Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
RIVERSTYX FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite
C/O VWC, 10510 NORTHUP WAY 300

City or town, state, and ZIP code
KIRKLAND, WA 98033

A Employer identification number
94-3373712

B Telephone number
425-250-0051

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 ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 27,711,283.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	14,721,230.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	104.	104.		STATEMENT 1
	4	Dividends and interest from securities	671,302.	671,302.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,913,432.			
	b	Gross sales price for all assets on line 6a 13,973,222.				
	7	Capital gain net income (from Part IV, line 2)		3,913,432.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	19,306,068.	4,584,838.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	120,054.	60,027.		60,027.
	b	Accounting fees STMT 4	42,225.	21,113.		21,112.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	2,618.	2,618.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	6,051.	0.		6,051.
	22	Printing and publications				
	23	Other expenses STMT 6	185,609.	165,546.		20,063.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	356,557.	249,304.		107,253.
	25	Contributions, gifts, grants paid	986,000.			986,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,342,557.	249,304.		1,093,253.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	17,963,511.			
	b	**Net investment income** (if negative, enter -0-)		4,335,534.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash - non-interest-bearing		576,048.	825,996.	825,996.
2	Savings and temporary cash investments		37,143.		
3	Accounts receivable ▶	6,077.			
	Less: allowance for doubtful accounts ▶		6,527.	6,077.	6,077.
4	Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ▶	2,400,000.			
	Less: allowance for doubtful accounts ▶			2,400,000.	2,400,000.
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations STMT 8		0.	2,500,499.	2,506,397.
b	Investments - corporate stock STMT 9		1,664,168.	9,353,283.	16,574,862.
c	Investments - corporate bonds STMT 10		0.	5,181,924.	5,319,637.
11	Investments - land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶ NOVO FARMS, LLC)		0.	725.	725.
16	**Total assets** (to be completed by all filers)		2,283,886.	20,268,504.	27,633,694.
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons		293.	21,400.	
21	Mortgages and other notes payable				
22	Other liabilities (describe ▶)				
23	**Total liabilities** (add lines 17 through 22)		293.	21,400.	
Net Assets or Fund Balances					
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**				
27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		2,283,593.	20,247,104.	
30	**Total net assets or fund balances**		2,283,593.	20,247,104.	
31	**Total liabilities and net assets/fund balances**		2,283,886.	20,268,504.	

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	2,283,593.
2	Enter amount from Part I, line 27a	2	17,963,511.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20,247,104.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,247,104.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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	13,973,222.		10,059,790.	3,913,432.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				3,913,432.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 3,913,432.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	122,824.	2,868,587.	.042817
2007	167,058.	3,430,859.	.048693
2006	52,569.	2,654,335.	.019805
2005	203,130.	2,667,302.	.076156
2004	86,435.	2,489,066.	.034726

2 **Total** of line 1, column (d)	2	.222197
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	.044439
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	22,950,912.
5 Multiply line 4 by line 3	5	1,019,916.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	43,355.
7 Add lines 5 and 6	7	1,063,271.
8 Enter qualifying distributions from Part XII, line 4	8	1,624,792.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	43,355.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	43,355.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	43,355.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,144.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	52,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	55,144.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,789.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 11,789. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 11	10	X	

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

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

Website address ▶ WWW.RIVERSTYXFOUNDATION.ORG

14 The books are in care of ▶ VOLDAL WARTELLE & CO, P.S. Telephone no.▶425-250-0051

Located at ▶10510 NORTHUP WAY, SUITE 300, KIRKLAND, WA ZIP+4 ▶98033

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

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

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

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

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

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

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES L. SWIFT 10510 NORTHUP WAY, STE 300 KIRKLAND, WA 98033	PRESIDENT 1.00	0.	0.	0.
STEVE BRINN 10510 NORTHUP WAY, STE 300 KIRKLAND, WA 98033	SECRETARY 5.00	0.	0.	0.
T. CODY SWIFT 10510 NORTHUP WAY, STE 300 KIRKLAND, WA 98033	VICE PRESIDENT 15.00	0.	0.	0.
DON R. CARLIN 10510 NORTHUP WAY, STE 300 KIRKLAND, WA 98033	TREASURER 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BARRON SMITH DAUGERT, PLLC P.O. BOX 5008, BELLINGHAM, WA 98227-5008	LEGAL	98,646.
BADGLEY PHELPS INVESTMENT MANAGERS 1420 FIFTH AVE, STE 3200, SEATTLE, WA 98101	INVESTMENT	87,343.

Total number of others receiving over $50,000 for professional services ▶ 0

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 TO SUPPORT OTHER QUALIFIED CHARITIES DEEMED APPROPRIATE BY THE BOARD OF TRUSTEES. THE BOARD MADE CHARITABLE CONTRIBUTIONS TO 23 DIFFERENT CHARITIES DURING 2009.	986,000.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	19,975,571.
b	Average of monthly cash balances			1b	1,018,167.
c	Fair market value of all other assets			1c	2,306,680.
d	**Total** (add lines 1a, b, and c)			1d	23,300,418.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	*Subtract line 2 from line 1d*			3	23,300,418.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	349,506.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	22,950,912.
6	**Minimum investment return.** Enter 5% of line 5			6	1,147,546.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,147,546.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	43,355.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	43,355.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,104,191.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,104,191.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,104,191.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 STMT 7	1a	1,624,792.
b	*Program-related investments - total from Part IX-B*	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,624,792.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	43,355.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,581,437.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					1,104,191.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				13,750.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004					
b From 2005	69,725.				
c From 2006	135,862.				
d From 2007					
e From 2008					
f Total of lines 3a through e		205,587.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,624,792.					
a Applied to 2008, but not more than line 2a				13,750.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					1,104,191.
e Remaining amount distributed out of corpus		506,851.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		712,438.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		712,438.			
10 Analysis of line 9:					
a Excess from 2005	69,725.				
b Excess from 2006	135,862.				
c Excess from 2007					
d Excess from 2008					
e Excess from 2009	506,851.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

