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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

e organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009Open to Public
Inspection**A For the 2009 calendar year, or tax year beginning** 07/01, 2009, and ending 06/30, 2010

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization HELENA DEVEREUX FOUNDATION		D Employer identification number 30-0034707
		Doing Business As		E Telephone number (610) 542-3065
		Number and street (or P O box if mail is not delivered to street address) Room/suite 444 DEVEREUX DRIVE	G Gross receipts \$ 15,624,552.	
		City or town, state or country, and ZIP + 4 VILLANOVA, PA 19085		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions)
F Name and address of principal officer ROBERT Q KREIDER 444 DEVEREUX DRIVE VILLANOVA, PA 19085		H(c) Group exemption number		
I Tax-exempt status ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527		J Website: N/A		
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other		L Year of formation 2001 M State of legal domicile PA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities HELENA DEVEREUX FOUNDATION HOLDS ASSETS TO BENEFIT THE DEVEREUX FOUNDATION (DEVEREUX), WHICH PROVIDES HIGH-QUALITY HUMAN SERVICES TO CHILDREN, ADULTS AND FAMILIES WITH SPECIAL NEEDS.		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3 17	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 16	
	5 Total number of employees (Part V, line 2a)	5 0	
	6 Total number of volunteers (estimate if necessary)	6 0	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a 0.	
7b Net unrelated business taxable income from Form 990-T, line 34	7b 0.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 0.	Current Year 0.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,413,299.	3,928,969.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,413,299.	3,928,969.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,885,000.	1,864,063.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	16b Total fundraising expenses, Part IX, column (D), line 25		
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	179,551.	179,427.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,064,551.	2,043,490.
	19 Revenue less expenses Subtract line 18 from line 12	6,348,748.	1,885,479.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 77,239,000.	End of Year 93,604,000.
	21 Total liabilities (Part X, line 26)	29,000.	3,967,000.
	22 Net assets or fund balances Subtract line 21 from line 20.	77,210,000.	89,637,000.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge			
Sign Here	Signature of officer	Date 5/4/11	
	Robert C. Dunne, Sr. V.P./CFO Type or print name and title		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN	Preparer's identifying number (see instructions)
		Phone no	

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☒ No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.*

Form 990 (2009)

Part III Statement of Program Service Accomplishments**1** Briefly describe the organization's mission:

ATTACHMENT 3

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code:) (Expenses \$ 1,864,063 including grants of \$) (Revenue \$ 3,928,969)

HELENA DEVEREUX FOUNDATION INVESTS FUNDS TRANSFERRED TO IT FROM
 THE DEVEREUX FOUNDATION AND USES THE EARNINGS FROM THESE
 INVESTMENTS TO FURTHER DEVEREUX'S MISSION OF PROVIDING
 HIGH-QUALITY SERVICES TO CHILDREN, ADULTS AND FAMILIES WITH
 SPECIAL NEEDS, THROUGH A COMPREHENSIVE SYSTEM OF CARE.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)**4e** Total program service expenses ▶ 1,864,063.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		X
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		
• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.		X
12A Was the organization included in consolidated, independent audited financial statement for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II.		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25.</i>		X
24 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24 c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24 d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
25 b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28 a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
28 b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
28 c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions).		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		X
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body	1a 17	
b Enter the number of voting members that are independent	1b 16	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . .	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9a	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ PA,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ ROBERT C DUNNE CFO 2012 RENAISSANCE BLVD KING OF PRUSSIA, PA 19406
 610-542-3063

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☒ Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ELVA FERRARI CHAIRPERSON	2.00	X						0.	0	0.
MARILYN BENOIT MD TRUSTEE	2.00	X						0.	0	0.
DR TAMI BENTON TRUSTEE	2.00	X						0.	0	0.
CHRISTOPHER D BUTLER TRUSTEE	2.00	X						0.	0	0.
SAMUEL G COPPERSMITH ESQ TRUSTEE	2.00	X						0.	0	0.
THOMAS F DONOVAN TRUSTEE	2.00	X						0.	0	0.
ROBERT D ELLIS ESQ TRUSTEE	2.00	X						0.	0	0.
FRANCIS GENUARDI TRUSTEE	2.00	X						0.	0	0.
ROBERT GOTTLIEB TRUSTEE	2.00	X						0.	0	0.
JOHN R GUNN TRUSTEE	2.00	X						0.	0	0.
PETER R HAJE TRUSTEE	2.00	X						0.	0	0.
HOWARD HASSMAN, DO TRUSTEE	2.00	X						0.	0	0.
THOMAS HAYS TRUSTEE	2.00	X						0.	0	0.
ALBA E MARTINEZ ESQ TRUSTEE	2.00	X						0.	0	0.
JAMES H SCHWAB ESQ TRUSTEE	2.00	X								
K LISA YANG TRUSTEE	2.00	X								

