Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990 All other organizations with gross receipts less than $500,000 and total assets less than $1,250,000 at the end of the year may use this form

▶ *The organization may have to use a copy of this return to satisfy state reporting requirements*

OMB No 1545-1150

2009

Open to Public Inspection

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

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type See Specific Instructions.

C Name of organization
SUREWEST FOUNDATION

Number and street (or P O box, if mail is not delivered to street address) | Room/suite
PO BOX 969

City or town, state or country, and ZIP + 4
ROSEVILLE, CA 95661-0969

D Employer identification number
94 3169036

E Telephone number
916-783-6333

F Group Exemption Number ▶

• ***Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).***

G Accounting Method: ☑ Cash ☐ Accrual
Other (specify) ▶

H Check ▶ ☐ if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

I Website: ▶ www.surewestfoundation.org

J Tax-exempt status (check only one) — ☑ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

K Check ▶ ☐ if the organization is not a section 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than $25,000 A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if $500,000 or more, file Form 990 instead of Form 990-EZ ▶ $

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received			1	362,683
	2	Program service revenue including government fees and contracts			2	0
	3	Membership dues and assessments			3	0
	4	Investment income			4	0
	5a	Gross amount from sale of assets other than inventory	5a	0		
	b	Less: cost or other basis and sales expenses	5b	0		
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)			5c	0
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from **gaming**, check here ▶ ☐				
	a	Gross revenue (not including $ 0 of contributions reported on line 1)	6a	1,850		
	b	Less: direct expenses other than fundraising expenses	6b	1,601		
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)			6c	249
	7a	Gross sales of inventory, less returns and allowances	7a	0		
	b	Less: cost of goods sold	7b	0		
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)			7c	0
	8	Other revenue (describe ▶)			8	0
	9	**Total revenue.** Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶			9	362,932
Expenses	10	Grants and similar amounts paid (attach schedule)			10	334,824
	11	Benefits paid to or for members			11	0
	12	Salaries, other compensation, and employee benefits			12	0
	13	Professional fees and other payments to independent contractors			13	0
	14	Occupancy, rent, utilities, and maintenance			14	0
	15	Printing, publications, postage, and shipping			15	0
	16	Other expenses (describe ▶)			16	0
	17	**Total expenses.** Add lines 10 through 16 ▶			17	334,824
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)			18	28,108
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)			19	129,651
	20	Other changes in net assets or fund balances (attach explanation)			20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶			21	157,759

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Part II Balance Sheets. If Total assets on line 25, column (B) are $1,250,000 or more, file Form 990 instead of Form 990-EZ.

	(See the instructions for Part II.)	(A) Beginning of year		(B) End of year
22	Cash, savings, and investments	129,651	22	157,759
23	Land and buildings	0	23	0
24	Other assets (describe ▶)	0	24	0
25	**Total assets**	129,651	25	157,759
26	**Total liabilities** (describe ▶)	0	26	0
27	**Net assets or fund balances** (line 27 of column (B) **must** agree with line 21)	129,651	27	157,759

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Part III **Statement of Program Service Accomplishments** (See the instructions for Part III.)

What is the organization's primary exempt purpose? **Provide funding to regional non-profit organizations**

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

			Expenses (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)
28	**American Heart Association - mission is to build healthier lives, free of cardiovascular diseases and stroke.** (Grants $ 25,500) If this amount includes foreign grants, check here ▶ ☐	28a	25,500
29	**Juvenile Diabetes Research Foundation - mission to find a cure for Type I diabetes as well as provide material of an educational and informational nature to people interested in and affected by juvenile diabetes, and to support ongoing research in the field of juvenile diabetes. Has funded over 1,000 research projects..** (Grants $ 10,800) If this amount includes foreign grants, check here ▶ ☐	29a	10,800
30	**Shriners Hospitals for Children - hospital dedicated to improving the lives of children by providing specialty pediatric care, innovative research, and outstanding teaching programs. Provides care for kids with cleft lip and palate, burns, orthopedic conditions and spinal cord injuries in a family-centered environment.** (Grants $ 10,000) If this amount includes foreign grants, check here ▶ ☐	30a	10,000
31	Other program services (attach schedule) (Grants $ 288,524) If this amount includes foreign grants, check here ▶ ☐	31a	288,524
32	**Total program service expenses** (add lines 28a through 31a) ▶	32	334,824

Part IV **List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated. (See the instructions for Part IV.)

