Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2008

For calendar year 2008, or tax year beginning July 1 , 2008, and ending June 30 , 20 09

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

Name of foundation
illume productions inc

Number and street (or P.O. box number if mail is not delivered to street address)
58 West 58th Street

Room/suite
33A

City or town, state, and ZIP code
New York, NY 10019-2502

A Employer identification number
52 2230609

B Telephone number (see page 10 of the instructions)
(212) 319-4810

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 foundation

I 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	126761			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	00	00	00	
	4 Dividends and interest from securities	00	00	00	
	5a Gross rents	00	00	00	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	00			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		00		
	8 Net short-term capital gain			00	
	9 Income modifications			00	
	10a Gross sales less returns and allowances 00				
	b Less: Cost of goods sold 00				
	c Gross profit or (loss) (attach schedule)	00		00	
	11 Other income (attach schedule)	00	00	00	
	12 **Total.** Add lines 1 through 11	126761	00	126761	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	00	00	00	00
	14 Other employee salaries and wages	00	00	00	00
	15 Pension plans, employee benefits	00	00	00	00
	16a Legal fees (attach schedule)	6586	00	6586	6586
	b Accounting fees (attach schedule)	7440	00	7440	7440
	c Other professional fees (attach schedule)	21164	00	21164	21164
	17 Interest	12949	00	12949	12949
	18 Taxes (attach schedule) (see page 14 of the instructions)	00	00	00	00
	19 Depreciation (attach schedule) and depletion	0	00	0	
	20 Occupancy	39416	00	39416	39416
	21 Travel, conferences, and meetings	15429	00	15429	15429
	22 Printing and publications	956	00	956	956
	23 Other expenses (attach schedule)	243699	00	243699	39042
	24 **Total operating and administrative expenses.** Add lines 13 through 23	347639	00	347639	142982
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements.** Add lines 24 and 25	347639	00	347639	142982
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-220878			
	b **Net investment income** (if negative, enter -0-)		0		
	c **Adjusted net income** (if negative, enter -0-)			0	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	19363	8282	8282
	2 Savings and temporary cash investments	00	00	00
	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 15 of the instructions)	716	1266	1266
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	00	00	00
	8 Inventories for sale or use	3118790	2914133	2914133
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ 20802			
	Less accumulated depreciation (attach schedule) ▶ 20802	00	00	00
	15 Other assets (describe ▶)	00	00	00
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	3138869	2923682	2923682
Liabilities	17 Accounts payable and accrued expenses	30353	30320	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	3867320	4357265	
	21 Mortgages and other notes payable (attach schedule)	508960	24739	
	22 Other liabilities (describe ▶ deposit from others)	95671	95671	
	23 **Total liabilities** (add lines 17 through 22)	4502304	4507995	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	-1363435	-1584313	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	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)	-1363435	-1584313	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3138869	2923682	

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	-1363435
2 Enter amount from Part I, line 27a	2	-220878
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	-1584313
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	-1584313

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	N/A			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
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))
2007	N/A		
2006			
2005			
2004			
2003			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ..... **(attach copy of ruling letter if necessary—see instructions)**	1	N/A
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ _____ **(2)** On foundation managers. ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		✓
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	✓	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	✓	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ **Cynthia Newport** Telephone no. ▶ **212-319-481**

Located at ▶ **58 West 58th Street, #33A, New York, NY** ZIP+4 ▶ **10019-2502**

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☑ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		✓
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 2008?	1c		✓
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☑ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see 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. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		✓

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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		
	If you answered "Yes" to 6b, also file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . .	7b		

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

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

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

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 . . . . . ▶

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 ▶

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 **See Schedule K**	
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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	00
b	Average of monthly cash balances	1b	8000
c	Fair market value of all other assets (see page 24 of the instructions)	1c	00
d	**Total** (add lines 1a, b, and c)	1d	8000
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	00
3	Subtract line 2 from line 1d	3	8000
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	00
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8000
6	**Minimum investment return.** Enter 5% of line 5	6	400

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	
2a	Tax on investment income for 2008 from Part VI, line 5	2a		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	
4	Recovenes of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	
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	

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	142982
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	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	142982
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142982

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years: 20___,20___,20___				
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ _____				
a Applied to 2007, 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 2008 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008 *(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				
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 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				
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 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling . . . . ▶ 04/27/2006

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

2a 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 (a) 2008	Prior 3 years (b) 2007	(c) 2006	(d) 2005	(e) Total
	0	0	0	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets	2923682	3138869	35369610	3529134	44961295
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	2923682	3138869	35369610	3529134	44961295
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	126761	527263	199081	93495	946600
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	126761	527263	199081	93495	946600
(3) Largest amount of support from an exempt organization	12500	187500	0	0	200000
(4) Gross investment income	0	0	0	0	0

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 27 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).)

Cynthia Newport

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

None

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

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

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

n/a

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

n/a

c Any submission deadlines:

n/a

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

n/a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* **None**				
Total ▶ **3a**				
b *Approved for future payment* **None**				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a ITVS film project					126761
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				0	126761
13 **Total.** Add line 12, columns (b), (d), and (e)				13	126761

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)
1a	**in order to produce the film, this income came in to meet the project objectives and the entire expenses incurred during this reporting period**

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

Sign Here

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

Signature of officer or trustee | Date: 2/14/2009 | Title: Chief Financial Officer

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's identifying number (see Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN ▶	
		Phone no. ( )	

2008 Return of Organization Exempt From Income Tax 990PF

illume productions, inc.
52-2230609

Schedule A

FORM 990PF (2008)

Part 1 Line 1

Contributions – Cynthia Newport	$114,260.50

Schedule B

Part I line 16a (Legal Fees)

Holland & Knight	$ 6,586

Part I Line 16b (Accounting Fees)

K.A. Trotter, Inc.	$ 2,288.00	
Eisner	$ 1,200.00	
Richard Kamenitzer (CFO)	$ 3,292.00	
Aronson & Company	$ 660.00	$ 7,440

Part I Line 16c (Other professional fees)

Production Personnel		$ 16,716	
Director	(965)		
Assistant Editor	(620)		
Transcriber	(620)		
Still Photography	(652)		
Other producing staff	(13,859)		
Management Services		$ 432	
Fundraising		$ 225	
Business Development		$ 540	
Film Festivals		$ 546	
Distribution and Outreach		$ 2,705	$ 21,164

Schedule D

Part I Line 23 (Other Expenses)		Cash
1.Amortization of film	204,657	-0-
2.Equipment rental	2,081	2,081
3.Supplies	1,086	1,086
4.Meals	2,932	2,932
5.Shipping	812	812

6.Telephone(inc. internet)	2,833	2,833
7.Dues & Licenses	735	735
8. Duplication/Transfer	762	762
9. Gifts	119	119
10. Online Post / Finishing	125	125
11.Bank fees	329	329
12.Computer Expense	477	477
13. Computer Repair	383	383
14.Web Maintenance	54	54
15. Music	16,530	16,530
16. ITVS production costs	1,804	1,804
17. Other	55	55
18.Insurance	7,925	7,925
Total	$243,699	$ 39,042

Schedule F **Form 990PF (2008)**

Part II line 20

Loans from Officers, Directors, Etc.

Lender's Name:	Cynthia Newport	
Original amount	$4,357,265	Prior Year=$3,867,320
Balance due	$4,357,265	
Date of Note	06/30/2009	
Maturity date:	06/30/2010	
Lender's Title:	Executive Director	
Repayment Terms:	n/a	
Interest Rate:	0	
Security Provided by Borrower:	n/a	
Purpose of Loan:	organizational funds	
Description of Consideration:	n/a	
FMV of Consideration:	$0.00	
Total Due:	$4,357,265	

[no interest charged]

Schedule G

Part II line 21

Other notes payable

Eagle Bank $24,739 line of credit Prior Year = $508,960

2008 Return of Organization Exempt From Income Tax 990PF

illume productions, inc.
52-2230609

Schedule H

Part VII-A line 8B

As a result of being determined to "not" be qualified to be "other than a private foundation" during the advanced ruling period, 2005 became the first year illume productions, inc. was required to file a 990PF as a private foundation. Therefore, as 2005 was the first filing of (990PF) return, this will be the third year and a copy of this will again be sent to the District of Columbia.

Schedule I

Part VII-a line 10

Substantial contributor:

Cynthia Newport has been and remains a substantial contributor
58 West 58th Street, #33A
New York, NY 10019

Schedule J

Part VIII

Officers, Directors, Trustees, and Key Employees

		Comp	Ben	Expen
Cynthia Newport 58 West 58th Street New York, NY 10019	Executive Director 40 hours/week	0	0	0
William Reeder 7995 Pinnacle Ridge Dr. Manassas, VA 20112	Trustee less than 1 hour/week	0	0	0
Dr Florence Fasanelli 4711 Davenport Ave, NW Washington, DC 20016	Trustee less than 1 hour/week	0	0	0

2008 Return of Organization Exempt From Income Tax 990PF

illume productions, inc.
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Harriet M. Fullbright 1311 North Lynbrook Drive Arlington, VA 22201	Trustee less that 1 hour/week	0	0	0
Richard Kamenitzer 2205 Califronia St NW, 104 Washington, DC 20008	Trustee/Treasurer/CFO 3 hours/week	$3,292.00	0	0

Schedule K

illume productions, inc

notes to the financial statement
for the period ending June 30th 2009

- **Rob Kapilow's *American Journey***
    - *SummerSun WinterMoon (SSWM)*

      Summary:

      The technically intricate *post*production of the finial broadcast version of *Summer Sun Winter Moon* was completed for PBS per their demanding 'specs' in mid 2008 ... some five years after the specific documentary project began. This was followed by a year-long (essentially FY 09) period of special screenings and film festival participation during which negotiations for a firm PBS air date doggedly continued – along with efforts to resolve the challenging rights and licensing issues essential to such an airing.

      FY 09 began (in July 08) with a meaningful occasion. Kapilow, Newport and the core production team traveled to the Blackfeet Nation Reservation in Browning, MT. A special screening of the film was held for the community that is the 'heart and soul' of the project in honor of Darrell Kipp's nationally recognized Piegan Institute's anniversary. We, the producing team, were humbled and exhilarated by the response in Browning. Their tears flowed. Profound thoughts. Celebrations. Encouragement.

In anticipation of the education/outreach project to come, illume arranged for a representative from Topics Education to join us in MT .. to experience directly, get to know Rob and Darrell in person. An expansive curriculum-budget proposal was crafted over the following month, built around lesson modules in cross-cultural understanding. The intention always that Rob Kapilow and Darrell Kipp -- teachers at heart -- will be deeply involved.

Subsequent film festival participation reflected the duality inherent in the project from a curating/programming and audience point of view: mainstream, urban arts/intellectual on one hand; nontraditional (particularly by PBS standards) .. multicultural, generally younger .. on the other. East Coast. The 'West'. Thru early FY 09, the film was featured at: San Francisco's Native American Film Festival; Palm Springs; the prestigious St Louis International Film Festival; Lincoln Center; Montreal's esoteric arts festival. In between. 'Crossing the Divide', bridging cross-cultural understanding. The festival experiences were lessons in how we might further that core goal

Mid FY 09 (late summer, fall 08) was for SSWM, illume productions -- as for so many individuals and entities -- 'unkind'. ITVS' remaining financial commitment to illume remained steady and was in fact increased in the course of FY 09 by several thousand dollars. However, ITVS (with great appreciation to the entity and very much the team) has provided less than half of what it has cost/will cost to bring SSWM forward. The intention was to simultaneously coordinate the PBS broadcast with 'release' of the educational curriculum and DVDs. Fate, in the form of the recession, intervened.

FY 09 ended (in June 09) with an ITVS/PBS commitment to broadcast/feed SSWM with an institutional push on their side beginning in Nov 09 (FY 10). While helpfully providing some infrastructure and support, the primary task of engaging autonomous PBS affiliates -- market by market, one by one -- to air and promote the film falls to illume, still reeling from the 'downturn'.

Hard choices. Let it go. Or take additional institutional risks. As FY 10 began (July 1 09) two new dynamic, effective, make-it-happen individuals were engaged by illume: Station Relations Manger Regina Eisenberg .. key to the 200+ airings to follow; PR/advocate Ken Lingard of 1680pr, the only native-owned pr firm .. and a broadly successful entity generally.

The strategic choice was made to release the educational/outreach component and DVDs sequentially rather than simultaneously with the initial broadcast phase: in other words following the first broadcast run.

FY 09 ended with new beginning on the SSWM front.
illume was invited by ITVS to submit a proposal for the innovative Project 360, an initiative to draw nontraditional, younger audiences to PBS. Following the highly competitive process, illume was awarded funds to create a stand-alone short -- *Jesse's Diary*.
ITVS response follows:

Cynthia,
I want to congratulate you and your team on the short film Jessie's Story, that you created to support and serve as a companion piece to SUMMER SUN, WINTER MOON. Jessie's Story is exactly what we were trying to achieve with our Project 360 initiative Your team were able to create a stand alone piece which is both thematically related to the long film but also has the ability to stand alone, engage an audience on it's own merits as a film, and draw people to the film like a trailer could never achieve At our ITVS annual staff meeting last Friday we used the short, as standout example of the 50 shorts we have commissioned thus far, to showcase what we are trying achieve by having Producers create these shorts films Staff having watched it felt compelled to see SUMMER SUN, WINTER MOON if they hadn't seen it already Great work.
Richard
Richard O'Connell
Director of Production
[ITVS]

A note regarding the relationship with ITVS/PBS beyond FY 09: It is expected that illume will receive final funds from ITVS in the first half of FY 10. However, illume's relationship with ITVS/PBS will continue for years. Stipulations in the contract that accompanied the awarding of monies: give PBS the right to a four-year broadcast window beginning in Nov 09; entitle ITVS to a small percentage of income that illume earns from DVD sales, foreign and domestic licensing of SSWM; require regular reporting

Looking ahead for the project as a whole: a response to a question from a WNET/NYC blogger in Jan 10 provides a look to the future:

How has the project continued to evolve?
Colin Fitzpatrick
Sr. Producer - Interactive THIRTEEN Sunday Arts

The *Summer Sun WInter Moon* project is evolving -- faster than we can keep up with it (aka Rob, Darrell too)-- at community-specific and broader levels.
A particular 'dream' for all involved: to have the full Helena Symphony Orchestra (which appears in the film), together w Rob, Darrell and the production crew, travel to the Blackfeet reservation in Browning MT and perform/celebrate SSWM for the community that is the 'heart and soul' of the project.
On a broader level, an education/outreach initiative is the long -planned next step .. built around the core concept of 'Bridging the Divide', encouraging 'cross cultural understanding' .. as important today as, in retrospect, it is on reflecting/re-understanding Lewis&Clark. Sounds dryly academic .. but Rob speaks to his personal experience and we saw it happen.
Both Rob and Darrell are serious, life-altering teachers ... and yes, 'talkers', characters too (lots of humorous back) Their voices, the 'languages' they speak infusing the curriculum.

The goal: in schools Sept '10 (w hurdles specific to union orchestras to be overcome).
DVD distribution and licensing to other media platforms are high on the to-do list.

The 200+ PBS airings to date have prompted a compelling influx of responses: from traditional urban symphony-goers who would like to buy, right now, a full recording of the SSWM symphony ... to radio stations in geographically remote US/Canadian communities responding to the questions raised and asking for more ... to a range of teachers who would like to use it to teach multiple lessons .. to scholars at Harvard who will write ...

Jesse: Rob, Darrell, the producing team are committed to bringing his personal/universal modern/traditional/identity story forward (a clip on www.summersunwintermoon.com). PBS has encouraged illume to develop this into a full-length piece

We're honored that over the coming months, there are invitations to screen the film and engage in dialogue (a most welcome opportunity given the team involved, as you've probably guessed) from a range of dynamic entities Washington DC Congressional Committees; ; the Missouri Historical Society, The Heard Museum in Phoenix; tribal nations; urban community school

- *DC Citypiece,* **Monuments, Anna Akhmatova**

Meaningful work on these illume projects was suspended during FY 09 because of the general economic conditions and the institutional choice to focus on SSWM PBS broadcast opportunities, as mentioned above. A goal in FY 10 is to revitalize and advance these projects

- ***dance cuba***

Efforts thru FY 09 focused on resolution of legal and organizational matters that will allow transfer of the expansive intellectual property associated with *dance cuba* -- together with significant associated debt -- out of illume productions.
Because of stringent IRS and New York State rules regarding private foundations, it's taken the combined efforts of superb attorneys and accountants a very long time to devise a workable solution.
Such a solution – creation of a single-purpose LLC with finely articulated steps to be followed -- has finally been crafted.
Actualization is now the task at hand. A goal, as discussed at the by the Board of Directors, is to return illume itself to it's originally intended public charity status.

Again, given the scope of *dance cuba*, a challenge to resolve has

been the following: iillume's 'mission' is to create, to produce work such as *dance cuba*. illume's mission, however, does not encompass major distributing and marketing of such work. *dance cuba* has shown strong signs of theatrical/home entertainment viability which are outside the purview of illume's mission and core strengths.

- **Institutional and financial matters**

As the accompanying tax return makes clear, FY 09 was a year of financial contraction for illume productions. The sheer number of dollars flowing through the entity was significantly less than in any year since it's founding. There are co-occurring reasons for this: the wind-down of the ITVS/PBS $200,000+ funding; the focus on *dance cuba* organizational/legal matters rather than production/marketing; the suspension, for the time being, of creative development of other programmatic efforts.

A further dynamic was the 'call', in the Fall 08 economic meltdown, of EagleBank's LOC. This entailed a $520,000 paydown of illume's EagleBank $550,000 LOC with assets provided by the founder.

Simply retaining viability during such a dire economic time was the overarching priority. For illume, this entailed protecting and enhancing a 'library' scope of intellectual properties and weathering the storm.

Beyond FY 09: reverberations from the success of the PBS Broadcast have brought fresh opportunities to illume. Looking to FY 10, institutional goals include:

1. Development and generation of earned income;
2. board expansion and strengthening of institutional capacity and infrastructure;
3. creation of an updated set of bylaws;
4. and a return to 'public charity' status.