Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 07/01 , 2009, and ending 06/30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE WERTH FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): C/O PETER J. WERTH, JR. 85 RIMMON ROAD — Room/suite

City or town, state, and ZIP code: WOODBRIDGE, CT 06525

A Employer identification number: 80-0024133

B Telephone number (see page 10 of the instructions): EXT 108 (203) 387-7794

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 7,608,538.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	1,256,015.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	79,639.	79,639.	79,639.	ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-32,914.			
	b Gross sales price for all assets on line 6a 3,670,539.				
	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	1,302,740.	79,639.	79,639.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	1,139.	1,139.	1,139.	0.
	c Other professional fees (attach schedule)				
	17 Interest ATTACHMENT 3	2,447.	2,447.	2,447.	0.
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	15,514.	12,562.	12,562.	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,100.	16,148.	16,148.	0.
	25 Contributions, gifts, grants paid	547,958.			547,958.
	26 **Total expenses and disbursements** Add lines 24 and 25	567,058.	16,148.	16,148.	547,958.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	735,682.			
	b **Net investment income** (if negative, enter -0-)		63,491.		
	c **Adjusted net income** (if negative, enter -0-)			63,491.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	3,813,266.	2,064,931.	2,114,931.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 5	1,260,182.	2,316,073.	2,316,073.
c	Investments - corporate bonds (attach schedule) ATCH 6	173,090.	205,665.	205,665.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 7	843,054.	2,971,869.	2,971,869.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,089,592.	7,558,538.	7,608,538.
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	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	6,089,592.	7,558,538.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	6,089,592.	7,558,538.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,089,592.	7,558,538.	

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	6,089,592.
2	Enter amount from Part I, line 27a	2	735,682.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 8	3	744,841.
4	Add lines 1, 2, and 3	4	7,570,115.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 9	5	11,577.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,558,538.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-32,914.
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			
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 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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,270.
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	1,270.
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	1,270.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 4,767.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	4,767.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,497.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 3,497. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ DHL&S, P.C. Telephone no. ▶ 203-929-3535

Located at ▶ 4 CORPORATE DRIVE SHELTON, CT ZIP + 4 ▶ 06484

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Line	Yes	No
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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☒			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☒ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☐ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

Total number of other employees paid over $50,000 ▶

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
N/A		

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A 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	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
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	3,028,361.
b	Average of monthly cash balances	1b	3,613,120.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	592,076.
d	**Total** (add lines 1a, b, and c)	1d	7,233,557.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,233,557.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	108,503.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,125,054.
6	**Minimum investment return.** Enter 5% of line 5	6	356,253.

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	356,253.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,270.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,270.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	354,983.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	354,983.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	354,983.

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	547,958.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	547,958.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	547,958.

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				354,983.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			0.	
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009				
a	From 2004 . . . 0.				
b	From 2005 . . . 0.				
c	From 2006 . . . 13,880.				
d	From 2007 . . . 56,067.				
e	From 2008 . . .				
f	**Total** of lines 3a through e	69,947.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 547,958.				
a	Applied to 2008, but not more than line 2a			0.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				354,983.
e	Remaining amount distributed out of corpus	192,975.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	262,922.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	262,922.			
10	Analysis of line 9				
a	Excess from 2005 . . . 0.				
b	Excess from 2006 . . . 13,880.				
c	Excess from 2007 . . . 56,067.				
d	Excess from 2008 . . .				
e	Excess from 2009 . . . 192,975.				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the 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))

PETER WERTH JR

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

PETER WERTH JR.

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 12				
Total . . . . ▶ **3a**				547,958.
b Approved for future payment				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	79,639.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-32,914.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				46,725.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 46,725.

(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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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
N/A		

Sign Here

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

Pamela H. Wirth — 12/28/2010 — Vice Pres. & Treasurer

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date DEC 17 2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00034531
Firm's name (or yours if self-employed), address, and ZIP code	DWORKEN HILLMAN LAMORTE & STERCZALA FOUR CORPORATE DRIVE, SUITE 488 SHELTON, CT 06484	EIN ▶ 06-1308345	Phone no 203-929-3535

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization
THE WERTH FAMILY FOUNDATION, INC.

Employer identification number
80-0024133

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE WERTH FAMILY FOUNDATION, INC.