(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 & deferred compensation	(e) Expense account and other allowances
See attached schedule				

Part V **Other Information** (Note the statement requirements in the instructions for Part V.)

			Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33		✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but **not** reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.			
a	Did the organization have unrelated business gross income of $1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	35b		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a 0			
b	Did the organization file **Form 1120-POL** for this year?	37b		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee **or** were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b			
39	Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on line 9 39a 0			
b	Gross receipts, included on line 9, for public use of club facilities 39b 0			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0			
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0			
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0			
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e		✓

41 List the states with which a copy of this return is filed. ▶ California, Kansas

42a The organization's books are in care of ▶ Dan T. Bessey Telephone no. ▶ 916-786-1166

Located at ▶ 8150 Industrial Avenue, Roseville, CA ZIP + 4 ▶ 95678

			Yes	No
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b		✓
	If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.**			
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶	42c		✓

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43

			Yes	No
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45		✓

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

			Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46		✓
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47		✓
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		✓
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		✓
b	If "Yes," was the related organization a section 527 organization?	49b		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than $100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over $100,000 ▶ 0

51 Complete this table for the organization's five highest compensated independent contractors who each received more than $100,000 of compensation from the organization If there is none, enter "None."

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over $100,000 ▶ 0

Sign Here

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

▶ [signature] Signature of officer | 11.3.10 Date

▶ Dan T. Bessey, CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number (See instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶		EIN ▶	
		Phone no ▶	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SUREWEST FOUNDATION

Employer identification number
94 3169036

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ____________

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33⅓ % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33⅓ % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I **b** ☐ Type II **c** ☐ Type III–Functionally integrated **d** ☐ Type III–Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section **(see instructions)**)	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)** (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants ")	295,050	265,133	265,706	292,086	362,683	1,480,658
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 **Total.** Add lines 1 through 3	295,050	265,133	265,706	292,086	362,683	1,480,658
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						645,933
6 **Public support.** Subtract line 5 from line 4						834,725

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	295,050	265,133	265,706	292,086	362,683	1,480,658
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	81	61	81	86	0	309
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 **Total support.** Add lines 7 through 10						1,480,967

12 Gross receipts from related activities, etc (see instructions) . . . 12 10,042

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) . . . 14 56 %

15 Public support percentage from 2008 Schedule A, Part II, line 14 . . . 15 63 %

16a **33⅓% support test—2009.** If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ ☑

b **33⅓% support test—2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ ☐

17a **10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . ▶ ☐

b **10%-facts-and-circumstances test—2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33⅓ % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33⅓ %, and line 17 is not more than 33⅓ %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33⅓ % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓ %, and line 18 is not more than 33⅓ %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

SureWest Foundation
Form 990-EZ
Tax Year 2009
EIN 94-3169036
Part I, line 10

Class of Activity	Name	Address	Amount
Health, Mental Health	Juvenile Diabetes Foundation	1329 Howe Avenue, #110 Sacramento CA 95825	$ 10,800
Cultural, Educational	Placer County S.P.C.A.	100 Corporation Yard Road Roseville CA 95678	$ 5,500
Hungry, Homeless	The Gathering Inn	201 Berkeley Avenue Roseville CA 95678	$ 7,500
Children, Families	Make-A-Wish Foundation Of Sacramento	3841 N. Freeway Blvd, #185 Sacramento CA 95834	$ 6,500
Health, Mental Health	American Cancer Society	1765 Challenge Way, #115 Sacramento CA 95815	$ 5,500
Children, Families	Children's Receiving Home	3555 Auburn Blvd Sacramento, CA 95821	$ 7,000
Children, Families	Hope Productions Foundation	1098 Melody Lane Roseville, CA 95678	$ 6,000
Children, Families	Kids First	7311 Galilee Road, Ste 105 Roseville, CA 95678	$ 7,000
Children, Families	WIND Youth Services	PO Box 13856 Sacramento, CA 95853	$ 6,000
Cultural, Educational	American River College Foundation	4700 College Oak Drive Sacramento, CA 95841	$ 10,000
Cultural, Educational	Bayside Church Citrus Heights	6450 Sylvan Road Citrus Heights, CA 95610	$ 9,360
Health, Mental Health	American Heart Association	2007 O Street Sacramento, CA 95814	$ 25,500
Health, Mental Health	Shriners Hospitals for Children	2425 Stockton Blvd. Sacramento, CA 95817	$ 10,000
Hungry, Homeless	Acres of Hope	P. O. Box 40 Applegate, CA 95703	$ 5,208
Hungry, Homeless	Placer Food Bank	133 Church Street Roseville, CA 95678	$ 6,177
		TOTAL	$ 128,045