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ROBERT Q KREIDER PRESIDENT	2.00			X				0.	525,278.	79,638.
ROBERT C DUNNE SR VP AND CFO	2.00			X				0.	235,382.	53,238.
STEVEN H MANSH TREASURER	2.00			X				0.	115,092.	19,861.
DOLORES MCLAUGHLIN ESQ VP GENL COUNSEL AND SECRETARY	2.00			X				0.	229,188.	29,637.
LAWRENCE W WILLIAMS VP FOR AUDIT AND COMPLIANCE	2.00			X				0.	174,123.	23,638.
MARGARET M MCGILL TREASURER	2.00						X	0.	299,433.	58,804.
ALLEN THOMAS (RESIGNED) SECRETARY							X	0.	214,154.	2,129.
1b Total								0.	1,792,650.	266,945.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

	Yes	No
3	X	
4	X	
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

30-0034707

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions) . .	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		0			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 4			2,192,575.	2,192,575.	
	4	Income from investment of tax-exempt bond proceeds			0.		
	5	Royalties			0.		
		(i) Real	(ii) Personal				
	6a	Gross Rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)			0.		
		(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory 13,431,977					
	b	Less: cost or other basis and sales expenses 11,695,583					
	c	Gain or (loss) 1,736,394					
	d	Net gain or (loss)			1,736,394	1,736,394.	
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18 a					
	b	Less: direct expenses b					
	c	Net income or (loss) from fundraising events			0.		
	9a	Gross income from gaming activities See Part IV, line 19 a					
b	Less: direct expenses b						
c	Net income or (loss) from gaming activities			0.			
10a	Gross sales of inventory, less returns and allowances a						
b	Less: cost of goods sold b						
c	Net income or (loss) from sales of inventory			0.			
	Miscellaneous Revenue			Business Code			
	11a						
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d			0		
	12	Total Revenue. See instructions			3,928,969	3,928,969.	0.

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	1,864,063.	1,864,063.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	0.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0.			
7 Other salaries and wages	0.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	0.			
9 Other employee benefits	0.			
10 Payroll taxes	0.			
11 Fees for services (non-employees).				
a Management	102,000.		102,000.	
b Legal	0.			
c Accounting	0.			
d Lobbying	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees	0.			
g Other	0.			
12 Advertising and promotion	0.			
13 Office expenses	0.			
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	0.			
17 Travel	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	0.			
20 Interest	0.			
21 Payments to affiliates <u>ATCH 5</u>	4,000.		4,000.	
22 Depreciation, depletion, and amortization	0.			
23 Insurance	0.			
24 Other expenses. Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a INVESTMENT EXPENSES	73,427.		73,427.	
b				
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	2,043,490.	1,864,063.	179,427.	
26 Joint Costs. Check here ☐ If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	680,000.	9	0.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b	10c	
	11 Investments - publicly traded securities	76,559,000.	11	93,604,000.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
	16 Total assets. Add lines 1 through 15 (must equal line 34)	77,239,000.	16	93,604,000.
Liabilities	17 Accounts payable and accrued expenses	29,000.	17	3,967,000.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	29,000.	26	3,967,000.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	70,795,000.	27	83,093,000.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets	6,415,000.	29	6,544,000.
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	77,210,000.	33	89,637,000.
	34 Total liabilities and net assets/fund balances	77,239,000.	34	93,604,000.

Form 990 (2009)

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both. ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box. _____ ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____
- (ii) A family member of a person described in (i) above? _____
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
ATTACHMENT 1									
Total									1,864,063.

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

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10.						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		☐

Schedule A (Form 990 or 990-EZ) 2009

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV)		(V)		(VI)		(VII) AMOUNT OF SUPPORT
			YES	NO	YES	NO	YES	NO	
DEVEREUX FOUNDATION	23-1390618	03	X		X		X		1,864,063
TOTAL AMOUNT OF SUPPORT									<u>1,864,063</u>

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

HELENA DEVEREUX FOUNDATION

Supplemental Financial Statements

► **Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

► **Attach to Form 990. ► See separate instructions.**

OMB No 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

30-0034707

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	76,559,000	101,258,000.			
b Contributions	6,260,000.	3,367,000.			
c Net investment earnings, gains, and losses.	10,785,000	-28,066,000.			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance.	93,604,000.	76,559,000			

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ► 93.0000 %
 b Permanent endowment ► 7.0000 %
 c Term endowment ► %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	X
(ii) related organizations	3a(ii)	X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ►

