,056.	NONE	2,753.
25 Contributions, gifts, grants paid	54,000.			54,000.
26 Total expenses and disbursements. Add lines 24 and 25	67,809.	11,056.	NONE	56,753.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,384.			
b Net investment income (if negative, enter -0-)		55,369.		
c Adjusted net income (if negative, enter -0-)				



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2009)

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	342,194.	92,195.	92,195.
	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			
	10 a	Investments - U.S. and state government obligations (attach schedule) STMT 3	147,680.		
	b	Investments - corporate stock (attach schedule) STMT 4	1,894,089.	2,208,365.	2,150,718.
	c	Investments - corporate bonds (attach schedule) STMT 5	584,336.	663,315.	671,747.
	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)	2,968,299.	2,963,875.	2,914,660.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> X			
	27	Capital stock, trust principal, or current funds	2,968,299.	2,963,875.	
	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)	2,968,299.	2,963,875.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,968,299.	2,963,875.	

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	2,968,299.
2	Enter amount from Part I, line 27a	2	-1,384.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	7,205.
4	Add lines 1, 2, and 3	4	2,974,120.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	10,245.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,963,875.

Form 990-PF (2009)

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 PART IV DETAIL					
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))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	2,583.	
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.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (for 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	56,374.	2,842,563.	0.01983210223
2007	169,206.	2,860,891.	0.05914451127
2006	115,776.	2,066,344.	0.05602939298
2005	85,604.	1,414,216.	0.06053106456
2004	66,528.	1,111,561.	0.05985096634
2 Total of line 1, column (d)			2 0.25538803738
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 0.05107760748
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,507,376.
5 Multiply line 4 by line 3			5 128,071.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 554.
7 Add lines 5 and 6			7 128,625.
8 Enter qualifying distributions from Part XII, line 4			8 56,753.

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.

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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,107.
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	1,107.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,107.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,272.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,272.
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	165.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ▶ 165. 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?		X
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)?		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?		X
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?		X
If "Yes," attach a detailed description of the activities.		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 8		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2009)

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		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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> US BANK Telephone no <input type="checkbox"/> (503) 275-4327			
Located at <input type="checkbox"/> 555 SW OAK, PORTLAND, OR ZIP + 4 <input type="checkbox"/> 97204				
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 <input type="checkbox"/> 15			

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

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

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

Form 990-PF (2009)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 "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?**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 STATEMENT 9		13,784.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2009)

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		NONE

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE	
2	
3	
4	

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 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2009)

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	2,353,784.
b	Average of monthly cash balances	1b	191,775.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,545,559.
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	NONE
3	Subtract line 2 from line 1d	3	2,545,559.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	38,183.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,507,376.
6	Minimum investment return. Enter 5% of line 5	6	125,369.

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	125,369.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,107.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,107.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	124,262.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	124,262.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	124,262.

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	56,753.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	56,753.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	56,753.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				124,262.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			33,593.	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 56,753.				
a Applied to 2008, but not more than line 2a			33,593.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				23,160.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				101,102.
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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

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

SEE ATTACHED DETAIL

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.

SEE ATTACHED DETAIL

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 13				
Total			3a	54,000.
b Approved for future payment				
Total			3b	

L S (SAM) SHOEN FOUNDATION
 UNDER TRUST AGREEMENT DTD 6/5/2000
 SAMUEL W SHOEN, TRUSTEE

ACCOUNT NO: 99035880
 DATE: 12/31/09

PORTFOLIO DETAIL

SHARES FACE AMOUNT		MARKET VALUE	COST BASIS/ ORIGINAL COST	CUSIP NUMBER	EST ANNUAL INCOME
-----		-----	-----	-----	-----
	CASH MANAGEMENT				

92,194.93	FIRST AMER PRIME OBLIG FUND CL Y	92,194.93	92,194.93	31846V104	0
		-----	-----		-----
	TOTAL CASH MANAGEMENT	92,194.93	92,194.93		0
	DOMESTIC COMMON STOCKS				

1,530	DEVON ENERGY CORPORATION	112,455.00	90,751.67	25179M103	979
		-----	-----		-----
	TOTAL DOMESTIC COMMON STOCKS	112,455.00	90,751.67		979
	MUTUAL FUNDS				

