

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

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 , 2009, and ending , 20

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 ACHELIS FOUNDATION C\O MORRIS & MCVEIGH		A Employer identification number 13-6022018
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (212) 644-0322
	767 THIRD AVENUE		C If exemption application is pending, check here <input type="checkbox"/>
	City or town, state, and ZIP code NEW YORK, NY 10017		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 35,048,794.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	5,286	5,286		ATCH 1
4	Dividends and interest from securities	389,472	582,386		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-877,084			
b	Gross sales price for all assets on line 6a	9,469,849			
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)	191,403	33,979		ATCH 3
12	Total. Add lines 1 through 11	-290,923	621,651		
13	Compensation of officers, directors, trustees, etc.	53,333	2,667		50,666
14	Other employee salaries and wages	29,572	2,957		26,615
15	Pension plans, employee benefits	18,149	1,815		16,334
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	55,553	27,777	0	27,776
c	Other professional fees (attach schedule) *	144,805	144,805		
17	Interest. ATTACHMENT 6		19,614		
18	Taxes (attach schedule) (see page 14 of the instructions) *	4,176	7,568		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	22,222	2,222		20,000
21	Travel, conferences, and meetings	7,895	395		7,500
22	Printing and publications	1,229	61		1,168
23	Other expenses (attach schedule) ATCH 8	13,069	198,134		12,323
24	Total operating and administrative expenses. Add lines 13 through 23	350,003	408,015	0	162,382
25	Contributions, gifts, grants paid	1,452,000			1,452,000
26	Total expenses and disbursements. Add lines 24 and 25	1,802,003	408,015	0	1,614,382
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-2,092,926			
b	Net investment income (if negative, enter -0-)		213,636		
c	Adjusted net income (if negative, enter -0-)			-0-	

Operating and Administrative Expenses CANNED NOV 18 2010 Revenue

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	122,339.	65,636.	65,636.
	2 Savings and temporary cash investments	5,116,158.	4,611,474.	4,611,474.
	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 9	7,428,243.	6,149,311.	6,149,311.
	c Investments - corporate bonds (attach schedule) ATCH 10	210,380.	863,367.	863,367.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 11	16,881,149.	23,359,006.	23,359,006.	
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)	29,758,269.	35,048,794.	35,048,794.	
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 <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	29,758,269.	35,048,794.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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			
	30 Total net assets or fund balances (see page 17 of the instructions)	29,758,269.	35,048,794.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	29,758,269.	35,048,794.		

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	29,758,269.
2 Enter amount from Part I, line 27a	2	-2,092,926.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	7,383,451.
4 Add lines 1, 2, and 3	4	35,048,794.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,048,794.

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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) 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)			2	- 636,956.	
<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>If gain, also enter in Part I, line 7</p> <p>If (loss), enter -0- in Part I, line 7</p> </div> <div style="font-size: 2em;">}</div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)</p> <p>If (loss), enter -0- in Part I, line 8.</p> </div> <div style="font-size: 2em;">}</div> </div>					

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	2,361,227.	38,598,987.	0.061173
2007	2,456,019.	44,614,957.	0.055049
2006	2,393,530.	41,280,481.	0.057982
2005	1,677,016.	38,417,932.	0.043652
2004	1,709,277.	35,638,843.	0.047961
2 Total of line 1, column (d)			2 0.265817
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 0.053163
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 32,332,435.
5 Multiply line 4 by line 3			5 1,718,889.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,136.
7 Add lines 5 and 6			7 1,721,025.
8 Enter qualifying distributions from Part XII, line 4			8 1,614,382.

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)

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,273.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	4,273.
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	4,273.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	45,888.
b	Exempt foreign organizations-tax withheld at source	6 b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	45,888.
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	41,615.
11	Enter the amount of line 10 to be. Credited to 2010 estimated tax <input type="checkbox"/> 4,276. Refunded <input type="checkbox"/>	11	37,339.

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)?		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?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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		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?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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 type="checkbox"/> NY,		
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?	13	X	

Website address **WWW.FDNCENTER.ORG/GRANTMAKER/ACHELIS-BODMAN**

14 The books are in care of **C/O THE FOUNDATION** Telephone no **212-644-0322**
 Located at **767 THIRD AVENUE** ZIP + 4 **10017**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here **N/A** 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 checked="" type="checkbox"/> Yes <input 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)?	1b	X
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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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

N/A

6b

X

7b

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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		53,333.	6,400.	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
ATTACHMENT 14		76,066.

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 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	

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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	16,541,831.
b	Average of monthly cash balances	1b	4,561,182.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	11,721,794.
d	Total (add lines 1a, b, and c)	1d	32,824,807.
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	32,824,807.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	492,372.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,332,435.
6	Minimum investment return. Enter 5% of line 5	6	1,616,622.

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	1,616,622.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,273.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,273.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,612,349.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,612,349.
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	1,612,349.

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	1,614,382.
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	1,614,382.
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	1,614,382.

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				1,612,349.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				426,840.
d From 2007				317,040.
e From 2008				441,246.
f Total of lines 3a through e				1,185,126.
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 1,614,382.				
a Applied to 2008, but not more than line 2a				
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				1,612,349.
e Remaining amount distributed out of corpus	2,033.			
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	1,187,159.			
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				
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)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,187,159.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				426,840.
c Excess from 2007				317,040.
d Excess from 2008				441,246.
e Excess from 2009				2,033.