Schedule D (Form 990) 2009

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,928,969.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,043,490.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,885,479.
4	Net unrealized gains (losses) on investments	4	-2,494,152.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	1,863,673.
9	Total adjustments (net) Add lines 4 through 8	9	-630,479.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	1,255,000.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	1,361,000.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-2,567,969.
e	Add lines 2a through 2d	2e	-2,567,969.
3	Subtract line 2e from line 1	3	3,928,969.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	3,928,969.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	106,000.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	-1,937,490.
e	Add lines 2a through 2d	2e	-1,937,490.
3	Subtract line 2e from line 1	3	2,043,490.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	2,043,490.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

SCHEDULE D - PART XI

RECONCILIATION OF CHANGE IN NET ASSETS FROM FORM 990 TO AUDITED FIN STMTS

SPENDING RULE DISTRIBUTION	\$1,698,234
SCHOLARSHIP INCOME	165,829
ROUNDING	(390)
	\$1,863,673

SCHEDULE D - PART XII

RECONCILIATION OF REVENUE PER AUDITED FINL STMTS W REVENUE PER RETURN

SPENDING RULE DISTRIBUTION	\$2,494,152
INVESTMENT EXPENSE	73,427
ROUNDING	390
	\$2,567,969

SCHEDULE D - PART XIII

RECONCILIATION OF EXPENSES PER AUDITED FINL STMTS W EXPENSES PER RETURN

SPENDING RULE DISTRIBUTION	\$1,698,234
SCHOLARSHIP INCOME	165,829
INVESTMENT EXPENSE	73,427
	\$1,937,490

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

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	35,899.
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	
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	35,899.

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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,700,495.
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	
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	1,700,495.

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			35,899.
14 Net long-term gain or (loss):				
a Total for year	14a			1,700,495.
b Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a	15			1,736,394.

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**, as 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? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23.	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (15)	30	
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).	31	
32 Add lines 30 and 31	32	
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).	33	
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).	34	

