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

2009

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

06/30/2010

For calendar year 2009, or tax year beginning

07/01, 2009, and ending

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

POSTMARK DATE
FEBRUARY

AUG 24 2010

Revenue

Operating and Administrative Expenses

SCANNED AUG 30 2010

Name of foundation

THE SCROOBY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

P O BOX 1802

Room/suite

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

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

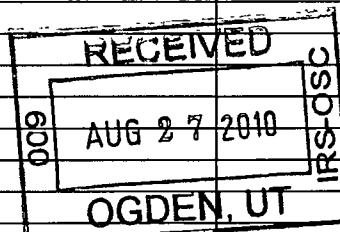
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 11,381,176.

J Accounting method: Cash Accrual Other (specify) _____

(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	458,834	458,834		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	753,268			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	343,139	458,834		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	STMT 2	4,500	NONE	4,500
b Accounting fees (attach schedule)	STMT 3	935	NONE	935
c Other professional fees (attach schedule)	STMT 4	46,264	27,759	18,506
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)		3,530		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	STMT 6	617		617
24 Total operating and administrative expenses.				
Add lines 13 through 23	55,846	27,759	NONE	24,558
25 Contributions, gifts, grants paid	535,000			535,000
26 Total expenses and disbursements Add lines 24 and 25	590,846	27,759	NONE	559,558
27 Subtract line 26 from line 12:	-247,707			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0)		431,075		
c Adjusted net income (if negative, enter -0)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets				
1	Cash - non-interest-bearing	NONE	NONE	
2	Savings and temporary cash investments	727,682.	409,441.	409,441.
3	Accounts receivable ►			
	Less. allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ► *	*	NONE	
	Less: allowance for doubtful accounts ►	NONE	NONE	NONE
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
b	Investments - corporate stock (attach schedule)	8,591,534.	8,662,071.	10,826,235.
c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
11	Investments - land, buildings, and equipment basis ►	NONE		
	Less accumulated depreciation ►			
12	Investments - mortgage loans	NONE	NONE	
13	Investments - other (attach schedule)	142,997.	142,997.	145,500.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)	NONE	NONE	NONE
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,462,213.	9,214,509.	11,381,176.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
27	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. ► <input checked="" type="checkbox"/>			
28	Capital stock, trust principal, or current funds	9,029,873.	8,938,079.	
29	Paid-in or capital surplus, or land, bldg , and equipment fund	432,340.	276,430.	
30	Total net assets or fund balances (see page 17 of the instructions)	9,462,213.	9,214,509.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,462,213.	9,214,509.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,462,213.
2	Enter amount from Part I, line 27a	2	-247,707.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	3.
4	Add lines 1, 2, and 3	4	9,214,509.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,214,509.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-115,695.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	{ }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	654,418.	11,313,951.	0.05784168590
2007	739,457.	14,148,208.	0.05226506424
2006	667,525.	14,683,094.	0.04546214851
2005	326,393.	13,548,826.	0.02409013150
2004	305,019.	6,447,186.	0.04731040798

- 2 Total of line 1, column (d) 2 0.22696943813
- 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.04539388763
- 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 12,034,181.
- 5 Multiply line 4 by line 3 5 546,278.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 4,311.
- 7 Add lines 5 and 6 7 550,589.
- 8 Enter qualifying distributions from Part XII, line 4 8 559,558.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	4,311.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	2		
3	Add lines 1 and 2	3		4,311.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	4		NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		4,311.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		4,784.
b	Exempt foreign organizations-tax withheld at source	6b		NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c		NONE
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		4,784.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		473.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A		
14 The books are in care of ► <u>PRIVATE BANK TAX SERVICES</u> Telephone no. ► <u>(888) 866-3275</u> Located at ► <u>PO BOX 1802, PROVIDENCE, RI</u> ZIP + 4 ► <u>02901-1802</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► 		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► 		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)		
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
4a		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		
4b		