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4942(1)(5)

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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 18				
Total.			▶ 3a	1,452,000.
b Approved for future payment				
Total.			▶ 3b	

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Enter gross amounts unless otherwise indicated

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

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

- | 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? | | Yes | No |
|---|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | 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. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

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

CONDON O'MEARA MCGINLEY
ONE BATTERY PARK PLACE
NEW YORK, NY

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)	
9,469,849.		MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES 10346933.				P	-877,084.	
		LIMITED PARTNERSHIP GAIN & LOSS PROPERTY TYPE: OTHER				P	242,614.	
		LESS: AMOUNT ATTRIBUTABLE TO UBIT PROPERTY TYPE: OTHER				P	-2,486.	
		TOTAL GAIN (LOSS)					<u>-636,956.</u>	

PART I LINE 6 SCHEDULE OF GAINS AND LOSSES

	Proceeds	Cost	Gain (Loss)
Mutual Funds	6,957,106	7,810,655	(853,549)
Common Stock	2,508,274	2,531,841	(23,567)
Bonds	4,469	4,438	31
Subtotal	9,469,849	10,346,934	(877,084)
Limited Partnership (Losses)			240,128
Total (Losses)			<u>(636,956)</u>

SCHEDULE OF GAINS AND LOSSES FROM LIMITED PARTNERSHIPS

	Gain (Loss)
MW Global Partners, L.P.	6,011
Endowment Private Equity	70,258
TIFF Partners III, LLC	(556)
TIFF Partners I, LLC	(6,560)
KPP Investors II LP	2,481
TIFF Secondary Partners I, LLC	37,568
Snow Capital Investment Partners	130,580
TIFF PEP (2006)	8,492
TIFF PEP (2007)	(6,014)
TIFF PEP (2008)	354
Abrams Capital Partners	-
Total Gains from Limited Partnerships	<u>242,614</u>
Less: Amount attributable to UBIT	<u>(2,486)</u>

	Proceeds	Book Basis	Gain/(loss)
Mutual Fund			
Aston Fds River Rd Sm Cap Val Fd CL I	1,941,829 41	2,984,310 31	(1,042,480 90)
Maunstay Funds	1,500,000 00	1,653,932 24	(153,932 24)
TIFF Short term Fund (Partners I)	310,000 00	310,000 00	
Vanguard Intm Term Inv G-Adm	2,405,276 65	2,094,064 35	311,212 30
Vanguard S/T Corporate-Admr	800,000 00	768,348 17	31,651 83
Total Mutual Fund	6,957,106.06	7,810,655.07	(853,549 01)
Stocks			
American International Group	16,297 83	265,741 12	(249,443 29)
AMR Corp Com	6,551 83	12,558 78	(6,006 95)
Anadarko Pete Corp	61,932 40	17,033 85	44,898 55
Arns Group Inc	12,064 15	10,493 78	1,570 37
Arrow Electronics Inc	9,271 76	10,580 81	(1,309 05)
Atmel Corp	9,407 75	6,466 00	2,941 75
Avnet Inc	10,124 73	8,306 75	1,817 98
Bank of New York Mellon Corp	95,682 43	17,801 74	77,880 69
Barret Bill Corp	8,269 78	14,503 55	(6,233 77)
Barnck Gold Corp	33,762 32	16,685 08	17,077 24
Belo Corporation	2,060 17	2,438 47	(378 30)
BJ Svcs Co	21,444 59	26,432 70	(4,988 11)
Brooks Automation Inc	4,088 32	10,022 82	(5,934 50)
Bucyrus Intl Inc New	13,054 66	13,058 36	(3 70)
C A E Inc Com	10,097 73	7,035 52	3,062 21
Cablevision NY Group CL A	16,924 85	9,566 87	7,357 98
Cameco Corp	29,590 22	5,978 50	23,611 72
Centennial Communications Corp	41,919 04	33,942 11	7,976 93
ChevronTexaco Corp	35,150 09	10,099 44	25,050 65
Chubb Corporation	40,751 11	31,143 92	9,607 19
Cincinnati Bell Inc	9,660 12	14,780 52	(5,120 40)
Cisco Sys Inc	116,396 99	134,700 00	(18,303 01)
Cognex Corp	7,236 38	15,176 68	(7,940 30)
Colgate Palmolive Co	152,682 85	36,648 41	116,034 44
Crown Media Hldgs Inc	1,689 79	1,962 98	(273 19)
Cummins Inc	18,086 72	4,824 88	13,261 84
Diebold Inc	7,529 20	7,586 70	(57 50)
Discovery Communications - A	16,072 61	10,401 15	5,671 46
Dow Chemical Company	211,538 53	329,033 22	(117,494 69)
Eli Lilly & Co	98,073 47	192,785 03	(94,711 56)
Exxon Mobil Corp	34,259 11	11,646 88	22,612 23
Facet Biotech Corp	4,644 00		4,644 00
Flushing Financial Corp	5,469 45	8,516 34	(3,046 89)
Gencorp Inc	2,425 43	14,563 45	(12,138 02)
General Electric Co	41,831 76	123,193 32	(81,361 56)
Gilead Sciences Inc	25,574 82	9,759 15	15,815 67
Goodrich Company	28,212 34	13,180 21	15,032 13
Goodrich Petroleum Company	7,768 59	7,565 73	202 86
Harmonic Inc	13,258 65	15,872 65	(2,614 00)
Heidnck & Struggles Intl Inc	5,544 09	4,606 07	938 02
Helmnch & Payne Incorporated	26,405 92	11,761 50	14,644 42
Hexcel Corp New Com	8,304 28	16,537 50	(8,233 22)
Iac Interactivecorp	1,530 50	1,611 11	(80 61)
Intermet Inc	8,235 38	17,378 83	(9,143 45)
Ion Geophysical Corp	3,658 10	21,336 71	(17,678 61)
Isis Pharmaceuticals	12,053 28	10,211 98	1,841 30
Johnson & Johnson	120,660 59	72,208 33	48,452 26
Kansas City Southern	4,994 99	5,340 69	(345 70)
KB Home	10,009 06	10,723 26	(714 20)
L-1 Identity	6,265 74	10,000 48	(3,734 74)
Lam Resh Corp	13,324 45	10,294 25	3,030 20
Las Vegas Sands Corp	12,311 68	4,862 28	7,449 40
Lazard Ltd	10,208 01	12,544 46	(2,336 45)
Liberty Media Hold Cap	2,768 44	2,210 08	558 36
Lun TV Corp	2,096 94	13,034 73	(10,937 79)
Lodgenet Entertainment Corp	7,904 57	21,963 38	(14,058 81)
LSI Corporation	8,206 38	7,445 40	760 98
Meadwestvaco Corp	7,468 00	11,027 61	(3,559 61)
Medarex Inc	37,316 33	38,275 52	(959 19)
Mosaic Co	23,608 43	4,453 33	19,155 10
Mynad Genetics Inc	44,124 61	10,523 04	33,601 57
Myriad Pharmaceuticals	1,074 93	275 37	799 56
New York Times Co Com Cl A	3,693 81	11,346 00	(7,652 19)
Newmont Mining Corp	20,096 28	13,425 61	6,670 67
Novellus Sys Inc	12,658 68	21,829 39	(9,170 71)
OpenTV Inc	11,533 43	16,876 91	(5,343 48)
OSI Pharmaceuticals Inc	15,279 49	13,172 94	2,106 55
Pall Corporation	15,551 59	13,440 69	2,110 90
Palm Inc	14,646 15	16,316 28	(1,670 13)
PDL Biopharma Inc	7,831 29	22,387 08	(14,555 79)
Pepsico Inc	58,252 50	1,974 34	56,278 16
Precision Castparts Corp	41,572 33	8,714 25	32,858 08
Procter & Gamble Co	28,750 26	13,843 68	14,906 58
Raymond James Financial Inc	6,777 82	9,007 08	(2,229 26)
Regeneron Pharmaceuticals Inc	11,767 69	9,902 64	1,865 05
RF Micro Devices Inc	6,436 76	16,347 52	(9,910 76)
Robert Half International Inc	10,135 85	8,611 34	1,524 51
Rowan Companies Inc.	7,560 36	9,816 67	(2,256 31)
Royal Caribbean Cruises	8,632 85	8,278 27	354 58
RTI Intl Metals Inc	5,775 85	18,528 35	(12,752 50)
Saks Inc	5,723 85	15,042 54	(9,318 69)
Seachange Intl Inc	7,228 68	8,796 59	(1,567 91)
Seattle Genetics Inc	7,515 33	9,150 68	(1,635 35)
Sinclair Broadcast Group Inc	935 03	5,287 53	(4,352 50)
Sirius XM Radio Inc	4,895 24	33,075 63	(28,180 39)
Staples Inc	114,699 44	128,750 00	(14,050 56)
Sullwater Mng co	10,065 06	21,272 68	(11,207 62)