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

HELENA DEVEREUX FOUNDATION

30-0034707

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	35,899.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a VANGUARD CONVERTIBLE SECURITY		01/26/2010	138.	119.	19.
VANGUARD TOTAL BOND MARKET		01/26/2010	695.	664.	31.
VANGUARD TOTAL STOCK MARKET		01/26/2010	1,231.	1,030.	201.
VANGUARD DEVELOPED MARKETS		01/26/2010	820.	700.	120.
VANGUARD EMERGING MARKET		01/26/2010	227.	185.	42.
VANGUARD REIT INDEX		01/26/2010	200.	175.	25.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	21,757.	18,693.	3,064.
VANGUARD TOTAL BOND MARKET		01/26/2010	61,258.	58,066.	3,192.
VANGUARD TOTAL STOCK MARKET		01/26/2010	124,202.	103,881.	20,321.
VANGUARD DEVELOPED MARKETS		01/26/2010	92,540.	78,953.	13,587.
VANGUARD EMERGING MARKET		01/26/2010	33,628.	27,455.	6,173.
VANGUARD REIT		01/26/2010	16,766.	12,378.	4,388.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	31,367.	26,949.	4,418.
VANGUARD TOTAL BOND MARKET		01/26/2010	81,473.	77,243.	4,230.
VANGUARD TOTAL STOCK MARKET		01/26/2010	163,469.	136,724.	26,745.
VANGUARD DEVELOPED MARKETS		01/26/2010	126,922.	108,287.	18,635.
VANGUARD EMERGING MARKET		01/26/2010	45,941.	37,508.	8,433.
VANGUARD REIT INDEX		01/26/2010	18,681.	13,792.	4,889.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	1,000.	859.	141.
VANGUARD TOTAL BOND MARKET		01/26/2010	3,102.	2,942.	160.
VANGUARD TOTAL STOCK MARKET		01/26/2010	6,040.	5,052.	988.
VANGUARD DEVELOPED MARKETS		01/26/2010	4,309.	3,676.	633.
VANGUARD EMERGING MARKET		01/26/2010	1,682.	1,373.	309.
VANGUARD REIT INDEX		01/26/2010	675.	498.	177.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	12,525.	10,761.	1,764.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
VANGUARD TOTAL BOND MARKET		01/26/2010	38,971.	36,939.	2,032.
VANGUARD TOTAL STOCK MARKET		01/26/2010	79,631.	66,603.	13,028.
VANGUARD DEVELOPED MARKETS		01/26/2010	58,702.	50,083.	8,619.
VANGUARD EMERGING MARKET		01/26/2010	22,817.	18,629.	4,188.
VANGUARD REIT INDEX		01/26/2010	10,963.	8,094.	2,869.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	313.	269.	44.
VANGUARD TOTAL BOND MARKET		01/26/2010	858.	813.	45.
VANGUARD TOTAL STOCK MARKET		01/26/2010	1,778.	1,487.	291.
VANGUARD DEVELOPED MARKETS		01/26/2010	1,229.	1,049.	180.
VANGUARD EMERGING MARKET		01/26/2010	502.	410.	92.
VANGUARD REIT INDEX		01/26/2010	241.	178.	63.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	504,301.	433,271.	71,030.
VANGAURD TOTAL BOND MARKET		01/26/2010	1,514,724.	1,455,349.	59,375.
VANGUARD TOTAL STOCK MARKET		01/26/2010	2,963,617.	2,478,771.	484,846.
VANGAURD DEVELOPED MARKETS		01/26/2010	2,009,235.	1,714,238.	294,997.
VANGUARD EMERGING MARKET		01/26/2010	760,749.	621,101.	139,648.
VANGUARD REIT INDEX		01/26/2010	346,381.	255,721.	90,660.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	916.	787.	129.
VANGUARD TOTAL BOND MARKET		01/26/2010	2,673.	2,535.	138.
VANGUARD TOTAL BOND MARKET		01/26/2010	5,527.	4,623.	904.
VANGUARD DEVELOPED MARKETS		01/26/2010	4,057.	3,461.	596.
VANGUARD EMERGING MARKET		01/26/2010	1,487.	1,214.	273.
VANGUARD REIT INDEX		01/26/2010	598.	441.	157.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	7,090.	6,091.	999.
VANGUARD TOTAL BOND MARKET		01/26/2010	29,911.	28,639.	1,272.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a VANGUARD TOTAL STOCK MARKET		01/26/2010	51,493.	43,875.	7,618.
VANGUARD DEVELOPED MARKETS		01/26/2010	36,098.	31,275.	4,823.
VANGUARD EMERGING MARKET		01/26/2010	13,314.	11,056.	2,258.
VANGUARD REIT INDEX		01/26/2010	8,133.	6,817.	1,316.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	98,863.	84,938.	13,925.
VANGUARD TOTAL BOND MARKET		01/26/2010	324,853.	307,911.	16,942.
VANGUARD TOTAL STOCK MARKET		01/26/2010	683,254.	571,467.	111,787.
VANGUARD DEVELOPED MARKETS		01/26/2010	490,709.	418,663.	72,046.
VANGUARD EMERGING MARKET		01/26/2010	174,816.	142,726.	32,090.
VANGUARD REIT INDEX		01/26/2010	91,382.	67,464.	23,918.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	2,399.	2,061.	338.
VANGUARD TOTAL BOND MARKET		01/26/2010	6,711.	6,361.	350.
VANGUARD TOTAL STOCK MARKET		01/26/2010	13,122.	10,975.	2,147.
VANGUARD DEVELOPED MARKETS		01/26/2010	9,913.	8,458.	1,455.
VANGUARD EMERGING MARKET		01/26/2010	3,679.	3,004.	675.
VANGUARD REIT INDEX		01/26/2010	1,849.	1,365.	484.
VANGUARD CONVERTIBLE SECURITY		01/26/2010	37,672.	32,366.	5,306.
VANGUARD TOTAL BOND MARKET		01/26/2010	139,244.	132,283.	6,961.
VANGUARD TOTAL STOCK MARKET		01/26/2010	217,985.	182,320.	35,665.
VANGUARD DEVELOPED MARKETS		01/26/2010	152,656.	130,262.	22,394.
VANGUARD EMERGING MARKET		01/26/2010	55,944.	45,675.	10,269.
VANGUARD REIT INDEX		01/26/2010	31,384.	23,170.	8,214.
US TREASURY INFLATION INDEX		02/05/2010	326,051.	305,697.	20,354.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					1,700,495.

Schedule D-1 (Form 1041) 2009

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2009

**Open to Public
Inspection**

**Department of the Treasury
Internal Revenue Service**

Name of the organization

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

Part I	General Information on Grants and Assistance
---------------	---

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

[illegible]

- | | | | |
|----------|--|-------|---|
| 2 | Enter total number of section 501(c)(3) and government organizations | | ▲ |
| 3 | Enter total number of other organizations | | ▲ |
- For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.**
- Schedule I (Form 990) 2009**

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

☐ First-class or charter travel

☐ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

☐ Compensation committee

☐ Independent compensation consultant

☐ Form 990 of other organizations

☐ Written employment contract

☐ Compensation survey or study

☐ Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization.