Employer identification number 80-0024133

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PETER J. WERTH JR 85 RIMMON ROAD WOODBRIDGE, CT 06525	$ 1,250,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	OTHERS < $5,000 EACH	$ 6,015.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MERRILL LYNCH AC	68,586.	68,586.	68,586.
K-1ML-WP TRUST K-1	1,967.	1,967.	1,967.
BIRINYI FUND K-1	5,790.	5,790.	5,790.
ML-WP V	1,911.	1,911.	1,911.
HERITAGE CAPITAL # 876	505.	505.	505.
HERITAGE CAPITAL # 884	880.	880.	880.
TOTAL	79,639.	79,639.	79,639.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEE	1,139.	1,139.	1,139.	
TOTALS	1,139.	1,139.	1,139.	0.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT INTEREST EXPENSE	2,447.	2,447.	2,447.	0.
TOTALS	2,447.	2,447.	2,447.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MISCELLANEOUS EXPENSES/SERVICE	952.	0.	0.
BANK CHARGES	2,710.	2,710.	2,710.
OTHER PORTFOLIO DEDUCTIONS	10,012.	9,812.	9,812.
IRS PAYMENTS	1,800.	0.	0.
FOREIGN TAX PAID ON DIV	40.	40.	40.
TOTALS	15,514.	12,562.	12,562.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH - EQUIT./MUT.FDS	1,430,176.	1,430,176.
HERITAGE CAPITAL #876	450,025.	450,025.
HERITAGE CAPITAL #884	435,872.	435,872.
TOTALS	2,316,073.	2,316,073.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERRILL LYNCH	205,665.	205,665.
TOTALS	205,665.	205,665.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CT MEZZANINE(VIA SMITH BARNEY)	1,837.	1,837.
ML-WP TRUST (VIA MERRIL LYNCH)	242,750.	242,750.
BIRINYI FUND	590,239.	590,239.
ML BCP V	156,240.	156,240.
PAULSON RECOVERY	548,291.	548,291.
PAULSON ADVANTAGE ACCESS	472,761.	472,761.
OZOFII ACCESS LTD	496,705.	496,705.
YORK ACCESS LTD CI I	463,046.	463,046.
TOTALS	2,971,869.	2,971,869.

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		668,876.
K-1 APPRECIATION & MISC		75,965.
	TOTAL	744,841.

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

DESCRIPTION	AMOUNT
WASH SALE ADJ CAP #876-SEE SCHEDULE D	8,780.
WASH SALE ADJ CAP #884-SEE SCHEDULE D	2,797.
TOTAL	11,577.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 10

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
PETER J. WERTH JR 85 RIMMON ROAD WOODBRIDGE, CT 06525	VAR	1,250,000.
TOTAL CONTRIBUTION AMOUNTS		1,250,000.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PETER J. WERTH JR. 85 RIMMON RD. WOODBRIDGE, CT 06525	PRESIDENT	0.	0.	0.
PAMELA WERTH 85 RIMMON ROAD WOODBRIDGE, CT 06525	VICE PRESIDENT	0.	0.	0.
PETER J. WERTH III 245 NEWTON ROAD WOODBRIDGE, CT 06525	DIRECTOR	0.	0.	0.
DEBORAH K. BACHARD 185 CUTLER'S FARM ROAD MONROE, CT 06468	SECRETARY	0.	0.	0.
JAQUELINE A MOORE 3 KATHERINE LANE SIMSBURY, CT 06070	DIRECTOR	0.	0.	0.
B. LANCE SAUERTEIG 61 WILTON ROAD WESTPORT, CT 06880	DIRECTOR	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VARIOUS 501 (C) (3) ORGANIZATIONS-SEE ATTACHED SEE ATTACHED LIST	NONE EXEMPT 501 (C) (3)		547,950
VARIOUS DONATIONS THRU INVESTMENT ACTIVITY	EXEMPT		8
		TOTAL CONTRIBUTIONS PAID	547,958

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)	
		IVY GLOBAL NATURAL RESOURCES CL A PROPERTY TYPE: SECURITIES				P	06/01/2009	06/08/2010
140,931.		150,000.					-9,069.	
		HERITAGE CAPTIAL #876 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	06/30/2010
1,713,996.		1,719,589.					-5,593.	
		HERITAGE CAPTIAL #884 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	06/30/2010
1,815,612.		1,825,722.					-10,110.	
		K-1 BIRINYI FUND PROPERTY TYPE: SECURITIES				P	VAR	06/30/2010
							-2,378.	
		K-1 BIRINYI FUND PROPERTY TYPE: SECURITIES				P	VAR	06/30/2010
							-11,624.	
		K-1 ML WP PROPERTY TYPE: SECURITIES				P	VAR	06/30/2010
							262.	
		K-1 ML-BCP V PROPERTY TYPE: SECURITIES				P	VAR	06/30/2010
							-3.	
		K-1 BIRINYI FUND PROPERTY TYPE: SECURITIES				P	VAR	06/30/2010
							-15.	
		K-1 ML WP PROPERTY TYPE: SECURITIES				P	VAR	06/30/2010
							2,920.	
		K-1 ML-BCP V PROPERTY TYPE: SECURITIES				P	VAR	06/30/2010
							2,696.	
TOTAL GAIN(LOSS)		....					-32,914.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust: THE WERTH FAMILY FOUNDATION, INC.

