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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**EXTENSION ATTACHED**

OMB No 1545-0052

**2009**

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

12/01, 2009, and ending

11/30, 2010

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

LOEB CHARITABLE FOUNDATION

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

Room/suite

1000 SECOND AVENUE, FLOOR 34

City or town, state, and ZIP code

SEATTLE, WA 98104-1022

A Employer identification number

27-1318376

B Telephone number (see page 10 of the instructions)

(206) 667-0300

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: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

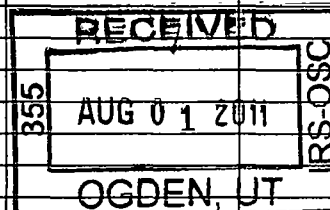
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	15,000,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
3	Interest on savings and temporary cash investments . . . . .	1,522.	1,522.		ATCH 1
4	Dividends and interest from securities . . . . .	149,288.	149,288.		ATCH 2
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .				
6a	Net gain or (loss) from sale of assets not on line 10 . . . . .	-27,117.			
b	Gross sales price for all assets on line 6a . . . . .	384,110.			
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 . . . . .	15,123,693.	150,810.		
13	Compensation of officers, directors, trustees, etc. . . . .	0.			
14	Other employee salaries and wages . . . . .				
15	Pension plans, employee benefits . . . . .				
16a	Legal fees (attach schedule) ATCH 3 . . . . .	9,250.	0.	0.	0.
b	Accounting fees (attach schedule) . . . . .				
c	Other professional fees (attach schedule) . . . . .	55,414.	21,054.	0.	34,360.
17	Interest . . . . .				
18	Taxes (attach schedule) (see page 14 of the instructions) . . . . .	1,747.	454.	0.	0.
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) ATCH 6 . . . . .	891.	0.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	67,302.	21,508.	0.	34,360.
25	Contributions, gifts, grants paid . . . . .	1,000.			1,000.
26	Total expenses and disbursements. Add lines 24 and 25 . . . . .	68,302.	21,508.	0.	35,360.
27	Subtract line 26 from line 12: . . . . .				
a	Excess of revenue over expenses and disbursements . . . . .	15,055,391.			
b	Net investment income (if negative, enter -0-) . . . . .		129,302.		
c	Adjusted net income (if negative, enter -0-) . . . . .			-0-	

SCANNED AUG 09 2011  
Operating and Administrative Expenses

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. \* ATCH 4 JSA \*\* ATCH 5

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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

<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	10,000.	195,416.	195,416.
	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) <u>ATCH 7</u>	0.	5,108,930.	5,108,930.
	c	Investments - corporate bonds (attach schedule) <u>ATCH 8</u>	0.	7,182,373.	7,182,373.
	<b>Liabilities</b>	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans . . . . .			
13		Investments - other (attach schedule) <u>ATCH 9</u>	0.	3,330,605.	3,330,605.
14		Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶ <u>ATCH 10</u> )	0.	1,479.	1,479.
16		<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	10,000.	15,818,803.	15,818,803.
17		Accounts payable and accrued expenses . . . . .	0.	1,293.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0.	1,293.		
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>			
	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 . . . . .	10,000.	15,817,510.	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	10,000.	15,817,510.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	10,000.	15,818,803.		

**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	10,000.
2	Enter amount from Part I, line 27a . . . . .	2	15,055,391.
3	Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 11</u>	3	752,119.
4	Add lines 1, 2, and 3 . . . . .	4	15,817,510.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	15,817,510.

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**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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
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	-27,117.	
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	0.	9,850.	0.000000
2007			
2006			
2005			
2004			
2 Total of line 1, column (d) . . . . .			2 0.000000
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0.000000
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4 15,014,313.
5 Multiply line 4 by line 3 . . . . .			5 0.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 1,293.
7 Add lines 5 and 6 . . . . .			7 1,293.
8 Enter qualifying distributions from Part XII, line 4 . . . . . 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			8 35,360.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of 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 ruling letter if necessary - see instructions)		1	1,293.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	1,293.
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	1,293.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .	6a		
b Exempt foreign organizations-tax withheld at source . . . . .	6b		0.
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c		5,200.
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7		5,200.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		3,907.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 1,296. Refunded <input type="checkbox"/> . . . . .	11		2,611.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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? . . . . .		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)? . . . . . 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.		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
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.		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 . ATCH 12 . . . . .	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		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? . . . . .	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. . . . .	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> WA, . . . . .		
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 . . . . .	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 . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		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 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? . . . . . Website address ▶ N/A	13	X	
14	The books are in care of ▶ FOUNDATION MANAGEMENT GRP LLC Telephone no. ▶ 206-667-0300 Located at ▶ 1000 2ND AVE, 34 FLOOR SEATTLE, WA ZIP + 4 ▶ 98104			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 ▶		
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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	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 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)? ☐ 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)
- 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

6b

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 13		0.	0.	0.