		Proceeds	Book Basis	Gain/(loss)
Sunoco Inc		11,823 69	7,639 36	4,184 33
Telefonos de Mexico SA		136,757 71	60,801 29	75,956 42
Telmex Internacional S A B DE		108,964 88	50,371 71	58,593 17
Trumble Nav Ltd		7,991 79	8,520 00	(528 21)
Triquint Semiconductor Inc		10,053 98	10,773 50	(719 52)
TW Telecom Inc		13,795 20	23,035 80	(9,240 60)
Unifi Inc		2,356 88	9,862 27	(7,505 39)
Union Pacific Corp		57,820 51	23,500 00	34,320 51
United States Cellular Corp		12,188 68	7,950 00	4,238 68
United States Steel Corp		1,577 95	1,876 02	(298 07)
Valspar Corp		14,111 63	12,553 55	1,558 08
Vishay Intertechnology Inc		7,660 92	18,752 70	(11,091 78)
Waddell & Reed Financial Inc		11,867 19	7,217 50	4,649 69
Whirlpool Corporation		8,743 77	12,153 67	(3,409 90)
WPT Enterprises Inc		404 86		404 86
Xoma Corp Bermuda		5,207 60	20,925 44	(15,717 84)
Total Stocks		2,508,274.13	2,531,840.88	(23,566.75)
Bonds				
Canada Govt	3 750% 06/01/10	4,469 02	4,437 66	31 36
Total Bonds		4,469 02	4,437 66	31.36
Total Marketable Securities		9,469,849 21	10,346,933 61	(877,084.40)