JAMES L. SWIFT

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE ATTACHED STATEMENT 12				
Total			▶ 3a	986,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	104.	
4 Dividends and interest from securities			14	671,302.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,913,432.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,584,838.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,584,838.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date 11-3-10

Title President

Paid Preparer's Use Only

Preparer's signature CPA

Date 10-25-10

Check if self-employed ☐

Preparer's identifying number

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

VOLDAL WARTELLE & CO., P.S.
10510 NORTHUP WAY, SUITE 300
KIRKLAND, WA 98033

EIN

Phone no. 425-250-0051

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2009

Name of the organization
RIVERSTYX FOUNDATION

Employer identification number
94-3373712

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (*enter number*) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. .... ▶ $ ____________

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Name of organization	Employer identification number
RIVERSTYX FOUNDATION	94-3373712

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARILYN S. TENNITY 655 WEST BROADWAY, SUITE 700 SAN DIEGO, CA 92101	$ 361,080.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	MARILYN S. TENNITY 655 WEST BROADWAY, SUITE 700 SAN DIEGO, CA 92101	$ 396,187.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	MSST FOUNDATION 74-900 HIGHWAY 111, SUITE 127 INDIAN WELLS, CA 92210	$ 7,180,047.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	MSST FOUNDATION 74-900 HIGHWAY 111, SUITE 127 INDIAN WELLS, CA 92210	$ 10,085,099.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	MSST FOUNDATION 74-900 HIGHWAY 111, SUITE 127 INDIAN WELLS, CA 92210	$ 970,060.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	MSST FOUNDATION 74-900 HIGHWAY 111, SUITE 127 INDIAN WELLS, CA 92210	$ 2,400,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

RIVERSTYX FOUNDATION

Employer identification number

94-3373712

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	6,120 SHARES OF UNITED PARCEL SERVICE STOCK	$ 361,080.	12/16/09
3	153,158 SHARES OF UNITED PARCEL SERVICE STOCK	$ 7,180,047.	01/23/09
4	121,361 SHARES OF S&P 500 SPDRS	$ 10,085,099.	01/23/09
6	MICROCREDIT ENTERPRISES LOANS	$ 2,400,000.	01/01/09
		$	
		$	

CONTINUATION FOR 990-PF, PART IV

RIVERSTYX FOUNDATION 94-3373712 PAGE 1 OF 1

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	CHARLES SCHWAB #5710	P	VARIOUS	VARIOUS
b	CHARLES SCHWAB #5710	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB #0259	P	VARIOUS	VARIOUS
d	89,422 SHS S&P 500 DEPOSITORY RECEIPTS (SPDRS)	D	VARIOUS	VARIOUS
e	439 SHS S&P 500 DEPOSITORY RECEIPTS (SPDRS)	D	VARIOUS	VARIOUS
f	73,300 SHS UNITED PARCEL SERVICE	D	VARIOUS	VARIOUS
g	CARDINAL HEALTH SECURITIES - SETTLEMENT	P		10/02/09
h	UNITED HEALTH GROUP - SETTLEMENT	P		12/21/09
i				
j				
k				
l				
m				
n				
o				

	(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	191,458.		220,309.	-28,851.
b	862,429.		1,040,157.	-177,728.
c	476,142.		454,163.	21,979.
d	8,713,570.		8,305,331.	408,239.
e	48,941.		39,464.	9,477.
f	3,678,758.		366.	3,678,392.
g	1,129.			1,129.
h	795.			795.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-28,851.
b				-177,728.
c				21,979.
d				408,239.
e				9,477.
f				3,678,392.
g				1,129.
h				795.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) ... { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	3,913,432.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Badgley Phelps
REALIZED GAINS AND LOSSES
Riverstyx Foundation Portfolio 10300
From 01-01-09 Through 12-31-09

