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990-PFForm Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

2009

For calendar year 2009, or tax year beginning

07/01, 2009, and ending

06/30, 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 THE TOWNSEND FAMILY FOUNDATION		A Employer identification number 13-3748079
	Number and street (or P O box number if mail is not delivered to street address) C/O THE AYCO CO., L.P. 321 BROADWAY		B Telephone number (see page 10 of the instructions) (518) 640-5000
	City or town, state, and ZIP code SARATOGA SPRINGS, NY 12866		C If exemption application is pending, check here ► <input type="checkbox"/>
			D 1 Foreign organizations, check here ► <input type="checkbox"/>
		2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 2,631,581.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments	211.	211.	0.	ATCH 1
	4 Dividends and interest from securities	45,367.	45,367.	0.	ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	587,735.			RECEIVED
	b Gross sales price for all assets on line 6a	1,070,904.			
	7 Capital gain net income (from Part IV, line 2)		587,735.		
	8 Net short-term capital gain				NOV 01 2010
	9 Income modifications				
	10a Gross sales less returns and allowances				IRS-OSC
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-104,148.	-104,148.	0.	ATCH 3	
12 Total. Add lines 1 through 11	529,165.	529,165.	0.		
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 schedule)					
c Other professional fees (attach schedule)					
17 Interest . ATTACHMENT 4.	1,435.	1,435.	0.	0.	
18 Taxes (attach schedule) (see page 14 of the instructions)* *	521.	521.	0.	0.	
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6.	31,980.	31,122.	0.	0.	
24 Total operating and administrative expenses.	33,936.	33,078.	0.	0.	
Add lines 13 through 23					
25 Contributions, gifts, grants paid	994,063.			994,063.	
26 Total expenses and disbursements Add lines 24 and 25	1,027,999.	33,078.	0.	994,063.	
27 Subtract line 26 from line 12	-498,834.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		496,087.			
c Adjusted net income (if negative, enter -0-)			-0-.		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Form 990-PF (2009)

PAGE 1

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	94,322.	74,378.	74,378.
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7.	266,732.	220,715.	527,125.
	c	Investments - corporate bonds (attach schedule)			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8.	2,281,794.	1,848,921.	2,030,078.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,642,848.	2,144,014.	2,631,581.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,642,848.	2,144,014.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,642,848.	2,144,014.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,642,848.	2,144,014.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,642,848.
2	Enter amount from Part I, line 27a	2	-498,834.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,144,014.
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	2,144,014.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	587,735.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	564,638.	3,310,165.	0.170577
2007	1,715,422.	5,745,134.	0.298587
2006	960,810.	8,143,079.	0.117991
2005	1,280,960.	8,056,048.	0.159006
2004	389,815.	6,799,029.	0.057334
2 Total of line 1, column (d)			2 0.803495
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 0.160699
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,898,911.
5 Multiply line 4 by line 3			5 465,852.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,961.
7 Add lines 5 and 6			7 470,813.
8 Enter qualifying distributions from Part XII, line 4			8 994,063.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	4,961.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2		
3	Add lines 1 and 2 . . .	3	4,961.	
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	4,961.	
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . .	6a	4,478.	
b	Exempt foreign organizations-tax withheld at source . . .	6b	0.	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	0.	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7	4,478.	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9	483.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10		
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 0. Refunded ►	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b		X
<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>				
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? . . .	2		X
<i>If "Yes," attach a detailed description of the activities</i>				
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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .	5		X
<i>If "Yes," attach the statement required by General Instruction T</i>				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6		X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV . . .	7		X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► NEW YORK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . .	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . .	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .	10		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ►	N/A	
14	THE AYCO COMPANY, LP-NTG Located at ►25 BRITISH AMERICAN BOULEVARD, LATHAM, NY	Telephone no ► (518) 640-5000 ZIP + 4 ► 12110
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ►	15

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 page 20 of the instructions)?	1b	N/A
c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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

Form 990-PF (2009)

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0.	0.	0.

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

Form 990-PF (2009)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	NONE	0.

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 THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, ORGANIZATIONS EXEMPT UNDER IRC SECTION 501C3.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	0.
2	
All other program-related investments See page 24 of the instructions	
3 N/A	0.
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.	
a	Average monthly fair market value of securities	1a 620,098.
b	Average of monthly cash balances	1b 146,236.
c	Fair market value of all other assets (see page 24 of the instructions)	1c 2,176,723.
d	Total (add lines 1a, b, and c)	1d 2,943,057.
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 0.
3	Subtract line 2 from line 1d	3 2,943,057.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4 44,146.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,898,911.
6	Minimum investment return. Enter 5% of line 5	6 144,946.