13,307.535	CREDIT SUISSE COMM RET ST CO	114,311.73	135,619.00	22544R305	665
49,377.453	FIRST AMERICAN INTERMEDIATE TERM BOND FUND CL Y	496,737.18	484,316.19	318530813	24,590
7,246.294	FIRST AMERICAN MID CAP GRWTH OPP FD CL Y	247,968.18	259,816.02	318941598	0
17,588.923	FIRST AMERICAN SHORT TERM BOND FUND CL Y	175,009.78	178,999.09	318530797	7,335
2,900	ISHARES MSCI EMERGING MKTS E T F	120,350.00	110,594.20	464287234	70
7,184	ISHARES RUSSELL 1000 GROWTH FD	358,122.40	389,658.72	464287614	5,704
9,196.453	LAUDUS INTL MRKTMASERS INV FUND	147,327.18	182,005.28	808509889	1,646
20,519.654	PIMCO TOTAL RETURN FUND	221,612.26	223,255.91	693390700	12,476
6,587.272	SCOUT INTERNATIONAL FUND	191,953.11	123,888.22	81063U503	2,167
7,947.77	T ROWE PRICE GROWTH STK CL ADV	217,212.55	209,211.10	741479208	0
8,975.594	T ROWE PRICE INTL GR&INC ADV	111,117.85	115,715.13	77956H773	2,064

L S (SAM) SHOEN FOUNDATION
 UNDER TRUST AGREEMENT DTD 6/5/2000
 SAMUEL W SHOEN, TRUSTEE

ACCOUNT NO: 99035880
 DATE: 12/31/09

PORTFOLIO DETAIL

SHARES FACE AMOUNT		MARKET VALUE	COST BASIS/ ORIGINAL COST	CUSIP NUMBER	EST ANNUAL INCOME
-----		-----	-----	-----	-----
5,469	VANGUARD TOTAL STOCK MKT ETF	308,287.53	367,849.58	922908769	7,832
		-----	-----		-----
	TOTAL MUTUAL FUNDS	2,710,009.75	2,780,928.44		64,549
		-----	-----		-----
	TOTAL UNINVESTED CASH	0.00	0.00		
		-----	-----		-----
	TOTAL INVESTMENTS	2,914,659.68	2,963,875.04		65,528

TIME OF TRADE EXECUTION AND TRADING PARTY (IF NOT DISCLOSED) WILL BE PROVIDED UPON REQUEST.

WE PROVIDE A CASH MANAGEMENT ADMINISTRATIVE SERVICE FOR THE TEMPORARY INVESTMENT OF PRINCIPAL AND INCOME BALANCES IN YOUR ACCOUNT. THE FEE FOR PROVIDING THIS SERVICE WILL NOT EXCEED \$0.42 PER MONTH FOR EACH \$1,000 OF THE AVERAGE DAILY BALANCE INVESTED UNDER THE CASH MANAGEMENT ADMINISTRATIVE SERVICE. THE CHARGE FOR THIS SERVICE HAS BEEN DEDUCTED FROM YOUR ACCOUNT.

THE INDICATED MARKET PRICES ARE ESTIMATED QUOTES AND ARE PROVIDED AS A GUIDE TO ACTUAL PORTFOLIO VALUE. ESTIMATES ARE PROVIDED BY A COMPUTERIZED PRICING SERVICE WHICH MAY CAUSE VARIANCES.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,941.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					491.	
5,731.00		90. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 5,338.00					02/09/2006 393.00	12/11/2009
23,400.00		2347.041 FIRST AMERICAN SHORT TERM BOND PROPERTY TYPE: SECURITIES 24,115.00					02/25/2003 -715.00	12/11/2009
147,904.00		14970.06 FIRST AMER INFLATION PRO SEC CL PROPERTY TYPE: SECURITIES 149,961.00					07/29/2008 -2,057.00	09/21/2009
5,552.00		167.481 FIRST AMER MID CAP GRWTH OPP FR PROPERTY TYPE: SECURITIES 7,175.00					12/20/2007 -1,623.00	12/11/2009
8,162.00		166. ISHARES RUSSELL 1000 GROWTH FD PROPERTY TYPE: SECURITIES 9,004.00					11/09/2006 -842.00	12/11/2009
4,901.00		184.041 T ROWE PRICE GROWTH STK CL ADV PROPERTY TYPE: SECURITIES 6,003.00					12/18/2007 -1,102.00	12/11/2009
2,555.00		203.424 T ROWE PRICE INTL GR&INC ADV PROPERTY TYPE: SECURITIES 3,531.00					12/19/2006 -976.00	12/11/2009
3,347.00		209.449 LAUDUS INTL MRKTMASERS INV FUND PROPERTY TYPE: SECURITIES 4,359.00					12/17/2007 -1,012.00	12/11/2009
4,387.00		152.115 SCOUT INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 5,398.00					12/14/2007 -1,011.00	12/11/2009
155,706.00		150000. U S TREASURY NT 3.875% 5/1 PROPERTY TYPE: SECURITIES 147,680.00					07/29/2008 8,026.00	09/16/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
626.00		23.588 VANGUARD TOTAL STK MKT INDX-A#85 PROPERTY TYPE: SECURITIES 530.00					06/24/2009 96.00	09/16/2009
26,299.00		991.657 VANGUARD TOTAL STK MKT INDX-A#85 PROPERTY TYPE: SECURITIES 23,712.00					06/24/2008 2,587.00	09/16/2009
7,027.00		126. VANGUARD TOTAL STOCK MKT ETF PROPERTY TYPE: SECURITIES 8,640.00					11/08/2006 -1,613.00	12/11/2009
TOTAL GAIN (LOSS)					----- 2,583. =====	