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MONEY MARKET INTEREST	5,286.	5,286.
TOTAL	<u>5,286.</u>	<u>5,286.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST & DIVIDENDS FROM SECURITIES	389,472.	389,472.
INTEREST & DIVIDENDS FROM LIMITED PARTNERSHIPS		212,490.
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-19,576.
TOTAL	<u>389,472.</u>	<u>582,386.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INCOME FROM LIMITED PARTNERSHIPS AND SIMILAR TYPE INVESTMENTS - NET	171,367.	-5,675.
ADD: LOSS ATTRIBUTABLE TO UBIT		19,654.
TRUST INSTRUMENTS	20,000.	20,000.
CREDIT TO EXCISE AND INCOME TAXES	36.	
TOTALS	<u>191,403.</u>	<u>33,979.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING 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>
AUDITING AND TAX SERVICES	22,079.	11,040.		11,039.
BOOKKEEPING SERVICES	11,400.	5,700.		5,700.
OTHER BOOKKEEPING SERVICES	22,074.	11,037.		11,037.
TOTALS	<u>55,553.</u>	<u>27,777.</u>	<u>0.</u>	<u>27,776.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CUSTODIAL CHARGES	25,018.	25,018.
INVESTMENT ADVISORY FEES	119,787.	119,787.
TOTALS	<u>144,805.</u>	<u>144,805.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST		19,614.
TOTALS		<u>19,614.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NYS CORPORATION TAX	650.	650.
LESS: AMOUNT ATTRIBUTABLE UBI		-650.
FOREIGN WITHHOLDING TAXES PAID THROUGH PARTNERSHIPS		5,042.
FOREIGN WITHHOLDING TAX ON INV	2,526.	2,526.
FEDERAL EXCISE TAX	1,000.	
TOTALS	<u>4,176.</u>	<u>7,568.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
SUPPLIES	240.	12.	228.
TELEPHONE	8,856.	443.	8,413.
POSTAGE	385.	19.	366.
MISCELLANEOUS	2,718.	272.	2,446.
LIMITED PARTNERSHIP EXPENSES		197,925.	
LESS: AMOUNT ATTRIBUTABLE TO UBIT		-537.	
NYS FILING FEES	870.		870.
TOTALS	<u>13,069.</u>	<u>198,134.</u>	<u>12,323.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED SCHEDULE	6,149,311.	6,149,311.
TOTALS	<u>6,149,311.</u>	<u>6,149,311.</u>

The Achelis Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2009

	December 31, 2009		
	Shares / Principal	Book Basis	Market Value
Stocks			
Abbott Laboratories	5,000	114,421.76	269,950.00
AMR Corp Com	1,400	13,199.84	10,822.00
Anadarko Pete Corp	5,000	67,973.73	312,100.00
Arris Group Inc.	1,400	13,355.72	16,002.00
Arrow Electronics Inc.	400	10,761.48	11,844.00
Ascent Media Corp A	103	2,518.93	2,629.59
Atmel Corp	5,000	19,396.61	23,050.00
Automatic Data Processing Inc	4,500	94,540.82	192,690.00
Avnet Inc	600	11,369.40	18,096.00
Bank of New York Mellon Corp	7,000	34,399.29	195,790.00
Barret Bill Corp	250	13,143.41	7,777.50
Barrick Gold Corp	7,000	124,353.45	275,660.00
Belo Corporation	1,600	2,768.96	8,704.00
BJ Svcs Co	750	22,175.82	13,950.00
Brooks Automation Inc	1,200	18,389.23	10,296.00
Bucyrus Intl Inc New	800	19,325.88	45,096.00
C A E Inc Com	2,300	10,584.14	18,929.00
Cablevision NY Group CL A	1,300	15,387.80	33,566.00
Cameco Corp	1,550	8,424.25	49,863.50
ChevronTexaco Corp	4,500	219,568.31	346,455.00
Chubb Corp	3,000	99,710.24	147,540.00
Cincinnati Bell Inc.	4,850	17,877.50	16,732.50
Coca-Cola Co.	3,000	151,651.43	171,000.00
Cognex Corp	850	17,941.33	15,053.50
Colgate Palmolive Co	4,000	133,636.08	328,600.00
Conocophillips	5,000	144,309.59	255,350.00
Crown Media Hldgs Inc	850	4,784.60	1,232.50
Cummins Inc	750	6,579.37	34,395.00
Diebold Inc	350	8,851.15	9,957.50
Discovery Communications - A	280	4,923.02	8,587.60
Discovery Communications - C	1,030	13,759.26	27,315.60
Exxon Mobil Corp	4,500	137,690.62	306,855.00
Flushing Financial Corp	850	11,696.00	9,571.00
Gannett Inc	750	6,317.48	11,137.50
Gencorp Inc.	1,300	17,740.56	9,100.00
General Electric Co	6,000	167,750.00	90,780.00
Gilead Sciences Inc	750	12,198.94	32,452.50
Goodrich Company	550	18,007.02	35,337.50
Goodrich Petroleum Company	750	18,253.76	18,262.50
Harmonic Inc.	3,200	21,439.84	20,224.00
Heidrick & Struggles Intl Inc	300	4,630.89	9,372.00
Helmrich & Payne Incorporated	750	10,727.25	29,910.00
Hexcel Corp New Com	1,200	28,202.04	15,576.00
Iac Interactivecorp	430	6,959.63	8,806.40
Intel Corp	10,000	167,187.50	204,000.00
Intermec Inc.	1,000	22,146.75	12,860.00
Ion Geophysical Corp	1,750	24,280.67	10,360.00
Isis Pharmaceuticals	1,300	17,875.89	14,443.00
Johnson & Johnson	5,000	178,437.50	322,050.00
Kansas City Southern	600	8,644.88	19,974.00
KB Home	850	15,901.15	11,628.00