Form 990-PF (2009)

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		-0-	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		NONE	NONE	NONE

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

Form 990-PF (2009)

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 14		NONE

Total number of others receiving over \$50,000 for professional services ► **NONE**

Part IX-A Summary of Direct Charitable Activities

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

1	NONE	
2		
3		
4		

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

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

1	<u>NONE</u>	
2		
All other program-related investments. See page 24 of the instructions		
3	<u>NONE</u>	
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,909,557.
b	Average of monthly cash balances	1b	307,886.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,217,443.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,217,443.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	183,262.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,034,181.
6	Minimum investment return. Enter 5% of line 5	6	601,709.

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

1	Minimum investment return from Part X, line 6	1	601,709.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,311.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,311.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	597,398.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	597,398.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	597,398.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	559,558.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	559,558.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,311.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	555,247.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				597,398.
2 Undistributed income, if any, as of the end of 2009			534,319.	
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 20		NONE		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 559,558.				
a Applied to 2008, but not more than line 2a			534,319.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				25,239.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE	
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				572,159.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section

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

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

1 Information Regarding Foundation Managers:

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

FREDERICK BREWSTER

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

NONE

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

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 15				
Total			► 3a	535,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 Net rental income or (loss) from real estate:

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

14 458,834.

9 Net income or (loss) from special events

18 -115,695.

10 Gross profit or (loss) from sales of inventory

11 Other revenue: a _____

b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)

13 Total. Add line 12, columns (b), (d), and (e) 13 343,139.

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

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

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

NOT APPLICABLE

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

b If "Yes," complete the following schedule.

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

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

Signature of officer or trustee

Date

→ **Title**

<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p> <p><i>Harvey J. Fertik</i></p> <p>Signature of officer or trustee</p>		<p>18/6/10</p> <p>Date</p>	<p><i>Secretary + Treasurer</i></p> <p>Title</p>
<p>Sign Here</p>	<p>Paid Preparer's Use Only</p>	<p>Date</p> <p><i>8/3/10</i></p>	<p>Check if self-employed</p> <p><input type="checkbox"/></p> <p>Preparer's identifying number (See Signature on page 30 of the instructions)</p> <p>P00146417</p>
<p>Firm's name (or yours if self-employed), address, and ZIP code</p>	<p>BANK OF AMERICA, N.A.</p> <p>P O BOX 1802</p> <p>PROVIDENCE, RI</p>		<p>EIN ► 94-1687665</p> <p>02901-1802</p> <p>Phone no.</p>

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES	9,840.	9,840.
AMERISOURCEBERGEN CORP COM	960.	960.
BP AMOCO PLC SPONS ADR (UK/USD)	95,256.	95,256.
BOEING CO	6,720.	6,720.
CHEVRONTEXACO CORP COM	10,488.	10,488.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	82,963.	82,963.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	150,747.	150,747.
COLUMBIA U S TREAS INDEX FUND CLASS Z SH	32,499.	32,499.
CONOCOPHILLIPS COM	940.	940.
EXXON MOBIL CORPORATION	2,040.	2,040.
GENERAL DYNAMICS CORP	4,680.	4,680.
GENERAL ELEC CO	3,000.	3,000.
HEWLETT PACKARD COMPANY	2,080.	2,080.
INTERNATIONAL BUSINESS MACHS	2,350.	2,350.
JOHNSON & JOHNSON	8,580.	8,580.
KIMBERLY CLARK CORP COM	5,370.	5,370.
KRAFT FOODS INC CL A COM	8,120.	8,120.
MICROSOFT CORPORATION	5,200.	5,200.
NOVARTIS AG ADR	3,897.	3,897.
PRAXAIR INCORPORATED	5,100.	5,100.
PROCTER & GAMBLE CO COM	2,284.	2,284.
STAPLES INCORPORATED	1,165.	1,165.
STRYKER CORP	1,200.	1,200.
UNITED PARCEL SERVICE CL B	4,580.	4,580.
UNITED TECHNOLOGIES CORP	6,480.	6,480.
WELLS FARGO COMPANY	2,800.	2,800.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	495.	495.
TOTAL	458,834.	458,834.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - INCOME (ALLOCABLE	4,500.			4,500.
TOTALS	4,500.	NONE	NONE	4,500.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	935.			935.
TOTALS	935.	NONE	NONE	935.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSES - 2%	46,264.	27,759.	18,506.
TOTALS	46,264.	27,759.	18,506.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