Charles Schwab 5710

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
Supervised: y							
01-14-08	03-05-09	400	America Movil SA	23,329 87	9,781 83		-13,548 04
09-15-06	03-05-09	300	PPG Industries	19,803 95	8,555 99		-11,247 96
05-08-08	03-26-09	80	IBM - GROWTH as of 5/14/09	9,989 15	7,883 80	-2,105 35	
05-30-07	03-26-09	95	IBM - GROWTH as of 5/14/09	10,141 16	9,362 01		-779 15
12-07-06	03-27-09	1	Time Warner Cable	62 80	25 87		-36 93
12-07-06	04-03-09	0	Time Warner	15 19	7 22		-7 97
03-25-08	04-16-09	30	Apple	4,275 98	3,655 61		-620 37
10-27-05	04-16-09	150	Apple	8,442 33	18,278 03		9,835 70
05-21-08	04-16-09	235	Amazon com	18,768 78	17,985 65	-783 13	
06-01-07	04-16-09	200	Boeing	20,125 07	7,609 17		-12,515 90
08-30-07	04-16-09	100	Boeing	9,764 95	3,804 58		-5,960 37
12-26-07	04-16-09	200	Becton Dickinson	16,859 95	13,397 70		-3,462 25
03-25-02	04-16-09	100	Costco Wholesale	4,002.28	4,596 49		594 21
10-25-02	04-16-09	300	Costco Wholesale	10,690 75	13,789 48		3,098 73
10-25-02	04-16-09	900	Cisco Systems	10,510 15	16,199 53		5,689 37
03-18-08	04-16-09	400	Cognizant Tech Solutions	11,457 39	9,248 18		-2,209 21
01-12-06	04-16-09	600	Cognizant Tech Solutions	14,954 17	13,872 27		-1,081 90
01-14-08	04-16-09	250	CVS Caremark	9,077 45	7,549 38		-1,528 07
01-12-06	04-16-09	600	CVS Caremark	16,196 23	18,118 51		1,922 28
04-12-05	04-16-09	400	Quest Diagnostics	21,116 97	19,545 54		-1,571 43
04-12-05	04-16-09	600	Amdocs Limited	17,732 31	11,334 73		-6,397 58
03-25-02	04-16-09	600	Ecolab	13,924 17	22,357 47		8,433 30
08-05-04	04-16-09	390	Expeditors Int'l of Washington	9,340 45	12,836 70		3,496 25
03-07-08	04-16-09	200	Fluor	13,994 08	8,139 54		-5,854 54
01-07-09	04-16-09	260	Fluor	12,411 64	10,581 40	-1,830 24	
01-25-07	04-16-09	50	Google	24,691 07	19,522 54		-5,168 53
04-12-05	04-16-09	200	L-3 Communications Holdings	14,472 33	14,641 67		169 33
09-24-08	04-16-09	70	Monsanto	7,896 47	5,714 50	-2,181 97	
12-08-08	04-16-09	850	Microsoft	17,680 52	16,386 97	-1,293 55	
01-14-08	04-16-09	280	National Oilwell Varco	20,273 16	9,506 71		-10,766 45
01-07-09	04-16-09	320	National Oilwell Varco	9,494 43	10,864 81	1,370 38	
03-18-08	04-16-09	200	Northern Trust	13,583 61	12,620 32		-963 29
09-24-08	04-16-09	400	Oracle	8,056 39	7,540 22	-516 17	
01-07-09	04-16-09	600	Oracle	10,737 35	11,310 34	572 99	
03-25-08	04-16-09	100	PepsiCo	7,159 63	5,176 38		-1,983 25
03-25-02	04-16-09	100	PepsiCo	5,168 99	5,176 38		7 39
10-25-02	04-16-09	200	PepsiCo	8,847 95	10,352 75		1,504 80
03-25-08	04-16-09	60	Praxair	5,126 98	4,196 43		-930 55
01-12-06	04-16-09	300	Praxair	15,707 98	20,982 17		5,274 18
12-07-06	04-16-09	200	Qualcomm	8,010 57	8,208 67		198 09
09-15-06	04-16-09	400	Qualcomm	14,809 95	16,417 34		1,607 39
02-14-08	04-16-09	155	Research in Motion	15,018 37	10,317 51		-4,700 86
01-12-06	04-16-09	300	Schlumberger	15,972 47	13,747 69		-2,224 78

Badgley Phelps
REALIZED GAINS AND LOSSES
Riverstyx Foundation Portfolio 10300
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-07-06	04-16-09	650	Staples	16,950 67	13,464 85		-3,485 82
12-07-06	04-16-09	325	Stericycle	11,922 88	16,471 02		4,548 14
08-05-04	04-16-09	275	Stryker	12,749.87	10,054 79		-2,695 08
08-07-07	04-16-09	100	Sysco	3,215 95	2,202 29		-1,013 66
03-25-02	04-16-09	500	Sysco	14,805 00	11,011 42		-3,793 58
08-14-06	04-16-09	400	United Technologies	24,327 45	18,909 56		-5,417 89
07-16-08	04-16-09	250	XTO Energy	14,332 68	8,454 83	-5,877 85	
09-01-06	04-24-09	600	Albemarle	16,631 97	16,134 85		-497 12
09-15-06	04-24-09	660	Bank of New York Mellon	24,522 59	17,749 60		-6,772 99
03-26-09	04-24-09	600	Comcast Class A	8,611 31	8,336 43	-274 88	
05-08-08	04-24-09	400	Covidien Ltd	19,731 79	13,185 83	-6,545 96	
07-28-08	04-24-09	200	Covidien Ltd	9,863 89	6,592 91	-3,270 98	
09-15-06	04-24-09	300	Chevron	18,612 95	20,014 83		1,401 88
02-27-07	04-24-09	140	John Deere	7,661 02	5,693 97		-1,967 05
04-04-07	04-24-09	200	John Deere	10,691 67	8,134 24		-2,557 43
01-07-09	04-24-09	140	John Deere	6,082 73	5,693 97	-388 76	
09-01-06	04-24-09	400	Edison International	17,429 69	11,186 16		-6,243 53
09-15-06	04-24-09	600	Emerson Electric	24,714 95	20,264 72		-4,450 23
11-02-06	04-24-09	260	EOG Resources	17,033 87	16,565 66		-468 21
11-06-07	04-24-09	300	FirstEnergy	20,484 98	11,987 64		-8,497 34
09-15-06	04-24-09	500	General Mills	26,169 95	24,355 92		-1,814 03
09-15-06	04-24-09	100	Goldman Sachs Group	16,330 95	12,217 23		-4,113 72
05-30-07	04-24-09	80	IBM - GROWTH as of 5/14/09	8,539 92	8,013 04		-526 88
12-08-08	04-24-09	325	Johnson & Johnson	18,919 72	16,480 45	-2,439 27	
01-25-08	04-24-09	675	JPMorgan Chase	29,812 69	22,717 39		-7,095 30
09-15-06	04-24-09	300	Eli Lilly	16,587 95	9,903 07		-6,684 88
04-04-07	04-24-09	200	Eli Lilly	11,003 95	6,602 05		-4,401 90
02-15-07	04-24-09	600	McDonald's	27,013 46	32,779 80		5,766 34
07-12-07	04-24-09	500	MetLife	32,403 10	14,725 67		-17,677 43
07-28-08	04-24-09	650	Marsh & McLennan	17,397 45	13,218 12	-4,179 33	
02-15-07	04-24-09	600	Marathon Oil	27,246 71	18,569 47		-8,677 24
01-07-09	04-24-09	190	Norfolk Southern	9,217 35	7,242 54	-1,974 81	
08-07-07	04-24-09	100	Procter & Gamble	6,507 95	4,926 49		-1,581 46
09-15-06	04-24-09	300	Procter & Gamble	18,363 95	14,779 45		-3,584 50
01-07-09	04-24-09	220	Transocean	12,181 89	15,073 74	2,891 85	
12-07-06	04-24-09	40	Raytheon	2,104 78	1,745 26		-359 52
09-15-06	04-24-09	300	Raytheon	14,154 95	13,089 48		-1,065 47
09-01-06	04-24-09	700	AT&T	22,155 74	17,672 29		-4,483 45
03-26-09	04-24-09	225	Travelers Companies	8,935 50	8,911 30	-24 20	
11-06-07	04-24-09	600	Verizon Communications	25,874 01	18,596 05		-7,277 96
10-08-07	04-24-09	500	Waste Management	19,302 50	13,344 13		-5,958 37
01-25-08	04-24-09	325	Waste Management	10,064 93	8,673 68		-1,391 25
03-25-08	04-24-09	100	Exxon Mobil	8,547 95	6,651 44		-1,896 51
09-15-06	04-24-09	300	Exxon Mobil	19,504 46	19,954 32		449 86