The Achelis Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2009

	December 31, 2009		
	Shares / Principal	Book Basis	Market Value
L-1 Identity	1,000	11,938.77	7,490.00
Lam Resh Corp	750	16,306.14	29,407.50
Las Vegas Sands Corp.	1,400	6,331.24	20,916.00
Lazard Ltd	550	20,144.47	20,883.50
Liberty Media Hold Cap	250	2,762.60	5,970.00
Lin TV Corp	1,806	18,318.51	8,054.76
Lodgenet Entertainment Corp	950	7,741.20	5,253.50
LSI Corporation	2,500	9,306.75	15,025.00
Marshall & Ilsley Corp	950	8,073.86	5,177.50
Meadwestvaco Corp	700	19,100.81	20,041.00
Mitsubishi UFJ Finl Group	5,000	72,495.56	24,600.00
Mosaic Co.	400	4,433.33	23,892.00
Myriad Genetics Inc	1,100	13,985.23	28,699.00
New York Times Co Com Cl A	800	16,503.28	9,888.00
Newmont Mining Corp	2,500	71,637.11	118,275.00
Novellus Sys Inc	950	23,140.18	22,173.00
Onyx Pharmaceuticals Inc	450	10,924.70	13,203.00
Orient Express Hotels Ltd	1,550	14,351.39	15,717.00
OSI Pharmaceuticals Inc	650	26,287.83	20,189.00
Pall Corporation	850	20,106.84	30,770.00
Palm Inc	1,250	11,924.62	12,537.50
PDL Biopharma Inc	1,450	15,938.12	9,947.00
Pepsico Inc	5,500	128,498.36	334,400.00
Precision Castparts Corp	400	6,300.00	44,140.00
Procter & Gamble Co	5,500	168,802.46	333,465.00
Raymond James Financial Inc	650	13,331.98	15,450.50
Regeneron Pharmaceuticals Inc	1,000	15,337.65	24,180.00
RF Micro Devices Inc	2,250	13,719.36	10,732.50
Robert Half International Inc	650	19,352.20	17,374.50
Rowan Companies Inc.	450	15,043.23	10,188.00
Royal Caribbean Cruises	750	11,288.55	18,960.00
Royal Dutch Shell PLC	3,500	60,401.25	210,385.00
RTI Intl Metals Inc	850	29,990.84	21,394.50
Saks Inc	1,600	21,433.20	10,496.00
Seachange Intl Inc	1,700	13,594.73	11,152.00
Seattle Genetics Inc	1,250	13,456.87	12,700.00
Sinclair Broadcast Group Inc	1,250	9,434.53	5,037.50
Stillwater Mng co	2,150	21,401.96	20,382.00
Sunoco Inc	600	20,111.70	15,660.00
Trimble Nav Ltd	850	18,733.40	21,420.00
Triquint Semiconductor Inc	3,150	14,566.60	18,900.00
TW Telecom Inc	1,400	22,788.77	24,010.00
Unifi Inc	1,950	13,257.04	7,566.00
Union Pacific Corp	5,000	66,388.94	319,500.00
United Global Inc Rts	1,232		
United States Cellular Corp	400	10,785.14	16,964.00
United States Steel Corp	100	3,752.05	5,512.00
Valspar Corp	850	17,769.86	23,069.00
Vishay Intertechnology Inc	1,900	26,352.90	15,865.00
Waddell & Reed Financial Inc	800	11,548.00	24,432.00
Whirlpool Corporation	200	11,703.33	16,132.00

The Achelis Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2009

	December 31, 2009		
	Shares / Principal	Book Basis	Market Value
Total Stocks		3,557,068.21	6,149,310.95

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED SCHEDULE	863,367.	863,367.
TOTALS	<u>863,367.</u>	<u>863,367.</u>

The Achelis Foundation
Schedule of Marketable Securities
For the Year Ended December 31, 2009

		December 31, 2009		
		Shares / Principal	Book Basis	Market Value
Bonds				
Canada Govt	3.750% 06/01/10	254,688	254,875.00	241,815.00
Conocophillips	4.750% 02/01/14	200,000	204,518.00	214,738.00
Pepsico Inc.	3.750% 03/01/14	150,000	153,000.00	155,010.00
Wal-Mart Stores Inc	3.000% 02/03/14	100,000	100,833.00	100,525.00
Templeton Global Bond Fund - A		11,893	150,000.00	151,279.00
Total Bonds			863,226.00	863,367.00

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS	8,751,487.	8,751,487.
M.W. GLOBAL L.P.	2,116,039.	2,116,039.
TIFF PARTNERS I L.P.	14,327.	14,327.
TIFF PARTNERS III L.P.	162,283.	162,283.
ENDOWMENT PRIVATE EQUITY PART.	589,885.	589,885.
TIFF SECONDARY PARTNERS I L.P.	973,737.	973,737.
KPP INVESTORS II L.P.	483,993.	483,993.
PRIVATE ADV. STABLE VALUE FUND	879,339.	879,339.
GRT TOPAZ OFFSHORE PRTNRS LTD	2,133,920.	2,133,920.
SNOW CAPITAL INVEST. PARTNER		
TIFF PARTNERS III	472,489.	472,489.
TIFF SECONDARY PARTNERS 2007	305,380.	305,380.
TIFF SECONDARY PARTNERS 2008	205,009.	205,009.
FAIRFIELD REDSTONE FUND		
GCM CREDIT OPPORTUNITY FUND	1,271,118.	1,271,118.
ABRAMS CAPITAL PARTNERS II	2,500,000.	2,500,000.
REGIMENT CAPITAL	2,500,000.	2,500,000.
TOTALS	<u>23,359,006.</u>	<u>23,359,006.</u>

ATTACHMENT 12.FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

7,383,451.