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
----------------------	--

STATE FILING FEE

25.

TOTALS

25.

CHARITABLE
PURPOSES

25.

25.

L S SHOEN FOUNDATION 99035880

91-6508655

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
US TREASURY NOTE 3.875	147,680.
TOTALS	147,680.

L S SHOEN FOUNDATION 99035880

91-6508655

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
DEVON ENERGY CORPORATION	96,090.	90,752.	112,455.
CREDIT SUISSE COMM RET ST CO	75,000.	135,619.	114,312.
FAM INFLATION PRO SEC	150,000.		
FAM MID CAP GRWTH OPP FD	154,342.	259,816.	247,968.
ISHARES RUSSELL 1000 GROWTH	398,662.	389,659.	358,122.
LAUDUS INTL MRKTMASTERS INV	184,734.	182,005.	147,327.
T ROWE PRICE GROWTH STK	215,215.	209,211.	217,213.
T ROWE PRICE INTL GR&INC ADV	117,047.	115,715.	111,118.
UMB SCOUT INTERNATIONAL	129,287.		
VANGUARD TOTAL STK MKT INDX	24,005.	367,850.	308,288.
VANGUARD TOTL STCK MKT VIPERS	349,707.		
ISHARES MSCI EMERGING MKTS		110,594.	120,350.
PIMCO TOTAL RETURN FUND		223,256.	221,612.
SCOUT INTERNATIONAL FUND		123,888.	191,953.
	-----	-----	-----
TOTALS	1,894,089.	2,208,365.	2,150,718.
	=====	=====	=====

L S SHOEN FOUNDATION 99035880

91-6508655

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
FAM INTERMEDIATE TERM BOND	389,355.	484,316.	496,737.
FAM SHORT TERM BOND	194,981.	178,999.	175,010.
	-----	-----	-----
TOTALS	584,336.	663,315.	671,747.
	=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
REC'D VS REPORTED CASH	449.
REC'D VS REPORTED PY	2,752.
2008 REFUND	4,004.

TOTAL	7,205.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
REC'D VS REPORTED SECURITIES	10,245.

TOTAL	10,245.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

WA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

US BANK

ADDRESS:

PO BOX 3168

PORTLAND, OR 97208

TITLE:

AGENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 13,784.

OFFICER NAME:

SAMUEL W SHOEN

ADDRESS:

1253 UMATILLA STREET

PORT TOWNSEND, WA 98368

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

13,784.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	1,999,700.	288,150.	
FEBRUARY	1,878,748.	287,678.	
MARCH	1,971,972.	289,790.	
APRIL	2,101,773.	289,028.	
MAY	2,229,619.	291,059.	
JUNE	2,222,626.	295,608.	
JULY	2,345,801.	295,932.	
AUGUST	2,331,909.	103,569.	
SEPTEMBER	2,765,707.	23,372.	
OCTOBER	2,733,731.	22,568.	
NOVEMBER	2,841,355.	22,348.	
DECEMBER	2,822,465.	92,195.	
	-----	-----	-----
TOTAL	28,245,406.	2,301,297.	
	=====	=====	=====
AVERAGE FMV	2,353,784.	191,775.	
	=====	=====	=====

