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

2009

Department of the Treasury
Internal Revenue Service

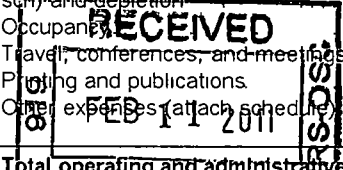
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 7/01, 2009, and ending 6/30, 2010

G Check all that apply: Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	ROY P. DRACHMAN FOUNDATION 6436 EAST BROADWAY TUCSON, AZ 85710	A Employer identification number 74-2415600 B Telephone number (see the instructions)
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ _____	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))				
R E V E N U E	1 Contributions, gifts, grants, etc. received (att sch)			
	2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	5.	1.	N/A
	4 Dividends and interest from securities	31,177.	31,071.	
	5a Gross rents			
	b Net rental income or (loss)		STATEMENT 1	
	6a Net gain/(loss) from sale of assets not on line 10	25,464.		
	b Gross sales price for all assets on line 6a	269,481.		
	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/(loss) (att sch)				
11 Other income (attach schedule)	SEE STATEMENT 2	32.		
12 Total. Add lines 1 through 11	56,678.	31,072.		
A D M I N I S T R A T I V E A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc	0.		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach sch)	SEE ST 3	1,985.	
	c Other prof fees (attach sch)	SEE ST 4	6,044.	6,044.
	17 Interest			
	18 Taxes (attach schedule)(see instr)	SEE STM 5	495.	
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses (add lines 13 through 23)	8,524.	6,044.		
25 Contributions, gifts, grants paid - STMT 6	42,756.		42,756.	
26 Total expenses and disbursements. Add lines 24 and 25	51,280.	6,044.	42,756.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	5,398.			
b Net investment income (if negative, enter -0-)		25,028.		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	59,033.	18,520.	
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	481,787.	464,917.	
	c	Investments – corporate bonds (attach schedule)	335,391.	398,172.	
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	876,211.	881,609.	0.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	876,211.	881,609.	
	30	Total net assets or fund balances (see the instructions)	876,211.	881,609.	
31	Total liabilities and net assets/fund balances (see the instructions)	876,211.	881,609.		

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	876,211.
2	Enter amount from Part I, line 27a	2	5,398.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	881,609.
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	881,609.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a N/A			
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8		3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	501.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	501.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	501.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	15.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 7	9	520.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
1 c		X
d	(1) On the foundation \$ 0. (2) On foundation managers \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.	
2		X
3		X
4 a		X
b	N/A	
5		X
6		X
7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see the instructions) AZ	
b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>FOUNDATION</u> Telephone no ▶ _____ Located at ▶ <u>1660 E RIVER RD - 100 TUCSON AZ</u> ZIP + 4 ▶ <u>85718</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		N/A	▶ <input type="checkbox"/> N/A

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	N/A
6b	X
7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROY W DRACHMAN 6436 E BROADWAY TUCSON, AZ 85710	PRESIDENT 0	0.	0.	0.
BERNHARDT WM. COLLINS 1660 E RIVER RD - 100 TUCSON, AZ 85718	SECRETARY 0	0.	0.	0.
BOYD P DRACHMAN 1889 N KOLB TUCSON, AZ 85715	TRUSTEE 0	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

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

	Amount
1 N/A ----- -----	
2 ----- -----	
3 All other program-related investments. See instructions ----- -----	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a	Average monthly fair market value of securities	1a	886,645.
b	Average of monthly cash balances	1b	44,104.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	930,749.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	930,749.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,961.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	916,788.
6	Minimum investment return. Enter 5% of line 5	6	45,839.