TOTAL

7,383,451.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN B. KRIEGER 767 THIRD AVENUE NEW YORK, NY 10017	SECRETARY 40 HRS/WK	53,333.	6,400.	0.
SEE ATTACHED SCHEDULE	1-3 HRS/WK			
	GRAND TOTALS	<u>53,333.</u>	<u>6,400.</u>	<u>0.</u>

THE ACHELIS FOUNDATION

767 Third Avenue, 4th Floor
New York, NY 10017-2023

212-644-0322

main@achelis-bodman-fnds.org

Fax: 212-759-6510

www.fdncenter.org/grantmaker/achelis-bodman

Officers

President	}	Russell P. Pennoyer
Vice President		Mary Phipps
	}	Peter Frelinghuysen
Treasurer	}	Horace I. Crary, Jr.
Secretary	}	John B. Krieger
		Walter J.P. Curley, Jr.
Directors/Trustees	}	Anthony D. Duke
		Leslie Lenkowsky
Chairman & CEO		John N. Irwin III

Time Devoted	1-3 hours/week
Address	c/o the Foundation
Expense Allowance	None
Compensation	None
Contributions to Employee Benefit Plan	None

990PF, PART. VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS .ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MORRIS AND MCVEIGH 767 THIRD AVE. NEW YORK, NY 10017	INVESTMENT	76,066.
TOTAL COMPENSATION		<u>76,066.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MR. JOHN N. IRWIN, CEO AND TREASURER
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. RUSSELL P. PENNOYER, PRESIDENT
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

MR. JOHN KRIEGER, SR PROGRAM OFFICER
767 THIRD AVENUE
NEW YORK, NY 10017
212-644-0322

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT REQUESTS SHOULD BE FORWARDED BY LETTER, ONE COPY ONLY, OVER THE SIGNATURE OF AN APPROPRIATE OFFICER. ORGANIZATIONS WITH WHICH THE FOUNDATION MAY NOT BE FAMILIAR WITH SHOULD INCLUDE A STATEMENT OF HISTORY AND PURPOSES, THE SCOPE OF CURRENT ACTIVITIES, THE PROJECT OR PURPOSE FOR WHICH FUNDS ARE SOUGHT AND FINANCIAL DATA AS TO BOTH THE ORGANIZATION AND THE PROPOSAL ITSELF, TOGETHER WITH PROOF OF TAX-EXEMPT STATUS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION'S ACTIVITIES ARE PRIMARILY CENTERED IN GREATER NEW YORK UNDER THE CURRENT PROGRAM, GRANTS ARE USUALLY NOT AUTHORIZED FOR TRAVEL, PUBLICATIONS, FILMS, OR CONFERENCES. THE FOUNDATION DOES NOT ENGAGE DIRECTLY IN RESEARCH OR EXPERIMENTAL PROJECTS. THE FOUNDATION DOES NOT MAKE LOANS NOR DOES IT MAKE GRANTS TO INDIVIDUALS.

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

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	NONE 501(C)3	SEE ATTACHED SCHEDULE	1,452,000
TOTAL CONTRIBUTIONS PAID			1,452,000

THE ACHELIS FOUNDATION 2009

GRANTS / PLEDGES / DISCRETIONARY GIFTS

Grantee	AKA	Project Title	Amount
564 Park Avenue Preservation Foundation 564 Park Avenue New York, NY 10065		General Operating Support - MG	\$1,000
Adults and Children with Learning and Developmental Disabili The Lindner Center 807 South Oyster Bay Road Bethpage, NY 11714	ACLD	Chichester House - MG	\$1,000
Aid to the Church in Need 378 Broome Street New York, NY 10013		General operating support - MG	\$800
Aid to the Church in Need 378 Broome Street New York, NY 10013		General Operating Support - MG	\$800
American Enterprise Institute for Public Policy Research 1150 - 17th Street, NW Washington, DC 20036-4670	AEI	General operating support - MG	\$1,000
American Hospital of Paris Foundation 575 Madison Avenue, 10th Floor New York, NY 10022		General Operating Support - MG	\$1,000
Ascend Learning 205 Rockaway Parkway Brooklyn, NY 11212	Building Excellent Schools	Start-up and first year expenses of the Brownsville Ascend Charter School	\$50,000
Bates College (The President & Trustees of) 2 Andrews Road Lewiston, MA 04240		General Operating Support - MG	\$4,000
Battery Conservancy One New York Plaza Concourse Level New York, NY 10004	Conservancy for Historic Battery Park	General Operating Support - MG	\$2,000
Big Brothers Big Sisters International 1315 Walnut Street, Suite 1108 Philadelphia, PA 19107		General Operating Support - MG	\$1,000

Grantee	AKA	Project Title	Amount
Big Brothers Big Sisters of New York City 223 East 30th Street New York, NY 10016	Big Brothers, Inc., and Big Brother Movement	Youth Mentoring in the Outer Boroughs	\$25,000
Birch Wathen Lenox School 210 E 77th Street New York, NY 10075		General Operating Support - MG	\$3,000
Bowery Mission 132 Madison Avenue New York, NY 10016-7050	Christian Herald Association	Discipleship Institute	\$25,000
Boys Hope Girls Hope of New York P.O. Box 80477 Staten Island, NY 10308-0003	Jesuit Program for Living and Learning of New York, Inc.	Support for boarding programs in Brooklyn	\$15,000
Brick Presbyterian School 62 East 92nd Street New York, NY 10128	Brick Church School	General operating support - MG	\$4,000
Brooklyn Prospect Charter School c/o New York City Charter School Center 111 Broadway, Suite 604 New York, NY 10006		For start-up and first-year expenses	\$50,000
Cathedral Preparatory Seminary 56-25 92nd Street Elmhurst, NY 11373		Annual Catholic Appeal, General operating support - MG	\$800
Center for Court Innovation 520 Eighth Avenue New York, NY 10018	Fund for the City of New York	Queens Juvenile Mental Health Project	\$50,000
Center for Neighborhood Enterprise 1625 K Street, NW Suite 1200 Washington, DC 20006	NCNE; National Center for Neighborhood Enterprise; CNE	Violence-Free Zone at the August Martin High School in Queens, NY	\$50,000
Chamber Music Society of Lincoln Center, Inc. 70 Lincoln Center Plaza New York, NY 10023-6582		General Operating Support - MG	\$20,000
Children's Center at Bedford Hills Correctional Facility 247 Harris Road Bedford Hills, NY 10507		General operating support	\$15,000

