Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning Jun 1 **, 2009, and ending** May 31 , 2010

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: Elizabeth F. Cheney Foundation

Number and street (or P O box number if mail is not delivered to street address): 120 S. LaSalle Street — Room/suite: 1740

City or town: Chicago — State: IL — ZIP code: 60603

A Employer identification number: 36-3375377

B Telephone number (see the instructions): (312) 782-1234

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: [X] 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, column (c), line 16)* ► $ 10,407,753.

J Accounting method: [X] 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)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	64.	64.		
	4 Dividends and interest from securities	287,633.	287,633.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	2,662.			
	b Gross sales price for all assets on line 6a 647,275.				
	7 Capital gain net income (from Part IV, line 2)		2,662.		
	8 Net short-term capital gain			0.	
	9 Income modifications			0.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	290,359.	290,359.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	60,000.	20,000.		40,000.
	14 Other employee salaries and wages	31,500.			31,500.
	15 Pension plans, employee benefits	7,596.			7,596.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	6,000.	3,000.		3,000.
	c Other prof fees (attach sch) L-16c Stmt	20,264.	20,264.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	2,809.			2,410.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	9,973.			9,973.
	21 Travel, conferences, and meetings	5,051.	1,684.		3,367.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	14,398.	217.		14,181.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	157,591.	45,165.		112,027.
	25 Contributions, gifts, grants paid	669,824.			669,824.
	26 **Total expenses and disbursements.** Add lines 24 and 25	827,415.	45,165.		781,851.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-537,056.			
	b **Net investment income** (if negative, enter -0-)		245,194.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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	338,230.	445,822.	445,822.
	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) L-10b Stmt	13,124,253.	12,479,641.	9,961,931.
	c Investments – corporate bonds (attach schedule)			
	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 instructions. Also, see page 1, item I)	13,462,483.	12,925,463.	10,407,753.
LIABILITIES	**17** Accounts payable and accrued expenses	1,519.	1,551.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	1,519.	1,551.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here** ► [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	13,460,964.	12,923,912.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	13,460,964.	12,923,912.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	13,462,483.	12,925,463.	

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**	13,460,964.
2	Enter amount from Part I, line 27a	**2**	-537,056.
3	Other increases not included in line 2 (itemize) ► Rounding	**3**	4.
4	Add lines 1, 2, and 3	**4**	12,923,912.
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**	12,923,912.

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	Capital Gains Distributions	P	12/31/07	various
b	Vanguard Total Bond Market ETF	P	12/31/07	06/22/09
c	Vanguard Total Bond Market ETF	P	12/31/07	08/19/09
d	Vanguard Total Bond Market ETF	P	12/31/07	11/30/09
e	See Columns (a) thru (d)			

	(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	9,963.		0.	9,963.
b	77,140.		76,411.	729.
c	78,441.		76,411.	2,030.
d	80,280.		76,411.	3,869.
e	See Columns (e) thru (h)		415,380.	-13,929.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				9,963.
b				729.
c				2,030.
d				3,869.
e	See Columns (i) thru (l)			-13,929.

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	2,662.
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 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 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	825,677.	10,180,768.	0.081102
2007	926,403.	13,739,017.	0.067429
2006	899,464.	13,718,007.	0.065568
2005	922,229.	13,475,528.	0.068437
2004	830,949.	13,366,771.	0.062165

2	**Total** of line 1, column (d)	2	0.344701
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	0.068940
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,328,658.
5	Multiply line 4 by line 3	5	712,058.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,452.
7	Add lines 5 and 6	7	714,510.
8	Enter qualifying distributions from Part XII, line 4	8	781,851.

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 ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instr.) **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ 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)	1	2,452.
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	2,452.
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	2,452.
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009 — 6a: 2,500.		
b Exempt foreign organizations – tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,500.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	48.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 48. **Refunded** ►	11	

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 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
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► IL - Illinois			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A | Statements Regarding Activities *Continued*

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

Website address ► www.cheneyfoundation.org

14 The books are in care of ► Elisabeth Geraghty Telephone no ► (312) 782-1234

Located at ► 120 S. LaSalle St, Ste 1740, Chicago, IL ZIP + 4 ► 60603

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.

			Line	Yes	No
1 a	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 the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 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 the instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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		
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 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		
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?	☐ 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		

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
Lawrence L. Belles 16 Gardiner Park Rochester NY 14607	President 4.00	20,000.	0.	0.
Allan R. Drebin 807 Davis Street Evanston IL 60201	Treasurer 8.00	26,000.	0.	0.
Howard M. McCue III 2247 Orrington Ave. Evanston IL 60201	Secretary 4.00	20,000.	0.	0.
Elisabeth Geraghty 1372 Sunview Lane Winnetka IL 60093	Executive Director 20.00	31,500.	7,596.	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				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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 ►		None

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 NONE	0.
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 NONE	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	None

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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	10,485,947.
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	10,485,947.
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	10,485,947.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	157,289.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,328,658.
6 **Minimum investment return.** Enter 5% of line 5	6	516,433.