SureWest Foundation
Form 990-EZ
Tax Year 2009
EIN 94-3169036
Part III, line 31

Other program services in addition to those noted in lines 28-30 are distributed to charitable organizations whose goals fall into one of these five categories:

Providing community based cultural and educational services	$	75,618
Helping children and families		94,557
Providing health/mental health services		39,091
Helping hungry, homeless and disaster and crime victims		68,058
Helping the elderly and diabled		11,200
	$	**288,524**

SureWest Foundation
Form 990-EZ
Tax Year 2009
EIN 94-3169036
Part IV - List of Officers, Directors, and Key Employees

(a) Name and addresses	(b) Title and average hours per week devoted to position		(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expenses account and other allowances
Colleen Knutson 8150 Industrial Avenue, Roseville, CA 95678	President & Board Member	4 0	0	0	0
Susan Perkins 8150 Industrial Avenue, Roseville, CA 95678	President & Board Member	5 0	0	0	0
Dan T Bessey 8150 Industrial Avenue, Roseville, CA 95678	CFO & Board Member	2.5	0	0	0
Judith K Cox 8150 Industrial Avenue, Roseville, CA 95678	Secretary & Board Member	3 0	0	0	0
Gary M Abrams 8150 Industrial Avenue, Roseville, CA 95678	Board Member	0 5	0	0	0
Michelle J. Bradley 8150 Industrial Avenue, Roseville, CA 95678	Board Member	1.5	0	0	0
Greg Chamberlain 8150 Industrial Avenue, Roseville, CA 95678	Board Member	2.0	0	0	0
Michael R.Doyle 8150 Industrial Avenue, Roseville, CA 95678	Board Member	3 0	0	0	0
Joell M Edwards 8150 Industrial Avenue, Roseville, CA 95678	Board Member	1.5	0	0	0
Jeffrey O. Gamache 8150 Industrial Avenue, Roseville, CA 95678	Board Member	1.5	0	0	0
Darlene G Greer 8150 Industrial Avenue, Roseville, CA 95678	Board Member	0.5	0	0	0
Cynthia M. Martin 8150 Industrial Avenue, Roseville, CA 95678	Board Member	1.5	0	0	0
Imelda Ruiz 8150 Industrial Avenue, Roseville, CA 95678	Board Member	2.0	0	0	0
Mark P Smith 8150 Industrial Avenue, Roseville, CA 95678	Board Member	1 5	0	0	0
John Walburn 14859 W 95th St , Lenexa, KS 66215	Vice President	3 0	0	0	0
Kristy Giermann 14859 W 95th St , Lenexa, KS 66215	Assistant Treasurer	2.5	0	0	0
Amy Hall 14859 W. 95th St., Lenexa, KS 66215	Assistant Secretary	1.0	0	0	0
Brenda Kuhle 14859 W. 95th St., Lenexa, KS 66215	Board Member	1 0	0	0	0
Vernon Gladdis 14859 W 95th St., Lenexa, KS 66215	Board Member	2.0	0	0	0

Officer's Certificate

I, Judith K. Cox, Secretary of SureWest Foundation, a corporation duly organized and existing under the laws of the State of California, do hereby certify that attached is a full, true and correct copy of the Amended and Restated Bylaws of SureWest Foundation.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of September 2010.