Badgley Phelps

REALIZED GAINS AND LOSSES

Riverstyx Foundation Portfolio 10300

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-07-06	04-24-09	89	Time Warner Cable	5,718 06	2,425 91		-3,292 15
12-07-06	04-24-09	358	Time Warner	16,333 06	7,909 16		-8,423 90
				1,260,466.33	1,053,887.10	-28,851.23	-177,728.00
TOTAL GAINS						4,835.22	53,997.25
TOTAL LOSSES						-33,686 45	-231,725 25
				1,260,466.33	1,053,887.10	-28,851.23	-177,728.00
TOTAL REALIZED GAIN/LOSS	-206,579 23						

This report augments reports supplied by custodians Unless requested, the report calculates maximum loss minimum gain Bond purchases amortize premiums or accrete discounts Some results may not be accurate because of insufficient date and cost data

Badgley Phelps
REALIZED GAINS AND LOSSES
Riverstyx Foundation II Portfolio 10301
From 01-01-09 Through 12-31-09

Charles Schwab 0259

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
Supervised: u							
06-01-75	03-13-09	16,000	United Parcel Service	80 02	689,098 19		689,018 17
06-01-75	03-16-09	10,000	United Parcel Service	50 01	449,287 53		449,237 52
06-01-75	03-18-09	5,800	United Parcel Service	29 01	272,583 88		272,554 87
06-01-75	03-24-09	3,700	United Parcel Service	18 51	177,851 01		177,832 50
06-01-75	03-25-09	300	United Parcel Service	1 50	14,539 96		14,538 46
06-01-75	03-26-09	4,000	United Parcel Service	20 01	200,146 12		200,126 11
06-01-75	04-02-09	9,500	United Parcel Service	47 51	498,201 46		498,153 95
06-01-75	04-16-09	10,000	United Parcel Service	50 01	555,495 77		555,445 76
06-01-75	05-08-09	1,000	United Parcel Service	5 00	57,488 57		57,483 57
06-01-75	09-22-09	6,000	United Parcel Service	30 01	352,228 99		352,198 98
06-01-75	09-23-09	4,000	United Parcel Service	20 01	234,851 21		234,831 20
06-01-75	09-23-09	3,000	United Parcel Service	15 00	176,985 50		176,970 50
				366.60	**3,678,758.19**		**3,678,391.59**
Supervised: y							
08-28-08	04-16-09	6,200	S&P 500 Depository Receipt (SPDRS)	805,141 00	531,999.56	-273,141 44	
11-10-08	04-16-09	840	S&P 500 Depository Receipt (SPDRS)	76,716 23	72,077 36	-4,638 87	
11-10-08	04-24-09	4,600	S&P 500 Depository Receipt (SPDRS)	420,112 70	398,431 80	-21,680 90	
11-10-08	05-18-09	11,060	S&P 500 Depository Receipt (SPDRS)	1,010,097 06	1,001,669 82	-8,427 24	
11-13-08	05-18-09	240	S&P 500 Depository Receipt (SPDRS)	21,633 20	21,736 05	102 85	
04-16-09	05-19-09	340	Stryker	12,457 35	13,411 30	953 95	
11-13-08	06-05-09	10,500	S&P 500 Depository Receipt (SPDRS)	946,452 34	988,434 64	41,982 30	
11-13-08	06-16-09	10,750	S&P 500 Depository Receipt (SPDRS)	968,986 92	996,811 93	27,825 01	
11-13-08	06-29-09	510	S&P 500 Depository Receipt (SPDRS)	45,970 54	47,173 32	1,202 78	
12-19-08	06-29-09	10,290	S&P 500 Depository Receipt (SPDRS)	925,016 77	951,791 05	26,774 28	
06-16-09	08-05-09	400	McDonald's	22,972 35	22,018 43	-953 92	
04-24-09	08-05-09	100	McDonald's	5,466 59	5,504 61	38 02	
06-16-09	08-05-09	740	Waste Management	20,559 75	21,120 16	560 41	
05-18-09	08-05-09	285	Waste Management	7,841 28	8,134 11	292 83	
12-19-08	08-27-09	9,700	S&P 500 Depository Receipt (SPDRS)	871,978 88	995,768 39	123,789 51	
06-16-09	09-18-09	250	Chevron	17,681 30	18,277 33	596 03	
08-28-09	09-18-09	300	General Mills	17,679 65	18,043 37	363 72	
06-16-09	09-18-09	100	General Mills	5,368 32	6,014 46	646 14	
06-16-09	09-18-09	600	Marathon Oil	19,023 35	20,194 12	1,170 77	
08-28-09	09-18-09	150	Marathon Oil	4,703 45	5,048 53	345 08	
05-18-09	09-18-09	155	Procter & Gamble	8,063 60	8,887 37	823 77	
06-16-09	09-18-09	300	Procter & Gamble	15,252 65	17,201 37	1,948 72	
04-24-09	09-18-09	400	Procter & Gamble	19,745 55	22,935 15	3,189 60	
12-19-08	09-23-09	2,800	S&P 500 Depository Receipt (SPDRS)	251,705 24	300,030 61	48,325 37	
12-19-08	09-28-09	2,900	S&P 500 Depository Receipt (SPDRS)	260,694 72	305,178 20	44,483 48	
12-19-08	09-29-09	3,751	S&P 500 Depository Receipt (SPDRS)	337,195 13	398,898 64	61,703 51	
08-28-09	10-09-09	115	Apple	19,501 39	21,810 88	2,309 49	
08-28-09	10-09-09	400	PepsiCo	22,767 81	24,149 90	1,382 09	

