Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: The Three Sisters Foundation

Number and street (or P O box number if mail is not delivered to street address): c/o Foundation Source, 501 Silverside Road — Room/suite: 123

City or town, state, and ZIP code: Wilmington DE 19809-1377

A Employer identification number: 95-6027369

B Telephone number (see page 10 of the instructions): (800) 839-1754

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 4,558,128

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	400,000			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	99,033	99,033		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-53,225			
	b Gross sales price for all assets on line 6a 1,254,283				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	445,808	99,033		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	15,540	15,540		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	900			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,943	943		1,000
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,383	16,483		1,000
	25 Contributions, gifts, grants paid	186,500			186,500
	26 **Total expenses and disbursements.** Add lines 24 and 25	204,883	16,483		187,500
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	240,925			
	b **Net investment income** (if negative, enter -0-)		82,550		
	c **Adjusted net income** (if negative, enter -0-)				

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23

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	458,640	307,522	307,522
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	144		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	362,201	407,817	415,984
	b	Investments—corporate stock (attach schedule)	3,745,238	4,038,589	3,576,808
	c	Investments—corporate bonds (attach schedule)	194,454	247,674	257,814
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,760,677	5,001,602	4,558,128
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,760,677	5,001,602	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,760,677	5,001,602	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,760,677	5,001,602	

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	4,760,677
2	Enter amount from Part I, line 27a	2	240,925
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,001,602
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,001,602

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 Publicly-traded Securities			
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	1,254,283		1,307,508	-53,225
b				
c				
d				
e				

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

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

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	-53,225
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (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	205,695	4,202,198	0 048949
2007	198,319	4,363,719	0 045447
2006	221,276	3,834,399	0 057708
2005	201,984	3,385,783	0 059657
2004	196,883	3,116,267	0 063179

2 **Total** of line 1, column (d)	2	0 274940
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 054988
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,848,351
5 Multiply line 4 by line 3	5	211,613
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	826
7 Add lines 5 and 6	7	212,439
8 Enter qualifying distributions from Part XII, line 4	8	187,500

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,651
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,651
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	1,651
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a — 1,560		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 132		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,692
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	41
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 41 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	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? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754

Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 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	N/A	
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

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	3,480,927
b	Average of monthly cash balances		1b	426,028
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	3,906,955
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	3,906,955
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	58,604
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,848,351
6	**Minimum investment return.** Enter 5% of line 5		6	192,418

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	192,418
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,651		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,651
3	Distributable amount before adjustments Subtract line 2c from line 1			3	190,767
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	190,767
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	190,767

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	187,500
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
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	187,500
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	187,500

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					190,767
2	Undistributed income, if any, as of the end of 2009					
a	Enter amount for 2008 only				0	
b	Total for prior years 20____, 20____, 20___			0		
3	Excess distributions carryover, if any, to 2009					
a	From 2004	44,024				
b	From 2005	36,191				
c	From 2006	41,506				
d	From 2007					
e	From 2008					
f	**Total** of lines 3a through e		121,721			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 187,500					
a	Applied to 2008, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d	Applied to 2009 distributable amount					187,500
e	Remaining amount distributed out of corpus		0			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*		3,267			3,267
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		118,454			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (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)		40,757			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		77,697			
10	Analysis of line 9					
a	Excess from 2005	36,191				
b	Excess from 2006	41,506				
c	Excess from 2007	0				
d	Excess from 2008	0				
e	Excess from 2009	0				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