Judith K Cox

Judith K. Cox, Secretary

AMENDED AND RESTATED BYLAWS

OF

SUREWEST FOUNDATION

A California Nonprofit Public Benefit Corporation

JANUARY 27, 2010

ARTICLE 1.

Purposes and Objectives

1.01 Purposes and Objectives. The corporation has been formed for the purpose of meeting the charitable needs of residents living primarily in the area served by SureWest Communications and its subsidiaries by soliciting funds from employees of SureWest Communications and its subsidiaries and from the general public and distributing monies so received to non-profit charitable groups and organizations.

ARTICLE 2.

Offices

2.01 Principal Office. The principal executive office of the corporation is hereby fixed and located at 8150 Industrial Avenue, Building A, Roseville, California. The board of directors is granted full power and authority to change the principal office from one location to another in said County.

2.02 Other Offices. Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE 3.

Members

3.01 Members. The corporation shall not have members.

ARTICLE 4.

Directors

4.01 Powers. Subject to limitations of the articles of incorporation, these bylaws, the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to the duties of directors as prescribed by these bylaws, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors.

4.02 Number of Directors. The authorized number of directors of the corporation shall be 9 in California and 10 in Kansas. For purposes of satisfying this requirement, the president, chief financial officer and secretary, shall be deemed to be members from both California and Kansas.

4.03 Appointment and Term of Office. All of the directors shall be designated by the Board of Directors of SureWest Communications. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which designated and until a successor has been elected and qualified. Unless otherwise designated by the Board of Directors of SureWest Communications, directors of the corporation shall serve a term of one year.

4.04 Vacancies.

(a) A vacancy in the board of directors shall be deemed to exist when any authorized position of director is not filled by a duly designated director, whether such a vacancy be caused by death, resignation, removal, change in the authorized number of directors, or otherwise.

(b) The board of directors may remove for cause any director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law.

(c) A director may be removed without cause by order of the Board of Directors of SureWest Communications.

(d) The Board of Directors of SureWest Communications shall fill any vacancy in the board of directors. Each director named to fill a vacancy shall hold office until the next annual meeting of the board of directors and until a successor has been elected.

(e) Any director may resign by giving written notice to the president, the secretary, or the board of directors. Such resignation shall be effective when given, unless the notice specifies that the resignation is effective at a later time, in which case a successor may be appointed to take office when the resignation becomes effective.

(f) Reduction of the authorized number of directors shall not have the effect of removing any director prior to the expiration of his term of office.

4.05 Place of Meetings and Meetings by Telephone.

(a) Regular meetings of the board of directors may be held at any place that has been designated from time to time by resolution of the board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation

(b) Special meetings of the board shall be held at any place that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the corporation.

(c) Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at the meeting.

4.06 Annual Meeting. Following the annual meeting of the shareholders of SureWest Communications, the board of directors shall hold its annual meeting for the purpose of organization, election of officers and transaction of other business. Notice of such meeting shall not be required.

4.07 Other Regular Meetings. Other regular meetings of the board of directors may be held without call or notice at such times as shall from time to time be fixed by the board of directors.

4.08 Special Meetings -- Call and Notice.

(a) Special meetings of the board for any purpose(s) may be called at any time by the president, any vice president, the secretary, or any two directors.

(b) Notice of the time and place of special meetings shall be (i) delivered personally or by telephone or telegraph at least 48 hours in advance of the meeting or (ii) sent by first-class mail, postage prepaid, at least 4 days in advance of the meeting.

4.09 Waiver of Notice. The transactions of any meeting of the board of directors shall be as valid as though conducted at a meeting duly held after regular call and notice if: (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director.

4.10 Quorum. A majority of the authorized number of directors for the region (i.e., 5 in California and 5 in Kansas) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.12 hereof. Every act of decision by a majority of the directors present at a meeting at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number is required by law or by the articles of incorporation.

4.11 Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board, individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as the unanimous vote of the board of directors.

4.12 Adjournment -- Notice. A majority of the directors present may adjourn any directors' meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of adjourned meeting to all directors not present at the time of the adjournment.