Grantee	AKA	Project Title	Amount
Christodora, Inc. 1 East 53rd Street, 14th Floor New York, NY 10022		General Operating Support - MG	\$20,000
City Harvest 575 Eighth Avenue Fourth Floor New York, NY 10018		General operating support	\$25,000
Council of American Ambassadors 888 17th Street, NW, Suite 901 Washington, DC 20006		General Operating Support - MG	\$2,000
Court Appointed Special Advocates NYC 50 Broadway 31st Floor New York, NY 10004-1694	CASA	General operating support	\$25,000
Exalt Youth 150 Court Street Second Floor Brooklyn, NY 11201		Exalt Youth Internship Program	\$25,000
Eye-Bank for Sight Restoration, Inc. 120 Wall Street Third Floor New York, NY 10005-3902		To purchase a state-of-the-art pachymetry system	\$25,000
Family Justice 625 Broadway, 8th Floor New York, NY 10012		Gang Prevention and Intervention Program	\$25,000
Fishers Island Community Center PO Box 464 Fishers Island, NY 06390	Island Community Center	General Operating Support - MG	\$1,000
Fishers Island Recreational Path Foundation PO Box 143 Fishers Island, NY 06390		General Operating Support - MG	\$1,000
Food Bank for New York City, Food for Survival 39 Broadway Tenth Floor New York, NY 10006	FoodChange, Inc.	General operating support	\$25,000
Foundation for Cultural Review 900 Broadway Suite 400 New York, NY 10003	THE NEW CRITERION	General Operating Support - MG	\$4,000

Grantee	AKA	Project Title	Amount
Franklin and Marshall College PO Box 3003 Lancaster, PA 17604		Sidney Wise Internship - MG	\$1,200
Frick Collection 1 East 70th Street New York, NY 10021		Research Library Patricia Barnett Book Fund - MG	\$2,000
Garden Conservancy PO Box 219 Cold Spring, NY 10516		Hume Japanese Stroll Garden - MG	\$4,000
Garden Conservancy PO Box 219 Cold Spring, NY 10516		General Operating Support - MG	\$1,000
Gilder Lehrman Institute of American History 19 West 44th Street Suite 500 New York, NY 10036		general operating support of NYC activities	\$75,000
Girl Scout Council of Greater New York 43 West 23rd Street New York, NY 10010-4283		General Operating Support - MG	\$1,000
Greenwood Gardens 274 Old Short Hills Road Short Hills, NJ 07078		General Operating Support - MG	\$1,000
Growing Up Green Charter School 39-37 28th Street Long Island City, NY 11101		General operating support for first year of operation	\$50,000
Heart of Brooklyn 789 Washington Avenue Brooklyn, NY 11238-5485	Brooklyn Cultural Adventures Program (BCAP)	General operating support	\$15,000
Heart's Home USA 108 St. Edwards Street Brooklyn, NY 11205		General Operating Support - MG	\$200
Historic House Trust 830 Fifth Avenue The Arsenal, Room 203 New York, NY 10065		General operating support	\$15,000
Horticultural Society of New York 148 West 37th Street, 13th Floor New York, NY 10018-6909		GreenHouse and GreenTeam programs	\$40,000

Grantee	AKA	Project Title	Amount
Horticultural Society of New York 148 West 37th Street, 13th Floor New York, NY 10018-6909		General Operating Support - MG	\$5,000
Hotchkiss School PO Box 800 Lakeville, CT 06039-0800		General Operating Support - MG	\$1,000
Indiana University Foundation PO Box 500 Bloomington, IN 47402	Center on Philanthropy Indiana University	For SPEA - MG	\$1,000
Indiana University Foundation PO Box 500 Bloomington, IN 47402	Center on Philanthropy Indiana University	Student Internship Fund - MG	\$2,000
Indiana University Foundation PO Box 500 Bloomington, IN 47402	Center on Philanthropy Indiana University	For Studio Arts Textile Purchase Sewing Machine - MG	\$2,000
Institute of Classical Architecture & Classical America 20 West 44th Street New York, NY 10036		Completion and publication of "The Handbook of the Classical Tradition"	\$15,000
Irish Georgian Society 7 Washington Square, Suite 21A New York, NY 10003		General Operating Support - MG	\$2,000
Island Health Project PO Box 344 Fishers Island, NY 06390		General operating support - MG	\$2,000
KIPP New York 625 West 133rd Street, 3rd Floor New York, NY 10027		First-year expenses of KIPP Academy Elementary School	\$50,000
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028-0198		General operating support	\$25,000
Middle Way House PO Box 95 Bloomington, IN 47402		General operating support - MG	\$1,000
Monica's Manor 355 Jackson Avenue Mineola, NY 11501		General Operating Support - MG	\$800

