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Form 990-PF

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

2009

Department of the Treasury Internal Revenue Service

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

For calendar year 2009, or tax year beginning 01-01-2009, and ending 12-31-2009

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. Name of foundation: On Shore Foundation. A Employer identification number: 95-4100318. B Telephone number: (310) 456-6686.

H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 6,642,904. J Accounting method: Accrual.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (-836,021) and Adjusted net income (116,851).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	6,320	16,270	16,270
	2 Savings and temporary cash investments	5,508,369	101,410	101,410
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		7,918	7,918
	10a Investments—U S and state government obligations (attach schedule) <input type="checkbox"/>		1,252,085	1,252,085
	b Investments—corporate stock (attach schedule)	1,069,064 <input type="checkbox"/>	1,969,301	1,969,301
	c Investments—corporate bonds (attach schedule)		2,748,440	2,748,440
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	516,525 <input type="checkbox"/>	543,525	543,525
	14 Land, buildings, and equipment basis <input type="checkbox"/> <u>71,865</u> Less accumulated depreciation (attach schedule) <input type="checkbox"/> <u>29,611</u>	45,834 <input type="checkbox"/>	42,254	3,955
15 Other assets (describe <input type="checkbox"/> _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,146,112	6,681,203	6,642,904	
Liabilities	17 Accounts payable and accrued expenses	38		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe <input type="checkbox"/> _____)			
23 Total liabilities (add lines 17 through 22)	38	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	7,146,074	6,681,203	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	7,146,074	6,681,203		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,146,112	6,681,203		

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	7,146,074
2	Enter amount from Part I, line 27a	2	-836,021
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	372,650
4	Add lines 1, 2, and 3	4	6,682,703
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	1,500
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,681,203

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-343,303
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	13,409

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (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	606,638	6,777,644	000 089506
2007	561,537	8,088,302	000 069426
2006	657,100	7,990,266	000 082238
2005	681,408	8,298,091	000 082116
2004	568,210	6,733,855	000 084381

2 Total of line 1, column (d).	2	000 407667
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	000 081533
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	6,136,670
5 Multiply line 4 by line 3.	5	500,341
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,169
7 Add lines 5 and 6.	7	501,510
8 Enter qualifying distributions from Part XII, line 4.	8	619,629

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,169
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,169
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,169
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,918
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,918
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,749
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ▶ 6,749 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA _____		
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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of Saranow & Duffy Inc CPA's Telephone no (310) 312-1303 Located at 11835 W Olympic Blvd Suite 1090 Los Angeles CA ZIP+4 90064			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
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			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	5b	
	6b	No
	7b	No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Elizabeth S Luster 23768 Malibu Rd Malibu, CA 902654603	President Foundation Manager 010 00	0		
Amy Luster Mueller 654 Kingman Ave Santa Monica, CA 90402	Secretary Chief Financial Officer 010 00	0		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,156,154
b	Average of monthly cash balances.	1b	2,073,968
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,230,122
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,230,122
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input checked="" type="checkbox"/>	4	93,452
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,136,670
6	Minimum investment return. Enter 5% of line 5.	6	306,834

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	306,834
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	1,169
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,169
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	305,665
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	305,665
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	305,665

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 <input checked="" type="checkbox"/>	1a	619,629
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	619,629
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	1,169
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	618,460

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				305,665
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009				
a From 2004.	381,417			
b From 2005.	273,235			
c From 2006.	266,315			
d From 2007.	167,150			
e From 2008.	282,938			
f Total of lines 3a through e.	1,371,055			
4 Qualifying distributions for 2009 from Part XII, line 4 \blacktriangleright \$ <u>619,629</u>				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2009 distributable amount.				305,665
e Remaining amount distributed out of corpus	313,964			
5 Excess distributions carryover applied to 2009 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,685,019			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
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) (see page 27 of the instructions).				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).	381,417			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.	1,303,602			
10 Analysis of line 9				
a Excess from 2005.	273,235			
b Excess from 2006.	266,315			
c Excess from 2007.	167,150			
d Excess from 2008.	282,938			
e Excess from 2009.	313,964			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

Elizabeth Luster

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement See Attached Statement See Attached Statement, CA 90064			See Attached Statement	442,436
Total				442,436
b <i>Approved for future payment</i>				
Total				3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

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

2009

Department of the Treasury
Internal Revenue Service

Name of organization
On Shore Foundation

Employer identification number
95-4100318

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 33¹/₃% 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 in the heading 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).

Name of organization
On Shore Foundation

Employer identification number

95-4100318

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
0001	Elizabeth Luster 23768 Malibu Rd Malibu, CA 902654603 	\$ <u>27,888</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization On Shore Foundation	Employer identification number 95-4100318
--	---

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
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____

Name of organization On Shore Foundation	Employer identification number 95-4100318
--	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete columns (a) through (e) and the following line entry.)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	

Additional Data

Software ID: 09000123

Software Version:

EIN: 95-4100318

Name: On Shore Foundation

Part VI Line 7 - Tax Paid Original Return: 7918

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
901 6570 shrs of Vanguard GNMA Fund 5 - FRAC 6570	P	2009-04-17	2009-12-02
4528 281 shrs of Vanguard GNMA Fund 5 - FRAC 6570	P	2009-04-17	2009-12-18
70,000 shrs of Federal Home Ln Mtg Corp Nts 4 125 10/18/10 B/E DTD 09/16/05	P	2009-04-21	2009-06-16
15,000 shrs of Federal Home Ln Mtg Corp Nts 4 125 10/18/10 B/E DTD 09/16/05	P	2009-04-21	2009-09-22
25,000 shrs of United States Treas Notes 4 250 08/15/13 B/E DTD 08/15/03	P	2009-04-21	2009-12-17
20,000 shrs of United States Trea Notes 3 625 01/15/10 B/E DTD 01/15/05	P	2009-04-21	2009-12-23
24,000 shrs of United States Trea Notes 4 500 02/15/16 B/E DTD 02/15/06	P	2009-04-21	2009-07-14
14,000 shrs of United States Trea Notes 4 500 02/28/11 B/E DTD 02/28/06	P	2009-04-21	2009-12-23
40,000 shrs of United States Trea Notes 1 750 03/31/10 B/E DTD 03/31/08	P	2009-10-27	2009-12-23
80,000 shrs of American Express Cr Corp Medium Term Nts Fltg Rt Med Term Nts 0 305 11/09/09 B/E DTD	P	2009-05-01	2009-11-09
85,000 shrs of Bank Amer Corp Sub Nts 7 400 01/15/11 B/E DTD 01/23/01 CLB	P	2009-05-07	2009-09-14
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	P	2009-05-18	2009-06-15
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	P	2009-05-18	2009-07-15
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	P	2009-05-18	2009-08-17
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	P	2009-05-18	2009-09-15
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	P	2009-05-18	2009-10-15
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	P	2009-05-18	2009-11-16
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	P	2009-05-18	2009-12-15
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	P	2009-05-18	2010-01-15
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	P	2009-05-18	2009-06-25
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	P	2009-05-18	2009-07-27
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	P	2009-05-18	2009-08-25
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	P	2009-05-18	2009-09-25
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	P	2009-05-18	2009-10-26
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	P	2009-05-18	2009-11-25
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	P	2009-05-18	2009-12-28
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	P	2009-05-18	2010-01-25
55,000 shrs of Goldman Sachs Group Inc Nt 5 300 02/14/12 B/E DTD 02/14/07 CLB	P	2009-05-08	2009-09-14
60,000 shrs of Home Depot Inc Sr Nt 3 750 09/15/09 B/E DTD 09/16/04 CLB	P	2009-04-29	2009-09-15
85,000 shrs of Kellogg Co Nt 6 600 04/01/11 B/E DTD 03/29/01 CLB	P	2009-04-29	2009-12-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,792		9,630	162
48,996		48,362	634
72,940		73,159	-219
15,570		15,677	-107
27,356		27,736	-380
20,038		20,478	-440
26,338		27,369	-1,031
14,646		14,928	-282
40,172		40,272	-100
80,000		78,279	1,721
89,675		86,063	3,612
2,812		2,910	-98
2,201		2,372	-171
2,588		2,883	-295
2,269		2,632	-363
2,749		3,307	-558
2,154		2,714	-560
2,321		3,038	-717
2,106		2,875	-769
687		720	-33
869		942	-73
725		822	-97
776		915	-139
559		688	-129
708		901	-193
644		857	-213
610		844	-234
58,312		56,181	2,131
60,000		60,300	-300
91,181		91,321	-140

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			162
			634
			-219
			-107
			-380
			-440
			-1,031
			-282
			-100
			1,721
			3,612
			-98
			-171
			-295
			-363
			-558
			-560
			-717
			-769
			-33
			-73
			-97
			-139
			-129
			-193
			-213
			-234
			2,131
			-300
			-140