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

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

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

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

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

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	
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 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	10,169,416.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,072,062.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	1,479.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	15,242,957.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	15,242,957.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	228,644.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	15,014,313.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	750,716.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	750,716.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	1,293.
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,293.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	749,423.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	749,423.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	749,423.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	35,360.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	35,360.
<b>5</b>	<b>Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.</b> Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	1,293.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	34,067.

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				749,423.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only . . . . .			9.	
<b>b</b> Total for prior years: 20 07, 20 06, 20 05 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004 . . . . .				
<b>b</b> From 2005 . . . . .				
<b>c</b> From 2006 . . . . .				
<b>d</b> From 2007 . . . . .				
<b>e</b> From 2008 . . . . .				0.
<b>f</b> Total of lines 3a through e . . . . .	0.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 35,360.				
<b>a</b> Applied to 2008, but not more than line 2a . . . . .			9.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
<b>d</b> Applied to 2009 distributable amount . . . . .				35,351.
<b>e</b> Remaining amount distributed out of corpus . . . . .	0.			
<b>5</b> Excess distributions carryover applied to 2009 . . . . .	0.			0.
<i>(If an amount appears in column (d), the same amount must be shown in column (a) )</i>				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .				
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				714,072.
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	0.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2005 . . . . .				
<b>b</b> Excess from 2006 . . . . .				
<b>c</b> Excess from 2007 . . . . .				
<b>d</b> Excess from 2008 . . . . .				
<b>e</b> Excess from 2009 . . . . .	0.			

Form 990-PF (2009)

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

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

FRANCINE LOEB, \$15,000,000 CASH, 2009 (DONOR, OFFICER)

**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.

N/A

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

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

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

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

**c** Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>  ATTACHMENT 14				
<b>Total.</b> . . . . .			▶ <b>3a</b>	1,000.
<b>b Approved for future payment</b>				
<b>Total.</b> . . . . .			▶ <b>3b</b>	

Form 990-PF (2009)





**Schedule of Contributors**

OMB No 1545-0047

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

**2009**

Name of the organization

LOEB CHARITABLE FOUNDATION

Employer identification number

27-1318376

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 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**

- ☒ 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 **LOEB CHARITABLE FOUNDATION**Employer identification number  
**27-1318376****Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FRANCINE LOEB  2000 FAIRVIEW AVE. E.  SEATTLE, WA 98102	\$ 15,000,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



**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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					162.	
383,572.		ATTACHMENT A - ST PROPERTY TYPE: SECURITIES 410,801.					VARIOUS -27,229.	VARIOUS
376.		ATTACHMENT A - LT PROPERTY TYPE: SECURITIES 426.					VARIOUS -50.	VARIOUS
TOTAL GAIN (LOSS) .....		.....					<u>-27,117.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST FROM WELLS FARGO	1,522.	1,522.
TOTAL	<u>1,522.</u>	<u>1,522.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS FROM WELLS FARGO	149,288.	149,288.
TOTAL	<u>149,288.</u>	<u>149,288.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL AND PROFESSIONAL	9,250.	0.	0.	0.
TOTALS	<u>9,250.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATION FEES	21,667.	4,333.	0.	17,334.
BROKER & COMMISSION EXPENSE	16,721.	16,721.	0.	0.
CONSULTING FEES	17,026.	0.	0.	17,026.
TOTALS	<u>55,414.</u>	<u>21,054.</u>	<u>0.</u>	<u>34,360.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	454.	454.	0.	0.
CURRENT FEDERAL EXCISE TAX	1,293.	0.	0.	0.
TOTALS	<u>1,747.</u>	<u>454.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FILING/LICENSE EXPENSE	785.	0.	0.	0.
AMORTIZATION EXPENSE	106.	0.	0.	0.
TOTALS	891.	0.	0.	0.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS - WELLS FARGO	0.	567,102.	567,102.
EQUITIES & EQUITY FUNDS - WF	0.	4,541,828.	4,541,828.
TOTALS	<u>0.</u>	<u>5,108,930.</u>	<u>5,108,930.</u>