RECIPIENT NAME:

MR. SAMUEL W SHOEN, TRUSTEE

ADDRESS:

1253 UMATILLA STREET

PORT TOWNSEND, WA 98368

RECIPIENT'S PHONE NUMBER: 206-344-3689

FORM, INFORMATION AND MATERIALS:

CONTACT MR. SAMUEL W SHOEN AT ABOVE ADDRESS

SUBMISSION DEADLINES:

CONTACT MR. SAMUEL W SHOEN AT ABOVE ADDRESS

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CONTACT MR. SAMUEL W SHOEN AT ABOVE ADDRESS

RECIPIENT NAME:
HABITAT FOR HUMANITY OF
JEFFERSON COUNTY
ADDRESS:
2001 SIMS WAY
PORT TOWNSEND, WA 98368
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
AFFORDABLE HOUSING CONSTRUCTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MARYLHURST UNIVERSITY
ADDRESS:
17600 PACIFIC HWY
MARYLHURST, OR 97036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SHOEN LIBRARY ENDOWMENT FUND
FOUNDATION STATUS OF RECIPIENT:
UNIVERSITY
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
JEFFERSON COUNTY ANIMAL
SERVICES
ADDRESS:
105 COUNTY LANDFILL RD
PORT TOWNSEND, WA 98368
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

JEFFERSON COUNTY MASH

ADDRESS:

209 MONROE ST

PORT TOWNSEND, WA 98368

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

UNITED GOOD NEIGHBORS

JEFFERSON COUNTY

ADDRESS:

PO BOX 595

PORT TOWNSEND, WA 98368

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DIRECTED GRANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

54,000.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

L S SHOEN FOUNDATION 99035880

Employer identification number

91-6508655

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,941.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	96.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	2,037.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			491.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	55.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	546.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			2,037.
14 Net long-term gain or (loss):				
a Total for year	14a			546.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			2,583.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or		
b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . ▶	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24?	25	
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.		
<input type="checkbox"/> No. Enter the amount from line 23		
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same?	27	
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

L S SHOEN FOUNDATION 99035880

Employer identification number

91-6508655

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	96.00
---	-------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

91-6508655

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 90. DEVON ENERGY CORPORATION	02/09/2006	12/11/2009	5,731.00	5,338.00	393.00
2347.041 FIRST AMERICAN SHORT TERM BOND FD Y	02/25/2003	12/11/2009	23,400.00	24,115.00	-715.00
14970.06 FIRST AMER INFLATION PRO SEC CL Y	07/29/2008	09/21/2009	147,904.00	149,961.00	-2,057.00
167.481 FIRST AMER MID CAP GRWTH OPP FR CLY	12/20/2007	12/11/2009	5,552.00	7,175.00	-1,623.00
166. ISHARES RUSSELL 1000 GROWTH FD	11/09/2006	12/11/2009	8,162.00	9,004.00	-842.00
184.041 T ROWE PRICE GROWTH STK CL ADV	12/18/2007	12/11/2009	4,901.00	6,003.00	-1,102.00
203.424 T ROWE PRICE INTL GR&INC ADV	12/19/2006	12/11/2009	2,555.00	3,531.00	-976.00
209.449 LAUDUS INTL MRKTMASTERS INV FUND	12/17/2007	12/11/2009	3,347.00	4,359.00	-1,012.00
152.115 SCOUT INTERNATIONAL L FUND	12/14/2007	12/11/2009	4,387.00	5,398.00	-1,011.00
150000. U S TREASURY NT 3.875% 5/15/18	07/29/2008	09/16/2009	155,706.00	147,680.00	8,026.00
991.657 VANGUARD TOTAL STK MKT INDX-A#85	06/24/2008	09/16/2009	26,299.00	23,712.00	2,587.00
126. VANGUARD TOTAL STOCK MKT ETF	11/08/2006	12/11/2009	7,027.00	8,640.00	-1,613.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					55.00

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FUND	1,765.00
T ROWE PRICE INTL GR&INC ADV	9.00
T ROWE PRICE INTL GR&INC ADV	123.00
T ROWE PRICE INTL GR&INC ADV	3.00
T ROWE PRICE INTL GR&INC ADV	41.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

1,941.00

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FUND

491.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

491.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

491.00

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