Employer identification number: 80-0024133

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	-29,446.
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	-29,446.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-3,468.
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	-3,468.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2009**

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-29,446.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-3,468.
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			-32,914.

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 . . . **16** (3,000)

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

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

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

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

OMB No 1545-0092

2009

Name of estate or trust: THE WERTH FAMILY FOUNDATION, INC.

Employer identification number: 80-0024133

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a HERITAGE CAPTIAL #876 - SEE ATTACHED		06/30/2010	1,713,996.	1,719,589.	-5,593.
HERITAGE CAPTIAL #884 - SEE ATTACHED		06/30/2010	1,815,612.	1,825,722.	-10,110.
K-1 BIRINYI FUND		06/30/2010			-2,378.
K-1 BIRINYI FUND		06/30/2010			-11,624.
K-1 ML WP		06/30/2010			262.
K-1 ML-BCP V		06/30/2010			-3.
1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b					-29,446.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D-1 (Form 1041) 2009

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9F1221 4 000

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a IVY GLOBAL NATURAL RESOURCES CL A	06/01/2009	06/08/2010	140,931.	150,000.	-9,069.
K-1 BIRINYI FUND		06/30/2010			-15.
K-1 ML WP		06/30/2010			2,920.
K-1 ML-BCP V		06/30/2010			2,696.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-3,468.

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
ORGANIZATION COSTS	12/31/2001	489.	489.	489.	A248	5 000	
TOTALS		489	489	489.			

*Assets Retired

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FEDERAL FOOTNOTES

SECTION 248 ELECTION TO AMORTIZE ORGANIZATIONAL EXPENDITURES
PURSUANT TO IRC SECTION 248, THE WERTH FAMILY FOUNDATION, INC. HEREBY ELECTS TO AMORTIZE ALL ORGANIZATIONAL EXPENDITURES OVER A PERIOD OF 60 MONTHS, BEGINNING DECEMBER 31, 2001, THE MONTH THE TAX-EXEMPT ENTITY BEGAN.

DESCRIPTION	DATE	AMOUNT
AGENT FILING FEES	12/31/01	$489.00

Werth Family Foundation
Schedule of Gains/Losses FYE 6/30/10
EIN: 80-0024133

A/C	Description	Date acquired	Date Sold	Proceeds	Cost	Short-Term Gain/(loss)
HC 876	Heritage Capital 876 Feb - See Attached	VAR	VAR	243,544	245,764	(2,220)
HC 876	Heritage Capital 876 Mar - See Attached	VAR	VAR	303,227	311,172	(7,945)
HC 876	Heritage Capital 876 Apr - See Attached	VAR	VAR	192,501	182,381	10,120
HC 876	Heritage Capital 876 May - See Attached	VAR	VAR	114,795	114,572	223
HC 876	Heritage Capital 876 May - See Attached MMKT	VAR	VAR	191,233	191,233	-
HC 876	Heritage Capital 876 June - See Attached	VAR	VAR	668,696	683,247	(14,551)
	Wash sale adjustments				(8,780)	8,780
	Subtotal Heritage #876			1,713,996	1,719,589	(5,593)
HC 884	Ishares TR Dow Jones US Real	1/19/2010	1/28/2010	23,932	25,130	(1,198)
HC 884	Rydex US Govt Core MMkt	Var-2010	Var-2010	197,291	197,291	-
HC 884	Ishares TR MSCI Emerging Mkts	1/28/2010	2/18/2010	23,424	24,762	(1,338)
HC 884	Ishares TR Russell 2000 Index Fd	3/3/2010	3/11/2010	51,506	48,745	2,761
HC884	Rydex US Govt Core MMkt	Var-2010	Var-2010	206,116	206,116	-
HC 884	Heritage Capital 884 Apr - See Attached	VAR-2010	April-2010	214,673	204,677	9,996
HC 884	Rydex US Govt Core MMkt	Var-2010	April-2010	43,136	43,136	-
HC 884	Heritage Capital 884 May - See Attached	Var-2010	May-2010	235,981	245,442	(9,461)
HC 884	Rydex US Govt Core MMkt	Var-2010	May-2010	274,586	274,586	-
HC 884	Heritage Capital 884 June - See Attached	VAR	VAR	544,967	558,634	(13,667)
	Wash sale adjustments				(2,797)	2,797
Total				1,815,612	1,825,722	(10,110)

Account Number: RQQ-000876
Account Name: WERTH
Statement Date: 02/01/2010 to 02/28/2010