4.13 Fees and Compensation. Directors shall not receive any stated salary for their services as directors. However, by resolution of the board, directors may receive such reimbursement of expenses as the board may determine to be just and reasonable.

ARTICLE 5.

Officers

5.01 Number and Titles. The officers of the corporation shall be a president, a secretary and a chief financial officer. The corporation may also have, at the discretion of the board of directors: one or more vice presidents, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 5.03 hereof. Officers need not be directors. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as president of the corporation.

5.02 Election. The officers of the corporation, except chief financial officer, shall be chosen by the board of directors. The chief financial officer shall be appointed by and serve at the pleasure of the Board of Directors of SureWest Communications. Each officer shall hold his office until he resigns, is removed or otherwise disqualified to serve, or his successor is elected and qualified.

5.03 Subordinate Officers. The board of directors may appoint such other officers, including an executive director, as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the board of directors may from time to time determine.

5.04 Removal and Resignation.

(a) Subject to the rights, if any, of an officer under a contract of employment, any officer may be removed, either with or without cause, by the board of directors or, except in the case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board. The chief financial officer may only be removed by the Board of Directors of SureWest Communications.

(b) Any officer may resign at any time by giving written notice to the board of directors, president, or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

5.05 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

5.06 President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise, direct, and control the business and officers of the corporation. He shall preside at all meetings of the board of directors. He shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board or bylaws.

5.07 Vice President. In the absence, disability, or at the direction of the president, the vice presidents in order of their rank as fixed by the board of directors (or, if not ranked, the vice president designated by the board) shall perform all the duties of the president. When so acting, such vice presidents shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the bylaws.

5.08 Secretary.

(a) The secretary shall keep, or cause to be kept, at the principal executive office or such other place as the board of directors may order, a book of minutes of all meetings and actions of directors setting forth: the time and place of holding; whether regular or special, and, if special, how authorized; the notice thereof given; and the names of those present at directors' meetings.

(b) The secretary shall: give, or cause to be given, notice of all the meetings of the board of directors required by these bylaws to be given; keep the seal of the corporation in safe custody; and possess such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

5.09 Chief Financial Officer.

(a) The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The chief financial officer shall also keep and maintain, or cause to be kept and maintained, such books and records as are necessary and appropriate to comply with state and federal tax and regulatory authority reporting requirements. The books of account shall at all times be open to inspection by any director.

(b) The chief financial officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He or she shall also: disburse the funds of the corporation as may be ordered by the board of directors; render to the president and directors, whenever they request it, an account of all of his or her transactions as chief financial officer and of the financial condition of the corporation; and possess such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

5.10 <u>Salaries</u>. Officers shall not receive any salary for their services as officers. However, by resolution of the board, officers may receive such reimbursement of expenses as the board may determine to be just and reasonable.

ARTICLE 6.

<u>Corporate Records and Reports</u>

6.01 <u>Maintenance and Inspection of Corporate Records</u>.

(a) The accounting books and records and minutes of proceedings of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

6.02 <u>Inspection by Directors</u>. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

6.03 <u>Annual Reports of Directors</u>. A report containing the information required in Section 6321 and 6322 of the California Corporation Code shall be furnished to directors.

ARTICLE 7.

General Corporate Matters

7.01 Checks, Drafts, Evidences of Indebtedness. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determine by resolution of the board of directors.

7.02 Corporate Contracts and Instruments; How Executed. The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances. Unless so authorized or ratified by the board or directors or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

7.03 Indemnification of Directors, Officers, Employees and Other Agents.

(a) The corporation shall, to the maximum extent permitted by the California Corporation Code, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by reason of the fact any such person is or was an agent of the corporation.

(b) For purposes of this section, an "agent" of the corporation includes any person who: is or was a director, officer, employee, or other agent of the corporation; is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise; or was a director , officer, employee, or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

7.04 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Corporations Code shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

ARTICLE 8.

Amendments

8.01 Bylaws Changes. Only the Board of Directors of SureWest Communications may adopt, amend, or repeal any bylaw of the corporation.