LOEB CHARITABLE FOUNDATION

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 8</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED INCOME FDS - WELLS FARGO	0.	7,182,373.	7,182,373.
TOTALS	<u>0.</u>	<u>7,182,373.</u>	<u>7,182,373.</u>

LOEB CHARITABLE FOUNDATION

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HEDGE FUND: COMMON SENSE OFFSH	0.	1,049,309.	1,049,309.
HEDGE FUND: PORTHOS PARTNERS	0.	1,109,119.	1,109,119.
HEDGE FUND: WEATHERLOW OFFSHOR	0.	1,172,177.	1,172,177.
TOTALS	0.	3,330,605.	3,330,605.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
START-UP COSTS	0.	1,585.	1,585.
LESS: ACCUMULATED AMORTIZATION	0.	-106.	-106.
TOTALS	<u>0.</u>	<u>1,479.</u>	<u>1,479.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN

752,119.

TOTAL

752,119.

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

SEE ATTACHMENT B

LOEB CHARITABLE FOUNDATION

27-1318376

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FRANCINE R. LOEB 1000 SECOND AVENUE, FLOOR 34 SEATTLE, WA 98104-1022	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
STEPHEN B. LOEB 1000 SECOND AVENUE, FLOOR 34 SEATTLE, WA 98104-1022	TREASURER/DIRECTOR 2.00	0.	0.	0.
DONALD K. LOEB 1000 SECOND AVENUE, FLOOR 34 SEATTLE, WA 98104-1022	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
RICHARD LOEB 1000 SECOND AVENUE, FLOOR 34 SEATTLE, WA 98104-1022	DIRECTOR 2.00	0.	0.	0.
DANIEL M. ASHER 1000 SECOND AVENUE, FLOOR 34 SEATTLE, WA 98104-1022	SECRETARY 2.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	NONE	EXEMPT		
MARKET FOUNDATION 85 PIKE STREET, SUITE 500 SEATTLE, WA 98101			TO PROVIDE SUPPORT FOR EXEMPT ORGANIZATION	1,000.
TOTAL CONTRIBUTIONS PAID				1,000.

**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

LOEB CHARITABLE FOUNDATION

Employer identification number

27-1318376

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	-27,229.
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	-27,229.

**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	-50.
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	162.
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	112.

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

Schedule D (Form 1041) 2009



<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-27,229.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		112.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		-27,117.

**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.

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

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

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
<b>Form 1041 filers.</b> Complete this part <b>only</b> 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	
<b>Caution:</b> 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.	
<b>Form 990-T trusts.</b> Complete this part <b>only</b> 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.	

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

Schedule D (Form 1041) 2009

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

OMB No 1545-0092

2009

▶ See instructions for Schedule D (Form 1041).

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

Name of estate or trust

LOEB CHARITABLE FOUNDATION

Employer identification number

27-1318376

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

[illegible]

<b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .	<b>-27,229.</b>
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . -50.

### Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
NATIONAL OILWELL INC COM	637071101	65	01/14/10	01/25/10	\$2,788.27	\$3,033.40	\$-245.13
MERCADOLIBRE INC	58733R102	55	01/11/10	01/26/10	\$2,144.64	\$2,514.20	\$-369.56
BROADCOM CORPORATION COM	111320107	165	01/11/10	01/29/10	\$4,405.22	\$5,069.17	\$-663.95
PETROLEO BRASILEIRO S.A.- COMM - ADR	71654V408	85	01/11/10	02/10/10	\$3,396.41	\$4,082.15	\$-685.74
MONTPELLIER RE HOLDINGS LTD	G62185106	600	12/31/09	03/05/10	\$10,613.80	\$10,523.58	\$90.22
SUNCOR ENERGY INC NEW F	867224107	135	01/11/10	03/15/10	\$4,106.64	\$5,060.52	\$-953.88
RANGE RES CORP	75281A109	95	01/11/10	03/23/10	\$4,496.38	\$4,934.70	\$-438.32
PRAXAIR INC COM	74005P104	60	01/11/10	04/05/10	\$5,019.98	\$4,904.95	\$115.03
MORNINGSTAR INC	617700109	50	04/08/10	04/13/10	\$2,366.97	\$2,402.45	\$-35.48
MORNINGSTAR INC	617700109	50	01/11/10	04/13/10	\$2,366.97	\$2,402.45	\$-35.48
BLACKROCK INC	09247X101	25	01/11/10	04/14/10	\$5,239.31	\$5,568.95	\$-329.64
BLACKROCK INC	09247X101	25	04/08/10	04/14/10	\$5,239.31	\$5,568.95	\$-329.64
GOOGLE INC	38259P508	5	01/11/10	04/22/10	\$2,729.51	\$2,908.78	\$-179.27
QUALCOMM INC	747525103	100	01/11/10	04/23/10	\$3,797.29	\$4,582.77	\$-785.48