HERITAGE CAPITAL LLC

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Securities Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
02/02/10	CASH	YOU BOUGHT	RYDEX UTILITIES INVESTOR CLASS PROSPECTUS UNDER SEPARATE COVER , , @ 24 42 Wash Sale of 02/22/10 $2,139 33	4,862 121	($118,733 00)	$118,733 00	
02/22/10	CASH	YOU BOUGHT	RYDEX REAL ESTATE H CLASS PROSPECTUS UNDER SEPARATE COVER EXCHANGE @ 21 99	2,847 893	($62,625 16)	$62,625 16	
02/25/10	CASH	YOU BOUGHT	RYDEX FINANCIAL SERVICES INVESTOR CL PROSPECTUS UNDER SEPARATE COVER EXCHANGE @ 69 03	886 045	($61,163 70)	$61,163 70	
Net Securities Purchased					**($242,521.86)**		

Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
02/22/10	CASH	YOU SOLD	RYDEX ENERGY SVCS INVESTOR CLASS EXCHANGE @ 43 16 ST Gain $710 99	(1,451)	$62,625 16	$61,914 17	$710 99
02/23/10	CASH	YOU SOLD	RYDEX UTILITIES INVESTOR CLASS , , @ 24 54 ST Loss $2,147 20 ST Disallowed Loss $2,139 33	(4,880)	$119,755 20	$121,902 40	($2,147 20)
02/25/10	CASH	YOU SOLD	RYDEX ENERGY SVCS INVESTOR CLASS EXCHANGE @ 42 13 ST Loss $783 95	(1,451 785)	$61,163 70	$61,947 65	($783 95)
Net Securities Sold		TOTALS			**$243,544.06**	245,764	(2,220)

NET TRADING $1,022.20

CORE FUND ACTIVITY

:count Number: RQQ-000876
:count Name: WERTH

atement Date: 03/01/2010 to 03/31/2010

HERITAGE CAPITAL LLC
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Securities Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
03/02/10	CASH	YOU BOUGHT	RYDEX ENERGY SVCS INVESTOR CLASS PROSPECTUS UNDER SEPARATE COVER , , @ 42 67 Wash Sale of 02/24/10 $626 31	1,159 849	($49,490 74)	$49,490 74	
03/23/10	CASH	YOU BOUGHT	RYDEX ENERGY SVCS INVESTOR CLASS PROSPECTUS UNDER SEPARATE COVER , , @ 42 75 Wash Sale of 03/25/10 $1,862 62	4,720 4	($201,797 11)	$201,797 11	
03/30/10	CASH	YOU BOUGHT	RYDEX INVERSE NASDAQ 100 STRATEGY INV PROSPECTUS UNDER SEPARATE COVER , , @ 15 05	5,051 495	($76,025 00)	$76,025 00	
03/30/10	CASH	YOU BOUGHT	RYDEX ENERGY SVCS INVESTOR CLASS PROSPECTUS UNDER SEPARATE COVER , , @ 42 19 Wash Sale of 03/25/10 $2,616 82	1,801 967	($76,025 00)	$76,025 00	
Net Securities Purchased					**($403,337 85)**		

Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
03/03/10	CASH	YOU SOLD	RYDEX UTILITIES INVESTOR CLASS , , @ 24 53 ST Loss $4,304 70	(4,878 329)	$119 665 41	$123,970 11	($4,304 70)
03/04/10	CASH	YOU SOLD	RYDEX FINANCIAL SERVICES INVESTOR CL , , @ 69 80 ST Gain $682 24	(886 045)	$61,845 94	$61,163 70	$682 24
03/26/10	CASH	YOU SOLD	RYDEX ENERGY SVCS INVESTOR CLASS , , @ 41 40 ST Loss $4,321 80 ST Disallowed Loss $4,321 80 wash sale adjustment	(2,940)	$121,716 00	$126,037 80	($4,321 80)
Net Securities Sold			TOTALS		**$303,227.35**	311,172	(7,945)
NET TRADING					**($100,110.50)**		

Account Number: RQQ-000876
Account Name: WERTH

Statement Date: 04/01/2010 to 04/30/2010

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TRADING

Securities Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
04/06/10	CASH	YOU BOUGHT	RYDEX REAL ESTATE H CLASS PROSPECTUS UNDER SEPARATE COVER , , @ 24 88	2,787 219	($69,346 00)	$69,346 00	
04/20/10	CASH	YOU BOUGHT	RYDEX PRECIOUS METALS INVESTOR CL PROSPECTUS UNDER SEPARATE COVER , , @ 63 89	1,196 65	($76,454 00)	$76,454 00	
04/23/10	CASH	YOU BOUGHT	RYDEX PRECIOUS METALS INVESTOR CL PROSPECTUS UNDER SEPARATE COVER , , @ 64 63	592 387	($38,286 00)	$38,286 00	
04/29/10	CASH	YOU BOUGHT	PHARMACEUTICAL HOLDRS TRUST DISCRETION EXERCISED AVERAGE PRICE TRADE DETAILS ON REQUEST @ 64 2198	600	($38,546 83)	$38,546 83	
Net Securities Purchased					**($222,632.83)**		

Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
04/08/10	CASH	YOU SOLD	RYDEX REAL ESTATE H CLASS , , @ 24 87 ST Gain $4,165 93	(2,873 06)	$71,453 00	$67,287 07	$4,165 93
04/29/10	CASH	YOU SOLD	RYDEX ENERGY SVCS INVESTOR CLASS @ 46 44 ST Gain $23 74	(8 136)	$377 82	$354 08	$23 74
04/30/10	CASH	YOU SOLD	RYDEX PRECIOUS METALS INVESTOR CL , , @ 67 45 ST Gain $5,930 55	(1,789 037)	$120,670 55	$114,740 00	$5,930 55
Net Securities Sold					**$192,501.37**	182,381	10,120

NET TRADING ($30,131.46)

CORE FUND ACTIVITY

Account Number: RQQ-000876
Account Name: WERTH

Statement Date: 05/01/2010 to 05/31/2010

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Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
05/18/10	CASH	YOU SOLD	PHARMACEUTICAL HOLDRS TRUST DISCRETION EXERCISED AVERAGE PRICE TRADE DETAILS ON REQUEST @ 62 7905 ST Loss $888 12	(600)	$37,658 71	$38,546 83	($888 12)
05/18/10	CASH	YOU SOLD	RYDEX INVERSE NASDAQ 100 STRATEGY INV , , @ 15 27 ST Gain $1,111 33	(5,051 495)	$77,136 33	$76,025 00	$1,111 33
Net Securities Sold					$114,795.04	114,572	223

NET TRADING ($76,437.69)

CORE FUND ACTIVITY

Core Funds Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount
04/30/10	CASH	REINVESTMENT	RYDEX US GOVT CORE MMKT INVESTOR NET DIV REINVEST	0 52	($0 52)
05/18/10	CASH	YOU BOUGHT	RYDEX US GOVT CORE MMKT INVESTOR @ 1	114,795 04	($114,795 04)
Net Core Funds Purchased					($114,795 56)

Core Funds Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	COST
05/20/10	CASH	YOU SOLD	RYDEX US GOVT CORE MMKT INVESTOR @ 1	(98,323 95)	$98,323 95	98,324
05/21/10	CASH	YOU SOLD	RYDEX US GOVT CORE MMKT INVESTOR @ 1	(48,761 53)	$48,761 53	48,762
05/28/10	CASH	YOU SOLD	RYDEX US GOVT CORE MMKT INVESTOR @ 1	(44,147 25)	$44,147 25	44,147
Net Core Funds Sold					$191,232.73	191,233

Account Number: RQQ-000876
Account Name: WERTH

Statement Date: 06/01/2010 to 06/30/2010

HERITAGE CAPITAL LLC

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Securities Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
06/01/10	CASH	YOU BOUGHT	RYDEX LEISURE INV CLASS PROSPECTUS UNDER SEPARATE COVER EXCHANGE @ 27 03	1,870 107	($50,548 99)	$50,548 99	
06/01/10	CASH	YOU BOUGHT	RYDEX LEISURE INV CLASS PROSPECTUS UNDER SEPARATE COVER EXCHANGE @ 27 03 Wash Sale of 06/08/10 $2,318 93	3,631 405	($98,156 87)	$98,156 87	
06/03/10	CASH	YOU BOUGHT	RYDEX REAL ESTATE H CLASS PROSPECTUS UNDER SEPARATE COVER , , @ 24 25	1,787 588	($43,349 00)	$43,349 00	
06/09/10	CASH	YOU BOUGHT	RYDEX TRANSPORTATION INVESTOR CLASS PROSPECTUS UNDER SEPARATE COVER EXCHANGE @ 22 12 Wash Sale of 05/28/10 $128 30	3,207 427	($70,948 29)	$70,948 29	
06/30/10	CASH	REINVESTMENT	ISHARES TR DOW JONES U S REAL ESTATE INDEX FD REINVEST @ $48 1355 TRADE DATE 06-29-10	8 167	($393 12)	$393 12	

Net Securities Purchased ($263,396.27)

Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
06/01/10	CASH	YOU SOLD	RYDEX TRANSPORTATION INVESTOR CLASS EXCHANGE @ 23 50 ST Loss $167 08 ST Disallowed Loss $128 30	(4,176 888)	$98,156 87	$98,323 95	($167 08)
06/01/10	CASH	YOU SOLD	RYDEX ELECTRONICS INV CLASS EXCHANGE @ 49 49 ST Gain $1,787 46	(1,021 398)	$50,548 99	$48,761 53	$1,787 46
06/09/10	CASH	YOU SOLD	RYDEX LEISURE INV CLASS EXCHANGE @ 25 79 ST Loss $3,411 24 ST Disallowed Loss $2,318 93	(2,751)	$70,948 29	$74,359 53	($3,411 24)
06/18/10	CASH	YOU SOLD	RYDEX TRANSPORTATION INVESTOR CLASS , , @ 23 92 ST Gain $5,645 06	(3,207 427)	$76,721 65	$71,076 59	$5,645 06