Badgley Phelps

REALIZED GAINS AND LOSSES

Riverstyx Foundation II Portfolio 10301

From 01-01-09 Through 12-31-09

						Gain Or Loss	
Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Short Term	Long Term
06-05-09	10-09-09	700	Expeditors Int'l of Washington	23,766 90	23,343 29	-423 61	
04-16-09	10-09-09	530	Expeditors Int'l of Washington	17,462 32	17,674 20	211 88	
08-28-09	11-24-09	530	Fluor	28,395 69	22,913 35	-5,482 34	
06-05-09	11-24-09	90	Fluor	4,734 95	3,890 94	-844 01	
05-18-09	11-24-09	250	Fluor	11,099 20	10,808 18	-291 02	
04-16-09	11-24-09	560	Fluor	22,779 05	24,210 33	1,431 28	
05-18-09	11-24-09	235	Eli Lilly	8,084 32	8,754 97	670 65	
06-16-09	11-24-09	375	Eli Lilly	12,437 08	13,970 70	1,533 62	
09-30-09	11-24-09	540	Eli Lilly	17,888 81	20,117 81	2,229 00	
04-24-09	11-24-09	500	Eli Lilly	16,529 45	18,627 61	2,098 16	
08-28-09	11-24-09	645	AT&T	16,927 66	17,512 39	584 73	
04-24-09	11-24-09	100	AT&T	2,536 85	2,715 10	178 25	
05-18-09	11-24-09	1,285	AT&T	31,606 82	34,889 02	3,282 20	
06-16-09	11-24-09	725	AT&T	17,598 45	19,684 46	2,086 01	
12-19-08	12-10-09	2,250	S&P 500 Depository Receipt (SPDRS)	202,263 14	249,330 89	47,067 75	
09-30-09	12-10-09	0	AOL	3 97	4 20	0 23	
12-19-08	12-14-09	2,250	S&P 500 Depository Receipt (SPDRS)	202,263 14	251,580 83	49,317 69	
09-30-09	12-14-09	54	AOL	1,187 75	1,383 26	195 51	
06-16-09	12-14-09	59	AOL	1,126 90	1,503 54	376 64	
04-24-09	12-14-09	55	AOL	912 66	1,387 89	475 23	
12-19-08	12-16-09	2,250	S&P 500 Depository Receipt (SPDRS)	202,263 14	252,098 32	49,835 18	
12-19-08	12-18-09	2,270	S&P 500 Depository Receipt (SPDRS)	204,061 04	249,570 13	45,509 09	
12-19-08	12-21-09	439	S&P 500 Depository Receipt (SPDRS)	39,463 79	48,940 91		9,477 12
12-30-08	12-21-09	1,811	S&P 500 Depository Receipt (SPDRS)	159,892 08	201,895 19	42,003 11	
12-30-08	12-22-09	2,250	S&P 500 Depository Receipt (SPDRS)	198,651 12	250,993 59	52,342 47	
12-30-08	12-29-09	2,200	S&P 500 Depository Receipt (SPDRS)	194,236 65	248,099 67	53,863 02	
				8,798,958.08	9,238,653.23	430,218.03	9,477.12
TOTAL GAINS						746,101.39	3,687,868.71
TOTAL LOSSES						-315,883 36	
				8,799,324.68	12,917,411.42	430,218.03	3,687,868.71