Alexis Deutsch-Adler Gina Deutsch-Zakarin Victoria D Sutherland

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN FILM INSTITUTE INC 2021 N WESTERN AVE LOS ANGELES CA 90027	N/A	509(a)(1)	General & Unrestricted	5,000
CHILDRENS HOSPITAL OF LOS ANGELES 4650 W SUNSET BLVD LOS ANGELES CA 90027	N/A	509(a)(1)	General & Unrestricted	5,000
COMMUNITY TELEVISION OF S CALIFORNIA 4401 W SUNSET BLVD LOS ANGELES CA 90027	N/A	509(a)(1)	General & Unrestricted	1,500
EVERYCHILD FOUNDATION PO BOX 1808 PACIFIC PLSDS CA 90272	N/A	509(a)(1)	General & Unrestricted	15,000
INNER-CITY ARTS 720 KOHLER ST LOS ANGELES CA 90021	N/A	509(a)(1)	General & Unrestricted	3,000
INTERNATIONAL MEDICAL CORPS 1919 SANTA MONICA BLVD SNTA MNICA CA 90404	N/A	509(a)(1)	General & Unrestricted	15,000
JEWISH FEDERATION COUNCIL OF GREATER LA 6505 WILSHIRE BLVD LOS ANGELES CA 90048	N/A	509(a)(1)	Jewish Family Services & Jewish Community	100,000
MIRMAN SCHOOL FOR GIFTED CHILDREN 16180 MULHOLLAND DR LOS ANGELES CA 90049	N/A	509(a)(1)	General & Unrestricted	5,000
P S ARTS 11965 VENICE BLVD SANTA MONICA CA 90066	N/A	509(a)(1)	General & Unrestricted	5,000
PAINTED TURTLE GANG CAMP FOUNDATION 1300 4TH ST NO 300 SANTA MONICA CA 90401	N/A	509(a)(1)	General & Unrestricted	5,000
PERFORMING ARTS CENTER OF LA COUNTY 135 N GRAND AVE LOS ANGELES CA 90012	N/A	509(a)(1)	Music Center Division	2,000
PLANNED PARENTHOOD LOS ANGELES 400 W 30TH ST LOS ANGELES CA 90007	N/A	509(a)(1)	Sex Ed Initiative L A Program	5,000
VENICE FAMILY CLINIC 604 ROSE AVE VENICE CA 90291	N/A	509(a)(1)	General & Unrestricted	5,000
VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVE LOS ANGELES CA 90034	N/A	509(a)(1)	General & Unrestricted	5,000
WESTSIDE CTR FOR INDEPENDENT LIVING 12901 VENICE BLVD LOS ANGELES CA 90066	N/A	509(a)(1)	General & Unrestricted	5,000
WILDWOOD ELEMENTRY SCHOOL INC 12201 WASHINGTON PL LOS ANGELES CA 90066	N/A	509(a)(1)	General & Unrestricted	5,000
Total			▶ 3a	186,500
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	99,033	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-53,225	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		45,808	0

13 Total. Add line 12, columns (b), (d), and (e) 13 45,808

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Gwin Dewitt Zakarin 10-26-10 President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions)
Jeffrey D. Haskell	10/20/2010		
Firm's name (or yours if self-employed), address, and ZIP code	FOUNDATION SOURCE 55 WALLS DRIVE, FAIRFIELD, CT 06824	EIN	Phone no. (800) 839-1754

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
The Three Sisters Foundation	95-6027369

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
The Three Sisters Foundation	95-6027369

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Deutsch-Adler, Alexis 6625 Zumirez Drive Malibu CA 90265 Foreign State or Province Foreign Country	$ 100,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Deutsch-Zakarin, Gina 12921 Evanston Street Los Angeles CA 90049 Foreign State or Province Foreign Country	$ 100,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Lester Deutsch Trust c/o Mr Lester Deutsch, 2444 Wilshire Blvd Santa Monica CA 90403 Foreign State or Province Foreign Country	$ 100,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Sutherland, Victoria D 3859 Carbon Canyon Rd Malibu CA 90265 Foreign State or Province Foreign Country	$ 100,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Form 990-PF, Part I, Line 16c - Other Professional Fees

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	15,540	15,540	0	0
1	Investment Management Services	15,540	15,540		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	900	0	0	0
1	Estimated tax for 2009	900	0		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	1,943	943	0	1,000
1	Administrative Fees	1,000	0	0	1,000
2	Bank Charge	943	943		0
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

	Description/Symbol/CUSIP Number	Shares	Line 10a - Column (b) Book Value	Line 10a - Column (c) Fair Market Value
	TOTAL:	390,000	407,817	415,984
1	FNMA - 5 000% - 05/11/2017 (31359M7X5)	45,000	48,842	48,704
2	FNMA - 5 500% - 03/15/2011 (31359MHK2)	95,000	99,862	100,404
3	FNMA BOND 05 000 % DUE 101511 DTD 101906 FC 101520 (31359MZ30)	70,000	72,899	74,813
4	US TREAS NTS 4.25 DUE 11-15-2014 (912828DC1)	150,000	156,577	161,601
5	US TREASURY BOND DTD 5/15/2008 3 875% 5/15/2018 (912828HZ6)	30,000	29,637	30,462
6				
7				
8				
9				
10				

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	4,038,589	3,576,808
1	A M R CORP (AMR)	494	2,749	3,818
2	AECOM TECHNOLOGY CORPORATION (ACM)	269	7,087	7,397
3	AES CORP (AES)	177	3,846	2,356
4	AFLAC INC. (AFL)	49	1,099	2,266
5	AGILENT TECHNOLOGIES INC (A)	94	1,751	2,921
6	ALCOA INC. (AA)	183	2,147	2,950
7	ALLEGHANY CP (Y)	9	2,948	2,484
8	ALLERGAN INC (AGN)	55	3,431	3,466
9	ALLIANT CORP (LNT)	81	2,499	2,451
10	APPLE INC (AAPL)	46	5,601	9,694
11	AT&T CORP COM (T)	275	7,681	7,708
12	AUTODESK, INC (ADSK)	193	3,842	4,904
13	BAKER HUGHES INTL (BHI)	44	1,768	1,781
14	BANK NEW YORK MELLON CORP COM (BK)	55	1,747	1,538
15	BANK OF AMERICA CORP (BAC)	400	5,439	6,024
16	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM (BIG)	169	3,588	4,898
17	BJ'S WHLSL CLUB INC (BJ)	113	3,362	3,696
18	BOSTON SCIENTIFIC (BSX)	796	8,469	7,164
19	BRISTOL-MYERS SQUIBB CO (BMY)	183	4,607	4,621
20	CAMERON INTERNATIONAL CORP (CAM)	92	2,964	3,846
21	CARDINAL HEALTH INC (CAH)	147	5,753	4,739
22	CARMAX INC (KMX)	192	2,948	4,656
23	CARPENTER TECH (CRS)	202	3,934	5,444
24	CHEVRONTEXACO CORP (CVX)	165	16,334	12,703
25	CISCO SYSTEMS INC (CSCO)	328	7,256	7,852
26	CLEAR CHANNL OUTDOOR (CCO)	234	1,551	2,431
27	COACH INC (COH)	108	2,004	3,945
28	COCA-COLA CO (KO)	118	5,073	6,726
29	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	51	2,075	2,312
30	COMPUWARE CORPORATION (CPWR)	343	2,413	2,480
31	CONOCOPHILLIPS (COP)	84	5,988	4,290
32	CORPORATE EXEC BOARD CO (EXBD)	176	3,293	4,016
33	CORR CP OF AM (NEW) (CXW)	267	4,380	6,555
34	COVANCE INC (CVD)	33	1,275	1,801
35	COVANTA HOLDING CORP (CVA)	170	2,871	3,075
36	DEAN FOODS CO (DF)	252	4,558	4,546
37	DELL INC (DELL)	566	7,466	8,128
38	EBAY INC (EBAY)	192	2,816	4,518
39	ECOLAB INC (ECL)	118	3,762	5,260
40	ELECTRONIC ARTS (ERTS)	228	7,819	4,047
41	EQT CORPORATION (EQT)	30	1,940	1,318
42	EQUIFAX INC (EFX)	230	9,061	7,105
43	EXPRESS SCRIPTS INC (ESRX)	38	2,287	3,284
44	EXXON MOBIL CORP (XOM)	177	11,248	12,070