FEDERAL ESTIMATES - PRINCIPAL 3,530.

TOTALS 3,530.

=====

REVENUE
AND
EXPENSES
PER BOOKS

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE- INCOME	25.	25.
OTHER NON-ALLOCABLE EXPENSE -	592.	592.
TOTALS	617.	617.

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION	AMOUNT
-----	-----
ROUNDING	3.
TOTAL	3.
=====	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MN

STATEMENT 10

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,594.	
89,428.00		2000. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 132,800.00				08/15/2005	08/05/2009	
42,090.00		2000. STAPLES INCORPORATED PROPERTY TYPE: SECURITIES 51,755.00				10/06/2006	08/05/2009	
10,000.00		700. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 17,279.00				12/30/2002	11/02/2009	
18,572.00		1300. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 30,664.00				03/04/2003	11/02/2009	
42,888.00		2700. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 63,686.00				03/04/2003	11/23/2009	
4,765.00		300. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 3,026.00				09/13/1995	11/23/2009	
58,194.00		1000. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES 72,893.00				08/15/2005	11/23/2009	
112,410.00		2000. AMGEN INC PROPERTY TYPE: SECURITIES 147,675.00				10/06/2006	01/13/2010	
57,424.00		1000. AMGEN INC PROPERTY TYPE: SECURITIES 56,488.00				10/01/2007	03/11/2010	
39,540.00		2400. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 24,206.00				09/13/1995	03/11/2010	
							15,334.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description			P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
39,539.00		2400. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 23,356.00				08/10/1995	03/11/2010 16,183.00
3,295.00		200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 28.00				05/19/1932	03/11/2010 3,267.00
58,399.00		1000. AMGEN INC PROPERTY TYPE: SECURITIES 56,488.00				10/01/2007	04/30/2010 1,911.00
78,542.00		1100. TRANSOCEAN LTD COM PROPERTY TYPE: SECURITIES 85,124.00				08/05/2009	04/30/2010 -6,582.00
96,588.00		2000. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES 103,495.00				11/04/2008	06/14/2010 -6,907.00
TOTAL GAIN(LOSS)						----- -115,695. -----	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

PRISCILLA BREWSTER

ADDRESS:

10 CROCUS PLACE
ST. PAUL, MN 55102

TITLE:

V. PRES/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MARVIN J. PERTZIK

ADDRESS:

55 EAST 5TH ST., SUITE 1400
ST PAUL, MN 55101-1792

TITLE:

SEC/TREAS/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BARBARA B. JOHNSON

ADDRESS:

286 SAN RAFAEL AVE
BELVEDERE, CA 94920

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

ERIC L. JOHNSON

ADDRESS:

286 SAN RAFAEL AVE
BELVEDERE, CA 94920

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

SUSAN B. MCCARTHY

ADDRESS:

14 DELLWOOD AVE.

WHITE BEARLAKE, MN 55110

TITLE:

PRES/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

ALLISON BREWSTER

ADDRESS:

27 CARD SOUND RD

KEY LARGO, FL 33037

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

EDWIN J. MCCARTHY

ADDRESS:

14 DELLWOOD AVE.

WHITE BEARLAKE, MN 55110

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

THE SCROOBY FOUNDATION

41-1795397

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

STATEMENT 13

THE SCROOBY FOUNDATION

41-1795397

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

STATEMENT 14

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM FUNDING

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 535,000.