Account Number: RQQ-000876
Account Name: WERTH

Statement Date: 06/01/2010 to 06/30/2010

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Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
06/18/10	CASH	YOU SOLD	RYDEX LEISURE INV CLASS , , @ 27 60 ST Loss $751 13	(2,750.512)	$75,914 13	$76,665.26	($751 13
06/18/10	CASH	YOU SOLD	RYDEX ENERGY SVCS INVESTOR CLASS , , @ 38 93 ST Loss $10,869 12	(2,368)	$92,186 24	$103,055.36	($10,869 12
06/22/10	CASH	YOU SOLD	RYDEX REAL ESTATE H CLASS , , @ 24 91 ST Gain $2,639 00	(2,275)	$56,670.25	$54,031.25	$2,639 00
06/22/10	CASH	YOU SOLD	RYDEX ENERGY SVCS INVESTOR CLASS , , @ 39 23 ST Loss $10,150 04	(2,366 08)	$92,821 32	$102,971 36	($10,150 04
06/29/10	CASH	YOU SOLD	RYDEX REAL ESTATE H CLASS , , @ 24 06 ST Gain $726 00	(2,274 64)	$54,727 84	$54,001 84	$726 00
Net Securities Sold					$668,695.58	683,246.67	

NET TRADING $405,299.31

CORE FUND ACTIVITY

Core Funds Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount
05/28/10	CASH	REINVESTMENT	RYDEX US GOVT CORE MMKT INVESTOR NET DIV REINVEST	0 53	($0 53)
06/14/10	CASH	YOU BOUGHT	RYDEX US GOVT CORE MMKT INVESTOR @ 1	26 4	($26 40)
06/18/10	CASH	YOU BOUGHT	RYDEX US GOVT CORE MMKT INVESTOR @ 1	244,822 02	($244,822 02)
06/22/10	CASH	YOU BOUGHT	RYDEX US GOVT CORE MMKT INVESTOR @ 1	149,491 57	($149,491 57)

HERITAGE CAPITAL LLC
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Securities Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
04/15/10	CASH	YOU BOUGHT	ISHARES TR DOW JONES U S REAL ESTATE INDEX FD @ 51 6163	1,972	($101,802 29)	$101,802 29	
04/30/10	CASH	YOU BOUGHT	POWERSHARES QQQ TR UNIT SER 1 DISCRETION EXERCISED @ 49 35	2,042	($100,787 65)	$100,787 65	
Net Securities Purchased					**($202,589.94)**		

Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
04/15/10	CASH	YOU SOLD	ISHARES TR MSCI EMERGING MKTS INDEX FD @ 43 5805 ST Gain $4,015 08	(1,894)	$82,525 12	$78,510 04	$4,015 08
04/16/10	CASH	YOU SOLD	POWERSHARES QQQ TR UNIT SER 1 DISCRETION EXERCISED @ 49 2835 ST Gain $2,447 91	(547)	$26,942 66	$24,494 75	$2,447 91
04/19/10	CASH	YOU SOLD	POWERSHARES QQQ TR UNIT SER 1 DISCRETION EXERCISED EXEC ON MULT EXCHG DETAILS ON REQUEST AVERAGE PRICE TRADE DETAILS ON REQUEST @ 49 53 ST Gain $2,582 75	(547)	$27,077 50	$24,494 75	$2,582 75
04/30/10	CASH	YOU SOLD	ISHARES TR DOW JONES U S REAL ESTATE INDEX FD DISCRETION EXERCISED AVERAGE PRICE TRADE DETAILS ON REQUEST @ 52.2702 ST Gain $949 97	(1,495)	$78,127 67	$77,177 70	$949 97
Net Securities Sold					**$214,672.95**	204,677	9,996