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

1	Minimum investment return from Part X, line 6	1	45,839.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	501.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	501.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,338.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	45,338.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	45,338.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	42,756.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	42,756.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,756.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				45,338.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			42,756.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>42,756.</u>				
a Applied to 2008, but not more than line 2a			42,756.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				45,338.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year				
Total				▶ 3a
<i>b</i> Approved for future payment				
Total				▶ 3b

STATEMENT 1
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	SEE ATTACHED SCHEDULE		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:	149,522.		
COST OR OTHER BASIS:	114,456.		
BASIS METHOD:	COST		
		GAIN (LOSS)	35,066.
DESCRIPTION:	SEE ATTACHED SCHEDULE		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:	119,959.		
COST OR OTHER BASIS:	129,561.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-9,602.
		TOTAL	<u>\$ 25,464.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	\$ 32.		
TOTAL	<u>\$ 32.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	\$ 1,985.			
TOTAL	<u>\$ 1,985.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

ROY P. DRACHMAN FOUNDATION

74-2415600

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 6,044.	\$ 6,044.		
TOTAL	\$ 6,044.	\$ 6,044.		\$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 495.			
TOTAL	\$ 495.	\$ 0.		\$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY: CHARITABLE
 DONEE'S NAME: TUCSON CONQUISTADORES
 DONEE'S ADDRESS: 6450 E BROADWAY
 TUCSON, AZ 85710,
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: SECTION 501(C)(3)
 AMOUNT GIVEN: \$ 6,756.

CLASS OF ACTIVITY: RESEARCH AND EDUCATION
 DONEE'S NAME: ARIZONA AEROSPACE FOUNDATION
 DONEE'S ADDRESS:
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: SECTION 501(C)(3)
 AMOUNT GIVEN: 6,000.

CLASS OF ACTIVITY: RESEARCH & EDUCATION
 DONEE'S NAME: JUVENILE DIABETES FOUNDATION
 DONEE'S ADDRESS: TUCSON, AZ,
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: 501(C)(3)
 AMOUNT GIVEN: 7,000.

CLASS OF ACTIVITY: HEALTH & WELFARE
 DONEE'S NAME: DOCTORS WITHOUT BORDERS
 DONEE'S ADDRESS:
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: 501(C)(3)

ROY P. DRACHMAN FOUNDATION

74-2415600

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN: \$ 6,000.

CLASS OF ACTIVITY: CHILDRENS HEALTH & WELFARE
 DONEE'S NAME: RONALD MCDONALD HOUSE
 DONEE'S ADDRESS: 3838 N CAMPBELL AVE BLDG 6
 TUCSON, AZ 85717
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: 501(C)(3)
 AMOUNT GIVEN: 6,000.

CLASS OF ACTIVITY: PEDIATRIC CANCER RESEARCH
 DONEE'S NAME: ST JUDE'S RESEARCH HOSPITAL
 DONEE'S ADDRESS: 262 DANNY THOMAS PL
 MEMPHIS, TN 38105
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: 501(C)(3)
 AMOUNT GIVEN: 6,000.

CLASS OF ACTIVITY: CHARITABLE
 DONEE'S NAME: UNIVERSITY OF AZ FOUNDATION
 DONEE'S ADDRESS: 1111 N CHERRY AVE
 TUCSON, AZ 85721
 RELATIONSHIP OF DONEE: NONE
 ORGANIZATIONAL STATUS OF DONEE: 501(C)(3)
 AMOUNT GIVEN: 5,000.

TOTAL \$ 42,756.

STATEMENT 7
FORM 990-PF, PART VI, LINE 9
TAX DUE

TAX DUE \$ 516.
 LATE INTEREST 4.

TOTAL \$ 520.

Realized Gain and Loss Worksheet

From 07/01/09 Through 06/30/10

Account #:

23-58407

ROY P. DRACHMAN FOUNDATION NORTHERN TRUST, NA AS DISCRETIONARY INVESTMENT

Objective: Growth with Income

Security Description	Amount	Trade * Price	Trade Date	Acquisition Date	Trade Proceeds	Tax Cost	Gain/Loss
Short Term Capital Gains and Losses							
Trade Activity							
ADOBE SYS INC COM	25	30.929	07/17/2009	03/20/2009	773	515	259
EMERSON ELECTRIC CO COM	25	33.919	07/17/2009	03/20/2009	848	670	178
JPMORGAN CHASE & CO COM	25	36.811	07/17/2009	06/25/2009	920	841	79
FIRST SOLAR INC COM	25	140.596	09/09/2009	03/20/2009	3,515	3,009	506
#REORG/FPL GROUP INC NAME CHANGE	25	53.150	10/02/2009	07/17/2009	1,329	1,425	(96)
NEXTERAENERGY INC COM 2060493 06/03/2010	25	32.349	10/02/2009	03/20/2009	809	515	294
ADOBE SYS INC COM	25	63.136	10/02/2009	06/25/2009	1,578	1,344	234
ADR BHP BILLITON LTD SPONSORED ADR	25	19.971	10/02/2009	03/20/2009	499	437	62
ALTERA CORP COM	25	68.588	10/02/2009	03/20/2009	1,715	1,631	83
CHEVRON CORP COM	25	41.448	10/02/2009	03/20/2009	1,036	803	234
COVIDIEN PLC USD0.20	25	33.262	10/02/2009	03/20/2009	832	844	(13)
DARDEN RESTAURANTS INC COM	25	38.629	10/02/2009	03/20/2009	966	670	296
EMERSON ELECTRIC CO COM	50	47.970	10/02/2009	03/20/2009	2,399	2,184	215
EXELON CORP COM	25	180.155	10/02/2009	06/25/2009	4,504	3,548	956
GOLDMAN SACHS GROUP INC COM	25	45.380	10/02/2009	03/20/2009	1,135	721	413
HEWLETT PACKARD CO COM	25	48.918	10/02/2009	03/20/2009	1,223	945	278
ITT CORP INC COM	25	43.758	10/02/2009	03/20/2009	1,094	929	165
JACOBS ENGR GROUP INC COM	25	59.470	10/02/2009	03/20/2009	1,487	1,286	201
JOHNSON & JOHNSON COM USD1	50	41.979	10/02/2009	03/20/2009	2,099	1,180	919
JPMORGAN CHASE & CO COM							

Realized Gain and Loss Worksheet

From 07/01/09 Through 06/30/10

Account #:

23-58407

ROY P. DRACHMAN FOUNDATION NORTHERN TRUST, NA AS DISCRETIONARY INVESTMENT

Security Description	Amount	Trade* Price	Trade Date	Acquisition Date	Trade Proceeds	Tax Cost	Gain/Loss
Short Term Capital Gains and Losses							
Trade Activity							
KELLOGG CO COM USD0 25	25	48.670	10/02/2009	03/20/2009	1,217	912	305
KOHL'S CORP COM	25	55.448	10/02/2009	03/20/2009	1,386	1,012	374
MEDCO HEALTH SOLUTIONS INC COM	25	53.448	10/02/2009	03/20/2009	1,336	975	362
MEDCO HEALTH SOLUTIONS INC COM	25	53.448	10/02/2009	07/17/2009	1,336	1,179	158
MICROSOFT CORP COM	50	24.810	10/02/2009	03/20/2009	1,241	847	394
MOSAIC CO COM	25	46.328	10/02/2009	06/25/2009	1,158	1,089	70
PG & E CORP COM	25	40.088	10/02/2009	03/20/2009	1,002	968	34
SCHWAB CHARLES CORP COM NEW	75	18.559	10/02/2009	12/02/2008	1,392	1,179	213
SPECTRA ENERGY CORP COM STK	75	18.369	10/02/2009	03/20/2009	1,378	1,054	324
SUNCOR ENERGY INC NEW COM STK	25	32.659	10/02/2009	06/25/2009	816	726	91
US BANCORP	50	21.289	10/02/2009	03/20/2009	1,064	682	382
WAL-MART STORES INC COM	25	49.108	10/02/2009	03/20/2009	-1,228	1,235	(7)
MFC ISHARES TR MSCI EAFE INDEX FD	425	56.418	10/14/2009	03/18/2009	-23,978	15,895	8,083
MFC ISHARES TR MSCI EAFE INDEX FD	175	56.418	10/14/2009	03/20/2009	9,873	6,442	3,432
AMAZON COM INC COM	25	134.401	12/08/2009	06/25/2009	3,360	1,979	1,382
AIR PROD & CHEM INC COM	50	74.372	03/09/2010	03/20/2009	3,719	2,750	969
BAXTER INTL INC COM	25	59.086	03/09/2010	03/20/2009	1,477	1,236	241
DARDEN RESTAURANTS INC COM	50	42.469	03/09/2010	03/20/2009	2,123	1,689	435
INTERNATIONAL BUSINESS MACHS CORP COM	25	125.998	03/09/2010	03/20/2009	3,150	2,317	833