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
85,000 shrs of Kraft Foods Inc BD 5 625 11/01/11 B/E DTD 11/02/01 CLB	P	2009-05-04	2009-08-04
65,000 shrs of Morgan Stanleyo Inc Medium Term Sr Nts Nt 6 600 04/01/12 B/E DTD 04/03/02 CLB	P	2009-05-08	2009-09-14
45,000 shrs of Safeway Inc Entifics Inc Nt 4 950 08/16/10 B/E DTD 08/12/04 CLB	P	2009-06-04	2009-08-25
50,000 shrs of Southern Pwr Co Sr Nt 6 250 07/15/12 B/E DTD 06/18/02 CLB	P	2009-05-06	2009-09-14
85,000 shrs of Time Warner Inc New Nt 5 500 11/15/11 B/E DTD 11/13/06 CLB	P	2009-04-29	2009-08-13
85,000 shrs of Time Warner Cable Inc NT 6 200 07/01/13 B/E DTD 06/19/08 CLB	P	2009-05-06	2009-09-14
400 shrs of AMDOCS Ltd Shs ISINGB0022569080	P	2006-11-30	2009-04-27
505 shrs of Ingersroll Rand Co C/A EFF 7/1/09	P	2006-11-30	2009-04-27
560 shrs of Marvell Technology Group Ltd	P	2006-11-30	2009-04-27
200 shrs of Abercrombie Fitch Co Cl A	P	2006-05-30	2009-04-27
175 shrs of American Express Company	P	2006-11-30	2009-04-27
200 shrs of American Express Company	P	2006-03-03	2009-04-27
40 shrs of American Express Company	P	2006-03-09	2009-04-27
262 shrs of Apple Inc Com	P	2006-11-30	2009-04-27
225 shrs of Apple Inc Com	P	2006-08-01	2009-04-27
444 shrs of Ashford Hospitality Tr Inc Com	P	2006-11-30	2009-04-27
175 shrs of Avon Prods Inc Com	P	2006-05-30	2009-04-27
580 shrs of Boston Scientific Corp	P	2006-05-30	2009-04-27
295 shrs of Capital One Finl Corp Com	P	2006-11-30	2009-04-27
350 shrs of Caterpillar Inc	P	2006-03-03	2009-04-27
566 shrs of Chicos Fas Inc Com	P	2006-11-30	2009-04-27
610 shrs of Circuit City Stores Inc Com	P	2006-05-30	2009-04-27
1,500 shrs of Cisco Systems Inc	P	2006-11-30	2009-04-27
115 shrs of Coca Cola Company	P	2006-11-30	2009-04-27
100 shrs of Coca Cola Company	P	2006-03-03	2009-04-27
100 shrs of Coca Cola Company	P	2006-03-09	2009-04-27
1,600 shrs of Companhia Vale Do Rio Doce ADR N/C EFF 05/26/09	P	2006-11-30	2009-04-27
771 shrs of Corning Inc Com	P	2006-11-30	2009-04-27
315 shrs of Danaher Corp	P	2006-11-30	2009-04-27
515 shrs of Ebay Inc Com	P	2006-11-30	2009-04-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
90,701		89,747	954
70,613		67,467	3,146
46,441		46,156	285
54,951		53,220	1,731
89,955		86,755	3,200
92,064		88,590	3,474
8,288		13,168	-4,880
10,712		20,524	-9,812
5,872		16,265	-10,393
5,012		11,698	-6,686
4,228		11,222	-6,994
4,832		10,816	-5,984
966		2,149	-1,183
32,618		11,609	21,009
28,012		14,231	13,781
1,106		4,442	-3,336
3,784		5,541	-1,757
4,769		11,629	-6,860
4,947		25,951	-21,004
11,683		25,457	-13,774
4,014		22,763	-18,749
6		17,147	-17,141
27,588		30,101	-2,513
4,854		4,664	190
4,221		4,245	-24
4,221		4,198	23
25,151		19,492	5,659
12,291		14,536	-2,245
18,377		19,098	-721
8,488		20,719	-12,231

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			954
			3,146
			285
			1,731
			3,200
			3,474
			-4,880
			-9,812
			-10,393
			-6,686
			-6,994
			-5,984
			-1,183
			21,009
			13,781
			-3,336
			-1,757
			-6,860
			-21,004
			-13,774
			-18,749
			-17,141
			-2,513
			190
			-24
			23
			5,659
			-2,245
			-721
			-12,231

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
190 shrs of Electronic Arts	P	2006-11-30	2009-04-27
580 shrs of Exelon Corp Com	P	2006-03-03	2009-04-27
16 shrs of Fairpoint Communications Inc Com	P	2006-11-30	2009-04-27
350 shrs of Freeport Mcmoran Copper Gold Inc Class B	P	2006-11-30	2009-04-27
1,652 shrs of General Electric Co Com	P	2006-11-30	2009-04-27
192 shrs of Goldman Sachs Group Inc Com	P	2006-11-30	2009-04-27
33 shrs of Google Inc Cl A	P	2006-11-30	2009-04-27
225 shrs of Hartford Finl Svcs Group Inc Com	P	2006-03-03	2009-04-27
447 shrs of Honeywell Intl Inc Com	P	2006-11-30	2009-04-27
44 shrs of Idearc Inc Com	P	2006-11-30	2009-04-27
314 shrs of Lehman Bros Hldgs Inc Com	P	2006-11-30	2009-04-27
590 shrs of Macys Inc Com	P	2006-11-30	2009-04-27
400 shrs of Maxim Integrated Products Inc	P	2006-11-30	2009-04-27
393 shrs of Medtronic Inc	P	2006-11-30	2009-04-27
1,795 shrs of Microsoft Corp Com	P	2006-11-30	2009-04-27
965 shrs of Motorola Inc	P	2006-11-30	2009-04-27
1,160 shrs of News Corp Cl B	P	2006-11-30	2009-04-27
265 shrs of PPL Corp Com	P	2006-11-30	2009-04-27
340 shrs of Pepsico Inc	P	2006-11-30	2009-04-27
400 shrs of Praxair Inc	P	2006-11-30	2009-04-27
275 shrs of Procter Gamble Co Com	P	2006-11-30	2009-04-27
655 shrs of Qualcomm Inc	P	2006-11-30	2009-04-27
514 shrs of Starbucks Corp Com	P	2006-11-30	2009-04-27
350 shrs of State Street Corp Com	P	2006-11-30	2009-04-27
430 shrs of Target Corp	P	2006-11-30	2009-04-27
360 shrs of Textron Inc Com	P	2006-11-30	2009-04-27
440 shrs of Travelers Cos Inc Com	P	2006-11-30	2009-04-27
610 shrs of US Bankcorp Del Com	P	2006-11-30	2009-04-27
490 shrs of United Technologies Corp Del Com	P	2006-03-03	2009-04-27
686 shrs of Unitedhealth Group Inc Com	P	2006-11-30	2009-04-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,787		9,895	-6,108
26,525		33,019	-6,494
17		121	-104
13,899		17,784	-3,885
19,943		55,197	-35,254
23,566		25,324	-1,758
12,699		12,662	37
2,187		18,468	-16,281
13,580		17,169	-3,589
3		1,097	-1,094
13		20,488	-20,475
7,653		20,855	-13,202
5,485		15,682	-10,197
11,747		21,383	-9,636
36,727		48,637	-11,910
5,454		18,610	-13,156
9,850		19,961	-10,111
7,852		8,340	-488
16,687		19,798	-3,111
28,724		21,875	6,849
13,687		16,550	-2,863
28,081		29,852	-1,771
6,760		15,938	-9,178
12,359		21,761	-9,402
16,891		20,984	-4,093
4,090		16,076	-11,986
18,031		18,799	-768
11,097		18,427	-7,330
23,727		28,605	-4,878
15,784		36,705	-20,921

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,108
			-6,494
			-104
			-3,885
			-35,254
			-1,758
			37
			-16,281
			-3,589
			-1,094
			-20,475
			-13,202
			-10,197
			-9,636
			-11,910
			-13,156
			-10,111
			-488
			-3,111
			6,849
			-2,863
			-1,771
			-9,178
			-9,402
			-4,093
			-11,986
			-768
			-7,330
			-4,878
			-20,921

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
880 shrs of Verizon Communicationis Com	P	2006-11-30	2009-04-27
497 shrs of Wal Mart Stores Inc	P	2006-11-30	2009-04-27
275 shrs of Wal Green Co	P	2006-11-30	2009-04-27
1,060 shrs of Wells Fargo Co New Com	P	2006-11-30	2009-04-27
289 shrs of Windstream Corp Com	P	2006-11-30	2009-04-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26,657		28,823	-2,166
23,990		23,578	412
8,074		12,252	-4,178
21,763		33,917	-12,154
2,356		3,158	-802

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,166
			412
			-4,178
			-12,154
			-802

Form **4562**

**Depreciation and Amortization
(Including Information on Listed Property)**

OMB No 1545-0172

2009

Attachment
Sequence No **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return On Shore Foundation	Business or activity to which this form relates 990PF	Identifying number 95-4100318
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount See the instructions for a higher limit for certain businesses	1	250,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	250,000

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
6		
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 .▶	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	765

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	660
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs		S/L
c 40-year			40 yrs	MM	S/L

Non-Res Prop Type 1 count 0 Non-Res Prop Type 2 count 0 Non-Res Prop Totals count 0

Part IV Summary (see instructions)

22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	3,581
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

21 Listed property

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A-Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? [X] Yes [] No 24b If "Yes," is the evidence written? [X] Yes [] No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost. Includes rows for 25, 26, 27, 28, and 29.

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with 6 columns: (a) Vehicle 1, (b) Vehicle 2, (c) Vehicle 3, (d) Vehicle 4, (e) Vehicle 5, (f) Vehicle 6. Rows include 30-33 (miles driven) and 34-36 (availability questions).

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

Table for Section C with 2 columns: Yes, No. Rows include 37-41 (policy and requirements questions).

Part VI Amortization

Table for Section C with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year. Rows include 42, 43, and 44.