TOTAL REALIZED GAIN/LOSS 4,118,086 74

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK INTEREST	104.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	104.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	599,236.	0.	599,236.
MICROCREDIT ENTERPRISES LLC	72,066.	0.	72,066.
TOTAL TO FM 990-PF, PART I, LN 4	671,302.	0.	671,302.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	120,054.	60,027.		60,027.
TO FM 990-PF, PG 1, LN 16A	120,054.	60,027.		60,027.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	42,225.	21,113.		21,112.
TO FORM 990-PF, PG 1, LN 16B	42,225.	21,113.		21,112.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,618.	2,618.		0.
TO FORM 990-PF, PG 1, LN 18	2,618.	2,618.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	87,343.	87,343.		0.
BANK FEES	96.	48.		48.
WEBSITE DEVELOPMENT	19,200.	0.		19,200.
LICENSE & FEES	1,130.	565.		565.
MARKETING	250.	0.		250.
INVESTMENT INTEREST EXPENSE	77,590.	77,590.		0.
TO FORM 990-PF, PG 1, LN 23	185,609.	165,546.		20,063.

FOOTNOTES STATEMENT 7

STATEMENT REGARDING TAX ATTRIBUTE CARRYOVERS

AT THE END OF 2008, RIVERSTYX FOUNDATION HAD ZERO EXCESS DISTRIBUTION CARRYOVERS AND $133,158 OF UNDISTRIBUTED 2008 INCOME. IN 2009, RIVERSTYX FOUNDATION RECEIVED EXCESS DISTRIBUTION CARRYOVERS FROM MSST FOUNDATION EIN 33-0783887 FOR THE FOLLOWING YEARS AND AMOUNTS:

2005:	69,725.
2006:	135,862.
2007:	0.
2008:	119,408.
2009:	531,539.

2005 AND 2006 CARRYOVER AMOUNTS FROM MSST FOUNDATION HAVE BEEN REPORTED ON PART XIII LINE 3 IN THIS RETURN.

THE 2008 CARRYOVER AMOUNT FROM MSST FOUNDATION HAS BEEN REPORTED AS A REDUCTION OF RIVERSTYX FOUNDATION'S UNDISTRIBUTED INCOME FOR 2008 ON PART XIII LINE 2A OF THIS RETURN.

UNDISTRIBUTED AS REPORTED ON 2008 FORM 990-PF:	133,158.
LESS MSST ATTRIBUTE CARRYOVER:	-119,408.
RESTATED UNDISTRIBUTED 2008 INCOME AS OF 1/1/09:	13,750.

THE 2009 CARRYOVER AMOUNT FROM MSST FOUNDATION HAS BEEN REPORTED AS AN ADDITION TO PART XII LINE 1A IN THIS RETURN.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		2,500,499.	2,506,397.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,500,499.	2,506,397.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,500,499.	2,506,397.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	9,353,283.	16,574,862.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,353,283.	16,574,862.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	5,181,924.	5,319,637.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,181,924.	5,319,637.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 11

PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
JAMES AND LAUREN SWIFT	2001 1ST AVE., #501 SEATTLE, WA 98121
MARILYN S. TENNITY	655 WEST BROADWAY, SUITE 700 SAN DIEGO, CA 92101
MSST FOUNDATION	74-900 HIGHWAY 111, SUITE 127 INDIAN WELLS, CA 92210

RIVERSTYX FOUNDATION
FEIN: 94-3373712
FORM 990-PF
12/31/09
PART II ATTACHMENT

Security	Total Adjusted Cost	Market Value
Line 10a - U.S. Obligations, Statement 8		
U.S. Treasury Notes	2,521,754	2,527,652
Accrued Interest Paid	(21,255)	(21,255)
	2,500,499	2,506,397
Line 10b - Corporate Stocks, Statement 9		
Amazon.com	42,093	71,968
Amdocs Limited	39,689	56,347
American Tower	49,450	58,333
Apple	59,390	94,829
Becton Dickinson	70,860	82,803
Boeing	76,496	92,021
Cisco Systems	60,110	73,735
Cognizant Tech Solutions	54,034	99,046
Costco Wholesale	58,422	72,483
CVS Caremark	77,461	77,787
Ecolab	50,099	60,183
Google	86,195	127,096
IBM	38,732	48,433
L-3 Communications Holdings	44,977	53,039
MasterCard	65,276	70,394
Microsoft	57,848	82,296
Monsanto	63,043	61,721
National Oilwell Varco	47,428	58,640
Northern Trust	82,603	73,360
Oracle	75,881	92,723
PepsiCo	64,009	74,176
Praxair	75,359	83,121
Qualcomm	85,146	90,207
Quest Diagnostics	72,048	85,136
Research in Motion	45,874	42,550
Schlumberger	53,181	66,392
Staples	68,034	80,532
Stericycle	56,660	61,790
Sysco	64,588	76,975
Teva Pharmaceutical Industries Ltd. - ADR	52,367	56,180
United Technologies	62,594	81,904
Western Union	50,311	49,952
XTO Energy	59,693	73,750