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Area with horizontal dashed lines for supplemental information.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

HELENA DEVEREUX FOUNDATION

Supplemental Information to Form 990

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.**

OMB No 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

30-0034707

ATTACHMENT 2

FORM 990 PART IV LINE 12

CHECKLIST OF REQUIRED SCHEDULES

THE HELENA DEVEREUX FOUNDATION (HDF) IS PART OF THE CONSOLIDATED GROUP OF
DEVEREUX AND IS NOT AUDITED INDEPENDENTLY.

FORM 990 PART VI SECTION A10

GOVERNING BODY AND MANAGEMENT

FORM 990 IS PROVIDED IN HARD COPY TO ALL BOARD OF TRUSTEE MEMBERS
APPROXIMATELY TWO MONTHS BEFORE THE FILING DEADLINE (INCLUDING ANY
APPROVED EXTENSIONS). BOARD MEMBERS ARE REQUESTED TO PROVIDE COMMENTS OR
QUESTIONS TO THE CFO BY A SPECIFIC DATE, APPROXIMATELY THREE WEEKS FROM
RECEIVING THE DOCUMENT. THE COMMENTS ARE REVIEWED BY THE CFO, AND WHERE
APPROPRIATE, DIRECTS CHANGES TO BE MADE TO THE FORM 990 PRIOR TO FILING.
ADDITIONALLY, THE CFO REVIEWS IMPORTANT ISSUES REGARDING THE 990 AT THE
BOARD'S MARCH MEETING AND GIVES THE BOARD THE OPPORTUNITY TO RAISE ANY
FURTHER QUESTIONS OR CONCERNS. AFTER THIS REVIEW PROCESS, THE FINAL
VERSION OF FORM 990 IS FILED BY THE MAY 15 DEADLINE.

FORM 990 PART VI SECTION B12C

POLICIES - CONFLICT OF INTEREST

HDF HAS ADOPTED THE CONFLICT OF INTEREST AND GOVERNANCE POLICIES OF THE
DEVEREUX FOUNDATION, ITS CONTROLLING ENTITY. REPRESENTATIVES OF HDF AND
OF DEVEREUX DEALING WITH CLIENTS, PARENTS, GUARDIANS, VENDORS,
COMPETITORS OR ANYONE WHO DOES OR SEEKS TO DO BUSINESS WITH DEVEREUX ARE

Name of the organization

HELENA DEVEREUX FOUNDATION

Employer identification number

30-0034707

ATTACHMENT 2 (CONT'D)

REQUIRED TO ACT IN DEVEREUX'S BEST INTERESTS, DISREGARDING ANY PERSONAL PREFERENCE OR ADVANTAGE. REPRESENTATIVES SHALL MAKE PROMPT AND FULL DISCLOSURE TO HIS/HER MANAGER AND TO AUDIT SERVICES (AND, IN THE CASE OF TRUSTEES AND SENIOR MANAGERS, TO THE BOARD'S AUDIT AND COMPLIANCE COMMITTEE) VIA THE DEVEREUX CONFLICT OF INTEREST FORM OF ANY PROSPECTIVE OR ACTUAL SITUATION THAT INVOLVES, MAY INVOLVE, OR MIGHT APPEAR TO INVOLVE A CONFLICT OF INTEREST. EXAMPLES OF POTENTIAL CONFLICTS INCLUDE:

- A. OWNERSHIP OR FINANCIAL INTEREST BY A REPRESENTATIVE OR FAMILY MEMBER IN ANY BUSINESS PARTNER OR COMPETITOR OF DEVEREUX.
- B. SERVING AS AN OFFICER, DIRECTOR, EMPLOYEE, CONSULTANT OR AGENT TO ANY BUSINESS PARTNER OR COMPETITOR OF DEVEREUX.
- C. ACTING AS A BROKER, FINDER OR ANY OTHER INTERMEDIARY FOR THE BENEFIT OF A THIRD PARTY IN A TRANSACTION POTENTIALLY INVOLVING DEVEREUX.

MEMBERS OF THE SAME FAMILY OR LIVING WITHIN THE SAME DOMICILE MAY BE EMPLOYED BY DEVEREUX IN THE SAME CENTER OR DEPARTMENT UNLESS THE CENTER DIRECTOR OR DEPARTMENT HEAD DETERMINES SUCH EMPLOYMENT IS NOT IN DEVEREUX'S BEST INTEREST. RELATIVES OF SENIOR MANAGEMENT OR TRUSTEES, AS WELL AS THOSE WORKING IN HUMAN RESOURCES, PAYROLL, AND AUDIT SERVICES SHALL NOT BE HIRED BY DEVEREUX IN ANY CAPACITY UNLESS APPROVED IN ADVANCE BY THE PRESIDENT.