NET TRADING $12,083.01

CORE FUND ACTIVITY

ıccount Number: RQQ-000884
ıccount Name: WERTH

ıtatement Date: 05/01/2010 to 05/31/2010

HERITAGE CAPITAL LLC
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Securities Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
05/10/10	CASH	YOU BOUGHT	SPDR SER TR BARCLAYS CAP HIGH YIELD BD ETF DISCRETION EXERCISED @ 38 7499	2,611	($101,190 94)	$101,190 94	
05/24/10	CASH	YOU BOUGHT	ISHARES S&P GSCI COMMODITY INDEXED TR DISCRETION EXERCISED @ 27 3899 Wash Sale of 05/21/10 $2,797 17	526	($14,422 04)	$14,422 04	
05/24/10	CASH	YOU BOUGHT	ISHARES TR DOW JONES U S REAL ESTATE INDEX FD DISCRETION EXERCISED AVERAGE PRICE TRADE DETAILS ON REQUEST @ 49 6192	1,434	($71,168 88)	$71,168 88	
05/26/10	CASH	YOU BOUGHT	ISHARES TR RUSSELL 2000 INDEX FD DISCRETION EXERCISED EXEC ON MULT EXCHG DETAILS ON REQUEST AVERAGE PRICE TRADE DETAILS ON REQUEST @ 65 0087	1,459	($94,862 64)	$94,862 64	
05/26/10	CASH	YOU BOUGHT	SPDR S&P 500 ETF TRUST UNIT SER 1 S&P DISCRETION EXERCISED AVERAGE PRICE TRADE DETAILS ON REQUEST @ 109 1289	870	($94,957 09)	$94,957 09	
Net Securities Purchased					**($376,601.59)**		

Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
05/05/10	CASH	YOU SOLD	ISHARES TR MSCI EMERGING MKTS INDEX FD DISCRETION EXERCISED @ 42 052 ST Gain $747 61	(584)	$24,543 00	$23,795 39	$747 61
05/18/10	CASH	YOU SOLD	SPDR SER TR BARCLAYS CAP HIGH YIELD BD ETF DISCRETION EXERCISED AVERAGE PRICE TRADE DETAILS ON REQUEST @ 38 8103 ST Gain $55 54	(1,305)	$50,631 63	$50,576 09	$55 54

ccount Number: RQQ-000884
ccount Name: WERTH
tatement Date: 05/01/2010 to 05/31/2010

HERITAGE CAPITAL LLC
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Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
05/19/10	CASH	YOU SOLD	SPDR SER TR BARCLAYS CAP HIGH YIELD BD ETF DISCRETION EXERCISED AVERAGE PRICE TRADE DETAILS ON REQUEST @ 38 5605 ST Loss $270 65	(1,306)	$50,344 20	$50,614 85	($270.65)
05/24/10	CASH	YOU SOLD	POWERSHARES QQQ TR UNIT SER 1 DISCRETION EXERCISED EXEC ON MULT EXCHG DETAILS ON REQUEST AVERAGE PRICE TRADE DETAILS ON REQUEST @ 46 06 ST Loss $6,749 67	(2,042)	$94,037 98	$100,787 65	($6,749 67)
05/26/10	CASH	YOU SOLD	ISHARES S&P GSCI COMMODITY INDEXED TR DISCRETION EXERCISED @ 26 95 ST Loss $3,243 87 ST Disallowed Loss $2,797 17	(610)	$16,424.27	$19,668 14	($3,243 87)
Net Securities Sold					$235,981.08	245,442	(9,461)

NET TRADING ($140,620.51)

CORE FUND ACTIVITY

Core Funds Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount
04/30/10	CASH	REINVESTMENT	RYDEX US GOVT CORE MMKT INVESTOR NET DIV REINVEST	0 88	($0 88)
05/05/10	CASH	YOU BOUGHT	RYDEX US GOVT CORE MMKT INVESTOR @ 1	24,543	($24,543 00)
05/18/10	CASH	YOU BOUGHT	RYDEX US GOVT CORE MMKT INVESTOR @ 1	50,631 63	($50,631 63)
05/19/10	CASH	YOU BOUGHT	RYDEX US GOVT CORE MMKT INVESTOR @ 1	50,344 2	($50,344 20)

Account Number: RQQ-000884
Account Name: WERTH
Statement Date: 06/01/2010 to 06/30/2010

HERITAGE CAPITAL LLC
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Securities Purchased

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
06/30/10	CASH	YOU BOUGHT	POWERSHARES QQQ TR UNIT SER 1 DISCRETION EXERCISED AVERAGE PRICE TRADE DETAILS ON REQUEST @ 45 31	1,074	($48,677 89)	$48,677.89	
06/30/10	CASH	REINVESTMENT	ISHARES TR DOW JONES U S REAL ESTATE INDEX FD REINVEST @ $48 1355 TRADE DATE 06-29-10	17 001	($818.35)	$818.35	

Net Securities Purchased ($538,152.23)