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

1	Minimum investment return from Part X, line 6	1 144,946.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 4,961.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 4,961.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 139,985.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 139,985.
6	Deduction from distributable amount (see page 25 of the instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 139,985.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 994,063.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 0.
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a 0.
b	Cash distribution test (attach the required schedule)	3b 0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 994,063.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5 4,961.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 989,102.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				139,985.
2 Undistributed income, if any, as of the end of 2009			0.	
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	53,371.			
b From 2005	883,520.			
c From 2006	576,445.			
d From 2007	1,429,009.			
e From 2008	399,130.			
f Total of lines 3a through e	3,341,475.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 994,063.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				139,985.
e Remaining amount distributed out of corpus	854,078.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,195,553.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	53,371.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		4,142,182.		
10 Analysis of line 9				
a Excess from 2005	883,520.			
b Excess from 2006	576,445.			
c Excess from 2007	1,429,009.			
d Excess from 2008	399,130.			
e Excess from 2009	854,078.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	
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 foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**

1 Information Regarding Foundation Managers:

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

JOHN L. TOWNSEND, III

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

NONE

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATTACHMENT 10				
Total.			► 3a	994,063.
b Approved for future payment				
Total.			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	211.	
4	Dividends and interest from securities			14	45,367.	
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	587,735.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	ATTACHMENT 11				-104,148.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				529,165.	
13	Total Add line 12, columns (b), (d), and (e)				13	529,165.
(See worksheet in line 13 instructions on page 28 to verify calculations)						

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

Part XIV B Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)

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

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?	Yes	No
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.		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

10/27/10

Trustee

Signature of officer or trustee		Date	Title	
Sign Here Paid Preparer's Use Only	Preparer's signature ► 	Date 10/20/2010	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P0099533
	Firm's name (or yours if self-employed), address, and ZIP code ► THE AYCO COMPANY, LP PO BOX 15014 ALBANY, NY		EIN ► 33-1187432	Phone no 518-640-5000

JSA
9E1493.1.000

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
BANK OF NEW YORK #711178	130.	130.	0.
BANK OF NEW YORK #00737	53.	53.	0.
GOLDMAN SACHS #93794	24.	24.	0.
GOLDMAN SACHS #93796	4.	4.	0.
TOTAL	211.	211.	0.

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GOLDMAN SACHS #93794 - DIVIDENDS	12,652.	12,652.	0.
GS CAP PTRS VI PARALLEL K-1 - DIVIDENDS	8,100.	8,100.	0.
GSCP VI PARALLEL AIV K-1 - DIVIDENDS	8.	8.	0.
GS GMS ALPHA PLUS K-1 - DIVIDENDS	12,933.	12,933.	0.
KINDER MORGAN K-1 - DIVIDENDS	343.	343.	0.
GS CAP PTRS VI PARALLEL K-1 - INTEREST	5,746.	5,746.	0.
GS GMS ALPHA PLUS K-1 - INTEREST	1,300.	1,300.	0.
KINDER MORGAN K-1 - INTEREST	4,285.	4,285.	0.
 TOTAL	 <u>45,367.</u>	 <u>45,367.</u>	 <u>0.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
SECTION 988 GAIN/LOSS FROM K-1	142.	142.	0.
SECTION 1256 GAIN/LOSS FROM K-1	-1,333.	-1,333.	0.
SECTION 1231 GAIN/LOSS FROM K-1	-203.	-203.	0.
ORDINARY INCOME/LOSS FROM K-1	-109,162.	-109,162.	0.
OTHER INCOME/LOSS FROM K-1	6,408.	6,408.	0.
TOTALS	-104,148.	-104,148.	0.

ATTACHMENT 4FORM 990PE, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INTEREST EXPENSE	1,435.	1,435.	0.	0.
TOTALS	<u>1,435.</u>	<u>1,435.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES FROM K-1	521.	521.	0.	0.
TOTALS	<u><u>521.</u></u>	<u><u>521.</u></u>	<u><u>0.</u></u>	<u><u>0.</u></u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	8,412.	8,412.	0.	0.
FILING FEES	250.	0.	0.	0.
PORTFOLIO DEDUCTIONS FROM K-1	22,710.	22,710.	0.	0.
NONDEDUCTIBLE EXPENSE FROM K-1	418.	0.	0.	0.
BANK CHARGES	70.	0.	0.	0.
PUBLICATION NOTICE	120.	0.	0.	0.
 TOTALS	 <u>31,980.</u>	 <u>31,122.</u>	 <u>0.</u>	