EACH DEVEREUX EMPLOYEE HAS THE RESPONSIBILITY TO REPORT ANY ACTUAL OR

Name of the organization

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ATTACHMENT 2 (CONT'D)

PERCEIVED CONFLICT OF INTEREST TO MANAGEMENT, HUMAN RESOURCES, THE VICE

PRESIDENT OF AUDIT & COMPLIANCE OR THE EMPLOYEE HELPLINE (AN ANONYMOUS

"WHISTLE-BLOWER" SERVICE, WHERE COMPLAINTS ARE PROCESSED BY AN

INDEPENDENT THIRD PARTY RETAINED BY DEVEREUX FOR THIS PURPOSE).

ANNUALLY, A COPY OF DEVEREUX'S BUSINESS ETHICS POLICY WILL BE MAILED TO

TRUSTEES, OFFICERS, DIRECTORS AND KEY PERSONNEL ALONG WITH THE ANNUAL

CONFLICT OF INTEREST DISCLOSURE STATEMENT, WHICH MUST BE SIGNED AND

RETURNED TO AUDIT SERVICES WITHIN 30 DAYS. THE ANNUAL DISCLOSURE

REQUIRES AN ACKNOWLEDGEMENT OF UNDERSTANDING DEVEREUX'S BUSINESS ETHICS

POLICY, AS WELL AS DISCLOSURE OF ANY CONFLICT, OR APPEARANCE OF A

CONFLICT, BETWEEN PERSONAL INTERESTS AND THE INTERESTS OF DEVEREUX.

A SECOND REQUEST WILL BE SENT TO THOSE EMPLOYEES WHO HAVE NOT RETURNED

THE ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENTS WITHIN 30 DAYS. A

LIST OF EMPLOYEES FAILING TO COMPLY WITH THIS REPORTING REQUIREMENT WILL

BE SENT TO THE APPROPRIATE EXECUTIVE DIRECTOR, OR PRESIDENT/CEO FOR

CORPORATE, IF THE FORM IS NOT RECEIVED WITHIN 60 DAYS. FAILURE TO COMPLY

OR FALSIFICATION OF DISCLOSURE MAY RESULT IN DISCIPLINARY ACTION,

INCLUDING POSSIBLE DISMISSAL.

NEWLY HIRED EMPLOYEES IN THE CATEGORIES IDENTIFIED ABOVE WILL BE GIVEN

THIS POLICY ON THE FIRST DAY OF THEIR EMPLOYMENT AND WILL BE IMMEDIATELY

REQUIRED TO COMPLETE THE ANNUAL CONFLICT OF INTEREST DISCLOSURE

STATEMENT.

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ATTACHMENT 2 (CONT'D)

ALL EMPLOYEES DISCLOSING A CONFLICT OR POTENTIAL CONFLICT MUST HAVE THE DISCLOSURE STATEMENT REVIEWED AND SIGNED BY THE EXECUTIVE DIRECTOR AT THEIR LOCATION (PRESIDENT/CEO FOR CORPORATE STAFF) PRIOR TO SENDING IT TO AUDIT SERVICES.

ALL ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENTS IDENTIFYING A CONFLICT OR POTENTIAL CONFLICT WILL BE REVIEWED BY THE VICE PRESIDENT OF AUDIT & COMPLIANCE AND ANY OTHER OFFICERS OR SENIOR MANAGEMENT DETERMINED TO BE APPROPRIATE, AND SUBMITTED TO THE AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF TRUSTEES FOR REVIEW.

FORM 990 PART VI SECTION B15

POLICIES - DETERMINING COMPENSATION

HDF DOES NOT DIRECTLY COMPENSATE ITS TRUSTEES OR OFFICERS. HOWEVER, THERE IS A CHARGE FOR MANAGEMENT OVERSIGHT BY OFFICERS AND OTHER STAFF FROM DEVEREUX TO HDF. THAT CHARGE, WHICH INCLUDES AN ESTIMATE FOR THE USE OF FACILITIES, WAS \$102,000 FOR THE YEAR ENDED JUNE 30, 2010.

FORM 990 PART VI SECTION C LINE 19

DISCLOSURE

HDF'S FORM 990 IS AVAILABLE TO THE PUBLIC THROUGH POSTING ON GUIDESTAR (WWW.GUIDESTAR.ORG). IT IS ALSO AVAILABLE UPON REQUEST. HDF IS AUDITED AS PART OF DEVEREUX'S CONSOLIDATED GROUP AND DOES NOT HAVE ITS OWN AUDITED FINANCIAL STATEMENTS.

SCHEDULE J-2 PART I

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ATTACHMENT 2 (CONT'D)

OFFICERS, DIRECTORS, TRUSTEES, KEY & HIGHEST COMPENSATED EMPLOYEES

HDF IS A SUPPORTING ORGANIZATION OF DEVEREUX AND MANAGES AND INVESTS FUNDS TO SUPPORT DEVEREUX'S ACTIVITIES. THE BOARD OF TRUSTEES OF DEVEREUX IS ALSO THE BOARD OF HDF. THE FOLLOWING OFFICERS OF DEVEREUX ARE OFFICERS OF HDF IN THE CAPACITIES GIVEN:

ROBERT Q KREIDER, PRESIDENT

ROBERT C DUNNE, SR VP & CFO/CONTROLLER

STEVEN H MANSH, TREASURER

DOLORES MCLAUGHLIN, ESQ., VICE PRESIDENT, GENERAL COUNSEL & SECRETARY

LAWRENCE WILLIAMS, VICE PRESIDENT FOR AUDIT AND COMPLIANCE

HDF DOES NOT MAINTAIN SEPARATE FACILITIES AND OPERATES AT ONE OF DEVEREUX'S TWO CORPORATE SITES, AT 444 DEVEREUX DRIVE, VILLANOVA, PA 19085.

DURING FY10, DEVEREUX TRANSFERRED \$6,260,000 TO THE HELENA DEVEREUX FOUNDATION. AS SETTLEMENT UNDER DEVEREUX'S SPENDING RULE, THE HELENA DEVEREUX FOUNDATION TRANSFERRED \$2,494,152 TO DEVEREUX.

FORM 990 PART IV

CHECKLIST OF REQUIRED SCHEDULES #11

THE HELENA DEVEREUX FOUNDATION'S ASSETS CONSIST 100% OF INVESTMENTS.

SCHEDULE R - PART V.3

TRANSACTIONS WITH RELATED ORGANIZATIONS

DURING FY2010 THE DEVEREUX FOUNDATION WAS AWARDED APPROXIMATELY \$4.0

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ATTACHMENT 2 (CONT'D)

MILLION BY THE FAMILY OF A RECENTLY DECEASED CONTINUING CARE CLIENT FROM

A TESTAMENTARY TRUST. THE PRESIDENT OF DEVEREUX DESIGNATED THE \$4.0

MILLION AS A QUASI-ENDOWMENT AND TRANSFERED THE FUNDS TO THE HELENA

DEVEREUX FOUNDATION WITH APPROVAL OF THE DEVEREUX BOARD OF TRUSTEES.

AS OF NOVEMBER 4, 2009, DEVEREUX'S SHORT-TERM OPERATING FUND HAD A MARKET

VALUE OF APPROXIMATELY \$18.8 MILLION, OF WHICH \$16.8 MILLION WAS NEEDED

TO FUND SHORT-TERM NEEDS. THEREFORE, THE PRESIDENT OF DEVEREUX, WITH

APPROVAL OF THE BOARD OF TRUSTEES, DESIGNATED THE REMAINING \$2.0 MILLION

AS A QUASI-ENDOWMENT AND TRANSFERRED THE FUNDS TO HDF.

ATTACHMENT 3FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

HELENA DEVEREUX FOUNDATION (HDF) IS A PENNSYLVANIA NOT-FOR-PROFIT CORPORATION WHICH HOLDS CERTAIN ASSETS TO BENEFIT DEVEREUX FOUNDATION OPERATING PROGRAMS. THE PURPOSE OF THE DEVEREUX FOUNDATION IS TO PROVIDE HIGH-QUALITY HUMAN SERVICES TO CHILDREN, ADULTS, AND FAMILIES WITH SPECIAL NEEDS WHICH DERIVE FROM BEHAVIORAL, PSYCHOLOGICAL, INTELLECTUAL OR NEUROLOGICAL IMPAIRMENTS. SERVICES WILL BE PROVIDED IN A CARING AND HUMANE WAY TO FOSTER HUMAN POTENTIAL AND TO CONTRIBUTE TO THE PERSON'S HEALTH, SOCIAL, PSYCHOLOGICAL AND EDUCATIONAL WELL-BEING. A SPENDING RULE APPROVAL IS APPLIED UNDER WHICH APPROXIMATELY 5% OF THE 3-YEAR AVERAGE INVESTMENT BALANCES HELD BY THE HELENA DEVEREUX FOUNDATION IS MADE AVAILABLE TO SUPPORT OPERATIONS OF DEVEREUX. THE 5% TARGET IS BASED ON TOTAL RETURN OF THE PORTFOLIO AND THEREFORE INCORPORATES INTEREST AND DIVIDENDS

Name of the organization

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ATTACHMENT 3 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

RECEIVED, AS WELL AS REALIZED AND UNREALIZED GAINS. FOR THE YEAR ENDED JUNE 30, 2010, INTEREST AND DIVIDENDS WERE \$2,192,575 AND REALIZED GAINS WERE \$1,736,394, FOR A TOTAL RETURN OF \$3,928,969 (SEE PART VIII - STATEMENT OF REVENUE). MANAGEMENT CONSIDERS THE FULL AMOUNT AS "RELATED OR EXEMPT FUNCTION REVENUE."