Realized Gain and Loss Worksheet

From 07/01/09 Through 06/30/10

Account #:

23-58407

ROY P. DRACHMAN FOUNDATION NORTHERN TRUST, NA AS DISCRETIONARY INVESTMENT

Security Description	Amount	Trade* Price	Trade Date	Acquisition Date	Trade Proceeds	Tax Cost	Gain/Loss
Short Term Capital Gains and Losses							
Trade Activity							
ITT CORP INC COM	50	53.461	03/09/2010	03/20/2009	2,673	1,890	783
JACOBS ENGR GROUP INC COM	50	43.206	03/09/2010	03/20/2009	2,160	1,858	302
JPMORGAN CHASE & CO COM	75	42.701	03/09/2010	03/20/2009	3,203	1,770	1,432
KOHL'S CORP COM	25	54.216	03/09/2010	03/20/2009	1,355	1,012	343
MEDCO HEALTH SOLUTIONS INC COM	25	63.259	03/09/2010	03/20/2009	1,581	975	607
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	3,259	7.250	03/09/2010	06/10/2009	23,629	18,643	4,987
MICROSOFT CORP COM	25	29.049	03/09/2010	03/20/2009	726	424	303
WAL-MART STORES INC COM	50	54.199	03/09/2010	03/20/2009	2,710	2,470	240
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	2,000	7.409	03/18/2010	06/10/2009	14,822	11,442	3,380
ADR ABB LTD SPONSORED ADR	75	18.238	05/05/2010	03/09/2010	1,368	1,585	(217)
MOSAIC CO COM	25	49.400	05/05/2010	06/25/2009	1,235	1,089	147
MOSAIC CO COM	25	49.400	05/05/2010	03/09/2010	1,235	1,544	(309)
QUALCOMM INC COM	50	36.459	05/19/2010	10/02/2009	1,823	2,091	(268)
TOTAL Short Term Capital Gains and Losses							35,066
Long Term Capital Gains and Losses							
Trade Activity							
CISCO SYSTEMS INC	25	20.452	07/17/2009	02/24/2006	511	497	15
WALT DISNEY CO	25	24.459	07/17/2009	04/09/2008	611	772	(160)
WELLS FARGO & CO NEWCOM STK	25	24.959	07/17/2009	01/10/2006	624	790	(166)

Realized Gain and Loss Worksheet

From 07/01/09 Through 06/30/10

Account #:

23-58407

ROY P. DRACHMAN FOUNDATION NORTHERN TRUST, NA AS DISCRETIONARY INVESTMENT

Security Description	Amount	Trade * Price	Trade Date	Acquisition Date	Trade Proceeds	Tax Cost	Gain/Loss
Long Term Capital Gains and Losses							
Trade Activity							
ABBOTT LAB COM	25	49.458	10/02/2009	01/10/2006	1,236	1,053	184
ACCENTURE PLC SHS CL A NEW	100	37.907	10/02/2009	04/12/2006	3,791	2,953	838
ADR TEVA PHARMACEUTICAL INDS	25	50.168	10/02/2009	04/12/2006	1,254	983	272
APPLE INC COM STK	25	185.285	10/02/2009	07/29/2008	4,632	3,932	700
BAXTER INTL INC COM	25	56.460	10/02/2009	07/24/2008	1,412	1,698	(287)
CISCO SYSTEMS INC	75	22.699	10/02/2009	02/24/2006	1,702	1,490	213
DANAHER CORP COM	25	64.907	10/02/2009	01/10/2006	1,623	1,406	217
EXXON MOBIL CORP COM	25	66.778	10/02/2009	01/10/2006	1,669	1,497	172
GENERAL ELECTRIC CO	25	15.489	10/02/2009	01/10/2006	387	878	(491)
MC DONALDS CORP COM	75	56.916	10/02/2009	04/09/2008	4,269	4,165	104
NATIONAL OILWELL VARCO COM STK	25	41.177	10/02/2009	07/24/2008	1,029	1,824	(794)
PEPSICO INC COM	25	61.048	10/02/2009	01/10/2006	1,526	1,480	47
PROCTER & GAMBLE COM NPV	50	56.568	10/02/2009	01/10/2006	2,828	2,938	(109)
TJX COS INC COM NEW	25	36.241	10/02/2009	08/13/2008	906	892	14
UNITED TECHNOLOGIES CORP COM	25	59.588	10/02/2009	01/10/2006	1,490	1,422	68
VERIZON COMMUNICATIONS COM	50	29.909	10/02/2009	04/12/2006	1,495	1,587	(91)
WALT DISNEY CO	25	27.121	10/02/2009	04/09/2008	678	772	(93)
WELLS FARGO & CO NEW COM STK	50	26.429	10/02/2009	01/10/2006	1,321	1,579	(258)
MFC ISHARES TR MSCI EAFE INDEX FD	300	56.418	10/14/2009	02/24/2006	16,926	18,816	(1,890)