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #93794	220,715.	527,125.
TOTALS	<u>220,715.</u>	<u>527,125.</u>

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
K-1 GS GMS ALPHA PLUS	1,161,175.	1,199,223.
K-1 GS CAPITAL PTR VI PARALLEL	585,084.	500,793.
K-1 KINDER MORGAN ENERGY PTRS	59,093.	292,770.
K-1 GSCP VI PARALLEL AIV	43,569.	37,292.
TOTALS	<u>1,848,921.</u>	<u>2,030,078.</u>

ATTACHMENT 8

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN L. TOWNSEND, III C/O THE AYCO CO., L.P. 321 BROADWAY SARATOGA SPRINGS, NY 12866	TRUSTEE - AS NEEDED	0.	0.	0.
MARREE S. TOWNSEND C/O THE AYCO CO., L.P. 321 BROADWAY SARATOGA SPRINGS, NY 12866	TRUSTEE - AS NEEDED	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 9000F - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS _____

AND

FOUNDATION STATUS OF RECIPIENT _____

SEE ATTACHED LIST

NONE
501 (C) (3)

RECIPIENT NAME AND ADDRESS _____

AND

PURPOSE OF GRANT OR CONTRIBUTION _____

AMOUNT _____

TOTAL CONTRIBUTIONS PAID _____

994,063.

**THE TOWNSEND FAMILY FOUNDATION
CHARITABLE CONTRIBUTION LIST
FYE: 6/30/10**

Date	CHECK #	Description	AMOUNT
11/20/09	137	Camp Seafarer - YMCA, Raleigh, NC	500 00
12/09/09	136	Meals on Wheels Inc , Greenwich, CT	1,000 00
01/12/10	139	United Way of Greenwich, Greenwich, CT	25,000 00
03/04/10	140	Museum of Modern Art, New York, NY	2,000 00
04/14/10	142	St Barnabas Episcopal Church, Greenwich, CT	250 00
04/23/10	143	Episcopal High School, Alexandria, VA	400 00
05/07/10	141	Central Park Conservancy, New York, NY	1,000 00
05/14/10	145	Ron Hill Scholarship Foundation, Dexter, MO	250 00
05/20/10	144	Woodberry Forest School, Woodberry Forest, VA	600 00
05/28/10	148	Breast Cancer Alliance, Greenwich, CT	1,000 00
06/01/10	149	The Frick Collection, New York, NY	2,500 00
06/03/10	150	University of North Carolina, Chapel Hill, NC	1,000 00
06/04/10	146	University of North Carolina, Chapel Hill, NC	6,000 00
06/11/10	147	Breast Cancer Alliance, Greenwich, CT	1,000 00
07/20/09	856	American Alpine Club, New York, NY	500 00
07/21/09	855	Grand Teton National Park Foundation, Jackson, WY	1,000 00
08/11/09	859	Episcopal High School, Alexandria, VA	500,000 00
08/24/09	857	St Barnabas Episcopal Church, Greenwich, CT	2,500 00
08/24/09	858	St Barnabas Episcopal Church, Greenwich, CT	143 00
08/31/09	861	Boys and Girls Club of Greenwich, Greenwich, CT	1,500 00
09/18/09	860	Africa Inland Mission, Pearl River, NY	1,000 00
09/22/09	865	Community Foundation of Jackson Hole, St Jackson, WY	250 00
09/23/09	862	St Barnabas Episcopal Church, Greenwich, CT	30,000 00
09/23/09	864	American Cancer Society, New York, NY	250 00
09/24/09	868	Historical Society of the Town of Greenwich, Greenwich, CT	3,000 00
09/25/09	866	Greenwich Adult Day Care, Inc , Greenwich, CT	250 00
09/30/09	867	American Patrons of the Tate, New York, NY	1,000 00
10/01/09	863	St Barnabas Episcopal Church, Greenwich, CT	20,000 00
10/02/09	870	Greenwich Hospital, Greenwich, CT	10,000 00
10/06/09	869	US Ski and Snowboard Team Foundation, Park City, UT	25,000 00
10/23/09	872	Let There Be Lights, Greenwich, CT	1,000 00
10/26/09	874	Port Chester Carver Center, Port Chester, NY	500 00
12/23/09	876	REACH Prep, Greenwich, CT	250 00
01/04/10	873	St Barnabas Episcopal Church, Greenwich, CT	500 00
01/11/10	884	Grand Teton National Park Foundation, Jackson, WY	10,000 00
01/12/10	881	Urban Education Exchange, New York, NY	2,500 00
01/12/10	882	Second Stage Theatre, New York, NY	8,500 00
01/12/10	885	United Way of Greenwich, Greenwich, CT	1,000 00
01/12/10	887	St Barnabas Episcopal Church, Greenwich, CT	90,000 00
01/13/10	889	The Educational Foundation, Chapel Hill, NC	5,000 00
01/14/10	877	St Luke's Lifeworks, Stamford, CT	750 00
01/14/10	886	Greenwich Historical Society, Greenwich, CT	10,000 00
01/15/10	878	The Madeira School, McLean, VA	2,500 00
01/15/10	883	The Posse Foundation, New York, NY	5,000 00
01/19/10	888	US Ski and Snowboard Team Foundation, Park City, UT	62,500 00
01/19/10	879	The Frick Collection, New York, NY	2,500 00
02/03/10	880	USGA, Greenwich, CT	1,000 00
03/02/10	894	New York City Ballet, New York, NY	500 00
03/03/10	897	UNC Chapel Hill, Chapel Hill, NC	500 00
03/03/10	898	Family ReEntry, Norwalk, CT	500 00
03/03/10	904	UNC Chapel Hill, Chapel Hill, NC	5,000 00
03/05/10	893	Greenwich Academy, Greenwich, CT	500 00
03/05/10	901	The Chapel at Roslyn, Richmond, VA	7,500 00
03/05/10	903	Vail Valley Foundation, Vail, CO	500 00
03/08/10	895	Greenwich Library, Greenwich, CT	1,000 00
03/09/10	891	First Presbyterian Church, Greenwich, CT	500 00
03/09/10	900	Merit Parkway Conservancy, Westport, CT	250 00
03/10/10	892	Sound of America, Inc , Carlisle, PA	500 00
03/10/10	902	Literacy Volunteers, New York, NY	500 00
03/11/10	896	Institute for Sports Medicine Research, New York, NY	25,000 00
03/11/10	899	Horace Mann School, New York, NY	250 00
04/07/10	905	Stone Point Capital Foundation, Inc , Greenwich, CT	12,500 00
04/12/10	906	Episcopal High School, Alexandria, VA	53,170 00
04/23/10	907	The Madeira School, McLean, VA	40,000 00
05/18/10	908	UNC - Ackland Art Museum, Chapel Hill, NC	1,000 00
06/22/10	909	NY Botanical Gardens, New York, NY	2,000 00