TOTAL GRANTS PAID:

535,000.

=====

STATEMENT 15

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

OMB No 1545-0092

2009

► 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).

Name of estate or trust

THE SCROOBY FOUNDATION

Employer identification number

41-1795397

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	-6,582.
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		-6,582.

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 LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,594.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-110,707.
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		-109,113.

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
13	Net short-term gain or (loss)	13		- 6,582.
14	Net long-term gain or (loss):			
a	Total for year	14a		- 109,113.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		- 115,695.

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:
a	The loss on line 15, column (3) or b \$3,000

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.			
	<input type="checkbox"/> 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?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
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		

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

THE SCROOBY FOUNDATION

Employer identification number
41-1795397

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -6,582.00

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

41-1795397

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

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -110,707.00

-110,707.00

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AOL TIME WARNER INC COM	138.00
COLUMBIA U S TREAS INDEX FUND CLASS Z SHARES	1,456.00
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	1,594.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	1,594.00

=====

149 BENEFICIARY DISTRIBUTIONS

10/09/09	ORCAT INC GIFT GRANT FOR GENERAL OPERATING SUPPORT THE SCROOBY FOUNDATION FOR: TR TRAN#=092820001000	TR CD=305	REG=0	PORT=INC	-5000.00	-5000.00	UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000009
10/09/09	RAMSEY COUNTY HISTORICAL SOCIETY GIFT GRANT FOR ESTABLISHMENT OF RESEARCH CENTER - LANDMARK CENTER & RENOVATION & RELOCATION OF STORAGE/RES THE SCROOBY FOUNDATION FOR: TR TRAN#=092820003000	TR CD=305	REG=0	PORT=INC	-50000.00	-50000.00	UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000011
10/09/09	NEIGHBORHOOD HOUSE GIFT GRANT FOR FOOD BANK THE SCROOBY FOUNDATION FOR: TR TRAN#=092820002000	TR CD=305	REG=0	PORT=INC	-10000.00	-10000.00	UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000010
10/09/09	RONALD MCDONALD HOUSE CHARITIES GIFT GRANT FOR GENERAL OPERATING PURPOSES THE SCROOBY FOUNDATION FOR: TR TRAN#=092820005000	TR CD=305	REG=0	PORT=INC	-25000.00	-25000.00	UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000013
10/09/09	GUNSTON HALL FOUNDATION GIFT GRANT FOR MARKETING CAMPAIGN THE SCROOBY FOUNDATION FOR: TR TRAN#=092820006000	TR CD=305	REG=0	PORT=INC	-25000.00	-25000.00	UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000014
10/09/09	THE RAPTOR CENTER GIFT GRANT FOR GENERAL OPERATING PURPOSES THE SCROOBY FOUNDATION FOR: TR TRAN#=092820007000	TR CD=305	REG=0	PORT=INC	-5000.00	-5000.00	UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000015
10/09/09	ANIMAL HUMANE SOCIETY GIFT GRANT FOR GENERAL OPERATING PURPOSES THE SCROOBY FOUNDATION FOR: TR TRAN#=092820008000	TR CD=305	REG=0	PORT=INC	-5000.00	-5000.00	UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000016
10/09/09	THE TRUST FOR PUBLIC LAND GIFT GRANT TOWARDS ACQUISITION ADDITIONAL PARCEL OF FALL LAKE BOUNDARY WATERS THE SCROOBY FOUNDATION FOR: TR TRAN#=092820004000	TR CD=305	REG=0	PORT=INC	-50000.00	-50000.00	UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000012
10/09/09	THE SAINT PAUL PARKS CONSERVANCY GIFT GRANT FOR 1ST PHASE OF PROJECT FOR LILYDALE REGIONAL PARK ENVIRONMENTAL & STRUCTURAL IMPROVEMENTS THE SCROOBY FOUNDATION				-100000.00	-100000.00	UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000018