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**Short term gains and losses**

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
FREEPORT-MCMORAN COPPER & GOLD INC	35671D857	50	01/11/10	04/23/10	\$3,960.51	\$4,330.84	\$-370.33
QUALCOMM INC	747525103	100	04/08/10	04/23/10	\$3,797.29	\$4,582.76	\$-785.47
MEDCO HEALTH SOLUTIONS INC	58405U102	50	01/11/10	04/29/10	\$3,054.57	\$3,248.14	\$-193.57
MEDCO HEALTH SOLUTIONS INC	58405U102	85	04/08/10	05/03/10	\$4,893.71	\$5,521.83	\$-628.12
MEDCO HEALTH SOLUTIONS INC	58405U102	10	01/11/10	05/03/10	\$575.73	\$649.63	\$-73.90
MOSAIC CO	61945A107	50	01/11/10	05/11/10	\$2,392.53	\$3,050.81	\$-658.28
NETLOGIC MICROSYSTEMS INC	64118B100	165	04/14/10	05/17/10	\$4,575.13	\$5,427.47	\$-852.34
URBAN OUTFITTERS INCORPORATED	917047102	90	01/11/10	05/27/10	\$3,245.19	\$3,226.24	\$18.95
URBAN OUTFITTERS INCORPORATED	917047102	65	04/08/10	05/27/10	\$2,343.74	\$2,330.06	\$13.68
FMC TECHNOLOGIES INC	30249U101	55	04/08/10	06/01/10	\$2,817.35	\$3,369.78	\$-552.43
FMC TECHNOLOGIES INC	30249U101	45	02/11/10	06/01/10	\$2,305.11	\$2,757.10	\$-451.99
FMC TECHNOLOGIES INC	30249U101	35	02/10/10	06/01/10	\$1,792.86	\$2,144.41	\$-351.55
FREEPORT-MCMORAN COPPER & GOLD INC	35671D857	60	04/08/10	06/02/10	\$4,043.83	\$5,197.02	\$-1,153.19
FREEPORT-MCMORAN COPPER & GOLD INC	35671D857	20	01/11/10	06/02/10	\$1,347.94	\$1,732.34	\$-384.40
ROBERT HALF INTL INC	770323103	135	04/26/10	06/03/10	\$3,385.19	\$4,355.57	\$-970.38
WMS INDS INC	929297109	70	01/11/10	07/07/10	\$2,703.63	\$2,911.46	\$-207.83
WMS INDS INC	929297109	90	04/08/10	07/07/10	\$3,476.10	\$3,743.30	\$-267.20
WMS INDS INC	929297109	175	07/01/10	07/07/10	\$6,759.08	\$7,278.65	\$-519.57
LONGTOP FINANCIAL TECHNO ADR	54318P108	85	01/11/10	07/08/10	\$2,841.45	\$3,004.67	\$-163.22
LONGTOP FINANCIAL TECHNO ADR	54318P108	85	04/08/10	07/08/10	\$2,841.45	\$3,004.67	\$-163.22
LONGTOP FINANCIAL TECHNO ADR	54318P108	180	07/01/10	07/08/10	\$6,017.19	\$6,362.85	\$-345.66
ARENA RES INC	040049108	290	07/01/10	07/16/10	\$10,496.86	\$9,252.41	\$1,244.45
ARENA RES INC	040049108	70	01/11/10	07/16/10	\$3,037.15	\$3,037.15	\$0.00
ARENA RES INC	040049108	190	04/08/10	07/16/10	\$7,079.78	\$7,079.78	\$0.00
SILICON LABORATORIES INC	826919102	5	04/08/10	07/16/10	\$214.35	\$222.21	\$-7.86
SILICON LABORATORIES INC	826919102	105	01/11/10	07/16/10	\$4,501.30	\$4,666.46	\$-165.16
SILICON LABORATORIES INC	826919102	205	07/01/10	07/22/10	\$8,695.49	\$9,110.71	\$-415.22

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**Short term gains and losses**