Total Charitable Contributions Paid \$ 994,063.00

All contributions were made to the general purpose fund of public charitable organizations that were classified under Section 501(c) (3) of the Internal Revenue Code.

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
SEC 988 INCOME			01	142.	
SEC 1256 INCOME			01	-1, 333.	
SEC 1231 INCOME			01	-203.	
ORDINARY INCOME			01	-109, 162.	
OTHER K-1 INCOME			01	6, 408.	
 TOTALS					<u><u>-104, 148.</u></u>

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2009

Name of estate or trust

THE TOWNSEND FAMILY FOUNDATION

Employer identification number

13-3748079

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3 44,440.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5 44,440.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
ATTACHMENT 12			963,795.	483,169.	480,626.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8 62,669.
9 Capital gain distributions	9
10 Gain from Form 4797, Part I	10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12 543,295.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			44,440.
14 Net long-term gain or (loss):				
a Total for year	14a			543,295.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			587,735.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16 ()
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
---	--

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	27		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
28 Enter the amount from line 26 (if line 26 is blank, enter -0-)	30		
29 Subtract line 28 from line 27	31		
30 Multiply line 29 by 15% (15)	32		
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
32 Add lines 30 and 31	34		
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			

Schedule D (Form 1041) 2009

THE TOWNSEND FAMILY FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

13-3748079
ATTACHMENT 12

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
2,000 SHS GOLDMAN SACHS GROUP INC	11/28/1992	07/20/2009	318,284.	28,214.	290,070.
1,400 SHS CONOCOPHILLIPS	05/31/1989	08/25/2009	63,600.	16,195.	47,405.
114 SHS GOLDMAN SACHS GROUP INC	11/28/1992	12/30/2009	18,821.	1,608.	17,213.
GS #93794 - 4,000 SHS KINDER MORGAN ENERGY PARTNERS LP	03/13/2008	11/02/2009	215,657.	184,064.	31,593.
GS #93796 - 5,500 SHS KINDER MORGAN ENERGY PARTNERS, LLP	03/13/2008	05/11/2010	347,433.	253,088.	94,345.
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
			963,795.	483,169.	480,626.
Totals					
			963,795.	483,169.	480,626.

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PAGE 2

ATTACHMENT 12