149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

FOR:
TR TRAN#=092820010000 TR CD=305 REG=0 PORT=INC

10/09/09	SCIENCE MUSEUM OF MINNESOTA GIFT GRANT TO ASSIST WITH COSTS OF DEAD SEA SCROLLS EXHIBITION THE SCROOBY FOUNDATION FOR: TR TRAN#=092820011000 TR CD=305 REG=0 PORT=INC	-100000.00	-100000.00 UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000019
10/09/09	MINNESOTA HISTORICAL SOCIETY GIFT GRANT FOR ENDOWMENT FUND FOR EXHIBITIONS THE SCROOBY FOUNDATION FOR: TR TRAN#=092820012000 TR CD=305 REG=0 PORT=INC	-100000.00	-100000.00 UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000020
10/09/09	FISHER HOUSE FOUNDATION, INC GIFT GRANT TO ASSIST WITH MINNESOTA OPERATION THE SCROOBY FOUNDATION FOR: TR TRAN#=092820009000 TR CD=305 REG=0 PORT=INC	-10000.00	-10000.00 UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000017
10/13/09	COMO CONSERVATORY & ZOOLOGICAL GIFT GRANT FOR THE POLAR BEAR EXHIBIT FINAL PAYMENT THE SCROOBY FOUNDATION FOR: TR TRAN#=092860001000 TR CD=305 REG=0 PORT=INC	-50000.00	-50000.00 UNMATCHED BENE DISTRIBUTION **CHANGED** 07/29/10 TLR	0910000023
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS		-535000.00	-535000.00 =====	0 00 =====

Account: 42-01-100-85557980 **SCROOBY FOUNDATION**

Account Summary
Apr. 01, 2010 through June 30, 2010

Market Value \$11,381,175.61

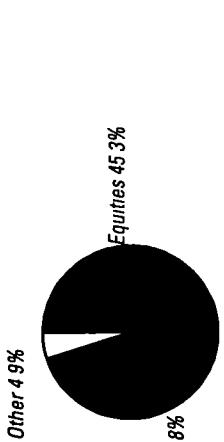
Account Activity	Realized Gain/Loss Summary			Income Summary		
	YTD Since 07/01/09	Description	Current Period	YTD	Description	YTD
Beginning Market Value	\$12,843,462.14	\$11,374,738.19	Short-term	-\$6,581.31	Dividends - Taxable	\$89,187.86
Income	89,254.82	458,242.77	Long-term	-3,694.76	Interest - Taxable	66 96
Deposits	1,300.37	1,594.14	Net Total	-\$10,276.07	Total Income	495.49
Disbursements	-1,196.00	-543,035.00				
Bank Fees	-13,113.94	-47,199.23				
Change in Market Value	-1,538,531.78	136,794.74				
Ending Market Value	\$11,381,175.61	\$11,381,175.61				
Change in Account Value	-1,462,286.53	6,377.42				

Portfolio Allocation

Description	Market Value	Tax Cost	Annual Income	Estimated Yield	Current Yield
Cash/Currency	\$409,483.34	\$409,440.96	\$532.27	0.1%	
Equities	5,161,083.00	3,312,070.82	229,483.00	4.5	
Fixed Income	5,665,109.27	5,350,000.00	245,233.52	4.3	
Private Equity	145,500.00	142,397.40	0.00	0.0	
Total Assets	\$11,381,175.61	\$9,214,509.18	\$475,248.79	4.2%	
Total	\$11,381,175.61	\$9,214,509.18	\$475,248.79	4.2%	

Income Summary
YTD Since
07/01/09
Current Period
\$89,254.82
\$458,242.77

Realized Gain/Loss Summary
YTD Since
07/01/09
Description
Current Period
Net Total
-\$10,276.07
\$115,692.36
\$115,692.36



Assets representing less than 5% of total are grouped together as "Other" for display on the pie chart.