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
SILICON LABORATORIES INC	826919102	85	04/08/10	07/22/10	\$3,605.45	\$3,777.61	\$-172.16
SANDRIDGE ENERGY INC	80007P307	0.41	01/11/10	07/23/10	\$2.52	\$2.69	\$-0.17
GOOGLE INC	38259P508	10	01/11/10	07/30/10	\$4,817.78	\$5,134.62	\$-316.84
CME GROUP INC	12572Q105	15	05/21/10	08/12/10	\$3,704.06	\$4,400.78	\$-696.72
CME GROUP INC	12572Q105	20	07/01/10	08/12/10	\$4,938.75	\$5,867.70	\$-928.95
SANDRIDGE ENERGY INC	80007P307	907.65	04/08/10	08/17/10	\$4,056.85	\$6,266.16	\$-2,209.31
SANDRIDGE ENERGY INC	80007P307	333.99	01/11/10	08/17/10	\$1,492.81	\$2,305.79	\$-812.98
STRAYER ED INC COM	863236105	35	07/01/10	08/17/10	\$5,484.52	\$7,484.89	\$-2,000.37
STRAYER ED INC COM	863236105	15	04/08/10	08/17/10	\$2,350.51	\$3,207.81	\$-857.30
STRAYER ED INC COM	863236105	20	02/03/10	08/17/10	\$3,134.01	\$4,277.08	\$-1,143.07
BOSTON SCIENTIFIC CORP COM	101137107	900	12/31/09	08/17/10	\$4,929.75	\$6,384.64	\$-1,454.89
BOSTON SCIENTIFIC CORP COM	101137107	1500	04/08/10	08/17/10	\$8,216.26	\$10,641.07	\$-2,424.81
HOSPIRA INC	441060100	100	04/08/10	08/17/10	\$5,320.20	\$5,567.66	\$-247.46
HOSPIRA INC	441060100	200	12/31/09	08/17/10	\$10,640.40	\$11,135.32	\$-494.92
HOSPIRA INC	441060100	400	06/30/10	08/17/10	\$21,280.80	\$22,270.64	\$-989.84
BOSTON SCIENTIFIC CORP COM	101137107	1500	06/30/10	08/17/10	\$8,216.26	\$10,641.07	\$-2,424.81
SANDRIDGE ENERGY INC	80007P307	1385.36	07/01/10	08/17/10	\$6,192.03	\$9,564.15	\$-3,372.12
F5 NETWORKS INC	315616102	75	01/11/10	08/25/10	\$6,408.66	\$4,837.03	\$1,571.63
F5 NETWORKS INC	315616102	40	04/09/10	08/25/10	\$3,417.95	\$2,579.75	\$838.20
CAPELLA EDUCATION CO	139594105	105	07/01/10	09/01/10	\$6,630.60	\$8,690.32	\$-2,059.72
CAPELLA EDUCATION CO	139594105	55	04/08/10	09/01/10	\$3,473.17	\$4,552.08	\$-1,078.91
CAPELLA EDUCATION CO	139594105	40	01/11/10	09/01/10	\$2,525.94	\$3,310.60	\$-784.66
CELGENE CORP COM	151020104	85	01/11/10	09/03/10	\$4,487.85	\$4,651.52	\$-163.67
MASTERCARD INC	57636Q104	20	01/11/10	09/08/10	\$3,912.19	\$4,492.90	\$-580.71
CNINSURE INC ADR	18976M103	190	07/01/10	09/08/10	\$4,157.84	\$4,745.13	\$-587.29
CNINSURE INC ADR	18976M103	170	05/26/10	09/08/10	\$3,720.18	\$4,245.65	\$-525.47
GREEN MOUNTAIN COFFEE INC	393122106	230	01/11/10	09/22/10	\$8,249.45	\$9,280.92	\$1,968.53

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**Short term gains and losses**

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
INTUITIVE SURGICAL INC	46120E602	15	01/11/10	09/27/10	\$4,360.14	\$4,773.37	\$-413.23
MSCI INC	55354G100	80	01/11/10	10/01/10	\$2,711.33	\$2,517.61	\$193.72
VALEANT PHARMACEUTICALS	91911K102	0.56	04/05/10	10/04/10	\$14.34	\$15.18	\$-0.84
POTASH CORP SASK	73755L107	75	08/12/10	10/06/10	\$10,605.36	\$9,003.47	\$1,601.89
POTASH CORP SASK	73755L107	30	08/17/10	10/06/10	\$4,242.14	\$3,601.39	\$640.75
SALESFORCE COM INC	79466L302	50	01/11/10	10/07/10	\$5,219.98	\$4,080.71	\$1,139.27
SALESFORCE COM INC	79466L302	75	04/08/10	10/11/10	\$7,629.75	\$6,121.06	\$1,508.69
SALESFORCE COM INC	79466L302	25	01/11/10	10/11/10	\$2,543.25	\$2,040.35	\$502.90
ULTA SALON COSMETICS & FRAGRAN	90384S303	85	06/14/10	10/29/10	\$2,631.65	\$1,989.16	\$642.49
CORE LABORATORIES N V COM	N22717107	115	10/11/10	10/29/10	\$8,979.29	\$10,072.36	\$-1,093.07
ULTA SALON COSMETICS & FRAGRAN	90384S303	170	06/09/10	10/29/10	\$5,263.29	\$3,978.31	\$1,284.98
ULTA SALON COSMETICS & FRAGRAN	90384S303	270	07/01/10	10/29/10	\$8,359.34	\$6,318.50	\$2,040.84
VALEANT PHARMACEUTICALS	91911K102	79.58	04/05/10	11/04/10	\$2,156.68	\$2,169.10	\$-12.42
VALEANT PHARMACEUTICALS	91911K102	71.24	05/03/10	11/04/10	\$1,930.66	\$1,941.57	\$-10.91
VALEANT PHARMACEUTICALS	91911K102	267.14	07/01/10	11/04/10	\$7,239.70	\$7,280.90	\$-41.20
VALEANT PHARMACEUTICALS	91911K102	89.05	04/08/10	11/04/10	\$2,413.33	\$2,426.97	\$-13.64
<b>Total short term gain/loss:</b>					\$383,572.23	\$410,800.93	\$-27,228.70

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**Long term transactions for 28% gains and losses**

This category includes all assets held more than 12 months

Description (Box 7)	Cusp (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
SPDR GOLD TRUST	78463V107	727	LT	01/07/10	\$26.27	\$39.07	\$-12.80
SPDR GOLD TRUST	78463V107	727	LT	02/03/10	\$26.08	\$39.32	\$-13.24
SPDR GOLD TRUST	78463V107	727	LT	03/03/10	\$22.42	\$33.16	\$-10.74
SPDR GOLD TRUST	78463V107	727	LT	04/08/10	\$25.22	\$36.92	\$-11.70
SPDR GOLD TRUST	78463V107	727	LT	05/07/10	\$23.99	\$33.55	\$-9.56
SPDR GOLD TRUST	78463V107	727	LT	06/04/10	\$29.08	\$40.63	\$-11.55
SPDR GOLD TRUST	78463V107	1056	LT	07/08/10	\$41.72	\$40.46	\$1.26
SPDR GOLD TRUST	78463V107	1056	LT	08/04/10	\$43.02	\$41.51	\$1.51
SPDR GOLD TRUST	78463V107	1056	LT	09/03/10	\$46.09	\$43.00	\$3.09
SPDR GOLD TRUST	78463V107	1056	LT	10/04/10	\$45.00	\$39.65	\$5.35
SPDR GOLD TRUST	78463V107	1056	LT	11/05/10	\$47.16	\$39.11	\$8.05
Total long term gain/loss:					\$376.05	\$426.38	\$-50.33



## **Addendum A**

### **Loeb Charitable Foundation Conflicts of Interest and Standards of Ethical Conduct Policy**

#### **CONFLICTS OF INTEREST AND DISCLOSURE POLICY**

##### **PREAMBLE**

As a charitable organization, the Loeb Charitable Foundation (the "Foundation") has a special obligation to uphold the public trust. Members of the Board of Directors ("Directors") and key staff of the Foundation (collectively referred to as "covered persons") might have interests that conflict with those of the Foundation. The state law duty of loyalty requires that a covered person be conscious of the potential for such conflicts and act with candor and care in dealing with such situations.

Furthermore, the Internal Revenue Code (the "Code") contains special provisions regarding taxable and non-taxable transactions between a private foundation and its covered persons, who are termed "disqualified persons" for purposes of the Code. The self-dealing rules applicable to private foundations under the Code are separately described in the Appendix to this disclosure policy. Any proposed transaction between a "disqualified person," as defined by the Code, and the Foundation must be carefully reviewed to determine the applicability, if any, of the self-dealing rules. If the proposed transaction is not subject to excise taxes under the Code, the Directors may proceed with their evaluation of the transaction in accordance with this disclosure policy.

Disclosure of relationships and transactions that potentially involve the self-dealing rules under the Code or potentially create a conflict of interest is essential. Under relevant state law, transactions involving a covered person are not inherently illegal, nor are they to be regarded as a reflection upon the integrity of the individual involved. It is the manner in which the individual and the Directors deal with a disclosed conflict that determines the propriety of the transaction. The appearance of a conflict is often times as important as the reality. Therefore, the first steps in any conflicts of interest policy are disclosure and discussion.

##### **POLICY**

Covered persons share responsibility to ensure that the Foundation satisfies all legal requirements and operates in accordance with its charitable mission. This obligation requires that covered persons act exclusively in the interests of the Foundation and not use their positions to further their own financial interests or to derive personal advantage. A covered person must be sensitive to any personal interest he or she may have in a decision to be made by the Foundation, and as much as possible, identify and disclose such interest prior to any presentation or discussion of such a matter before a committee or the Directors.

Whenever a covered person becomes aware that he or she or a family member (spouse, domestic partner or child) has an interest in a transaction that is coming before a committee or the Directors, the covered person will fully disclose such interest, whether seeming or real, before the Directors discuss the matter or take action on it. An "interest in a transaction" may take the form of (i) a personal financial interest in the transaction; (ii) a personal financial relationship with any organization involved in the transaction; or (iii) a position as trustee, director, officer, key staff, committee member or major donor of any organization involved in the transaction. In addition, covered persons are required to disclose any client relationships they or their family members may have with potential auditors, attorneys, investment advisors, and similar professionals and vendors.

Upon disclosure, the Directors, in consultation with counsel if necessary, will determine whether a conflict of interest exists. If it is determined that a conflict is present or that there is an appearance of a conflict, the transaction may be approved only upon a vote of a majority of the disinterested Directors, or if there are no disinterested Directors, by unanimous vote of the Directors. The covered person may be present for the discussion in order to respond to questions and elaborate on the information presented. Upon request of the disinterested Director(s), the covered person will be required to leave the room during the discussion of and vote on the transaction. In any event, the covered person will abstain from voting on the transaction except insofar as this policy requires unanimous vote.

#### **DOCUMENTATION**

Whenever a covered person discloses an interest in a transaction or abstains from voting on the transaction, such disclosure and abstention will be recorded in the minutes of the meeting at which the transaction was considered and voted upon.

#### **DISTRIBUTION OF POLICY**

All covered persons will receive a copy of this Policy at the start of their relationship with the Foundation.

#### **STANDARD OF ETHICAL CONDUCT**

The Board believes the Foundation must as an organization act ethically, reflecting our individual and collective determination of what is right, good, fair and just. We expect our directors to exhibit ethical and honest individual conduct and decision-making.

Directors should exercise care, diligence and prudence when representing the foundation, and should act honestly and ethically, giving appropriate respect to the people they work with. Directors should remember that their position is often seen as one of power and privilege, and should guard against abuses inherent in that perception. All directors' actions should be consistent with the federal, state and administrative laws, rules and regulations that apply to the Foundation.

The foundation's mission, vision, and values should guide directors when making or implementing policy.

Directors should not use information about Foundation financial decisions or transactions to attempt financial gain for themselves, their families or their friends. Information learned privately should be disclosed to others only with appropriate caution.

The Foundation, generally, does not want gifts for itself or for its directors. It is the Foundation's general policy not to accept substantial gifts from those who might gain from the Foundation's grants. Directors should diligently guard against creating a perception that they are attempting to leverage their Foundation position in order to receive special attention, preference or benefit. Directors may occasionally accept small gifts for themselves or the Foundation in social situations where it is ungracious to decline them. They may occasionally accept free admission to public events or places usually requiring payment provided the benefit directly relates to a grant or grant proposal. Employees and directors may occasionally accept food or drink offered in conjunction with a business meeting, presentation, conference, seminar, celebration, thank-you event or similar gathering. A director should ordinarily decline an invitation to an event if he has accepted more than one per month or if the event is lavish or extravagant.

## APPENDIX

### Requirements Under the Self-Dealing Regulations of the Internal Revenue Code

The Internal Revenue Code (the "Code") and Treasury Regulations impose an excise tax when the Foundation engages in an act of self-dealing with "disqualified persons." "Disqualified persons" with respect to the Foundation include: directors or trustees and persons having similar powers or responsibilities with respect to the Foundation (such as key employees), substantial contributors, family members of such persons, and any corporation, partnership, trust or estate in which such persons (and their family members) collectively have more than 35% of the voting power, profits interest or beneficial interest.

