

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

**2009**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2009, or tax year beginning , 2009, and ending**

**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.

**A. Frank Rothschild Fund**  
37 Mountain Meadow Drive  
Woodside, CA 94062

**A** Employer identification number  
36-6049231

**B** Telephone number (see the instructions)  
650-529-9966

**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

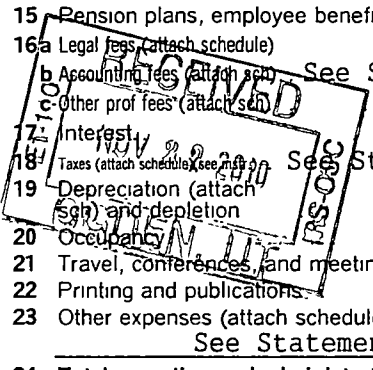
**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 625,848.

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	1.	1.	1.	
	<b>4</b> Dividends and interest from securities	16,036.	16,036.	16,036.	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	-22,945.			
	<b>b</b> Gross sales price for all assets on line 6a	259,914.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		0.		
	<b>8</b> Net short-term capital gain			0.	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	-6,908.	16,037.	16,037.		
<b>ADMINISTRATIVE EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0.			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) See St 1	6,966.	2,322.	6,966.	
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) See Stm 2	196.	136.	196.	
	<b>19</b> Depreciation (attach sch) and depletion	14,542.			
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) See Statement 3	6,759.	3,540.	6,759.	
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	28,463.	5,998.	13,921.	
	<b>25</b> Contributions, gifts, grants paid				
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	28,463.	5,998.	13,921.	0.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-35,371.				
<b>b Net investment income</b> (if negative, enter -0-)		10,039.			
<b>c Adjusted net income</b> (if negative, enter -0-)			2,116.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	15,295.	56,335.	56,335.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)	25,021.		
	b Investments – corporate stock (attach schedule) Statement 4	264,693.	254,303.	310,016.
	c Investments – corporate bonds (attach schedule) Statement 5	200,628.	110,800.	117,144.
	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 197,120.				
Less: accumulated depreciation (attach schedule) See Stmt 6 45,888.	102,404.	151,232.	151,232.	
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	608,041.	572,670.	634,727.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FOUNDATIONS ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	608,041.	572,670.	
30 Total net assets or fund balances (see the instructions)	608,041.	572,670.		
31 Total liabilities and net assets/fund balances (see the instructions)	608,041.	572,670.		

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	608,041.
2 Enter amount from Part I, line 27a	2	-35,371.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	572,670.
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	572,670.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 7				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]	2	-22,945.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	-2,993.
If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8			

**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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	72,581.	716,289.	0.101329
2007	41,985.	774,170.	0.054232
2006		723,598.	
2005	2,134,030.	1,511,343.	1.412009
2004	106,153.	2,749,036.	0.038615

2 Total of line 1, column (d)	2	1.606185
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	0.321237
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	615,769.
5 Multiply line 4 by line 3	5	197,808.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	100.
7 Add lines 5 and 6	7	197,908.
8 Enter qualifying distributions from Part XII, line 4	8	63,370.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	201.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	201.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	201.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	174.
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	174.
8	Enter any <b>penalty</b> 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	27.
10	<b>Overpayment.</b> 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: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
<i>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</i>		
c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
IL CA		
8b	X	
9	X	
10		X

**Part VII-A Statements Regarding Activities** *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address: <u>N/A</u>				
14	The books are in care of <u>A. Frank Rothschild</u> Telephone no. <u>650-529-9966</u>			
Located at <u>37 Mountain Meadow Drive Woodside CA</u> ZIP + 4 <u>94062</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	<input type="checkbox"/>	N/A
		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
<b>1 a</b> During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
<b>c</b>	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?	1 c	X
<b>2</b> 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))			
<b>a</b>	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>b</b>	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2 b	N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>3 a</b>	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>b</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.)	3 b	N/A
<b>4 a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</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?	4 b	X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If 'Yes' to 6b, file Form 8870. 6b X

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 7b N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
A. Frank Rothschild 37 Mountain Meadow Drive Woodside, CA 94062	President & 40.00	0.	0.	0.
Philip A. Hart 55 Second Street, Suite 1900 San Francisco, CA 94105	Treasurer 1.00	0.	0.	0.
Christina Allen 2413 Sharon Road Menlo Park, CA 94025	Vice Preside 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None ----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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 <u>See Statement 8</u> ----- -----	
2 ----- -----	77,291.
3 ----- -----	
4 ----- -----	

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

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

	Amount	
1 <u>N/A</u> ----- -----		
2 ----- -----		
All other program-related investments See instructions 3 ----- -----		
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	418,639.
b	Average of monthly cash balances	1b	24,512.
c	Fair market value of all other assets (see instructions)	1c	181,995.
d	<b>Total</b> (add lines 1a, b, and c)	1d	625,146.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	625,146.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	9,377.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	615,769.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	30,788.

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

1	Minimum investment return from Part X, line 6	N/A	1	
2a	Tax on investment income for 2009 from Part VI, line 5	2a		
b	Income tax for 2009. (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	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5		
6	Deduction from distributable amount (see instructions)	6		
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		

**Part XII. Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	63,370.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	63,370.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	63,370.

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

**Part XIII Undistributed Income** (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ _____				
a Applied to 2008, but not more than line 2a.				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount.				
e Remaining amount distributed out of corpus				
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				
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 instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see 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 instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶ 3/18/10

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

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

	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>b</b> 85% of line 2a	2,116.	4,411.	3,664.		10,191.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	1,799.	3,749.	3,114.		8,662.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities	63,370.	72,581.	41,985.		177,936.
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0.
	63,370.	72,581.	41,985.		177,936.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	20,525.	23,876.	25,806.		70,207.
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )  
None

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
None

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

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

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

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

**c** Any submission deadlines:

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

**Part XV. Supplementary Information (continued)**

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





Client ROTHS-CA

A. Frank Rothschild Fund

36-6049231

**Statement 1**  
Form 990-PF, Part I, Line 16b  
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
A.L. Nella & Co, LLP	\$ 6,966.	\$ 2,322.	\$ 6,966.	
Total	<u>\$ 6,966.</u>	<u>\$ 2,322.</u>	<u>\$ 6,966.</u>	<u>\$ 0.</u>

**Statement 2**  
Form 990-PF, Part I, Line 18  
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CA Secretary of State	\$ 35.		\$ 35.	
Foreign taxes paid on dividends	136.	\$ 136.	136.	
Franchise Tax Board	10.		10.	
Illinois filing fees	15.		15.	
Total	<u>\$ 196.</u>	<u>\$ 136.</u>	<u>\$ 196.</u>	<u>\$ 0.</u>

**Statement 3**  
Form 990-PF, Part I, Line 23  
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank service charges	\$ 222.	\$ 222.	\$ 222.	
Computer lease	1,856.		1,856.	
Equipment and supplies	531.		531.	
Investment fees	3,318.	3,318.	3,318.	
Office expense	28.		28.	
Postage	70.		70.	
Registered Agents Legal Svcs annual dues	99.		99.	
Website hosting	635.		635.	
Total	<u>\$ 6,759.</u>	<u>\$ 3,540.</u>	<u>\$ 6,759.</u>	<u>\$ 0.</u>

**Statement 4**  
Form 990-PF, Part II, Line 10b  
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
35 shs Apple Inc (sold 35)	Cost	\$ 2,518.	\$ 7,375.
20 shs Apple Inc	Cost	1,422.	4,215.
100 shs ChevronTexaco Corp	Cost	4,772.	7,699.
50 shs ChevronTexaco Corp	Cost	2,984.	3,849.

Client ROTHS-CA

A. Frank Rothschild Fund

36-6049231

Statement 4 (continued)  
Form 990-PF, Part II, Line 10b  
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
75 shs Cisco Sys Inc	Cost	\$ 597.	\$ 1,795.
340 shs Cisco Sys Inc	Cost	2,664.	8,140.
150 shs Conocophillips	Cost	8,781.	7,661.
200 shs Exxon Mobile Corp	Cost	0.	0.
50 shs Fedex Corp	Cost	3,949.	4,172.
75 shs Fedex Corp	Cost	6,492.	6,259.
160 shs Gilead Sciences Inc (sold 170)	Cost	5,651.	6,923.
250 shs JPMorgan Chase & Co	Cost	11,256.	10,418.
140 shs Johnson & Johnson	Cost	1,717.	9,017.
100 shs L-3 Communications Hldgs Inc	Cost	0.	0.
220 shs Linear Technology Corp	Cost	7,981.	6,723.
160 shs Linear Technology Corp	Cost	5,342.	4,890.
360 shs Microsoft Corp	Cost	0.	0.
200 shs Wells Fargo & Co	Cost	0.	0.
130 shs Wells Fargo & Co	Cost	0.	0.
320 shs CVS Caremark Corp	Cost	0.	0.
130 shs Daigeo	Cost	0.	0.
320 shs Disney Walt Co	Cost	0.	0.
155 shs FPL Group Inc	Cost	9,262.	8,187.
130 shs Genentech Inc	Cost	0.	0.
150 shs Genzyme Corp	Cost	0.	0.
180 shs Novartis	Cost	0.	0.
100 shs Praxair Inc	Cost	6,026.	8,031.
300 shs AT&T Inc	Cost	0.	0.
130 shs Caterpillar Inc	Cost	5,494.	7,409.
140 shs Colegate Palmolive Co	Cost	10,721.	11,501.
20 shs Google Inc	Cost	6,842.	12,400.
420 shs Oracle Corporation	Cost	0.	0.
150 shs Pepsico Inc	Cost	0.	0.
165 shs Phillip Morris Int'l Inc	Cost	7,400.	7,951.
22 shs SPDR Gold Tr (sold 90)	Cost	5,010.	5,902.
150 shs United Technologies Corp	Cost	10,798.	10,412.
100 shs Alcon Inc	Cost	10,924.	16,435.
295 shs Barclays	Cost	4,591.	5,192.
110 shs Celgene Corp	Cost	5,153.	6,125.
125 shs China Mobile Ltd	Cost	6,401.	5,804.
335 shs Comcast Corp	Cost	5,748.	5,648.
170 shs Genuine Parts Co	Cost	5,722.	6,453.
50 shs Goldman Sachs Group Inc	Cost	4,602.	8,442.
210 shs Hansen Natural Corp	Cost	6,785.	8,064.
70 shs Intercontinental Exch	Cost	5,919.	7,861.
100 shs Intl Business Machines	Cost	10,214.	13,090.
80 shs ITT Educational Svcs Inc	Cost	8,573.	7,677.
270 shs Lowes Companies	Cost	5,871.	6,315.
110 shs McDonalds Corp	Cost	6,063.	6,868.
70 shs Potash Corp Saskatchewan	Cost	6,414.	7,595.
175 shs Thermo Fisher Scientific Inc	Cost	8,051.	8,346.
85 shs Transocean Inc	Cost	6,016.	7,038.
140 shs Vanguard Index Fund Sm Cap	Cost	6,018.	8,029.
90 shs Visa Inc	Cost	7,259.	7,871.
270 shs Vodafone Group	Cost	6,300.	6,234.
	Total	\$ 254,303.	\$ 310,016.

Client ROTHS-CA

A. Frank Rothschild Fund

36-6049231

Statement 5  
Form 990-PF, Part II, Line 10c  
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Citigroup Inc 6.5% due 1/18/2011	Cost	\$ 24,937.	\$ 26,143.
Credit Suisse First Boston USA Inc	Cost	0.	0.
General Electric Cap Corp 4.625%	Cost	0.	0.
SLM Corp Ednotes Fltg 3.510% due 6/15/09	Cost	0.	0.
Capital One Bk Mtn 6.50% due 6/13/2013	Cost	30,932.	32,251.
Caterpillar Finl 6.250% due 1/15/2012	Cost	30,632.	31,922.
Cit Group Inc 5.0% due 2/13/2014	Cost	0.	0.
Target Corp 5.3750% due 5/1/2017	Cost	24,299.	26,828.
	Total	\$ 110,800.	\$ 117,144.

Statement 6  
Form 990-PF, Part II, Line 14  
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Miscellaneous	\$ 197,120.	\$ 45,888.	\$ 151,232.	\$ 142,353.
Total	\$ 197,120.	\$ 45,888.	\$ 151,232.	\$ 142,353.

Statement 7  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	220 A T & T INC NEW	Purchased	5/12/2008	11/09/2009
2	80 A T & T INC NEW	Purchased	7/23/2008	11/09/2009
3	35 APPLE INC	Purchased	4/06/2006	6/08/2009
4	35 BARCLAYS BANK PLC ADR F SPONSORED ADR 1 AD	Purchased	4/29/2009	7/22/2009
5	95 BARCLAYS BANK PLC ADR F SPONSORED ADR 1 AD	Purchased	4/29/2009	11/30/2009
6	320 C V S CAREMARK CORP	Purchased	10/03/2007	5/18/2009
7	182 CIT GROUP INC	Purchased	12/10/2009	12/30/2009
8	2122 CIT GROUP INC SECDNT-A 7.00000%05/01/2013 7.000% Due 05-01-13	Purchased	12/10/2009	12/30/2009
9	3184 CIT GROUP INC SECDNT-A 7.00000%05/01/2014 ISIN#US125581FU76 7.000% Due 05-01-14	Purchased	12/10/2009	12/30/2009
10	3184 CIT GROUP INC SECDNT-A 7.00000%05/01/2015 ISIN#US125581FV59 7.000% Due 05-01-15	Purchased	12/10/2009	12/30/2009
11	5306 CIT GROUP INC SECDNT-A 7.00000%05/01/2016 ISIN#US125581FW33 7.000% Due 05-01-16	Purchased	12/10/2009	12/30/2009
12	7429 CIT GROUP INC SECDNT-A 7.00000%05/01/2017 ISIN#US125581FX16 7.000% Due 05-01-17	Purchased	12/10/2009	12/30/2009
13	1070 CITIGROUP INC	Purchased	3/17/2009	4/09/2009
14	25000 CREDIT SUISS FI 4.875%10 NOTES DUE 08/15/10 4.872% Due 08-15-10	Purchased	9/23/2005	3/16/2009
15	90 DIAGEO PLC NEW ADR F 1 ADR REPS 4 ORD	Purchased	11/20/2007	4/29/2009
16	20 DIAGEO PLC NEW ADR F 1 ADR REPS 4 ORD	Purchased	11/28/2007	4/29/2009

Client ROTHS-CA

A. Frank Rothschild Fund

36-6049231

Statement 7 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
17	20 DIAGEO PLC NEW ADR F 1 ADR REPS 4 ORD	Purchased	2/28/2008	4/29/2009
18	250 DISNEY WALT CO	Purchased	9/24/2007	2/04/2009
19	70 DISNEY WALT CO	Purchased	2/25/2008	2/04/2009
20	50 EXXON MOBIL CORPORATION	Purchased	1/01/2001	4/29/2009
21	150 EXXON MOBIL CORPORATION	Purchased	1/01/2001	10/08/2009
22	130 GENENTECH INC	Purchased	10/10/2008	3/10/2009
23	13000 GENERAL ELEC CAP CORPMTN BE 4.62500%09/15/2009 FR 4.625% Due 09-15-09	Purchased	1/01/2001	9/15/2009
24	60 GENZYME CORP COMFORMERLY COM-GEN DIVTO 05/	Purchased	2/14/2007	4/03/2009
25	90 GENZYME CORP COMFORMERLY COM-GEN DIVTO 05/	Purchased	2/14/2007	4/22/2009
26	100 GILEAD SCIENCES INC	Purchased	12/28/2006	3/16/2009
27	70 GILEAD SCIENCES INC	Purchased	12/28/2006	4/02/2009
28	140 JACOBS ENGINEERING	Purchased	2/05/2009	11/19/2009
29	100 L-3 COMMUNICATIONS HLDGSINC	Purchased	5/16/2005	5/18/2009
30	360 MICROSOFT CORP	Purchased	1/27/2006	4/29/2009
31	50 NOVARTIS AG SPONSORED ADR	Purchased	3/06/2007	4/03/2009
32	60 NOVARTIS AG SPONSORED ADR	Purchased	3/06/2007	5/05/2009
33	30 NOVARTIS AG SPONSORED ADR	Purchased	3/13/2007	5/05/2009
34	10 NOVARTIS AG SPONSORED ADR	Purchased	6/13/2007	5/05/2009
35	30 NOVARTIS AG SPONSORED ADR	Purchased	10/01/2007	5/05/2009
36	420 ORACLE CORPORATION	Purchased	4/10/2008	1/23/2009
37	150 PEPSICO INCORPORATED COMMON	Purchased	7/23/2008	8/03/2009
38	375 SCHWAB CHARLES CORP NEW	Purchased	7/30/2009	10/15/2009
39	25000 SLM CORP SERBE1 02.29100%06/15/2009 FLTRT 2.291% Due 06-15-09	Purchased	3/17/2006	6/15/2009
40	90 SPDR GOLD TRUST SPDR GOLD SHARES	Purchased	9/26/2008	3/16/2009
41	25000 UNITED STATES TREAS NTS 6.00000%08/15/2009 6.000% Due 08-15-09	Purchased	1/01/2001	3/16/2009
42	125 WAL-MART STORES INC	Purchased	5/18/2009	12/17/2009
43	200 WELLS FARGO & CO NEW	Purchased	1/01/2001	3/04/2009
44	100 WELLS FARGO & CO NEW	Purchased	5/16/2005	3/04/2009
45	30 WELLS FARGO & CO NEW	Purchased	8/05/2008	3/04/2009
46	CIT GROUP - cash in lieu	Purchased	12/22/2009	12/22/2009

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	5,738.		8,626.	-2,888.				\$ -2,888.
2	2,087.		2,690.	-603.				-603.
3	4,887.		2,518.	2,369.				2,369.
4	681.		661.	20.				20.
5	1,812.		1,478.	334.				334.
6	9,862.		12,310.	-2,448.				-2,448.
7	5,012.		222.	4,790.				4,790.
8	1,952.		2,591.	-639.				-639.
9	2,866.		3,888.	-1,022.				-1,022.
10	2,770.		3,888.	-1,118.				-1,118.
11	4,510.		6,478.	-1,968.				-1,968.
12	6,315.		9,071.	-2,756.				-2,756.
13	3,167.		2,745.	422.				422.
14	24,696.		25,153.	-457.				-457.
15	4,275.		8,061.	-3,786.				-3,786.
16	950.		1,861.	-911.				-911.

Client ROTHS-CA

A. Frank Rothschild Fund

36-6049231

Statement 7 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
17	950.		1,717.	-767.				\$ -767.
18	4,660.		8,600.	-3,940.				-3,940.
19	1,305.		2,304.	-999.				-999.
20	3,392.		2,053.	1,339.				1,339.
21	10,331.		6,158.	4,173.				4,173.
22	11,911.		9,875.	2,036.				2,036.
23	13,000.		12,993.	7.				7.
24	3,299.		4,070.	-771.				-771.
25	4,603.		6,104.	-1,501.				-1,501.
26	4,404.		3,288.	1,116.				1,116.
27	3,089.		2,302.	787.				787.
28	5,086.		5,649.	-563.				-563.
29	7,362.		6,795.	567.				567.
30	7,226.		9,990.	-2,764.				-2,764.
31	1,855.		2,846.	-991.				-991.
32	2,256.		3,415.	-1,159.				-1,159.
33	1,128.		1,688.	-560.				-560.
34	376.		566.	-190.				-190.
35	1,128.		1,673.	-545.				-545.
36	7,050.		8,665.	-1,615.				-1,615.
37	8,383.		10,110.	-1,727.				-1,727.
38	6,836.		6,763.	73.				73.
39	25,000.		25,000.	0.				0.
40	8,164.		7,896.	268.				268.
41	25,689.		25,021.	668.				668.
42	6,580.		6,212.	368.				368.
43	1,971.		4,900.	-2,929.				-2,929.
44	985.		3,026.	-2,041.				-2,041.
45	296.		939.	-643.				-643.
46	19.		0.	19.				19.
								Total \$ -22,945.

Statement 8  
Form 990-PF, Part IX-A, Line 1  
Summary of Direct Charitable Activities

Direct Charitable Activities

Expenses

The Foundation is engaged in studying contemporary uses of horses and the purposes and practices of equine use. Since 2006 we have been working on design and engineering of a motion tracking system with which to accurately measure and objectively evaluate common uses of horses for locomotion, primarily within the equestrian and racing industries. In 2009 we began field tests of accuracy and reliability, and successfully implemented the system to enable simultaneous measurement and visualization of both horse and rider. We anticipate completion of a pre-production version in mid to late 2010, followed by a third-party validation study and publication of the methods and results. The final product will be available to the research, clinical, and educational communities at direct cost from the OEM pursuant to a 2008 agreement in which the Foundation granted all commercial rights as consideration in exchange for manufacture and distribution to qualified non-profit organizations.

\$ 77,291.

Statement 8 (continued)  
Form 990-PF, Part IX-A, Line 1  
Summary of Direct Charitable Activities

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Direct Charitable Activities

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The technical capability to perform ambulatory 3-D motion tracking is a significant contribution for advancement of equine research, gait analysis, and clinical diagnosis and rehabilitation of orthopedic injuries in horses, which attributes to approx. 8% of total U.S. equine deaths annually. This technology will likewise be of considerable potential benefit for veterinary education and training, ethological studies, and equine-assisted therapy for individuals with physical disabilities.

The Foundation's prospectus for future direct activities is oriented towards education. In 4th Quarter 2009 we initiated a project to develop university-level curriculum instructive of contemporary and historical uses of horses as a substantive field of academic inquiry distinct from equine studies as currently taught. We are currently designing a web-based platform to present the subject material in visual and interactive forms to a broader audience, with a tentative launch date of 1st Quarter 2011.

For the 2009 tax year the foundation's indirect operating expenses were \$13,921 and the costs to acquire assets for use in our research and development were \$63,370, for a total of \$77, 291.

Cilent ROTHS-CA

A. Frank Rothschild Fund

36-6049231

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179 Bonus	Special Dep. Allow.	Prior 179 Bonus/Sp. Depr.	Prior Dec. Bal Depr.	Salvage /Basis Reductn.	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.						
Form 990/990-PF																						
1	Software development	7/19/06		5,720							5,720	4,608	S/L	3		1,112						
2	Inertial sensor system	7/06/06		13,464							13,464	7,576	200DB HY	7	.12490	1,682						
3	MTI-G Sensor	11/29/07		5,381							5,381	2,087	200DB HY	7	.17490	941						
4	Synced XB-3 System	5/24/07		30,338							30,338	11,765	200DB HY	7	.17490	5,306						
5	Software development	8/23/07		6,266							6,266	2,785	S/L	3		2,089						
6	Horse model	5/31/08		830							830	119	200DB HY	7	.24490	203						
7	Software development	4/04/08		9,626							9,626	2,406	S/L	3		3,209						
8	Software/equip in progress	Various		62,125							62,125					0						
9	Software/equip in progress	3/19/09		63,370							63,370					0						
Total													0	0	0	0	0	197,120	31,346			14,542
Total Depreciation													0	0	0	0	0	197,120	31,346			14,542
Grand Total Depreciation													0	0	0	0	0	197,120	31,346			14,542