ATTACHMENT 4FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INVESTMENT INCOME	2,192,575	2,192,575		
TOTALS	<u>2,192,575</u>	<u>2,192,575</u>		

ATTACHMENT 5FORM 990, PART IX - PAYMENTS TO AFFILIATES

DESCRIPTION	(A) TOTAL EXPENSES	(B) PROGRAM SERVICE EXP.	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING EXPENSES
TRANSFER OF FUNDS TO RELATED ORGANIZATION	4,000		4,000.	
TOTALS	<u>4,000.</u>		<u>4,000.</u>	

ATTACHMENT 6

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ATTACHMENT 6 (CONT'D)

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
VANGUARD TOTAL BOND MARKET	955,893.	0.	FMV
VANGUARD CONVERTIBLE SECUR	288,769.	0.	FMV
REIT	211,351.	0.	FMV
VANGUARD STOCK MKT INDEX FUND	1,738,109.	0.	FMV
VANGUARD INSTITUTL DEVEL MKTS	1,284,713.	0.	FMV
VANGUARD EMERGING MARKETS	439,056.	0.	FMV
VANGUARD TOTAL BOND MARKET	10,780,451.	15,012,530.	FMV
VANGUARD CONVERT SECURITIES	3,184,894.	4,254,469.	FMV
REIT	1,983,038.	3,408,079.	FMV
VANGUARD STOCK MKT INDEX FUND	18,442,717.	23,124,832.	FMV
VANGUARD INSTITUTL DEVEL MKTS	13,189,189.	14,983,815.	FMV
VANGUARD EMERGING MARKETS	4,566,918.	5,865,181.	FMV
MONEY MARKET	2,056.	2,060.	FMV
VANGUARD TOTAL BOND MARKET	3,965,385.		FMV
VANGUARD CONVERT SECURITIES	772,385.		FMV
REIT	406,203.		FMV
VANGUARD STOCK MKT INDEX FUND	3,632,151.		FMV
VANGUARD INSTITUTL DEVEL MKTS	2,535,575.		FMV
VANGUARD EMERGING MARKETS	763,569.		FMV
TIPS US TREAS INFLATION INDEX	7,416,965.	7,003,097.	FMV
DOLLAR ROUNDING	-387.	-1,276.	
ACCRUED INTEREST		135,438.	
MULTIASSET FUND		19,815,775.	FMV
TOTALS	<u>76,559,000.</u>	<u>93,604,000.</u>	

▲ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36 or 37.
 ▲ Attach to Form 990.
 ▲ See separate instructions.

Name of the organization

Name of the organization	HELENA DEVEREUX FOUNDATION
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Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)[illegible]

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
DEVEREUX FOUNDATION 23-1390618					
2012 RENAISSANCE BLVD KING OF PRUSSIA, PA 19406	MENTAL HEALTH	PA		3	N/A
DEVEREUX CLEO WALLACE 84-0406820					
8405 CHURCH RANCH BLVD WESTMINSTER, CO 80021	MENTAL HEALTH	CO		3	DEV FOUND
DEVEREUX CLEO WALLACE FOUNDATION 74-2277635					
8405 CHURCH RANCH BLVD WESTMINSTER, CO 80021	INVESTMENTS	CO		11-I	CLEO WALLACE
DEVEREUX PROFESSIONAL GROUP 74-0406760					
CO DEVEREUX TX 1150 DEVEREUX D LEAGUE CITY, TX 77573	INACTIVE	TX		11-I	DEV FOUND
DEVEREUX KIDS INC 59-3593023					
5850 TG LEE BLVD STE 400 ORLANDO, FL 32822	INACTIVE	FL		7	DEV FOUND

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2009

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	X	
b Gift, grant, or capital contribution to other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)	X	
e Loans or loan guarantees by other organization(s)	X	
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets.		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1)	DEVEREUX FOUNDATION	Q	1,864,063.
(2)	DEVEREUX FOUNDATION	R	6,000,000.
(3)	DEVEREUX FOUNDATION	O	102,000.
(4)			
(5)			
(6)			

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