TY 2009 Accounting Fees Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Saranow Duffy, Inc , C P A s	22,788	4,558	4,558	18,230

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Equipment and Improvements	2002-01-18	48,364	13,845	SL	040	1,906	1,906	1,906	
Auto	2005-10-27	23,500	12,185	200DB	005	1,675	1,675	1,675	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Gain/Loss from Sale of Other Assets Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
901 6570 shrs of Vanguard GNMA Fund 5 - FRAC 6570	2009-04	P	2009-12	On Shore Foundation	9,792	19,260	Book Value		-9,468	
4528 281 shrs of Vanguard GNMA Fund 5 - FRAC 6570	2009-04	P	2009-12	On Shore Foundation	48,996	96,724	Book Value		-47,728	
70,000 shrs of Federal Home Ln Mtg Corp Nts 4 125 10/18/10 B/E DTD 09/16/05	2009-04	P	2009-06	On Shore Foundation	72,940	146,318	Book Value		-73,378	
15,000 shrs of Federal Home Ln Mtg Corp Nts 4 125 10/18/10 B/E DTD 09/16/05	2009-04	P	2009-09	On Shore Foundation	15,570	31,354	Book Value		-15,784	
25,000 shrs of United States Treas Notes 4 250 08/15/13 B/E DTD 08/15/03	2009-04	P	2009-12	On Shore Foundation	27,356	55,472	Book Value		-28,116	
20,000 shrs of United States Trea Notes 3 625 01/15/10 B/E DTD 01/15/05	2009-04	P	2009-12	On Shore Foundation	20,038	40,956	Book Value		-20,918	
24,000 shrs of United States Trea Notes 4 500 02/15/16 B/E DTD 02/15/06	2009-04	P	2009-07	On Shore Foundation	26,338	54,738	Book Value		-28,400	
14,000 shrs of United States Trea Notes 4 500 02/28/11 B/E DTD 02/28/06	2009-04	P	2009-12	On Shore Foundation	14,646	29,856	Book Value		-15,210	
40,000 shrs of United States Trea Notes 1 750 03/31/10 B/E DTD 03/31/08	2009-10	P	2009-12	On Shore Foundation	40,172	80,544	Book Value		-40,372	
80,000 shrs of American Express Cr Corp Medium Term Nts Fltg Rt Med Term Nts 0 305 11/09/09 B/E DTD	2009-05	P	2009-11	On Shore Foundation	80,000	156,558	Book Value		-76,558	
85,000 shrs of Bank Amer Corp Sub Nts 7 400 01/15/11 B/E DTD 01/23/01 CLB	2009-05	P	2009-09	On Shore Foundation	89,675	172,126	Book Value		-82,451	
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	2009-05	P	2009-06	On Shore Foundation	2,812	5,820	Book Value		-3,008	
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	2009-05	P	2009-07	On Shore Foundation	2,201	4,744	Book Value		-2,543	
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	2009-05	P	2009-08	On Shore Foundation	2,588	5,766	Book Value		-3,178	
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	2009-05	P	2009-09	On Shore Foundation	2,269	5,264	Book Value		-2,995	
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	2009-05	P	2009-10	On Shore Foundation	2,749	6,614	Book Value		-3,865	
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	2009-05	P	2009-11	On Shore Foundation	2,154	5,428	Book Value		-3,274	
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	2009-05	P	2009-12	On Shore Foundation	2,321	6,076	Book Value		-3,755	
510,000 shrs of Federal Home Ln Mtg Corp Partn Ctfs Pool E95745 Gold 4 500 04/01/13 B/E DTD 04/01/03	2009-05	P	2010-01	On Shore Foundation	2,106	5,750	Book Value		-3,644	
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	2009-05	P	2009-06	On Shore Foundation	687	1,440	Book Value		-753	
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	2009-05	P	2009-07	On Shore Foundation	869	1,884	Book Value		-1,015	
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	2009-05	P	2009-08	On Shore Foundation	725	1,644	Book Value		-919	
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	2009-05	P	2009-09	On Shore Foundation	776	1,830	Book Value		-1,054	
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	2009-05	P	2009-10	On Shore Foundation	559	1,376	Book Value		-817	
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	2009-05	P	2009-11	On Shore Foundation	708	1,802	Book Value		-1,094	
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	2009-05	P	2009-12	On Shore Foundation	644	1,714	Book Value		-1,070	
160,000 shrs of FNMA GTD Mtg Pass Thru Ctfs Pool 254664 5 500 02/01/13 B/E DTD 01/01/03	2009-05	P	2010-01	On Shore Foundation	610	1,688	Book Value		-1,078	
55,000 shrs of Goldman Sachs Group Inc Nt 5 300 02/14/12 B/E DTD 02/14/07 CLB	2009-05	P	2009-09	On Shore Foundation	58,312	112,362	Book Value		-54,050	
60,000 shrs of Home Depot Inc Sr Nt 3 750 09/15/09 B/E DTD 09/16/04 CLB	2009-04	P	2009-09	On Shore Foundation	60,000	120,600	Book Value		-60,600	
85,000 shrs of Kellogg Co Nt 6 600 04/01/11 B/E DTD 03/29/01 CLB	2009-04	P	2009-12	On Shore Foundation	91,181	182,642	Book Value		-91,461	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
85,000 shrs of Kraft Foods Inc BD 5 625 11/01/11 B/E DTD 11/02/01 CLB	2009-05	P	2009-08	On Shore Foundation	90,701	179,494	Book Value		-88,793	
65,000 shrs of Morgan Stanleyo Inc Medium Term Sr Nts Nt 6 600 04/01/12 B/E DTD 04/03/02 CLB	2009-05	P	2009-09	On Shore Foundation	70,613	134,934	Book Value		-64,321	
45,000 shrs of Safeway Inc Entifics Inc Nt 4 950 08/16/10 B/E DTD 08/12/04 CLB	2009-06	P	2009-08	On Shore Foundation	46,441	92,312	Book Value		-45,871	
50,000 shrs of Southern Pwr Co Sr Nt 6 250 07/15/12 B/E DTD 06/18/02 CLB	2009-05	P	2009-09	On Shore Foundation	54,951	106,440	Book Value		-51,489	
85,000 shrs of Time Warner Inc New Nt 5 500 11/15/11 B/E DTD 11/13/06 CLB	2009-04	P	2009-08	On Shore Foundation	89,955	173,510	Book Value		-83,555	
85,000 shrs of Time Warner Cable Inc NT 6 200 07/01/13 B/E DTD 06/19/08 CLB	2009-05	P	2009-09	On Shore Foundation	92,064	177,180	Book Value		-85,116	
400 shrs of AMDOCS Ltd Shs ISINGB0022569080	2006-11	P	2009-04	On Shore Foundation	8,288	26,336	Book Value		-18,048	
505 shrs of Ingersoll Rand Co C/A EFF 7/1/09	2006-11	P	2009-04	On Shore Foundation	10,712	41,048	Book Value		-30,336	
560 shrs of Marvell Technology Group Ltd	2006-11	P	2009-04	On Shore Foundation	5,872	32,530	Book Value		-26,658	
200 shrs of Abercrombie Fitch Co Cl A	2006-05	P	2009-04	On Shore Foundation	5,012	23,396	Book Value		-18,384	
175 shrs of American Express Company	2006-11	P	2009-04	On Shore Foundation	4,228	22,444	Book Value		-18,216	
200 shrs of American Express Company	2006-03	P	2009-04	On Shore Foundation	4,832	21,632	Book Value		-16,800	
40 shrs of American Express Company	2006-03	P	2009-04	On Shore Foundation	966	4,298	Book Value		-3,332	
262 shrs of Apple Inc Com	2006-11	P	2009-04	On Shore Foundation	32,618	23,218	Book Value		9,400	
225 shrs of Apple Inc Com	2006-08	P	2009-04	On Shore Foundation	28,012	28,462	Book Value		-450	
444 shrs of Ashford Hospitality Tr Inc Com	2006-11	P	2009-04	On Shore Foundation	1,106	8,884	Book Value		-7,778	
175 shrs of Avon Prods Inc Com	2006-05	P	2009-04	On Shore Foundation	3,784	11,082	Book Value		-7,298	
580 shrs of Boston Scientific Corp	2006-05	P	2009-04	On Shore Foundation	4,769	23,258	Book Value		-18,489	
295 shrs of Capital One Finl Corp Com	2006-11	P	2009-04	On Shore Foundation	4,947	51,902	Book Value		-46,955	
350 shrs of Caterpillar Inc	2006-03	P	2009-04	On Shore Foundation	11,683	50,914	Book Value		-39,231	
566 shrs of Chicos Fas Inc Com	2006-11	P	2009-04	On Shore Foundation	4,014	45,526	Book Value		-41,512	
610 shrs of Circuit City Stores Inc Com	2006-05	P	2009-04	On Shore Foundation	6	34,294	Book Value		-34,288	
1,500 shrs of Cisco Systems Inc	2006-11	P	2009-04	On Shore Foundation	27,588	60,202	Book Value		-32,614	
115 shrs of Coca Cola Company	2006-11	P	2009-04	On Shore Foundation	4,854	9,328	Book Value		-4,474	
100 shrs of Coca Cola Company	2006-03	P	2009-04	On Shore Foundation	4,221	8,490	Book Value		-4,269	
100 shrs of Coca Cola Company	2006-03	P	2009-04	On Shore Foundation	4,221	8,396	Book Value		-4,175	
1,600 shrs of Companhia Vale Do Rio Doce ADR N/C EFF 05/26/09	2006-11	P	2009-04	On Shore Foundation	25,151	38,984	Book Value		-13,833	
771 shrs of Corning Inc Com	2006-11	P	2009-04	On Shore Foundation	12,291	29,072	Book Value		-16,781	
315 shrs of Danaher Corp	2006-11	P	2009-04	On Shore Foundation	18,377	38,196	Book Value		-19,819	
515 shrs of Ebay Inc Com	2006-11	P	2009-04	On Shore Foundation	8,488	41,438	Book Value		-32,950	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
190 shrs of Electronic Arts	2006-11	P	2009-04	On Shore Foundation	3,787	19,790	Book Value		-16,003	
580 shrs of Exelon Corp Com	2006-03	P	2009-04	On Shore Foundation	26,525	66,038	Book Value		-39,513	
16 shrs of Fairpoint Communications Inc Com	2006-11	P	2009-04	On Shore Foundation	17	242	Book Value		-225	
350 shrs of Freeport Mcmoran Copper Gold Inc Class B	2006-11	P	2009-04	On Shore Foundation	13,899	35,568	Book Value		-21,669	
1,652 shrs of General Electric Co Com	2006-11	P	2009-04	On Shore Foundation	19,943	110,394	Book Value		-90,451	
192 shrs of Goldman Sachs Group Inc Com	2006-11	P	2009-04	On Shore Foundation	23,566	50,648	Book Value		-27,082	
33 shrs of Google Inc Cl A	2006-11	P	2009-04	On Shore Foundation	12,699	25,324	Book Value		-12,625	
225 shrs of Hartford Finl Svcs Group Inc Com	2006-03	P	2009-04	On Shore Foundation	2,187	36,936	Book Value		-34,749	
447 shrs of Honeywell Intl Inc Com	2006-11	P	2009-04	On Shore Foundation	13,580	34,338	Book Value		-20,758	
44 shrs of Idearc Inc Com	2006-11	P	2009-04	On Shore Foundation	3	2,194	Book Value		-2,191	
314 shrs of Lehman Bros Hldgs Inc Com	2006-11	P	2009-04	On Shore Foundation	13	40,976	Book Value		-40,963	
590 shrs of Macys Inc Com	2006-11	P	2009-04	On Shore Foundation	7,653	41,710	Book Value		-34,057	
400 shrs of Maxim Integrated Products Inc	2006-11	P	2009-04	On Shore Foundation	5,485	31,364	Book Value		-25,879	
393 shrs of Medtronic Inc	2006-11	P	2009-04	On Shore Foundation	11,747	42,766	Book Value		-31,019	
1,795 shrs of Microsoft Corp Com	2006-11	P	2009-04	On Shore Foundation	36,727	97,274	Book Value		-60,547	
965 shrs of Motorola Inc	2006-11	P	2009-04	On Shore Foundation	5,454	37,220	Book Value		-31,766	
1,160 shrs of News Corp Cl B	2006-11	P	2009-04	On Shore Foundation	9,850	39,922	Book Value		-30,072	
265 shrs of PPL Corp Com	2006-11	P	2009-04	On Shore Foundation	7,852	16,680	Book Value		-8,828	
340 shrs of Pepsico Inc	2006-11	P	2009-04	On Shore Foundation	16,687	39,596	Book Value		-22,909	
400 shrs of Praxair Inc	2006-11	P	2009-04	On Shore Foundation	28,724	43,750	Book Value		-15,026	
275 shrs of Procter Gamble Co Com	2006-11	P	2009-04	On Shore Foundation	13,687	33,100	Book Value		-19,413	
655 shrs of Qualcomm Inc	2006-11	P	2009-04	On Shore Foundation	28,081	59,704	Book Value		-31,623	
514 shrs of Starbucks Corp Com	2006-11	P	2009-04	On Shore Foundation	6,760	31,876	Book Value		-25,116	
350 shrs of State Street Corp Com	2006-11	P	2009-04	On Shore Foundation	12,359	43,522	Book Value		-31,163	
430 shrs of Target Corp	2006-11	P	2009-04	On Shore Foundation	16,891	41,968	Book Value		-25,077	
360 shrs of Textron Inc Com	2006-11	P	2009-04	On Shore Foundation	4,090	32,152	Book Value		-28,062	
440 shrs of Travelers Cos Inc Com	2006-11	P	2009-04	On Shore Foundation	18,031	37,598	Book Value		-19,567	
610 shrs of US Bankcorp Del Com	2006-11	P	2009-04	On Shore Foundation	11,097	36,854	Book Value		-25,757	
490 shrs of United Technologies Corp Del Com	2006-03	P	2009-04	On Shore Foundation	23,727	57,210	Book Value		-33,483	
686 shrs of Unitedhealth Group Inc Com	2006-11	P	2009-04	On Shore Foundation	15,784	73,410	Book Value		-57,626	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
880 shrs of Verizon Communicationis Com	2006-11	P	2009-04	On Shore Foundation	26,657	57,646	Book Value		-30,989	
497 shrs of Wal Mart Stores Inc	2006-11	P	2009-04	On Shore Foundation	23,990	47,156	Book Value		-23,166	
275 shrs of Wal Green Co	2006-11	P	2009-04	On Shore Foundation	8,074	24,504	Book Value		-16,430	
1,060 shrs of Wells Fargo Co New Com	2006-11	P	2009-04	On Shore Foundation	21,763	67,834	Book Value		-46,071	
289 shrs of Windstream Corp Com	2006-11	P	2009-04	On Shore Foundation	2,356	6,316	Book Value		-3,960	