The following types of transactions between disqualified persons and the Foundation are self-dealing within the meaning of the Code:

- Sale, exchange, or leasing of property between the Foundation and any disqualified person;
- Lending of money or other extension of credit between the Foundation and a disqualified person, other than the lending of money by a disqualified person to the Foundation without interest or other charge, so long as the loan proceeds are used exclusively for charitable purposes;
- Furnishing of goods, services or facilities between the Foundation and a disqualified person, other than the furnishing of goods, services or facilities by a disqualified person to the Foundation without charge so long as the goods, services or facilities are used exclusively for charitable purposes;
- Payment of compensation or reimbursement of expenses by the Foundation to a disqualified person, other than the payment of compensation and the payment or reimbursement of expenses by the Foundation to a disqualified person for personal services that are reasonable and necessary to carrying out the exempt purposes of the Foundation, so long as the compensation, payment, or reimbursement is not excessive;
- Transfer to, or use by or for the benefit of a disqualified person of the income or assets of the Foundation.

Prior to entering into any contract or other transaction involving a disqualified person, the Foundation must consider whether the contract or transaction will result in self-dealing. In making this determination, it is irrelevant for tax purposes whether a particular act or transaction would be beneficial to the Foundation.

## **Loeb Charitable Foundation Travel and Expense Reimbursement Policy**

It is the policy of The Loeb Family Charitable Foundation (the "Foundation") to reimburse directors and staff for reasonable expenses that are necessary to the operation of the Foundation. These expenses include, but are not limited to, necessary and reasonable out-of-town travel, lodging and meal expenses incurred for authorized business directly related to the Foundation's work (including board meetings, grantee meetings and site visits and affinity-group conferences); and postage, printing, and supplies for the Foundation.

*Travel and transportation:* Out-of-town travel on behalf of the foundation must be undertaken in a cost-effective manner. Lodging and meals must be necessary and reasonable. Generally the Foundation will only reimburse eligible recipients for the cost of economy-class travel. For flights exceeding five hours in duration, the Foundation will reimburse eligible recipients for business-class travel. Transportation costs to site visits at non-profit organizations will be reimbursed.

Funds to pay for these expenses will not be advanced by the Foundation. Rather, trustees must submit receipts that will be reviewed by the Treasurer and when approved, processed by the President. Expenditures in excess of \$500 require prior approval of the President. This policy should be adhered to by anyone traveling or incurring expenses on behalf of the organization (e.g., board members, officers, employees, consultants, volunteers, etc.).

The Foundation will not pay for nor reimburse travel or out-of-pocket expenses for spouses, dependents or others, unless they, too, are conducting business for the Foundation.

This plan was voted on and adopted by the trustees of The Foundation at the Board Meeting held on October 7, 2010.

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service► **File a separate application for each return.**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**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.**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.*

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	LOEB CHARITABLE FOUNDATION	27-1318374
	Number, street, and room or suite no. If a P.O. box, see instructions C/O FOUNDATION MANAGEMENT GROUP, LLC 1000 SECOND AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SEATTLE, WA 98104	

Enter the Return code for the return that this application is for (file a separate application for each return)  

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► FOUNDATION MANAGEMENT GRP, LLCTelephone No ► 206 667-0300

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 is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☒ calendar year 2010 or

► ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

2 If the tax year entered in line 1 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 \$	5,200.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	0.
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	5,200.

**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

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box. ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization LOEB CHARITABLE FOUNDATION	Employer identification number 27-1318376
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SEATTLE, WA 98104-1022	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **FOUNDATION MANAGEMENT GRP LLC**  
Telephone No **206 667-0300** 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 is for.

- 4 I request an additional 3-month extension of time until **10/15, 2011**
- 5 For calendar year , or other tax year beginning **12/01, 2009**, and ending **11/30, 2010**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **ALL THE INFORMATION NECESSARY FOR THE PREPARATION OF A COMPLETE AND ACCURATE RETURN IS NOT CURRENTLY AVAILABLE, PRECLUDING THE FILING OF THE RETURN BY THE DUE DATE.**

8a 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	8a \$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	0.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Bader Martin** Title **CPA** Date **7/14/11**  
**BADER MARTIN, P.S.**  
**1000 SECOND AVENUE, 34TH FLOOR**  
**SEATTLE, WA 98104-1022**

Form 8868 (Rev. 1-2011)