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

1 Minimum investment return from Part X, line 6			1	516,433.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,452.		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	2,452.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	513,981.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	513,981.
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	513,981.

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	781,851.
b Program-related investments – total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	781,851.
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	2,452.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	779,399.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				513,981.
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___				
3 Excess distributions carryover, if any, to 2009.				
a From 2004 — 0.				
b From 2005 — 609,832.				
c From 2006 — 230,784.				
d From 2007 — 953,913.				
e From 2008 — 829,350.				
f **Total** of lines 3a through e	2,623,879.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 781,851.				
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	781,851.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	513,981.			513,981.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,891,749.			
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 instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount – see 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 instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	2,891,749.			
10 Analysis of line 9.				
a Excess from 2005 — 95,851.				
b Excess from 2006 — 230,784.				
c Excess from 2007 — 953,913.				
d Excess from 2008 — 829,350.				
e Excess from 2009 — 781,851.				

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

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

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

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

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

None

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:

Elisabeth Geraghty, Executive Director
120 S. LaSalle Street, Suite 1740
Chicago, IL 60603 (312) 782-1234

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

Application form available online at www.cheneyfoundation.org

c Any submission deadlines:

30 days prior to meeting based on programmatic schedule

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

Grants limited to organizations exempt under sec 501(c)(3).

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule Attached	N/A	Public	See Schedule	669,824.
Total			► 3a	669,824.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see 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			14	64.	
4 Dividends and interest from securities			14	287,633.	
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	2,662.	
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)				290,359.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 290,359.

(See worksheet in the instructions for line 13 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 the instructions.)

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

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

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

► Alla Dral, Treasurer 10/9/2010 ► Vice Pres.,Treasurer

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** in the instrs)
Firm's name (or yours if self-employed), address, and ZIP code ► Self-Prepared		EIN ►	
		Phone no ►	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll Taxes	2,410.			2,410.
Excise taxes	399.			
Total	2,809.			2,410.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	6,045.			6,045.
Professional Associations	855.			855.
Telephone	1,286.			1,286.
State Registration	25.			25.
Postage	300.			300.
Internet Services	650.	217.		433.
Photocopying	345.			345.
Parking	4,680.			4,680.
Office supplies	212.			212.
Total	14,398.	217.		14,181.

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

(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)
Vanguard Total Bond Market ETF	P	12/31/07	05/14/10
Fidelity Spartan Total Market Fund	P	12/31/07	05/14/10
Loomis Sayles Bond Fund	P	12/31/07	05/14/10

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
176,451.		168,434.	8,017.
50,000.		63,685.	-13,685.
175,000.		183,261.	-8,261.
Total		415,380.	-13,929.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			8,017.
			-13,685.
			-8,261.
Total			-13,929.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Allan Drebin	Accounting	6,000.	3,000.		3,000.
Total		6,000.	3,000.		3,000.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Smith Barney	Investment custody	125.	125.		
IPEX	Investment advice	20,139.	20,139.		
Total		20,264.	20,264.		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Wm Wrigley Jr Co Class B	0.	0.
Loomis Sayles Bond Fund	745,344.	697,903.
Fidelity International Index Fund	1,864,420.	1,129,863.
Fidelity Total Market Index Fund	6,268,824.	4,727,857.
SPDR Int Small Cap Index Fund	588,482.	388,800.
Vanguard Bond Index Fund	2,581,093.	2,719,548.
Vanguard Emerging Markets Viper	431,478.	297,960.
Total	12,479,641.	9,961,931.

Elizabeth F Cheney Foundation
36-3375377
Form 990PF 2009
Part XV, line 3a
Grants and Contributions Paid during Year