TY 2009 Investments Corporate Bonds Schedule

Name: On Shore Foundation
EIN: 95-4100318
Software ID: 09000123
Software Version: 2009.0.12

Name of Bond	End of Year Book Value	End of Year Fair Market Value
30,000 shrs of Abbott Labs SR NTS 5.125 04/01/19 B/E DTD 03/03/09 5.13% 04/01/2019	31,379	31,379
75,000 shrs of Alcoa Inc NT 6.500 06/01/11 B/E DTD 05/23/01 6.50% 06/01/2011	79,085	79,085
80,000 shrs of American Elec Pwr Co Inc SR NT Ser C 5.375 03/15/10 5.37% 03/15/2010	80,726	80,726
75,000 shrs of Anheuser-Busch Cos Inc Medium Term NTS R 5.625 10/01/10 5.63% 10/01/2010	77,560	77,560
30,000 shrs of ATT Inc 4.950 01/15/13 B/E DTD 12/06/07 4.95% 01/15/2013	32,006	32,006
85,000 shrs of BBT Corp Sub NT 6.500 08/01/11 B/E DTD 08/03/01 6.50% 08/01/2011	90,279	90,279
30,000 shrs of Blackrock Inc Fixed RT NT 3.500 12/10/14 B/E DTD 12/10/09 3.50% 12/10/2014	29,623	29,623
85,000 shrs of Boston Scientific Corp NT 6.000 06/15/11 B/E DTD 06/09/06 6.00% 06/15/2011	88,825	88,825
40,000 shrs of Burlington Northn Santa Fe Corp NT 7.125 12/15/10 7.13% 12/15/2010	42,454	42,454
30,000 shrs of Caterpillar Finl Svcs Corp Medium Term NTS - 6.200 09/30/13 6.20% 09/30/2013	33,430	33,430
15,000 shrs of Cisco Sys Inc SR NT 4.950 02/15/19 B/E DTD 02/17/09 4.95% 02/15/2019	15,375	15,375
85,000 shrs of Clorox Co NT 6.125 02/01/11 B/E DTD 02/08/01 6.13% 02/01/2011	89,484	89,484
30,000 shrs of Coca Cola Co NT 5.350 11/15/17 B/E DTD 11/01/07 5.35% 11/15/2017	32,317	32,317
85,000 shrs of Comcast Cable Communications Inc NT 6.750 01/30/11 6.75% 01/30/2011	89,706	89,706
30,000 shrs of Conoco Phillips NTS ISINUS20825CAS35 4.750 02/01/14 4.75% 02/01/2014	32,211	32,211
30,000 shrs of Credit Suisse USA Inc SR NT 5.250 03/02/11 B/E DTD 03/02/06 5.25% 03/02/2011	31,429	31,429
30,000 shrs of Disney Walt Co Notes 4.500 12/15/13 B/E DTD 12/228/08 4.50% 12/15/2013	31,868	31,868
85,000 shrs of Dominion Res Inc Va New SR NT 4.750 12/15/10 4.75% 12/15/2010	87,494	87,494
75,000 shrs of Duke Rlty Ltd Partnership New SR NT 5.625 08/15/11 5.63% 08/15/2011	76,784	76,784
75,000 shrs of El Paso Corp SR NT 7.875 06/15/12 B/E DTD 06/10/02 7.88% 06/15/2012	77,703	77,703
85,000 shrs of Florida Power Corp 1st Mtg Bd 4.500 06/01/10 B/E DTD 05/16/05 4.50% 06/01/2010	86,391	86,391
30,000 shrs of General Elec Co Global Note 5.000 02/01/13 B/E DTD 01/28/03 5.00% 02/01/2013	31,739	31,739
80,000 shrs of General Electric Capital Corp 5.000 01/15/10 Reg DTD 11/27/06 5.00% 01/15/2010	80,072	80,072
30,000 shrs of Goldman Sachs Group Inc SR NT 6.600 01/15/12 6.60% 01/15/2012	32,614	32,614
35,000 shrs of Health Care PPTY Invs Inc 5.625 02/28/13 B/E DTD 02/27/09 5.63% 02/28/2013	35,120	35,120
30,000 shrs of Hewlett Packard Co Global NT 6.125 03/01/14 B/E DTD 12/05/08 6.13% 03/01/2014	33,521	33,521
85,000 shrs of Home Depot Inc SR NT 5.200 03/01/11 B/E DTD 03/24/06 5.20% 03/01/2011	88,202	88,202
30,000 shrs of International Business Machs Corp NT 4.750 11/29/12 4.75% 11/29/2012	32,230	32,230
30,000 shrs of JPMorgan Chase Co SR NT 5.600 06/01/11 B/E DTD 05/16/06 5.60% 06/01/2011	31,756	31,756
80,000 shrs of Kroger Co NT 8.050 02/01/10 B/E DTD 02/11/00 8.05% 02/01/2010	80,386	80,386
30,000 shrs of Lowes Cos Inc NT 5.000 10/15/15 B/E DTD 10/06/05 5.00% 10/15/2015	32,487	32,487
85,000 shrs of Masco Corp SR NT FLTG Rate 0.554 03/12/10 B/E DTD 03/14/07 0.55% 03/12/2010	84,653	84,653
75,000 shrs of May Dept Stores Co Deb 7.450 09/15/11 B/E DTD 09/15/96 7.45% 09/15/2011	78,000	78,000
30,000 shrs of Merrill Lynch Co Inc Medium Term NTS 5.450 02/05/13 5.45% 02/05/2013	31,568	31,568
30,000 shrs of Morgan Stanleyo Inc Medium Term SR NTS Global NT 5.300 5.30% 03/01/2013	31,620	31,620
50,000 shrs of Occidental Pete Corp Med Term NT R 4.250 03/15/10 4.25% 03/15/2010	50,369	50,369
25,000 shrs of Oracle Corp Ozark Hldg Inc NT 5.250 01/15/16 B/E DTD 01/13/06 5.25% 01/15/2016	26,997	26,997
30,000 shrs of Pepsico Inc NT 5.150 05/15/12 B/E DTD 05/21/07 5.15% 05/15/2012	32,295	32,295
85,000 shrs of Premcor Refng Group Inc SR NT 6.125 05/01/11 6.13% 05/01/2011	88,488	88,488
15,000 shrs of Procter Gamble Co NTS 4.700 02/15/19 B/E DTD 02/06/09 4.70% 02/15/2019	15,355	15,355
25,000 shrs of Safeway Inc Entifics Inc NT 4.950 08/16/10 B/E DTD 08/12/04 4.95% 08/16/2010	25,659	25,659
50,000 shrs of Simon PPTY Group L P NT 6.350 08/28/12 B/E DTD 08/21/02 6.35% 08/28/2012	53,372	53,372
70,000 shrs of Suntrust Bk Atlanta GA Medium Term Sub Bk NTS 6.375 04/01/11 6.38% 04/01/2011	72,757	72,757
85,000 shrs of Supervalu Inc NT 7.500 05/15/12 B/E DTD 05/16/02 7.50% 05/15/2012	87,550	87,550
30,000 shrs of Target Corp NT 6.350 01/15/11 B/E DTD 01/10/01 6.35% 01/15/2011	31,679	31,679
50,000 shrs of Time Warner Cable Inc NT 5.400 07/02/12 B/E DTD 10/31/07 5.40% 07/02/2012	53,422	53,422
85,000 shrs of Union Pac Corp NT 6.650 01/15/11 B/E DTD 01/17/01 6.65% 01/15/2011	89,655	89,655
85,000 shrs of Verizon Communication Inc NT 5.350 02/15/11 B/E DTD 02/15/06 5.35% 02/15/2011	88,633	88,633
30,000 shrs of Verizon Communications DEB 5.250 04/15/13 B/E DTD 04/04/08 5.25% 04/15/2013	26,949	26,949
30,000 shrs of Wachovia Corp Global NTS SER G 5.500 05/01/13 5.50% 05/01/2013	31,870	31,870
30,000 shrs of Wal Mart Stores Inc NTS 5.800 02/15/18 B/E DTD 08/24/07 5.80% 02/15/2018	33,293	33,293