Securities Sold

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
06/22/10	CASH	YOU SOLD	ISHARES S&P GSCI COMMODITY INDEXED TR DISCRETION EXERCISED @ 28.8511 ST Loss $17,950 21	(5,489)	$158,346 06	$176,296 27	($17,950 21)
06/22/10	CASH	YOU SOLD	ISHARES TR RUSSELL 2000 INDEX FD DISCRETION EXERCISED AVERAGE PRICE TRADE DETAILS ON REQUEST @ 66.812 ST Gain $2,599 47	(1,459)	$97,462 11	$94,862 64	$2,599 47
06/22/10	CASH	YOU SOLD	SPDR S&P 500 ETF TRUST UNIT SER 1 S&P DISCRETION EXERCISED EX-DIV DATE 06/18/10 RECORD DATE 06/22/10 PAYABLE DTE 07/30/10 @ 111 2216 ST Gain $1,789 11	(870)	$96,746 20	$94,957 09	$1,789 11
06/30/10	CASH	YOU SOLD	SPDR SER TR BARCLAYS CAP HIGH YIELD BD ETF DISCRETION EXERCISED EX-DIV DATE 07/01/10 RECORD DATE 07/06/10 PAYABLE DTE 07/12/10 @ 38 3787 ST Gain $358 32	(5,014)	$192,412.59	$192,518 36	($105 77)
					544,967	558,634	(13,667)

• THE WERTH FAMILY FOUNDATION
SCHEDULE OF DONATIONS/CONTRIBUTIONS PAID
SUPPLEMENT TO FORM 990-PF, PART XV LINE 3A
F/Y/E 6/30/2010

Contributions

Charity	Date	Donation	Ch #
Higher Heights Youth Empowerment	6/20/2009	2,500 00	321
The Discovery Center	8/15/2009	15,000 00	359
Cardinal Sheehan Center	8/15/2009	20,000 00	360
Shelton Monroe Swim Team	8/16/2009	3,100 00	358
Boys + Girls Village	10/22/2009	20,000 00	364
The Discovery Center	10/22/2009	25,000 00	363
Connecticut Food Bank	12/1/2009	5,000 00	365
Mercy Learning Center	12/1/2009	7,500 00	366
Prevent Blindness Tri State	12/30/2009	31,200 00	367
Save our Stepney Task Force	3/10/2010	1,200 00	368
Friends of the Edith Wheeler Memorial	3/10/2010	2,400 00	369
Narcotics Enforcement Officers	3/10/2010	2,400 00	370
Abbys All Stars Inc	3/10/2010	1,200 00	371
Young Parent Program of Milford	3/10/2010	12,000 00	372
Arts Council of Greater New Haven	3/10/2010	12,000 00	373
Elm Shakespeare Co	3/10/2010	10,000 00	375
Fair Haven Community Health CT	3/10/2010	10,000 00	376
Columbus House Inc	3/25/2010	25,000 00	379
Long Wharf Theatre	3/25/2010	50,000 00	380
Gaylord Hospital	3/25/2010	31,500 00	381
Americares Inc	3/25/2010	20,000 00	382
Buddy Mentor Inc	3/25/2010	8,000 00	383
Womens Health Research Yale	3/10/2010	50,000 00	374
CT Fund for the Environment	5/5/2010	15,000 00	385
Loaves and Fishes	3/10/2010	10,000 00	377
Housatonic Valley Assoc	5/25/2010	2,400 00	388
Woodbridge Park Association	5/25/2010	1,200 00	389
Habitat for Humanity of G N H	5/25/2010	1,200 00	391
Bethany Historical Society	5/25/2010	1,200 00	386
Friends of the Woodbridge Library	5/25/2010	1,200 00	387
Friends of the Ansonia Nature Center	5/25/2010	1,200 00	390
The Get in Touch Foundation	5/25/2010	1,200 00	392
Harc Inc	5/25/2010	15,000 00	393
Boy Scouts of America CT River	5/25/2010	2,400 00	395
Simsbury ABC Inc	5/25/2010	1,200 00	396
YMCA of Greater Hartford	5/25/2010	2,400 00	397
Simsbury Land Conservation Trust	5/25/2010	2,400 00	398
Brain Injury Association of CT Inc	5/25/2010	1,200 00	399
SCSU Foundation Inc	5/25/2010	30,150 00	400
CT Food Bank	6/23/2010	5,000 00	401
CT Public Broadcasting Inc	6/23/2010	1,200 00	402
Creative Arts Workshop	6/23/2010	1,200 00	403
Bridgeport Arts Council	6/23/2010	15,000 00	405
CT Beardesly Zoo	6/23/2010	10,000 00	406
The Smile Train	6/23/2010	10,000 00	407
Friends of Simsbury Library	5/25/2010	1,200 00	394
Housatonic Community College Fdn	6/23/2010	50,000 00	404
Total Contributions		**547,950.00**	

Form **8868** (Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	THE WERTH FAMILY FOUNDATION, INC.	80-0024133
	Number, street, and room or suite no If a P O box, see instructions C/O PETER J. WERTH, JR. 85 RIMMON ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WOODBRIDGE, CT 06525	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ DHL&S, P.C.

Telephone No ▶ 203 929-3535 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ▶ [ ] If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 2011, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ______ or

▶ [X] tax year beginning 07/01, 2009, and ending 06/30, 2010

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$ 700.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 4,767.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions