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

OMB No 1545-0052

2009Department 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 5/01, 2009, and ending 4/30, 2010

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label
Otherwise,
print
or type
See Specific
Instructions.PALLADIUM FOUNDATION
2274 SOUTH 1300 EAST #G15-133
SALT LAKE CITY, UT 84106

A Employer identification number

20-0137383

B Telephone number (see the instructions)

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 60,955,199.

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 the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc. received (att sch)

104,631,715.

2 ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

90,477.

90,477.

90,477.

4 Dividends and interest from securities

5,851,550.

5,851,550.

5,851,550.

5a Gross rents
b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

-1,798,152.

b Gross sales price for all assets on line 6a

5,007,093.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

181,595.

12 Total. Add lines 1 through 11

108,957,185.

5,942,027.

5,942,027.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

4,825.

4,825.

c Other prof fees (attach sch)

17 Interest

18,562.

18,562.

18 Taxes (attach schedule)(see instr) SEE STM 3

129,049.

129,049.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

155,957.

155,957.

24 Total operating and administrative expenses. Add lines 13 through 23

308,393.

308,393.

25 Contributions, gifts, grants paid STMT 5

41,128,985.

41,128,985.

26 Total expenses and disbursements. Add lines 24 and 25

41,437,378.

0.

0.

41,437,378.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

67,519,807.

b Net investment income (if negative, enter -0-)

5,942,027.

c Adjusted net income (if negative, enter -0-)

5,942,027.

SCANNED MAR 09 2011

REVENUE

ADMINISTRATIVE AND EXPENSES

614

4

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
A S S E T S	1 Cash — non-interest-bearing	290,887.	2,552,406.	2,552,406.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 6	152,077.	33,752,722.	37,163,701.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis	20,011,880.		
L I A B I L I T I E S	Less accumulated depreciation (attach schedule) SEE STMT 7	3,300,314.	20,011,880.	20,011,880.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe SEE STATEMENT 8)		14,887,652.	1,227,212.
	16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	3,743,278.	71,204,660.	60,955,199.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
N E T F U N D A S S E T B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 9)	334,814.	276,389.	
	23 Total liabilities (add lines 17 through 22)	334,814.	276,389.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
F U N D B A L A N C E S	24 Unrestricted	3,408,464.	70,928,271.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	3,408,464.	70,928,271.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,743,278.	71,204,660.	

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	3,408,464.
2 Enter amount from Part I, line 27a	2	67,519,807.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	70,928,271.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	70,928,271.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	31200 MEDCO HEALTH	D	6/12/08	12/31/09
b	48200 MEDCO HEALTH	D	6/12/08	2/17/10
c	INVESTMENT ZERMATT, LLC	D	6/12/08	12/31/09
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 2,005,033.		1,495,260.	509,773.
b 3,002,060.		2,309,985.	692,075.
c		3,000,000.	-3,000,000.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/09			(l) Gains (Column (h) gain minus column (k), but not less than 0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/09	(j) Adjusted basis as of 12/31/09	(k) Excess of column (i) over column (j), if any	
a			509,773.
b			692,075.
c			-3,000,000.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-1,798,152.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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 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 (column (b) divided by column (c))
2008	4,742,146.	325,101.	14.586685
2007	30,274.	248,088.	0.122029
2006	42,393.	221,481.	0.191407
2005	52,512.	189,225.	0.277511
2004	730,000.	1,312,512.	0.556185

2 Total of line 1, column (d)	2	15.733817
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	3.146763
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	19,591,928.
5 Multiply line 4 by line 3	5	61,651,154.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	59,420.
7 Add lines 5 and 6	7	61,710,574.
8 Enter qualifying distributions from Part XII, line 4	8	47,148,944.

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

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

1 a 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 instr.)		1	118,841.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	118,841.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	118,841.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	150,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	150,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	3.	
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	31,156.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 31,156. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation: \$ 0. (2) On foundation managers: \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) UT		
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>	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)? <i>If 'Yes,' complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> SEE STATEMENT 10	X	

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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 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>RANDOLPH SPEERS</u> Telephone no <u></u> Located at <u>2274 S. 1300 E. #G15-133 SLC, UT</u> ZIP + 4 <u>84106</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 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 <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 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?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 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
JENNIFER SPEERS 867 EAST SIMPSON AVENUE SALT LAKE CITY, UT 84106	PRESIDENT 10.00	0.	0.	0.
RANDOLPH C. SPEERS 867 EAST SIMPSON AVENUE SALT LAKE CITY, UT 84106	DIRECTOR 10.00	0.	0.	0.
SCOTT JOHNSTON 532 BARTLETT MOAB, UT 84532	DIRECTOR 10.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services — (see 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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FOUNDATION INCURRED EXPENSES FOR THE CONSERVATION AND PROTECTION OF THE NATURAL RESOURCES ON THE LAND OWNED BY IT IN THE STATES OF UTAH AND NEW YORK.	308,393.
2	
3	
4	

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

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

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Form 990-PF (2009)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	18,925,831.
b Average of monthly cash balances	1b	964,451.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	19,890,282.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	19,890,282.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	298,354.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,591,928.
6 Minimum investment return. Enter 5% of line 5	6	979,596.

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

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

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	41,437,378.
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	5,711,566.
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	47,148,944.
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 instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	47,148,944.

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

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2009				
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				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ _____				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

BAA

Form 990-PF (2009)

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

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					1/21/04
b Check box to indicate whether the foundation is a private operating foundation described in section	<input checked="" type="checkbox"/> 4942(j)(3) or				<input type="checkbox"/> 4942(j)(5)
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	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
	979,596.	8,502.	8,283.	8,224.	1,004,605.
b 85% of line 2a	832,657.	7,227.	7,041.	6,990.	853,915.
c Qualifying distributions from Part XII, line 4 for each year listed	47,148,944.	4,742,231.	30,274.	42,393.	51,963,842.
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	47,148,944.	4,742,231.	30,274.	42,393.	51,963,842.
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets	60,955,199.	3,301,210.	1,924,473.	1,980,827.	68,161,709.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	20,011,880.	2,889,656.	1,705,000.	1,705,000.	26,311,536.
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 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))

JENNIFER SPEERS

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient	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)				
<i>a Paid during the year</i>				
Total				3a
<i>b Approved for future payment</i>				
Total				3b

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

PALLADIUM FOUNDATION

Employer identification number

20-0137383

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

☒ 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)/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 their 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

PALLADIUM FOUNDATION

20-0137383

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF GEORGE W PERKINS JR WILLIAM S PHILLIPS, EXECUTOR VIRGIL ROAD, NORWOOD, NJ 07648	\$ 104,631,715.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)
			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)

Employer identification number

20-0137383

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ASSETS RECEIVED FROM GEORGE W. PERKINS JR. ESTATE - INCLUDES MARKETABLE SECURITIES, LAND, NOTES RECEIVABLE AND MISCELLANEOUS ASSETS HELD FOR INVESTMENT		
		\$ 96,381,715.	12/28/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

PALLADIUM FOUNDATION

20-0137383

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 cols (a) through (e) and the following line entry)For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year (Enter this information once – see instructions)

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift		
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

(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	

(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	

(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	

2009

FEDERAL STATEMENTS

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PALLADIUM FOUNDATION

20-0137383

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TAX EXEMPT INCOME	\$ 181,595.		
TOTAL	\$ 181,595.	0.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 4,825.			\$ 4,825.
TOTAL	\$ 4,825.	0.	0.	\$ 4,825.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	\$ 87.			\$ 87.
REAL ESTATE TAXES	128,962.			128,962.
TOTAL	\$ 129,049.	0.	0.	\$ 129,049.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 90.			\$ 90.
INSURANCE	753.			753.
MISCELLANEOUS	80.			80.
PROPERTY MAINTENANCE	151,321.			151,321.
UTILITIES	3,713.			3,713.
TOTAL	\$ 155,957.	0.	0.	\$ 155,957.

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PALLADIUM FOUNDATION

20-0137383

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STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	THE NATURE CONSERVANCY	
DONEE'S ADDRESS:	559 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 650,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	AMERICAN CAMPING FOUNDATION	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	PERFORMING ARTS	
DONEE'S NAME:	ARTSPACE	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		314,125.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	CANYON LAND FIELD INSTITUTE	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		20,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	CENTER FOR ENVIRONMENTAL EDUCATION	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		8,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	CENTER FOR BIOLOGICAL DIVERSITY	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	CORNELL LAB OF ORNITHOLOGY	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.

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PALLADIUM FOUNDATION

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	DUTCHESS LAND CONSERVANCY	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 15,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	FOREST GUILD	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		63,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	FRIENDS OF GREAT SALT LAKE	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		15,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	GLEN CANYON INSTITUTE	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	GLYNWOOD CENTER	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	GRAND CANYON TRUST	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		798,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	HIGH COUNTRY NEWS	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	

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**STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

DONEE'S NAME:	HAWK WATCH INTERNATIONAL	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 65,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	LIVING RIVERS	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		40,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	MONTANA AUDUBON	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	NATIONAL PARKS CONSERVATION ASSN	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		40,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	OPEN SPACE INSTITUTE	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	PALLASADES PARK CONSERVANCY	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		8,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	PRONATURA HAWK MT SANCTUARY	
DONEE'S ADDRESS:		
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	ENVIRONMENTAL	
DONEE'S NAME:	RIVER NETWORK	

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PALLADIUM FOUNDATION

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

DONEE'S ADDRESS:

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

NONE

PUBLIC CHARITY

\$ 10,000.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

HOUSING FOR THE ILL

RONALD MCDONALD HOUSE

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

NONE

PUBLIC CHARITY

3,000.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

ENVIRONMENTAL

TAMARISK COALITION

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

NONE

PUBLIC CHARITY

45,000.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

OUTDOOR THERAPY DISABLED

THERAPAUTIC RIDING CENTER

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

NONE

PUBLIC CHARITY

500,000.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

ENVIRONMENTAL

TRACY AVIARY

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

NONE

PUBLIC CHARITY

50,000.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

ENVIRONMENTAL

TREE UTAH

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

NONE

PUBLIC CHARITY

500.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

ENVIRONMENTAL EDUCATION

UNIVERSITY OF UTAH

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

NONE

PUBLIC UNIVERSITY

608,000.

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

FOOD BANK

UTAH FOOD BANK

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PALLADIUM FOUNDATION

20-0137383

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 62,500.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	UTAH OPEN LANDS
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		1,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	UTAH RIVERS COUNCIL
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	UTAH ZOOLOGICAL SCIENCE
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		25,000.

CLASS OF ACTIVITY:	EDUCATION
DONEE'S NAME:	WAVEHILL
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC SCHOOL	
AMOUNT GIVEN:		508,480.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	LIVING PLANET AQUARIUM
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		25,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	MOAB CONFLUENCE
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		2,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	NATIONAL AUDUBON SOCIETY
DONEE'S ADDRESS:	

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PALLADIUM FOUNDATION

20-0137383

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 30,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	NATIONAL WILDLIFE FEDERATION
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		60,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	PROJECT PUFFIN
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		3,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	ROUND RIVER
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		80,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	SECOND CHANCE WILDLIFE REHAB
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		5,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	SPLORE
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		13,250.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	THE NATURE CONSERVANCY OF MONTANA
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.

CLASS OF ACTIVITY:	ENVIRONMENTAL
DONEE'S NAME:	THE PEREGRINE FUND
DONEE'S ADDRESS:	

RELATIONSHIP OF DONEE:	NONE	
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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: \$ 1,000.

CLASS OF ACTIVITY: ENVIRONMENTAL
DONEE'S NAME: UTAH ENVIRONMENTAL CONGRESS
DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: ENVIRONMENTAL
DONEE'S NAME: WESTERN RESOURCE ADVOCATES
DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: ENVIRONMENTAL
DONEE'S NAME: YOUTH GARDEN PROJECT
DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 15,000.

CLASS OF ACTIVITY: MEDICINE
DONEE'S NAME: ALLEN MEMORIAL HOSPITAL
DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 450,000.

CLASS OF ACTIVITY: ENVIRONMENTAL
DONEE'S NAME: BATES WILSON LEGACY FUND
DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 25,000.

CLASS OF ACTIVITY: PERFORMING ARTS
DONEE'S NAME: BROLLY ARTS
DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: FAMILY SUPPORT
DONEE'S NAME: FRIENDS OF KAREN
DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY

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**STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

AMOUNT GIVEN: \$ 50,000.

CLASS OF ACTIVITY: EDUCATION
DONEE'S NAME: GRAND COUNTY SCHOOL DISTRICT
DONEE'S ADDRESS:RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC SCHOOL
AMOUNT GIVEN: 140,000.CLASS OF ACTIVITY: COMMUNITY SUPPORT
DONEE'S NAME: HARVEST FOUNDATION
DONEE'S ADDRESS:RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 20,000.CLASS OF ACTIVITY: ENVIRONMENTAL
DONEE'S NAME: HOGLE ZOO
DONEE'S ADDRESS:RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 232,000.CLASS OF ACTIVITY: ANIMAL SHELTER
DONEE'S NAME: HUMANE SOCIETY OF MOAB VALLEY
DONEE'S ADDRESS:RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 2,000.CLASS OF ACTIVITY: ANIMAL SHELTER
DONEE'S NAME: INTERMOUNTAIN THERAPY ANIMALS
DONEE'S ADDRESS:RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 3,000.CLASS OF ACTIVITY: PUBLIC RADIO
DONEE'S NAME: KZMU
DONEE'S ADDRESS:RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 10,000.CLASS OF ACTIVITY: ANIMAL SHELTER
DONEE'S NAME: MOAB HUMANE SOCIETY
DONEE'S ADDRESS:RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN: \$ 2,000.

CLASS OF ACTIVITY: CHARITY
 DONEE'S NAME: MY GOOD FUND FOUNDATION
 DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: CHARITABLE FOUNDATION
 ORGANIZATIONAL STATUS OF DONEE: PRIVATE FOUNDATION
 AMOUNT GIVEN: 35,910,630.

CLASS OF ACTIVITY: FOOD BANK
 DONEE'S NAME: QUEST FAMILY SERVICES
 DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
 AMOUNT GIVEN: 20,000.

CLASS OF ACTIVITY: CHARITY
 DONEE'S NAME: THE JEPS FOUNDATION
 DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: CHARITABLE FOUNDATION
 ORGANIZATIONAL STATUS OF DONEE: PRIVATE FOUNDATION
 AMOUNT GIVEN: 90,000.

CLASS OF ACTIVITY: LIBRARY
 DONEE'S NAME: U OF U MARRIOTT LIBRARY
 DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: PUBLIC UNIVERSITY
 AMOUNT GIVEN: 5,000.

TOTAL \$ 41,128,985.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MEDCO HEALTH SOLUTIONS	COST	\$ 15,807,630.	\$ 19,434,232.
MERCK & CO INC	COST	17,945,092.	17,729,469.
	TOTAL	<u>\$ 33,752,722.</u>	<u>\$ 37,163,701.</u>

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STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 199,838.	\$ 0.	\$ 199,838.	\$ 199,838.
LAND	19,812,042.		19,812,042.	19,812,042.
TOTAL	<u>\$ 20,011,880.</u>	<u>\$ 0.</u>	<u>\$ 20,011,880.</u>	<u>\$ 20,011,880.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FROM ESTATE OF G W PERKINS	\$ 14,887,652.	\$ 1,227,212.
TOTAL	<u>\$ 14,887,652.</u>	<u>\$ 1,227,212.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

N/P - NIELSEN	\$ 276,389.
TOTAL	<u>\$ 276,389.</u>

STATEMENT 10
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
ESTATE OF GEORGE W PERKINS JR	WILLIAM S PHILLIPS, EXECUTOR VIRGIL RD, NORWOOD, NJ 07648

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FEDERAL SUPPORTING DETAIL

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OTHER REVENUE
AMOUNT
TAX EXEMPT INCOME

TAX EXEMPT INCOME

	\$	181,595.
TOTAL	\$	<u>181,595.</u>

Form **8868**

(Rev April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545 1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	PALLADIUM FOUNDATION	20-0137383
	Number, street, and room or suite number. If a P.O. box, see instructions	
	2274 SOUTH 1300 EAST #G15-133	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SALT LAKE CITY, UT 84106	

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

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than 401(a) or 408(a) trust) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of

► RANDOLPH SPEERS

Telephone No. _____

FAX No. _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year 20__ or
- ☒ tax year beginning 5/01, 20 09, and ending 4/30, 20 10

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	118,841.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	118,841.

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2009)

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

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

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

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).
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Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	PALLADIUM FOUNDATION	20-0137383
	Number, street, and room or suite number. If a P.O. box, see instructions. HANSEN, BRADSHAW, MALMROSE & ERICKSON, P.C. 559 WEST 500 SOUTH	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOUNTIFUL, UT 84010	

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

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

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

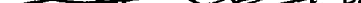
- The books are in care of ▶ RANDOLPH SPEERS
Telephone No ▶ _____ FAX No ▶ _____
• If the organization does not have an office or place of business in the United States, check this box ▶ ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 3/15, 20 11
5 For calendar year _____, or other tax year beginning 5/01, 20 09, and ending 4/30, 20 10
6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO
GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 142,878.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 150,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs.	8c	\$ 0.

Signature and Verification

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

Signature  Title CPA Date 12/7/10

DEC 07 2010