Recipient	City	State	Zip	Purpose of Grant	Amount
A Red Orchid Theatre	Chicago	Il	60610	Abigail's Party	3,000
American Theatre Co.	Chicago	Il	60657	25 x 25 Festival	3,000
Ars Viva	Libertyville	Il	60048	10/24/10 concert support	5,000
Art Institute of Chicago	Chicago	Il	60603	Homer Catalogue	25,000
Art Institute of Chicago	Chicago	Il	60603	Textile Department - Acquisition Fund	2,500
Art Institute of Chicago	Chicago	Il	60603	Director's Matching or Discretionary Grant	8,000
Art Institute of Chicago	Chicago	Il	60603	Director's Matching or Discretionary Grant	1,000
Auditorium Theatre Council	Chicago	Il	60605	Eifman Ballet 2011- first of two equal pmts	5,000
Baroque Band	Chicago	Il	60605	La Resurrezione 2011 performance	3,000
Bella Voce	Chicago	Il	60622	Bach and Handel "Twin Titans"	3,000
Cerqua Rivera Dance Theatre	Chicago	Il	60608	Reginald Robinson project	3,000
Chicago Chamber Musicians	Chicago	Il	60601	Sept and Oct 2009 concerts	20,000
Chicago Chamber Musicians	Chicago	Il	60601	Director's Matching or Discretionary Grant	1,000
Chicago Dancing Company	Lombard	Il	60148	August 2010 dancing Festival	10,000
Chicago Opera Theatre	Chicago	Il	60601	Mose in Egitto Spring 2010	25,000
Chicago Philharmonic	Evanston	IL	60201	Director's Matching or Discretionary Grant	2,500
Chicago Shakespeare Theater	Chicago	Il	60611	design features for Richard III and Private Lives	10,000
Chicago Symphony Orchestra	Chicago	Il	60604	Civic Orchestra - WFMT broadcasts and one concert	40,000
Chicago Symphony Orchestra	Chicago	Il	60604	Civic Orchestra - one scholarship	6,300
Chicago Symphony Orchestra	Chicago	Il	60604	Director's Matching or Discretionary Grant	8,000
City Lit Theatre	Chicago	Il	60660	"Oh Boy!"	3,000
Columbia College	Chicago	Il	60605	President's Fund	2,500
Columbia College	Chicago	Il	60605	Museum of Contemporary Photography MP3 books	7,500
Court Theatre	Chicago	Il	60637	"The Year of Magical Thinking" by Joan Didion	20,000
DanceWorks Chicago, Inc.	Chicago	Il	60610	Cafe 1930 project	5,000
Dempster Street Pro Musica	Evanston	Il	60202	"Beethoven's Friends & Rivals"	5,000
Donor's Forum	Chicago	Il	60604	General Support	1,024
eigth blackbird performing arts	Chicago	Il	60202	Harris Theatre Concerts 9/10 & 2/11	5,000
Evanston Art Center	Evanston	Il	60201	Sculpture "Grosse Point Confluence"	5,000
Evanston Community Foundation	Evanston	Il	60201	Director's Matching or Discretionary Grant	1,000
Evanston Symphony Orchestra	Evanston	Il	60204	Mahler 4th Symphony	1,000
Field Museum of Chicago	Chicago	Il	60605	Chinese Rubbings	15,000
Genesee Country Museum	Mumford	NY	14511	Director's Matching or Discretionary Grant	500
Genesee Country Museum	Mumford	NY	14511	Director's Matching or Discretionary Grant	2,500
Goodman Theatre	Chicago	Il	60601	New Stages	20,000
Grant Park Music Festival	Chicago	Il	60601	Pulitzer Prize winning compositions	5,000
Grantmakers in the Arts	Seattle	WA	98111	GIA Chicago conference 2010	5,000
Haystack Mountain School of Crafts	Deer Isle	ME	04627	Bill Harris residency	2,500
Hedwig Dances	Chicago	Il	60657	25th anniversary celebration April 2010	3,000
Hubbard Street Dance	Chicago	Il	60607	Jiri Kylian's 27'52"	20,000
Hubbard Street Dance	Chicago	Il	60607	Director's Matching or Discretionary Grant	6,000
Humane Society of Rochester & Monroe Cty	Fairport	NY	14450	Director's Matching or Discretionary Grant	1,000
International Contemporary Ensemble	Chicago	Il	60614	MCA performance suport	5,000
International Music Foundation	Chicago	Il	60603	Dame Myra Hess Concerts	5,000
Joffrey Ballet	Chicago	Il	60601	Jessica Lang new work	20,000
Lawrence Pucci Wedgewood Society	Chicago	Il	60601	Director's Matching or Discretionary Grant	500
League of American Orchestras	New York	NY	10023	Director's Matching or Discretionary Grant	2,000
Lifeline Theatre	Chicago	Il	60626	"Mrs. Caliban"	5,000
Light Opera Works	Evanston	Il	60201	Yeoman of the Guard	5,000
Lookingglass Theatre	Chicago	Il	60611	"Icarus"	5,000
Luna Negra Dance Theatre	Chicago	Il	60654	"Frida!" commission	5,000
Lyric Opera of Chicago	Chicago	Il	60606	Reception for Rising Stars Concert	4,000
Merit Music Program	Chicago	Il	60607	Black Dog Fund - Music Library	1,500