Portfolio Detail

Apr. 01, 2010 through June 30, 2010

Account:	42-01-100-8557980	SCROOBY FOUNDATION	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Units	Description		Sector (2)						
Cash/Currency									
Cash Equivalents									
276,430.440	BANK OF AMERICA MONEY MARKET (Income Investment)	994458719		\$276,430.44	\$28.63	\$276,430.44 1,000	\$0.00	\$359.36	0.1%
133,010.520	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719		133,010.52	13.75	133,010.52 1,000	0.00	172.91	0.1
	Total Cash Equivalents			\$409,440.96	\$42.38	\$409,440.96	\$0.00	\$532.27	0.1%
	Total Cash/Currency			\$409,440.96	\$42.38	\$409,440.96	\$0.00	\$532.27	0.1%
Equities									
	(2) Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy		FIN = Financials HEA = Health Care IND = Industrials		IIFT = Information Technology MAT = Materials OEQ = Other Equities			
U.S. Large Cap									
8,000.000	ABBOTT LABS Ticker: ABT	002824100 HEA		\$374,240.00 46,780	\$0.00	\$273,892.89 34,237	\$100,347.11	\$14,080.00	3.8%
4,000.000	BOEING CO Ticker: BA	097023105 IND		251,000.00 62,750	0.00	70,828.08 17,707	180,171.92	6,720.00	2.7
3,800.000	CHEVRON CORP Ticker: CVX	166764100 ENR		257,868.00 67,860	0.00	186,473.83 49,072	71,394.17	10,944.00	4.2
5,000.000	CISCO SYS INC Ticker: CSCC	17275R102 IIFT		106,550.00 21,310	0.00	62,170.00 12,434	44,380.00	0.00	0.0
1,200.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR		68,484.00 57,070	0.00	63,41 0.136	68,320.59	2,112.00	3.1
3,000.000	GENERAL DYNAMICS CORP Ticker: GD	369550108 IND		175,680.00 58,560	1,260.00	170,875.50 56,959	4,804.50	5,040.00	2.9
6,500.000	HEWLETT PACKARD CO Ticker: HPQ	428236103 IIFT		281,320.00 43,280	520.00	183,464.53 28,225	97,855.47	2,080.00	0.7
1,500.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IIFT		185,220.00 123,480	0.00	176,924.25 117,950	8,295.75	3,900.00	2.1

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

Portfolio Detail

Apr. 01, 2010 through June 30, 2010

Account:	42-01-100-8557980	SCROOBY FOUNDATION	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Units	Description	Sector (2)							
Equities (cont)									

U.S. Large Cap (cont)

5,000.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	295,300.00 59,060	0.00	321,378.75 64,276	-26,078.75	10,800.00	3.7	
2,500.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	151,575.00 60,630	1,650.00	155,425.42 62,170	-3,850.42	6,600.00	4.4	
7,000.000	KRAFT FOODS INC CLA.COM Ticker: KFT	50075N104 CNS	196,000.00 28,000	2,030.00	236,716.20 33,817	-40,716.20	8,120.00	4.1	
10,000.000	MICROSOFT CORP Ticker: MSFT	599918104 IFT	230,100.00 23,010	0.00	263,285.40 26,329	-33,185.40	5,200.00	2.3	
3,000.000	PRAXAIR INC Ticker: PX	74005P104 MAT	227,970.00 75,990	0.00	208,218.50 69,406	19,751.50	5,400.00	2.4	
2,000.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	119,960.00 59,980	0.00	133,822.50 66,911	-13,862.50	3,854.00	3.2	
3,000.000	STRYKER CORP Ticker: SYK	863667101 HEA	150,180.00 50,060	450.00	117,975.35 39,325	32,204.65	1,800.00	1.2	
2,000.000	UNITED PARCEL SVC INC CLB Ticker: UPS	911312106 IND	113,780.00 56,890	0.00	145,785.40 72,893	-32,005.40	3,760.00	3.3	
4,000.000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	259,640.00 64,910	0.00	199,336.60 49,894	60,303.40	6,800.00	2.6	
14,000.000	WELLS FARGO & CO NEW.COM Ticker: WFC	949746101 FIN	358,400.00 25,600	0.00	201,291.25 14,378	157,108.75	2,800.00	0.8	
Total U.S. Large Cap									\$3,108,027.86
U.S. Mid Cap									\$695,239.14
6,000.000	AMERISOURCEBERGEN CORP Ticker: ABC	03073E105 HEA	\$190,500.00 31,750	\$0.00	\$154,947.30 25,825	\$35,552.70	\$1,920.00	1.0%	
Total U.S. Mid Cap									\$35,552.70
									\$1,920.00
									1.0%

U.S. Mid Cap	AMERISOURCEBERGEN CORP	03073E105	\$190,500.00	\$0.00	\$154,947.30	\$35,552.70	\$1,920.00	1.0%
Total U.S. Mid Cap			\$190,500.00	\$0.00	\$154,947.30	\$35,552.70	\$1,920.00	1.0%

Portfolio Detail

Apr. 01, 2010 through June 30, 2010

Account	Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									

International Developed				\$1,091,664.00	\$31,752.00	\$6,785.66	\$1,084,878.34	\$127,008.00	11.6%
37,800.000	BP PLC SPONSORED ADR UNITED KINGDOM Ticker: BP		055622104 ENR	\$1,091,664.00 28.880		\$0.180			
	Total International Developed			\$1,091,664.00	\$31,752.00	\$6,785.66	\$1,084,878.34	\$127,008.00	11.6%

Emerging Markets				\$37,990.00	\$0.00	\$42,310.00	-\$4,320.00	\$545.00	1.4%
1,000.000	VANGUARD INTL EQUITY INDEX FDS VANGUARD EMERGING MKTS ETF Ticker: VWO		922042988 0EQ	\$37,990.00 37.990		\$42,310.00 42.310			
	Total Emerging Markets			\$37,990.00	\$0.00	\$42,310.00	-\$4,320.00	\$545.00	1.4%

Total Equities				\$5,123,421.00	\$37,662.00	\$3,312,070.82	\$1,811,350.18	\$229,483.00	4.5%
Fixed Income									

Investment Grade Taxable									
312,113.083	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES		19765N468	\$2,818,381.14 9.030	\$10,776.06	\$2,700,000.00 8.651		\$118,381.14	\$137,329.76 4.9%
178,362.287	COLUMBIA TOTAL RETURN BOND FUND CLASS Z SHARES		19765H453	1,771,137.51 9.930	6,620.39	1,650,000.00 9.251		121,137.51	77,409.23 4.4
91,575.168	COLUMBIA USTREAS INDEX FUND CLASS Z SHARES		19765N617	1,05,861.69 11.530	2,332.48	1,000,000.00 10.920		55,861.69	30,494.53 2.9
	Total Investment Grade Taxable			\$5,645,380.34	\$19,728.93	\$5,350,000.00	\$295,380.34	\$245,233.52	4.3%

Total Fixed Income				\$5,645,380.34	\$19,728.93	\$5,350,000.00	\$295,380.34	\$245,233.52	4.3%
Private Equity									
10,000.000	CYTO LTD		62612H101	\$145,500.00 14.550	\$0.00	\$142,997.40 14.300		\$2,502.60	\$0.00 0.0%

Portfolio Detail

Account:		42-01-100-8557980		SCROOBY FOUNDATION		Apr. 01, 2010 through June 30, 2010	
Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss
Private Equity (cont)							
	Total Private Equity Other			\$145,500.00	\$0.00	\$142,997.40	\$2,502.60
	Total Private Equity			\$145,500.00	\$0.00	\$142,997.40	\$2,502.60
	Total Portfolio			\$11,323,742.30	\$57,433.31	\$9,214,509.18	\$2,109,233.12
	Accrued Income				\$57,433.31		
	Total				\$11,381,175.61		