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	4,038,589	3,576,808
45	FAIRCHILD SEMI INTL (FCS)	600	3,641	5,994
46	GAMESTOP CORP (GME)	462	10,259	10,136
47	GENERAL ELECTRIC CO (GE)	605	8,608	9,154
48	GENERAL MILLS INC (GIS)	144	8,012	10,197
49	GENUINE PARTS COMPANY (GPC)	195	8,687	7,402
50	GILEAD SCIENCES INC (GILD)	104	4,491	4,500
51	GOLDMAN SACHS GROUP (GS)	23	2,669	3,883
52	GOOGLE INC CL A (GOOG)	7	3,322	4,340
53	GRACO INC (GGG)	79	3,047	2,257
54	HEWLETT PACKARD CO (HPQ)	49	2,317	2,524
55	ILLINOIS TOOL WORKS (ITW)	72	4,053	3,455
56	INTEL CORP (INTC)	241	3,866	4,916
57	INTERNATIONAL BUSINESS MACHINES (IBM)	50	5,734	6,545
58	ISHARE SP SMALL CAP 600 INDEX FD (IJR)	796	42,001	43,557
59	ISHARES MSCI EAFE SMALL CAP INDEX FUND (SCZ)	1,125	40,264	40,286
60	ISHARES MSCI EAFE VALUE INX (EFV)	159	8,191	8,004
61	ISHARES S&P 500 GROWTH INDEX FUND (IVW)	3,614	157,648	209,576
62	ISHARES TR COHEN & STEERS REALTY MAJORS INDEX FD (ICF)	727	37,783	38,182
63	JANUS CAPITAL GROUP INC (JNS)	243	2,577	3,268
64	JOHNSON & JOHNSON (JNJ)	235	14,817	15,136
65	JOHNSON CONTROLS INC (JCI)	121	2,048	3,296
66	JP MORGAN CHASE & CO (JPM)	210	6,830	8,751
67	KIMBERLY CLARK CORP (KMB)	121	7,263	7,709
68	LAS VEGAS SANDS CORP (LVS)	83	1,055	1,240
69	LIFEPOINT HOSPITALS, INC (LPNT)	105	2,642	3,416
70	LOEWS CORP (L)	92	3,097	3,344
71	MANITOWOC CO INC (MTW)	64	354	638
72	MARKEL CORP (MKL)	6	2,892	2,040
73	MCDERMOTT INT PANAMA (MDR)	97	993	2,329
74	METROPCS COMM INC (PCS)	270	3,552	2,060
75	MGM RESORTS INTERNATIONAL (MGM)	244	1,884	2,225
76	MICROSOFT CORPORATION (MSFT)	423	11,419	12,893
77	MOODYS CORP (MCO)	240	4,876	6,432
78	MORGAN STANLEY (MS)	41	1,031	1,214
79	N V R INC (NVR)	6	2,988	4,264
80	NATIONAL INSTRUMENTS CORPORATION (NATI)	202	6,814	5,949
81	NATIONAL SEMICONDUCTOR (NSM)	257	3,290	3,948
82	NEUSTAR, INC. CL A (NSR)	164	3,002	3,779
83	NRG ENERGY (NRG)	402	10,347	9,491
84	NV ENERGY INC (NVE)	166	2,801	2,055
85	OFFICEMAX INC (OMX)	233	1,613	2,957
86	ORACLE CORP (ORCL)	75	1,409	1,840
87	OSI PHARMACEUTICALS INC (OSIP)	147	4,137	4,566