Elizabeth F Cheney Foundation
36-3375377
Form 990PF 2009
Part XV, line 3a
Grants and Contributions Paid during Year

Recipient	City	State	Zip	Purpose of Grant	Amount
Morton Arboretum	Lisle	Il	60532	"Steelroots"	5,000
Museum of Contemporary Art	Chicago	Il	60611	Alexander Calder exhibit	5,000
Music in the Loft	Chicago	Il	60607	Cavatina Trio	3,000
Music Institute of Chicago	Winnetka	Il	60093	Director's Matching or Discretionary Grant	1,000
Music Institute of Chicago	Winnetka	Il	60093	Concert Series Support	3,000
Music of the Baroque	Chicago	Il	60602	Handel's "Acis and Galaeta" Oct. 09	15,000
Natya Dance Theatre	Chicago	Il	60605	"The Flowering Tree" Harris Theatre 2010	3,000
Northlight Theater	Skokie	Il	60078	"A Life"	5,000
Northwestern University Athletic Dept.	Evanston	Il	60208	Director's Matching or Discretionary Grant	3,000
Northwestern University Block Museum	Evanston	Il	60208	Thomas Rowlandson exhibit	5,000
Northwestern University Library	Evanston	Il	60208	Director's Matching or Discretionary Grant	2,500
Northwestern University- Music Theatre Pr	Evanston	Il	60208	Dominic Missimi Fund	1,000
Northwestern University- School of Music	Evanston	Il	60208	2010 Chamber Music Festival	40,000
Northwestern University- School of Music	Evanston	Il	60208	2010 Chamber Music Festival	4,000
Over The Rainbow Association	Evanston	Il	60201	Director's Matching or Discretionary Grant	2,000
Pacifica Quartet Music Foundation	Glencoe	Il	60022	Shostakovitch Project	5,000
People's Music School	Chicago	Il	60640	Director's Matching or Discretionary Grant	2,000
Ravinia Festival	Highland Park	Il	60035	Director's Matching or Discretionary Grant	5,000
Ravinia Festival	Highland Park	Il	60035	June 29 and July 29, 2010 Martin Theatre Concerts	35,000
Rembrandt Chamber Players	Chicago	Il	60690	Mahler Project	2,500
Rembrandt Chamber Players	Chicago	Il	60690	Director's Matching or Discretionary Grant	500
Rembrandt Chamber Players	Chicago	Il	60690	December, 2010 concert support	3,000
Remy Bumpo Theatre	Chicago	Il	60613	"Les Liaisons Dangereuses"	3,000
Renaissance Society	Chicago	Il	60637	"The Seductiveness of the Interval"	5,000
Rivendell Theatre	Chicago	Il	60660	Mary's Wedding	3,000
River North Chicago	Chicago	Il	60610	"Suppose" by Lauri Stallings	5,000
Rochester City Ballet	Rochester	NY	14607	Director's Matching or Discretionary Grant	500
St. James Cathedral	Chicago	Il	60611	7/20 and 7/27 2010 Rush Hour Concerts	10,000
Steppenwolf Theatre	Chicago	Il	60614	"American Buffalo"	20,000
Strawdog Theatre	Chicago	Il	60613	"Good Soul of Szechwan"	3,000
The Chateauville Foundation	New York	NY	10023	Castleton Festival 2010	2,500
The Preparatory Foundation	Hyde Park	MA	02136	February 2010 Junior Class Rome Trip	8,000
Thodos Dance Chicago	Chicago	Il	60622	10th annual New Dances Festival	3,000
Timeline Theatre	Chicago	Il	60657	"Farnsworth Invention"	5,000
University of Chicago	Chicago	Il	60637	Heartland - final installment on grant	7,500
University of Chicago Presents	Chicago	Il	60637	St Paul Chamber Orchestra	10,000
University of Michigan - Business School	Ann Arbor	MI	48106	Director's Matching or Discretionary Grant	1,000
Utopian Theatre Asylum	Chicago	Il	60612	"BAAL" by Brecht	5,000
Victory Gardens Theater	Chicago	Il	60614	The Lost Boys of Sudan"	3,000
WBEZ Alliance, Inc.	Chicago	Il	60611	Director's Matching or Discretionary Grant	1,000
William Ferris Chorale	Chicago	Il	60657	"Sea Songs" by Jim Gailoreto	3,000
Windows To The World	Chicago	Il	60625	Live from WFMT series 2009-2010	30,000
Windows To The World	Chicago	Il	60625	Director's Matching or Discretionary Grant	2,000
Writers' Theatre Chicago	Glencoe	Il	60022	"A Streetcar Named Desire"	10,000
				Total	669,824