**TY 2009 Investments Corporate
Stock Schedule**

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 shares of Abercrombie Fitch Co Cl A		
400 shares of Amdocs Ltd Ord		
415 shares of Amer Express Co		
487 shares of Apple Computer Inc		
444 shares of Ashford Hospitality Trust		
175 shares of Avon Products Inc		
580 shares of Boston Scientific Corp		
40000 shares of BP Cap Mkts P L C GTD NT 3.875 03/10/15 B/E DTD 03/10/09	41,080	41,080
47 shares of Capital One Financial		
248 shares of Capital One Financial		
350 shares of Caterpillar Inc		
566 shares of Chicos Fas Inc		
610 shares of Circuit City Stores Inc		
1500 shares of Cisco Sys Inc		
40000 shares of Cisco Sys Inc SR NT 5.250 02/22/11 B/E DTD 02/22/06	41,973	41,973
315 shares of Coca Cola Co Com		
1600 shares of Companhia Vale Do Rio Doce		
40000 shares of Conoco Fdg Co SR NT 6.350 10/15/11 B/E DTD 10/11/01	43,518	43,518
771 shares of Corning Inc		
40000 shares of Costco Wholesale Corp New SR NT 5.300 03/15/12 B/E DTD 02/20/07	43,150	43,150
315 shares of Danaher Corp		
515 shares of Ebay Inc		
190 shares of Electronic Arts Inc		
580 shares of Exelon Corp		
16 shares of Fairpoint Communication		
350 shares of Freeport-Mcm Copr Gold CL B		
40000 shares of General Elec Cap Corp Medium Term NTS 4.800 05/01/13 B/E DTD 04/21/08	41,811	41,811
1652 shares of Genl Electric Co		
192 shares of Goldman Sachs Group Inc		
40000 shares of Goldman Sachs Group Inc For Future Equity Use 38 143U SR Global	41,807	41,807

Name of Stock	End of Year Book Value	End of Year Fair Market Value
691 shares of Google Inc Cl A		
225 shares of Hartford Finl Svcs Group Inc		
40000 shares of Hewlett Packard Co Global NT	42,912	42,912
447 shares of Honeywell Intl Inc		
2927 shares of Icon Energy Fund	50,376	50,376
44 shares of Idearc inc		
505 shares of Ingersoll-Rand Co-Cl A		
40000 shares of International Business Machs Corp	42,974	42,974
1792 shares of Ishares TR MSCI EAFE Index FD	99,062	99,062
867 shares of Ishares TR SP Global Materials	53,945	53,945
12864 shares of JP Morgan Market Neutral Fund Class A	197,080	197,080
314 shares of Lehman Bros Holdings Inc		
590 shares of Macys Inc		
560 shares of Marvell Technology Group Ltd		
400 shares of Maxim Integrated Prods Inc		
393 shares of Medtronic Inc		
1795 shares of Microsfot Corp		
965 shares of Motorola Inc		
40000 shares of National Rural Utils Coop Fin Corp Coll TR	42,483	42,483
1160 shares of News Corp Inc		
5381 shares of Optima Fund Limited		
40000 shares of Oracle Corp NT 4.950 04/15/13 B/E DTD 04/09/08	42,922	42,922
340 shares of Pepsico Inc		
265 shares of Ppl Corp		
400 shares of Praxair Inc		
275 shares of Procter Gamble Co		
655 shares of Qualcomm Inc		
922 shares of Standard Poor Depository Receipts	102,748	102,748
514 shares of Starbucks Corp		
350 shares of State Street Corp		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3567 shares of T Rowe Price Emerging Markets	107,331	107,331
430 shares of Target Corp		
40000 shares of Target Corp NT 5.875 03/01/12 B/E DTD 03/11/02	43,341	43,341
27809 shares of Templeton Global Bond Fund Class A	353,730	353,730
360 shares of Textron Inc		
440 shares of The St Paul Travelers Companies Inc		
30000 shares of United Parcel Svc Inc SR NT 5.500	32,337	32,337
490 shares of United Technologies		
686 shares of Unitedhealth Group Inc		
610 shares of US Bancorp Del		
43447 shares of Vanguard GNMA Fund	462,273	462,273
880 shares of Verizon Communications		
497 shares of Wal Mart Stores Inc		
275 shares of Walgreen Co		
40000 shares of Walgreen Co Notes 5.250 01/15/19 B/E DTD 01/13/09	42,448	42,448
1060 shares of Wells Fargo Co New		
289 shares of Windstreams Corp		

**TY 2009 Investments Government
Obligations Schedule**

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

**US Government Securities - End of
Year Book Value:** 1,252,085

**US Government Securities - End of
Year Fair Market Value:** 1,252,085

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2009 Investments - Land Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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TY 2009 Investments - Other Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Life Insurance	AT COST	543,525	543,525

TY 2009 Land, Etc. Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Equipment and Improvements	48,365	15,751	32,614	650
Auto	23,500	13,860	9,640	3,305

TY 2009 Other Decreases Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Description	Amount
Prior Year Book Retained Earning Adjustments	1,500

TY 2009 Other Expenses Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	140			140
Insurance Expense	261			261
Filing Fees	25			25
Penalty	9,662			
Management Fees	36,000	10,000	10,000	26,000
Office Expense	941			941

TY 2009 Other Income Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Refund	42,959	42,959	42,959

TY 2009 Other Increases Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Description	Amount
Market Adjustment in Investments	372,650

TY 2009 Other Professional Fees Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Pershing Adviser Solutions	84,615	84,615	84,615	

TY 2009 Taxes Schedule

Name: On Shore Foundation

EIN: 95-4100318

Software ID: 09000123

Software Version: 2009.0.12

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax	576	0	0	0
Payroll Tax	24	0	0	24
Tax on Investment Income	7,591	0	0	0

**Part XV, 3. Grants and Contributions Paid During
the Year (990-PF)**

Total	442,436		
Recipient & Address	Status	Purpose of Contribution	Amount
2nd Chance 4 Pets 1484 Pollard Rd, No 444, Los Gatos, CA 95032	Public	Animal Rescue and Rehabilitation	3,000
4Luv of Dogs Rescue 3037 13th Avenue South, Fargo, ND 58103	Public	Animal Rescue and Rehabilitation	2,000
9th Life - Hawaii - Compassionate Cat Control P O Box 476, Makawao, HI 96768	Public	Animal Rescue and Rehabilitation	1,500
A H A N 3742 Balboa St, Ste 228, San Francisco, CA, 94121	Public	Animal Rescue and Rehabilitation	10,500
Ace of Hearts P O Box 2357, Beverly Hills Ca 90213	Public	Animal Rescue and Rehabilitation	3,000
Africa Network for Animal Welfare P O Box 3731-00506, Nairobi, KENYA	Public	Animal Rescue and Rehabilitation	2,250
Agee Memorial Wildlife Rescue 2059 Sweet Valley Road, El Dorado Hills, CA 95762	Public	Animal Rescue and Rehabilitation	2,000
All Aboard Animal Search and Rescue P O Box 7486, Santa Rosa CA 95407	Public	Animal Rescue and Rehabilitation	1,500
Alley Cat Rescue P O Box 585, Mount Rainier, MD 20712	Public	Animal Rescue and Rehabilitation	2,000
Alpha Canine Sanctuary P O Box 5517, Bakersfield, CA 93388	Public	Animal Rescue and Rehabilitation	2,000
American Sanctuary Association 2308 Chatfield Dr , Las Vegas, NV 89128	Public	Animal Rescue and Rehabilitation	1,000
American Wildlands P O Box 6669, Bozeman, MT 59771-6669	Public	Animal Rescue and Rehabilitation	1,000
Angel Service Dogs 3825 Highview Dr , Colorado Springs, CO 80908	Public	Animal Rescue and Rehabilitation	1,000
Animal Advocates Alliance 137 N Larchmont Blvd #708, Los Angeles, CA 90004	Public	Animal Rescue and Rehabilitation	2,000
Animal Ark P O Box 60057, Reno, NV 89506	Public	Animal Rescue and Rehabilitation	1,000
Animal Friends Rescue Project P O Box 51083, Pacific Grove, CA 93950	Public	Animal Rescue and Rehabilitation	2,000
Animal House Shelter 13005 Ernest Rd , Huntley, IL 60142	Public	Animal Rescue and Rehabilitation	2,150
Animal Outreach P O Box 892, Westerville, OH 43086-0892	Public	Animal Rescue and Rehabilitation	4,000
Animal People P O Box 960, Clinton, WA 98236	Public	Animal Rescue and Rehabilitation	2,000
Animal Place 3448 Laguna Creek Trl, Vacaville, CA 95688	Public	Animal Rescue and Rehabilitation	2,000
Animal Protection of New Mexico, Inc P O Box 11395, Albuquerque, NM 87192	Public	Animal Rescue and Rehabilitation	1,500
Animal Rescue League P O Box 2625, Elk Grove, CA 95759-2625	Public	Animal Rescue and Rehabilitation	1,500
Animal Welfare Association Inc P O Box 575 Howe, IN 46746	Public	Animal Rescue and Rehabilitation	1,500
Animal Wildlife Society 5410 Grosvenor Lane, Suite 200, Bethesda, MD 20814-2144	Public	Animal Rescue and Rehabilitation	2,000
Animals & Society Institute 3500 Boxtton St Ste 325, Baltimore, MD 21224	Public	Animal Rescue and Rehabilitation	2,000
Animals for Awareness P O Box 56, Palos Park, IL, 60464	Public	Animal Rescue and Rehabilitation	2,000
Arden's Arc 2924 O'Donnell St , Baltimore, MD 21224	Public	Animal Rescue and Rehabilitation	2,000

Recipient & Address	Status	Purpose of Contribution	Amount
Arnold's Wildlife Rehab Cente 14895 NW 30th Terrace, Okiechoke, CA, 94121	Public	Animal Rescue and Rehabilitation	2,000
Aspen Animal Hospital 800 East Commonwealth Ave , Fullerton, CA 92831-4564	Public	Animal Rescue and Rehabilitation	350
Auburn Area Animal Rescue Foundation 11940 Masters Ct , Auburn, CA 95603	Public	Animal Rescue and Rehabilitation	2,000
Barn Cats, Inc P O Box 293152, Lewisville, TX 75029	Public	Animal Rescue and Rehabilitation	1,500
Barry R Kirshner Wildlife 1843 Laura Ln , Durham, CA 95938-9704	Public	Animal Rescue and Rehabilitation	5,000
Basset Rescue Network 6221 Shannon VALley Road, Acton, CA 93510	Public	Animal Rescue and Rehabilitation	450
Big Cat Rescue 12802 Easy St, Tampa, FL 33625	Public	Animal Rescue and Rehabilitation	1,000
Big Wildlife P O Box 489, Williams, OR 97544	Public	Animal Rescue and Rehabilitation	3,836
Blue Mt Humane Society 7 East George St , Walla Walla, WA 99362	Public	Animal Rescue and Rehabilitation	1,500
Butte Humane Society 2579 Fair St , Chico, CA 95928-8822	Public	Animal Rescue and Rehabilitation	2,000
C A R E P O Box 1871, Merrifield VA 22116-9753	Public	Animal Rescue and Rehabilitation	3,500
C H A I P O Box 3341, Alexandria , VA 22302	Public	Animal Rescue and Rehabilitation	4,000
Canter-Mid Atlantic 13709 Arctic Ave , Rockville, MD 20853	Public	Animal Rescue and Rehabilitation	2,000
Capital Humane Society 3015 Scioto-Darby Executive Court, Hilliard, OH 43026	Public	Animal Rescue and Rehabilitation	2,000
Castleton Ranch Horse Rescue 12103 East Avenue H, Lancaster, CA 93535	Public	Animal Rescue and Rehabilitation	1,500
Cat Cause Foundation P O Box 8123, Huntington Beach, CA 92615-8123	Public	Animal Rescue and Rehabilitation	1,500
Cat Nap from the Heart 1101 Beach Ave , LaGrange Park, IL 60526	Public	Animal Rescue and Rehabilitation	4,000
Cat Tails Inc N 17020 Newport Highway, Mead, WA 99021	Public	Animal Rescue and Rehabilitation	3,000
Catonsville Feline Rescue Society 400 Baltimore National Pike Suite 181, Catonsville, MD 21228	Public	Animal Rescue and Rehabilitation	2,000
Cats Critters Inc P O Box 1345, New York, NY 10013	Public	Animal Rescue and Rehabilitation	2,000
Cats Exclusive Inc 6350 West Atlantic Blvd , Margate, FL 33063	Public	Animal Rescue and Rehabilitation	2,000
Cats Galore 54738 Day Rd , Milton-Freewater, OR 97862	Public	Animal Rescue and Rehabilitation	1,500
Cats in Need of Human Care P O Box 510103, St Louis, MO 63151-0103	Public	Animal Rescue and Rehabilitation	1,000
Cease P O Box 440456, Somerville, MA 02144	Public	Animal Rescue and Rehabilitation	2,000
Cibola National Forest 2113 Osuna Road, NE, Suite A, Albuquerque, NM 87113	Public	Animal Rescue and Rehabilitation	2,000
Citizens Comm for Animal Right P O Box 720483, Flushing, NY 11372	Public	Animal Rescue and Rehabilitation	2,000
Coalition for Animal Protection P O Box 77016, Fort Worth, TX 76177-0016	Public	Animal Rescue and Rehabilitation	1,500
Columbia Gorge Cat Rescue P O Box 231, Hood River, OR 97031	Public	Animal Rescue and Rehabilitation	3,500
Columbia Humane Society 2084 Oregon St , St Helens, OR 97051	Public	Animal Rescue and Rehabilitation	1,500

Recipient & Address	Status	Purpose of Contribution	Amount
Companion Animals Protection Society 759 CJC Hwy , #332, Cohasset, MA 02025	Public	Animal Rescue and Rehabilitation	2,000
Compassionate Animal Spay Neuter Program 130 P O Ik 238, Mena, AR 71953	Public	Animal Rescue and Rehabilitation	2,000
Concerned People for Animals P O Box 632, Somis, CA 93066	Public	Animal Rescue and Rehabilitation	1,000
Corporate Accountability Inter P O Box 309, Lisbon, MD 21765	Public	Animal Rescue and Rehabilitation	1,500
Day's End Farm Horse Rescue P O Box 309, Lisbon, MD 21765	Public	Animal Rescue and Rehabilitation	2,000
Denkai Animal Sanctuary 14253 Colorado 392, Greeley, CO 80631-9137	Public	Animal Rescue and Rehabilitation	2,000
Dogs 2nd Time Around Rescue Glenmoore, PA 19343	Public	Animal Rescue and Rehabilitation	1,500
Door County Humane Society 3475 Park Dr , Sturgeon Bay, WI 54235-9075	Public	Animal Rescue and Rehabilitation	1,000
Downtown Dog Rescue P O Box 5280, No Hollywood CA 91616	Public	Animal Rescue and Rehabilitation	3,500
Dream Catcher Farm Horse Sanctuary 495 Adam Perry Rd , Rocky Mount, VA 24151	Public	Animal Rescue and Rehabilitation	2,000
DreamCatcher Wild Horse & Burro Sanctuary P O Box 9, Ravendale, CA 96123	Public	Animal Rescue and Rehabilitation	2,000
Emmett Ferret Shelter 6034 Hillview Road, Emmett, ID 83617	Public	Animal Rescue and Rehabilitation	2,000
Equine Advocates P O Box 354, Chatham, NY 12037-0354	Public	Animal Rescue and Rehabilitation	1,500
Exotic Cat Refuge & Wildlife Orphanage HC3 Box 96A, Kirbyville, TX 75956	Public	Animal Rescue and Rehabilitation	2,000
Fauna Outreach La Crescenta, CA 91214	Public	Animal Rescue and Rehabilitation	3,000
Feline Conservation Federation 4403 S 334th E Ave , Broken Arrow, OK 74014	Public	Animal Rescue and Rehabilitation	1,000
Feline Friends P O Box 27 Shelton, WA 98584	Public	Animal Rescue and Rehabilitation	1,000
Feline Rescue, Inc 4410 70th Avenue Ct W , University Place, WA 98466	Public	Animal Rescue and Rehabilitation	3,000
Feral Fixers P O Box 1416, Lombard, IL 60148	Public	Animal Rescue and Rehabilitation	4,000
Food First 308 60th St , Oakland, CA 94618	Public	Animal Rescue and Rehabilitation	400
For All Time Cat Haven P O Box 1751, Crescent City, CA 95531	Public	Animal Rescue and Rehabilitation	2,000
For Our Friends, Inc P O Box 203, Oakland Gardens, NY 11364	Public	Animal Rescue and Rehabilitation	2,000
Forgotten Angels Rescue, Inc P O Box 900681, Palmdale, CA 93590	Public	Animal Rescue and Rehabilitation	4,000
Forgotten Cats, Inc 2360 W Oregon Ave , Philadelphia, PA 19145	Public	Animal Rescue and Rehabilitation	2,000
Foster Parrots, Ltd P O Box 650, Rockland, MA 02370	Public	Animal Rescue and Rehabilitation	1,500
Friends in Need Eagle Mountain, UT	Public	Animal Rescue and Rehabilitation	2,000
Frisky Whiskers Network, Inc P O Box 270326, St Louis, MO 63126	Public	Animal Rescue and Rehabilitation	2,000
Gateway to Canine Partnerships 40 North 800 West, Salt Lake City, UT 84116	Public	Animal Rescue and Rehabilitation	2,000
Golden Gate Lab Rescue 2515 Lexington Way, San Bruno, CA 94066	Public	Animal Rescue and Rehabilitation	1,000

Recipient & Address	Status	Purpose of Contribution	Amount
Good Shepherd Humane Society, Inc P O Box 285, Eureka Springs, AR 72632	Public	Animal Rescue and Rehabilitation	3,500
Greyhound Rescue Inc P O Box 507, Mendon, MA, 01756	Public	Animal Rescue and Rehabilitation	2,000
Guide Dogs of the Desert International 60740 Dillon Road, White Water, CA 92282	Public	Animal Rescue and Rehabilitation	2,000
Hacienda delos Milagros 3731 N Road One, W Chino Valley, AZ, 86323	Public	Animal Rescue and Rehabilitation	1,000
Hayward Friends of Animals P O Box 3986, Hayward, CA 94540	Public	Animal Rescue and Rehabilitation	1,500
Home At Last Animal Rescue P O Box 2261 Berkeley, CA 94702-0261	Public	Animal Rescue and Rehabilitation	2,000
Home for Life P O Box 847, Stillwater, MN 55082	Public	Animal Rescue and Rehabilitation	1,000
Horse Haven of Tennessee P O Box 22841, Knoxville, TN 37933	Public	Animal Rescue and Rehabilitation	1,000
House of Dreams P O Box 30971, Portland OR, 97294	Public	Animal Rescue and Rehabilitation	2,000
Hurricane Pet Rescue 2160 Bay Drive West Suite # 14, Miami Beach, FI 33141	Public	Animal Rescue and Rehabilitation	1,500
I F E R 53 West Jackson Blvd , Suite 1552, Chicago, IL 60604	Public	Animal Rescue and Rehabilitation	2,500
Institute Of Range & American Mustang P O Box 998, Hot Springs, SD 57747	Public	Animal Rescue and Rehabilitation	2,000
International Aid for Korean Animals P O Box 20600 Oakland, CA 94620-0600	Public	Animal Rescue and Rehabilitation	2,000
International Exotic Animal Sanctuary P O Box 637, Boyd, TX 76023	Public	Animal Rescue and Rehabilitation	2,000
International Primate Protection League P O Box 766, Summerville, SC 29484	Public	Animal Rescue and Rehabilitation	1,000
Iowa Natural Heritage Foundation 505 Fifth Ave , Suite 444, Des Moines, IA 50309-2321	Public	Animal Rescue and Rehabilitation	2,000
Ironwood Pig Sanctuary P O Box 35490, Tucson, AZ 85740	Public	Animal Rescue and Rehabilitation	1,000
Island Cats Inc P O Box 173, Palm Beach, FL 33480	Public	Animal Rescue and Rehabilitation	2,000
Islands Feral Cat Project 28 Twelve Oaks Dr, Savannah, GA 31410	Public	Animal Rescue and Rehabilitation	2,000
JSPCA Animals' Shelter 89 St Saviours Rd , St Helier, Jersey, JE2 4GJ	Public	Animal Rescue and Rehabilitation	500
Kindness Ranch Animal Sanctuary 854 Wyoming 270, Glendo, WY 82213	Public	Animal Rescue and Rehabilitation	2,000
Larimer Humane Society 6317 Kyle Ave , Fort Collins, CO 80525	Public	Animal Rescue and Rehabilitation	2,000
Last Chance Coral 5350 P O meroy Rd , Athens, OH 45711	Public	Animal Rescue and Rehabilitation	2,000
Lighthouse Farm Sanctuary 36831 Richardson Gap Rd , Scio, OR 97374-9742	Public	Animal Rescue and Rehabilitation	2,000
Living Free Animal Sanctuary 54250 Keen Camp Rd , Mountain Center, CA 92561	Public	Animal Rescue and Rehabilitation	2,000
Maine State Society for Protec P O Box 40, South Windham, ME 04082-0040	Public	Animal Rescue and Rehabilitation	2,000
Malibu Pet Companions P O Box 4318, Malibu, CA, 90264	Public	Animal Rescue and Rehabilitation	1,000
Mariah's Promise Animal Sanctuary P O Box 1017, Divide, CO 80814	Public	Animal Rescue and Rehabilitation	400
Metroplex Animal Coalition P O Box 793574, Dallas, TX 75379	Public	Animal Rescue and Rehabilitation	2,000

Recipient & Address	Status	Purpose of Contribution	Amount
Miracle Dog Rescue 6639 Ajax Ave , Bell Gardens, CA 90201	Public	Animal Rescue and Rehabilitation	1,000
Misfit Acres 12480 550th Ave , Amboy, MN 56010	Public	Animal Rescue and Rehabilitation	2,000
Monero Mustangs P O Box 1086, Dulce, NM 87528	Public	Animal Rescue and Rehabilitation	2,000
National Association of Free Clinics 1800 Diagonal Rd , Suite 600, Alexandria VA 22314	Public	Animal Rescue and Rehabilitation	1,000
National Wildlife Humane Society 2488 W HWY 16, Witts Springs, AR 72686	Public	Animal Rescue and Rehabilitation	2,000
New England Primate Sanctuary P O Box 520174, Winthrop, MA 02152	Public	Animal Rescue and Rehabilitation	2,000
New Hope Humane Society 700 Fifteen Mile Rd , Worland , WY 82401	Public	Animal Rescue and Rehabilitation	2,000
North Shore Animal League America 25 Davis Ave , P O rt Washington, NY 11050	Public	Animal Rescue and Rehabilitation	2,000
Northern Jaguar Project 2114 West Grant Rd , Suite 12, Tucson, AZ 85745	Public	Animal Rescue and Rehabilitation	3,000
OC Pound Hounds Orange County, CA	Public	Animal Rescue and Rehabilitation	1,000
Orange County People for Animal 18032-C Lemon Dr, Ste 623, Yorba Linda, CA 92886	Public	Animal Rescue and Rehabilitation	2,000
Oregon Friends of Shelter Animals 4240 SW 185th, Aloha, OR 97006	Public	Animal Rescue and Rehabilitation	2,000
P A L S P O Box 800785, Charlottesville, VA 22908	Public	Animal Rescue and Rehabilitation	1,500
P A W S P O Box 1037, Lynnwood, WA, 98046	Public	Animal Rescue and Rehabilitation	1,500
Palo Alto Humane Society P O Box 60715, Palo Alto, California 94306	Public	Animal Rescue and Rehabilitation	2,000
Peaceable Primate Sanctuary P O Box 148136, Chicago, IL 60614	Public	Animal Rescue and Rehabilitation	2,000
Pet A Medic P O Box 204, Moorpark, CA 93020	Public	Animal Rescue and Rehabilitation	1,400
Pet Orphans 7720 Gloria Ave, Van Nuys, CA 91406	Public	Animal Rescue and Rehabilitation	1,000
Pet Pals, Inc 10388 W 400 N Rd , Michigan City, IN 46360	Public	Animal Rescue and Rehabilitation	3,000
Pet Utopia 8670 Southwest Scholls Ferry Rd , Beaverton, OR 97008-6621	Public	Animal Rescue and Rehabilitation	1,500
Pets-4-Pets Cats Rescue, Inc P O Box 350, New Market, MD 21774	Public	Animal Rescue and Rehabilitation	1,000
Pixie Projects 510 N E Martin Luther King Blvd , Portland, OR 97232	Public	Animal Rescue and Rehabilitation	1,500
Planned Pethood, Inc P O Box 350908, Toledo, OH 43635-0908	Public	Animal Rescue and Rehabilitation	1,500
Pound Puppy Resuce P O Box 2503, Nevada City, CA 95959	Public	Animal Rescue and Rehabilitation	1,500
Precious Paws 18034 Ventura Blvd #430, Encino CA 91316	Public	Animal Rescue and Rehabilitation	4,750
Predator Defense P O Box 5446, Eugene, OR, 97405	Public	Animal Rescue and Rehabilitation	4,000
Priderock Wildlife Refuge P O Box 1594, Terrell, TX 75160	Public	Animal Rescue and Rehabilitation	2,000
Primate Rescue Center 5087 Danville Rd Nicholasville, KY 40356	Public	Animal Rescue and Rehabilitation	1,500
Pro-Bone-O P O Box 1823, Eugene, OR 97440	Public	Animal Rescue and Rehabilitation	2,000

Recipient & Address	Status	Purpose of Contribution	Amount
Purrfect Cat Rescue P O Box 7958, Fremont, CA 94537	Public	Animal Rescue and Rehabilitation	1,500
Rescue Alliance of Hairless & Other Breeds, Inc 5425 Jack Creek Rd , Templeton, CA 93465	Public	Animal Rescue and Rehabilitation	600
Rocky Mt Alley Cat Alliance 2600 West 2nd Avenue, #8, Denver, CO 80219	Public	Animal Rescue and Rehabilitation	2,000
ROLDA Foundation 16 Feroviarilor Street, BI C2, AP 18, 800563 Galati, Romania	Public	Animal Rescue and Rehabilitation	1,500
Rolling Rock Horse Rescue & Retirement N6842 570th St , Beldenville, WI 54003	Public	Animal Rescue and Rehabilitation	2,000
Romania Animal Rescue Inc 8000 Morgan Territory Rd, Livermore, CA 94550	Public	Animal Rescue and Rehabilitation	3,000
S A F E 27706 Old Owen Rd , Monroe WA 98272	Public	Animal Rescue and Rehabilitation	700
S P O T P O Box 211, Burlington, WA 98233	Public	Animal Rescue and Rehabilitation	2,000
S T O P P O Box 230776, Anchorage, AK 99523	Public	Animal Rescue and Rehabilitation	2,000
Sabbath Memorial Dog Rescue, Inc P O Box 472933, Miami, FL 33247	Public	Animal Rescue and Rehabilitation	2,000
Safe Haven Rescue Zoo P O Box 184 Imlay, NV 89418	Public	Animal Rescue and Rehabilitation	2,000
Saint Francis Wolf Sanctuary P O Box 877, Montgomery TX 77356	Public	Animal Rescue and Rehabilitation	3,000
Salem Friends of Felines P O Box 12453, Salem, OR 97309	Public	Animal Rescue and Rehabilitation	2,000
Sammie's Friends 14647 McCourtney Rd , Grass Valley, CA 95949	Public	Animal Rescue and Rehabilitation	2,000
Save a Kitty Feral Cat Program, Inc P O Box 1442, Parkersburg, WV 26102	Public	Animal Rescue and Rehabilitation	3,000
Save the Orphan Pets Inc 671 Arthur Street, Chula Vista, CA 91910	Public	Animal Rescue and Rehabilitation	1,500
Saving Horses, Inc 8840 Hunter Pass, Alpine, CA 91901	Public	Animal Rescue and Rehabilitation	1,000
Second Chance Pet Adoptions 6761 Westminster Blvd, Westminster, CA 92683	Public	Animal Rescue and Rehabilitation	2,000
Second Noah Animal Welfare Org P O Box 231, Reed City, MI 49677	Public	Animal Rescue and Rehabilitation	1,000
Shelter Friends Rescue P O Box 3, Freeport, ME 04032	Public	Animal Rescue and Rehabilitation	2,000
Shepherd's Green Sanctuary 139 Copeland Lane, Cookeville, TN 38506	Public	Animal Rescue and Rehabilitation	2,000
Small Miracles Cat Rescue 10236A Baltimore National Pike Ellicott City, MD 21042	Public	Animal Rescue and Rehabilitation	2,000
sociación Protectora de Animales Horadada Calle José Sánchez 14, Pilar De La Horarada	Public	Animal Rescue and Rehabilitation	2,000
Society for Companion Animals 619 Woolsey Dr , Dallas, TX 75224	Public	Animal Rescue and Rehabilitation	3,000
Southern California Thoroughbred Rescue 635 Hacienda Drive, Norco, CA 92860	Public	Animal Rescue and Rehabilitation	1,500
Spay Baton Rouge P O Box 82638, Baton Rouge, LA 70884-2638	Public	Animal Rescue and Rehabilitation	2,000
Spay Neuter Action Project P O Box 4450, Huntsville, AL 35815	Public	Animal Rescue and Rehabilitation	2,000
Spring Farm CARES 3364 State Rt 12, Clinton, NY 13323	Public	Animal Rescue and Rehabilitation	2,000
Spring Hill Horse Rescue 175 Middle Rd , Clarendon, VT 05759	Public	Animal Rescue and Rehabilitation	2,000

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Taos Feral Feline Friends P O Box 1926, Ranchos de Taos, NM 87557	Public	Animal Rescue and Rehabilitation	1,500
Texas Hearing & Service Dogs 4803 Rutherglen, Austin, TX 78749	Public	Animal Rescue and Rehabilitation	2,000
The Cat Connection 14233 Inwood Rd , Dallas TX 75244	Public	Animal Rescue and Rehabilitation	1,000
The Cat House on the Kings 7120 S Kings River Rd , Parlier, CA 93648	Public	Animal Rescue and Rehabilitation	2,000
The Cat Network, Inc P O Box 347228, Miami, FL 33234-7228	Public	Animal Rescue and Rehabilitation	2,000
The Center for Animal Rescue and Adoption P O Box 1628, Tucson, AZ 85702-1628	Public	Animal Rescue and Rehabilitation	2,000
The Feline Rescue Association P O Box 396, Stevenson, MD 21153	Public	Animal Rescue and Rehabilitation	3,000
The Gentle Barn Foundation 26910 Sierra Highway D-8 #318, Santa Clarita, CA 91321	Public	Animal Rescue and Rehabilitation	3,500
The Golden Carrot 4700 Terwilliger Rd , Anza, CA 92539	Public	Animal Rescue and Rehabilitation	1,500
The Humane Society of the United States 2100 L St , NW, Washington, D C 20037	Public	Animal Rescue and Rehabilitation	9,750
The Maryland SPCA 3300 Falls Rd , Baltimore, MD 21211	Public	Animal Rescue and Rehabilitation	1,000
The McKee Project P O Box 35490, Tucson, AZ 85740	Public	Animal Rescue and Rehabilitation	2,000
The N O A H Center P O Box 1603, Stanwood, WA 98292	Public	Animal Rescue and Rehabilitation	2,000
The N O A H Center P O Box 1603, Stanwood, WA 98292	Public	Animal Rescue and Rehabilitation	1,000
The Nature of Wildworks P O Box 109, Topanga, CA 90290	Public	Animal Rescue and Rehabilitation	2,500
The Otter Project 3098 Stewart Ct, Marina, CA, 93933	Public	Animal Rescue and Rehabilitation	3,000
The Pets for the Elderly Foundation P O Box 226, Wickliffe, OH 44092	Public	Animal Rescue and Rehabilitation	2,000
The Wildcat Heaven P O Box 1071, Sherwood, OR 97140	Public	Animal Rescue and Rehabilitation	2,000
The Wildcat Sanctuary P O Box 314, Sandstone MN 55072	Public	Animal Rescue and Rehabilitation	2,000
The Woods Humane Society 875 Oklahoma Ave , San Luis Obispo, CA 93405	Public	Animal Rescue and Rehabilitation	2,000
Tiger Touch P O Box 336, Fallon, NV, 89407	Public	Animal Rescue and Rehabilitation	2,000
TOPCats on the Ridge, Inc PO Box 2281, Paradise, CA 95967	Public	Animal Rescue and Rehabilitation	1,500
Town Cats P O Box 1828, Morgan Hill, CA 95038-1828	Public	Animal Rescue and Rehabilitation	2,000
True Nature Network P O Box 20672, New York, NY 10023-1487	Public	Animal Rescue and Rehabilitation	1,000
Turpentine Creek Wildlife Refuge 239 Turpentine Creek Ln , Eureka Springs, AR 72632	Public	Animal Rescue and Rehabilitation	2,000
United in Light Inc 101 Billman Lane, Livingston , MT 59047	Public	Animal Rescue and Rehabilitation	1,000
US Wolf Refuge P O Box 2756 Sparks, NV 89432	Public	Animal Rescue and Rehabilitation	2,000
Valley Animal Center P O Box 706 Fresno, CA 93712	Public	Animal Rescue and Rehabilitation	4,000
Vernon County People for Pets P O Box 383, Nevada, MO 64772	Public	Animal Rescue and Rehabilitation	1,500

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Voice for the Animals Foundation 2633 Lincoln Blvd, #202, Santa Monica, CA 90405-4656	Public	Animal Rescue and Rehabilitation	3,000
Voices for Pets P O Box 30836 Walnut Creek, CA 94598	Public	Animal Rescue and Rehabilitation	3,000
WAG on Inn Rescue P O Box 221, Oakhurst, NJ 07755	Public	Animal Rescue and Rehabilitation	1,500
Wanekea Wanagi Shelter 18436 County Road Xx, Kiel, WI 53042	Public	Animal Rescue and Rehabilitation	1,000
West Coast Dog and Cat Rescue P O Box 72401, Eugene, OR, 97401	Public	Animal Rescue and Rehabilitation	1,500
Whiskers, Tails and Ferals 1370 Trancas Street, #206, Napa, CA 94558	Public	Animal Rescue and Rehabilitation	2,000
Wild Burro Rescue 12 Rue Francois Bonivard, CH-1201 Geneva, Switzerland	Public	Animal Rescue and Rehabilitation	3,000
Wild Earth Guardians 312 Montezuma Ave, Santa Fe, NM 87501	Public	Animal Rescue and Rehabilitation	1,000
Wild Felid Advocacy Center of Washington 3111 E Harstine Island Rd N, Shelton, WA 98584	Public	Animal Rescue and Rehabilitation	2,000
Wild Rescue Inc 1916 Keystone Dr, Plano, TX 75075	Public	Animal Rescue and Rehabilitation	4,400
Wild Spirit Wolf Sanctuary 378 Candy Kitchen Rd, Ramah, NM 87321	Public	Animal Rescue and Rehabilitation	2,000
Wildlife Fawn Rescue 9201 Sonoma Highway #105, Sonoma, CA 95476	Public	Animal Rescue and Rehabilitation	3,500
Wolfkkeep Wildlife Sanctuary 23545 Highway 200 E Bonner, MT 59823	Public	Animal Rescue and Rehabilitation	2,000
ZAPP Spay / Neuter 95 East Highway 98, Calexico, CA 92232	Public	Animal Rescue and Rehabilitation	3,500