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	4,038,589	3,576,808
88	PATTERSON-UTI ENERGY INC (PTEN)	70	784	1,075
89	PFIZER INC (PFE)	405	9,781	7,367
90	PHILIP MORRIS INTL (PM)	60	660	2,891
91	PULTE GROUP INC. (PHM)	398	4,344	3,980
92	RELIANT RES INC COM (RRI)	682	3,928	3,901
93	RESMED INC (RMD)	77	2,647	4,025
94	ROBERT HALF INTL INC (RHI)	74	1,240	1,978
95	ROWAN COS INC. (RDC)	108	2,505	2,445
96	SCHLUMBERGER LTD (SLB)	52	4,716	3,385
97	SEACOR HOLDINGS INC (CKH)	29	2,587	2,211
98	SMITHFIELD FOODS (SFD)	267	2,634	4,056
99	STATE STREET CORPORATION (STT)	31	1,046	1,350
100	TARGET CORPORATION (TGT)	118	5,600	5,708
101	TECHNE CORPORATION (TECH)	44	2,411	3,017
102	UNITED RENTALS INC (URI)	289	1,702	2,835
103	UNITED TECHNOLOGIES CORP (UTX)	68	4,184	4,720
104	VALLEY NATL BANCORP (VLY)	184	3,876	2,600
105	VANGAURD HIGH-YIELD CORPORATE FUND ADMIRAL SHARES (VWEAX)	31,915	150,000	174,574
106	VANGUARD EMERGING MARKETS STOCK INDEX VIPERS (VWO)	1,014	30,397	41,574
107	VANGUARD EUROPE PACIFIC ETF (VEA)	942	32,778	32,216
108	VANGUARD INFLATION-PROTECTED SEC FD-AD (VAIPX)	7,905	200,000	194,862
109	VERIZON COMMUNICATIONS (VZ)	282	9,095	9,343
110	WAL-MART STORES INC (WMT)	179	7,946	9,568
111	WALGREEN CO (WAG)	213	5,145	7,821
112	WATERS CORP (WAT)	52	4,191	3,222
113	WELLPOINT INC (WLP)	12	569	699
114	WELLS FARGO & CO. (WFC)	262	8,712	7,071
115	WESCO FINANCIAL CORP COMMON (WSC)	5	2,425	1,715
116	WILMINGTON MULTI-MANAGER REAL ASSET FUND (WMRIX)	46,850	684,885	599,217
117	WILMINGTON SMALL-CAP STRATEGY FUND (WMSIX)	44,450	385,566	358,267
118	WT WILMINGTON MULTI-MGR INTERNATIONAL FD (WMIIX)	196,083	1,745,553	1,296,108
119	WT WILMINGTON MULTI-MGR LARGE CAP FD (WMLIX)	3,937	60,641	40,552
120	YAHOO! INC (YHOO)	204	2,987	3,423

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

		TOTAL:	247,674	257,814
	Description/Symbol/CUSIP Number	Shares	Line 10c - Column (b) Book Value	Line 10c - Column (c) Fair Market Value
1	ABBOTT LABS 5.15$ 11/30/12 (002819AA8)	30,000	30,501	32,852
2	COMCAST CORP DTD 6/18/2009 5.7% 7/1/2019 (20030NAZ4)	10,000	9,976	10,490
3	GE CAPITAL CORP NOTE MTN - 4 875% - 10/21/2010 (36962GS62)	30,000	30,715	31,025
4	GOLDMAN SACHS GROUP INC DTD 8/30/2007 6 25% 9/1/2017 (38144LAB6)	30,000	31,255	32,172
5	HONEYWELL INTERNATIONAL DTD 2/20/2009 5% 2/15/2019 (438516AZ9)	45,000	45,489	46,596
6	INTERNATIONAL BUSINESS MACHINES BOND DTD 11/27/2002 4.75% 11/29/2012 (459200BA8)	30,000	30,335	32,484
7	SOUTHERN CALIF EDISON CO 1ST MORTGAGE SER 05-A DTD 1/19/2005 5% 1/15/2016 (842400EY5)	40,000	40,099	41,702
8	WACHOVIA CORP NOTE DTD 5/27/2005 4.375% 6/1/2010 (92976WAT3)	30,000	29,304	30,493
9				
10				

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg. Hrs.	Comp	Benefits	Expense Account
						TOTAL:		0	0	0
1	Victoria D Sutherland	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Chief Financial Officer / Director	1	0	0	0
2	Leslie Lichtenstein	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
3	Lester Deutsch	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
4	Alexis Deutsch-Adler	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director / Secretary	1	0	0	0
5	Gina Deutsch-Zakarin	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director	1	0	0	0
6										
7										
8										
9										
10										