RIVERSTYX FOUNDATION
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Security	Total Adjusted Cost	Market Value
YUM! Brands	52,426	51,581
Albemarle	54,346	67,648
Bank of New York Mellon	56,663	55,940
Chesapeake Energy	56,130	51,760
Chevron	56,055	63,517
Comcast Class A	24,514	27,566
Covidien Ltd	63,084	85,484
Edison International	41,985	46,953
Emerson Electric	39,426	46,860
EOG Resources	69,267	91,948
Exxon Mobil	78,906	77,396
Fidelity National Info Services	39,384	37,504
FirstEnergy	50,697	56,901
General Electric	55,694	60,520
General Mills	60,241	81,431
Goldman Sachs Group	91,667	105,525
Hewlett-Packard	65,158	66,963
Hudson City Bancorp	70,829	71,396
Intel	37,697	40,290
John Deere	62,522	79,512
Johnson & Johnson	58,374	67,630
JPMorgan Chase	103,509	115,634
Kraft Foods	69,205	70,668
Marathon Oil	49,077	49,952
Marsh & McLennan	61,838	62,928
McDonald's	51,351	58,381
MetLife	83,491	90,142
Morgan Stanley	50,467	48,840
Norfolk Southern	43,571	56,351
Raytheon	51,492	58,475
Thermo Fisher Scientific	44,842	55,559
Time Warner	43,896	53,909
Transocean	58,591	62,100
Travelers Companies	52,556	59,832
Verizon Communications	89,741	96,077
Waste Management	44,162	54,096
iShares Russell 2000 Fund ETF	554,477	594,741
iShares Russell Midcap Index	798,801	907,609
iShares MSCI EAFE Index ETF	939,588	1,182,992
Vanguard Emerg Markets Index ETF	220,245	328,000
S&P 500 Depository Receipt (SPDRS)	2,746,916	3,510,360

RIVERSTYX FOUNDATION
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Security	Total Adjusted Cost	Market Value
United Parcel Service	451	5,293,989
	9,353,283	16,574,862

Line 10c - Corporate Bonds, Statement 10

Morgan Stanley - FDIC Guaranteed 2.900% Due 12-01-10	101,374	102,222
JP Morgan Chase - FDIC Guaranteed 3.125% Due 12-01-11	102,249	103,498
Wells Fargo - FDIC Guaranteed 3.000% Due 12-09-11	102,606	103,237
HSBC USA - FDIC Guaranteed 3.125% Due 12-16-11	103,960	103,485
General Electric Cap Corp - FDIC Guaranteed 2.250% Due 03-12-12	100,713	101,449
State Street Corp - FDIC Guaranteed 2.150% Due 04-30-12	101,474	101,310
US Bancorp - FDIC Guaranteed 1.800% Due 05-15-12	100,765	100,523
Bank of America - FDIC Guaranteed 3.125% Due 06-15-12	103,394	103,620
Goldman Sachs Group - FDIC Guaranteed 3.250% Due 06-15-12	102,691	103,893
Key Bank - FDIC Guaranteed 3.200% Due 06-15-12	104,496	103,798
John Deere Capital - FDIC Guaranteed 2.875% Due 06-19-12	103,847	103,048
New York Community Bank, FDIC 0.700% Due 06-30-10	100,000	99,928
BMW BK NORTH AMER UTAH 1.350% Due 03-30-11	100,000	99,945
American Express Centurion Bank, FDIC 1.900% Due 09-30-11	100,000	100,005
Discover Bank, FDIC 2.000% Due 06-25-12	100,000	98,948
USAA Fed Savings Bank, FDIC 3.150% Due 09-30-14	100,000	99,402
Phillips Petroleum 8.750% Due 05-25-10	102,613	103,332
Oracle	103,077	103,990

RIVERSTYX FOUNDATION
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Security	Total Adjusted Cost	Market Value
5.000% Due 01-15-11		
Ecolab	105,083	105,573
6.875% Due 02-01-11		
Emerson Electric	104,550	107,434
5.750% Due 11-01-11		
SBC Communications	105,741	108,140
5.875% Due 02-01-12		
Eli Lilly	106,246	109,222
6.000% Due 03-15-12		
Pepsico Inc.	105,351	107,650
5.150% Due 05-15-12		
Hewlett-Packard	106,438	110,476
6.500% Due 07-01-12		
Boeing	108,845	106,885
5.125% Due 02-15-13		
Verizon Communications	102,398	107,797
5.250% Due 04-15-13		
Colgate Palmolive Co.	85,963	85,176
4.200% Due 05-15-13		
Wal-Mart Stores	112,712	115,358
7.250% Due 06-01-13		
3M	104,138	107,664
4.375% Due 08-15-13		
John Deere Notes	108,260	115,434
6.950% Due 04-25-14		
Procter & Gamble	105,265	108,799
4.950% Due 08-15-14		
Praxair Inc.	98,565	103,751
5.250% Due 11-15-14		
Merck & Co	108,529	107,221
4.750% Due 03-01-15		
Pfizer Inc	102,601	109,290
5.350% Due 03-15-15		
United Technologies	102,738	107,339
4.875% Due 05-01-15		
Cisco Systems	103,212	109,790
5.500% Due 02-22-16		
Abbott Labs	87,672	90,445
5.875% Due 05-15-16		
Caterpillar	109,698	108,181
5.700% Due 08-15-16		

RIVERSTYX FOUNDATION
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Security	**Total Adjusted Cost**	**Market Value**
Walt Disney	69,789	73,432
5.625% Due 09-15-16		
Costco Wholesale	108,193	106,728
5.500% Due 03-15-17		
Honeywell International	101,805	105,444
5.300% Due 03-15-17		
Kimberly-Clark	110,075	110,857
6.125% Due 08-01-17		
Johnson & Johnson	110,409	110,301
5.550% Due 08-15-17		
IBM Notes	103,700	109,331
5.700% Due 09-14-17		
McDonald's	107,659	110,517
5.800% Due 10-15-17		
Coca-Cola Co.	106,176	107,722
5.350% Due 11-15-17		
General Electric	95,730	102,186
5.250% Due 12-06-17		
Archer Daniels	105,055	106,512
5.450% Due 03-15-18		
Monsanto Co.	107,194	104,342
5.125% Due 04-15-18		
Sysco Corporation	107,645	106,198
5.375% Due 03-17-19		
Microsoft Corp	97,565	99,843
4.200% Due 06-01-19		
Accrued Interest Income		55,300
Accrued Interest Paid	(56,334)	(56,334)
	5,181,925	5,319,637
TOTAL	17,035,706	24,400,895

Riverstyx Foundation, LLC
FEIN #94-3373712
Form 990-PF, Part XV, 3a
2009 Grants & Contributions Paid
Statement 12

Receeipient Name & Address	Recipient Relationship & Purpose of Grant	Recipient Status	Amount
Drug Policy Alliance 70 West 36th Street 16th Floor New York, NY 10018	None Donation	Public Charity	125,000.00
Sharksavers 419 Lafayette Street 2nd Floor New York, NY 10003	None Donation	Public Charity	75,000 00
ACLU of Washington Foundation 300 Hoge Building 705 Second Avenue Seattle, WA 98104	None Donation	Public Charity	100,000.00
Heffter Research Institute 369 Montezuma Ave., No. 153 Sante Fe, NM 87501-2626	None Donation	Public Charity	50,000.00
Kulshan Aikikai 13 Prospect St Ste 100 Bellingham, WA 98225	None Donation	Public Charity	10,000.00
Cate School 1960 Caste Mesa Rd PO Box 5005 Carpinteria CA 93014-5005	None Donation	Public Charity	2,000.00
LEAP 121 Mystic Avenue Medford, MA 02155	None Donation	Public Charity	50,000.00
Western Washington University Foundation 516 High Street Bellingham, WA 98225-9034	None Donation	Public Charity	10,000.00
Conservation Northwest (Bellingham) 1208 Bay St Ste 201 Bellingham, WA 98225	None Donation	Public Charity	25,000.00
Whatcom Dispute Resolution Center 13 Prospect Street, Suite 201 Bellingham WA 98225	None Donation	Public Charity	15,000.00
Whatcom Community Foundation 119 Grand Avenue, Suite A Bellingham, WA 98225	None Donation	Public Charity	25,000.00

Riverstyx Foundation, LLC
FEIN #94-3373712
Form 990-PF, Part XV, 3a
2009 Grants & Contributions Paid
Statement 12

Receipient Name & Address	Recipient Relationship & Purpose of Grant	Recipient Status	Amount
Northwest Ag Business Center 419 South 1st Street, Suite 200 P.O. Box 2924 Mount Vernon, WA 98273-2924	None Donation	Public Charity	50,000.00
Integrity of Justice PO Box 21974 Seattle, WA 98111	None Donation	Public Charity	50,000.00
Whatcom Hospice Foundation 800 East Chestnut, Suite 1-C Bellingham, WA 98225-5241	None Donation	Public Charity	125,000.00
Center for Justice Community Building 33 West Main, Suite 300 Spokane WA 99201	None Donation	Public Charity	8,000.00
St. Joseph Hospital Foundation 800 E Chestnut Ste 1-A Bellingham, WA 98225	None Donation	Public Charity	53,000.00
Bishop Museum 1525 Bernice Street Honolulu, HI 96817-2704	None Donation	Public Charity	10,000.00
Post Prisoners Education Project Box 357263 University of Washington Seattle, WA 98195-7263	None Donation	Public Charity	47,000.00
Planned Parenthood 2001 East Madison Street Seattle, WA 98122-2959	None Donation	Public Charity	50,000.00
Compassion and Choices PO Box 61369 Seattle, WA 98141	None Donation	Public Charity	25,000.00
MAPS 309 Cedar Street # 2323 Santa Cruz, CA 95060	None Donation	Public Charity	25,000.00
SandPoint 117 S 104th St Seattle, WA 98168-1327	None Donation	Public Charity	25,000.00

Riverstyx Foundation, LLC
FEIN #94-3373712
Form 990-PF, Part XV, 3a
2009 Grants & Contributions Paid
Statement 12

Receipient Name & Address	Recipient Relationship & Purpose of Grant	Recipient Status	Amount
University of Washington Foundation Box 359505 University of Washington Seattle, WA 98195-9505	None Donation	Public Charity	31,000.00
TOTAL CONTRIBUTIONS			$ 986,000.00

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization RIVERSTYX FOUNDATION	**Employer identification number** 94-3373712
File by the due date for filing your return See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. C/O VWC, 13343 BEL-RED RD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BELLEVUE, WA 98005-2333	

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ VOLDAL WARTELLE & CO, P.S.
13343 BEL-RED ROAD - BELLEVUE, WA 98005
Telephone No. ▶ 425-643-1209 FAX No. ▶ 425-562-5114
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning ______________, and ending ______________.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 55,144.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,144.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 52,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization RIVERSTYX FOUNDATION	**Employer identification number** 94-3373712
	Number, street, and room or suite no. If a P.O. box, see instructions C/O VWC, 10510 NE NORTHUP WAY, SUITE 300	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions KIRKLAND, WA 98033-7901	

Check type of return to be filed (File a separate application for each return):

☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ VOLDAL WARTELLE & CO, P.S. - 10510 NE NORTHUP WAY, SUITE 300 - KIRKLAND, WA 98033-7901

Telephone No. ▶ 425-250-0051 FAX No. ▶ 425-250-0065

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 55,144.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 55,144.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 8-3-10

Form **8868** (Rev. 4-2009)