Grantee	AKA	Project Title	Amount
Montefiore Medical Center 111 East 210th Street Bronx, NY 10467		J.E. and Z.B. Butler Child Advocacy Center	\$25,000
Nature Conservancy - Pennsylvania 15 East Ridge Pike, Suite 500 Conshohocken, PA 19428		General Operating Support (Long Island)- MG	\$1,000
Nature Conservancy - Pennsylvania 15 East Ridge Pike, Suite 500 Conshohocken, PA 19428		General Operating Support - MG	\$1,000
Navy Seal Warrior Fund Church Street Station PO Box 3138 New York, NY 10008		General operating support - MG	\$1,600
New York Botanical Garden 200th Street and Kazimiroff Boulevard Bronx, NY 10458-5126		General operating support	\$50,000
New York Public Library Fifth Avenue and 42nd Street New York, NY 10018-2788	New York Public Library, Astor, Lenox and Tilden Foundations	2010 Exhibition "Sacred: Discover What We Share"	\$25,000
New-York Historical Society 170 Central Park West New York, NY 10024		Unrestricted - MG	\$4,000
North Shore Land Alliance 151 Post Road Old Westbury, NY 11568		General Operating Support - MG	\$2,000
Phipps Community Development Corporation 902 Broadway New York, NY 10010-6033	Phipps Houses	Bridge to College program	\$25,000
Planned Parenthood of Nassau County 540 Fulton Avenue Hempstead, NY 11550		General Operating Support - MG	\$2,000
Police Athletic League, Inc. 34 1/2 East 12th Street New York, NY 10003	PAL	In-School Training and Employment Program	\$25,000
Prospect Park Alliance 95 Prospect Park West Brooklyn, NY 11215		general operating support	\$25,000

Grantee	AKA	Project Title	Amount
Providence House 703 Lexington Avenue Brooklyn, NY 11221		Education programs	\$40,000
Queens Botanical Garden Society, Inc. 43-50 Main Street Flushing, NY 11355		General operating support	\$15,000
Sadie Nash Leadership Project 157 Montague Street Brooklyn, NY 11201		General operating support	\$15,000
Save the Redwoods League 114 Sansome Street Suite 1200 San Francisco, CA 94104-3823		Redwood Land Program	\$15,000
Smithsonian Cooper-Hewitt, National Design Museum 2 East 91st Street New York, NY 10128-0669		General Operating Support	\$25,000
Spence-Chapin Services to Families and Children 410 East 92nd Street New York, NY 10128-6804	Spence-Chapin Adoption Service	A Special Adoption Program	\$30,000
St. Bernard's School 4 East 98th Street New York, NY 10029		Annual Fund - MG	\$3,000
St. Bernard's School 4 East 98th Street New York, NY 10029		Capital Campaign - MG	\$4,000
St. Francis Xavier Church 225 6th Avenue Brooklyn, NY 11215		General Operating Support - MG	\$4,000
St. Francis Xavier Church 225 6th Avenue Brooklyn, NY 11215		General Operating Support - MG	\$800
Summit Academy Charter School c/o New York City Charter Schools Center 111 Broadway, Suite 604 New York, NY 10006		Start-up and first-year expenses	\$50,000

Grantee	AKA	Project Title	Amount
Thomas B. Fordham Institute 1016 - 16th Street, NW Eighth Floor Washington, DC 20036		A study, "How School-Reform Friendly Are America's Big Cities?"	\$25,000
UJA Federation of New York 130 East 59th Street New York, NY 10022		Social Workers and Religious Diversity training program	\$5,000
Uncommon Schools 826 Broadway Ninth Floor New York, NY 10003		For start-up and first-year expenses of Excellence Girls Charter School; Brownsville Collegiate Charter School; Leadership Preparatory Charter School; and Uncommon Charter High School	\$200,000
United Way of Bloomington & Monroe County 441 S. College Avenue Bloomington, IN 47403		General Operating Support- MG	\$1,000
USSGA Memorial Fund 88 Field Point Road Greenwich, CT 06830		General Operating Support - MG	\$1,000
USSGA Memorial Fund 88 Field Point Road Greenwich, CT 06830		General Operating Support - MG	\$1,000
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460-1099	New York Zoological Society; International Wildlife Conservancy Society; Bronx Zoo	Annual Giving - MG	\$20,000
Grand Totals (86 items)			\$1,452,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME (LOSS)	900001	-19,654.	14	-31,557.	.
TOTALS		<u>-19,654.</u>		<u>-31,557.</u>	

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

▶ 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.

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 Form 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 File by the due date for filing your return. See instructions	Name of Exempt Organization	THE ACHELIS FOUNDATION	Employer identification number
	C/O MORRIS & MCVEIGH		13-6022018
	Number, street, and room or suite no. If a P.O. box, see instructions		
	767 THIRD AVENUE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	NEW YORK, NY 10017		

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

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ▶ C/O THE FOUNDATION

Telephone No ▶ 212 644-0322

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 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ ☒ calendar year 2009 or
- ▶ ☐ tax year beginning _____, and ending _____

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	\$ 20,000
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	\$ 45,888
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	\$ 0

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

• 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 the return. See instructions	Name of Exempt Organization THE ACHELIS FOUNDATION C\O MORRIS & MCVEIGH	Employer identification number 13-6022018
	Number, street, and room or suite no. If a P.O. box, see instructions 767 THIRD AVENUE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10017	

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

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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 ☒ C\O THE FOUNDATION

Telephone No ☐ 212 644-0322

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 11/15/2010

5 For calendar year 2009, or other tax year beginning ☐ and ending ☐

6 If this tax year 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 TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTFULLY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

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 \$ 20,000
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 \$ 45,488
c Balance Due. Subtract line 8b from line 8a. 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.	8c \$

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

ACCOUNTANTS AUTHORIZED TO SIGN RETURNS

Signature ☐

Title ☐

Date ☐ AUG 09 2010

Form 8868 (Rev. 4-2009)

CONDON O'MEARA MCGINTY & DONNELLY L
ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1405