Realized Gain and Loss Worksheet

From 07/01/09 Through 06/30/10

Account #:

23-58407

ROY P. DRACHMAN FOUNDATION NORTHERN TRUST, NA AS DISCRETIONARY INVESTMENT

Security Description	Amount	Trade* Price	Trade Date	Acquisition Date	Trade Proceeds	Tax Cost	Gain/Loss
Long Term Capital Gains and Losses							
Trade Activity							
MFC ISHARES TR MSCI EAFE INDEX FD	200	56.418	10/14/2009	04/12/2006	11,284	13,002	(1,718)
MFC ISHARES TR MSCI EAFE INDEX FD	300	56.418	10/14/2009	08/03/2007	16,926	23,457	(6,531)
BAXTER INTL INC COM	25	59.086	03/09/2010	07/24/2008	1,477	1,698	(221)
CISCO SYSTEMS INC	25	26.199	03/09/2010	02/24/2006	655	497	158
EXXON MOBIL CORP COM	25	67.019	03/09/2010	01/10/2006	1,675	1,497	178
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	1,101	7.250	03/09/2010	08/13/2008	7,985	10,000	(2,015)
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	2	7.250	03/09/2010	12/19/2008	18	13	5
SCHLUMBERGER LTD COM COM	50	64.211	03/09/2010	01/10/2006	3,211	2,685	526
SCHWAB CHARLES CORP COM NEW	50	18.979	03/09/2010	12/02/2008	949	786	163
VERIZON COMMUNICATIONS COM	25	29.919	03/09/2010	01/10/2006	748	759	(11)
VERIZON COMMUNICATIONS COM	50	29.919	03/09/2010	04/12/2006	1,496	1,587	(91)
WELLS FARGO & CO NEW COM STK	75	29.019	03/09/2010	01/10/2006	2,176	2,369	(192)
MFB NORTHN HI YIELD FXD INC FD	1,497	7.050	03/18/2010	02/24/2006	10,555	12,097	(1,542)
GOLDMAN SACHS GROUP INC COM	25	149.911	05/05/2010	03/20/2009	3,748	2,415	1,332
SIGMA-ALDRICH CORP COM	50	57.770	05/05/2010	03/20/2009	2,889	1,783	1,105
TRANSOCEAN LTD	25	74.024	05/05/2010	03/20/2009	1,851	1,492	359

Account #: 23-58407

From 07/01/09 Through 06/30/10

Realized Gain and Loss Worksheet

ROY P. DRACHMAN FOUNDATION NORTHERN TRUST, NA AS DISCRETIONARY INVESTMENT

Security Description	Amount	Trade* Price	Trade Date	Acquisition Date	Trade Proceeds	Tax Cost	Gain/Loss
Long Term Capital Gains and Losses							
Capital Gain Dividends							390
TOTAL Long Term Capital Gains and Losses							(9,602)

* Trade Price derived from Trade Proceeds and Amount

Summary Recap	Gains	Losses	Net
Long Term	7,061	(16,663)	(9,602)
Short term	35,976	(910)	35,066
Total	43,037	(17,573)	25,464