

**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

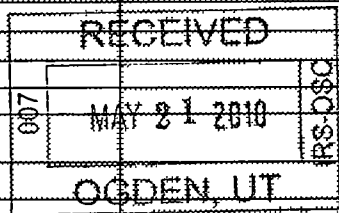
THE ALTON FOUNDATION
400 SOUTH MAIN STREET, P.O. BOX 349
WOOD RIVER, IL 62095

A Employer identification number
37-6045370
B Telephone number (see the instructions)
618-254-0676
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) \$
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 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 (att sch)	111,101.			
	2 <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	14,616.	14,616.	14,616.	
	4 Dividends and interest from securities	98,385.	98,385.	98,385.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-50,955.			
	b Gross sales price for all assets on line 6a	164,506.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		173,147.	113,001.	113,001.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	3,600.			3,600.
	14 Other employee salaries and wages	3,600.			3,600.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	6,950.	3,475.		3,475.
	c Other prof fees (attach sch) SEE ST 2	12,464.	11,218.		1,246.
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 3	3,400.		3,400.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	48.			48.
	23 Other expenses (attach schedule) SEE STATEMENT 4	1,384.			1,384.
	24 Total operating and administrative expenses. Add lines 13 through 23	31,446.	14,693.	3,400.	13,353.
	25 Contributions, gifts, grants paid PART XV	235,654.			235,654.
26 Total expenses and disbursements. Add lines 24 and 25	267,100.	14,693.	3,400.	249,007.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-93,953.				
b Net investment income (if negative, enter 0)		98,308.			
c Adjusted net income (if negative, enter 0)			109,601.		



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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	
A S S E T S	1	Cash – non-interest-bearing	5,651.	6,164.	
	2	Savings and temporary cash investments	295,906.	96,040.	
	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)		301,781.	
	b	Investments – corporate stock (attach schedule)	862,871.	929,909.	
	c	Investments – corporate bonds (attach schedule)	297,242.	209,491.	
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule) SEE STMT 5	1,987.	1,987.		
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	1,160,490.	1,430,018.		
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	2,622,160.	2,973,403.	0.	
L I A B I L I T I E S	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.	
N E T A S S E T S / F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	-11,695.	-51,168.	
	25	Temporarily restricted			
	26	Permanently restricted	2,633,855.	3,024,571.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see the instructions)	2,622,160.	2,973,403.		
31	Total liabilities and net assets/fund balances (see the instructions)	2,622,160.	2,973,403.		

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	2,622,160.
2	Enter amount from Part I, line 27a	2	-93,953.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	445,196.
4	Add lines 1, 2, and 3	4	2,973,403.
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	2,973,403.

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)	$\left[\begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right]$	2	-50,955.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\left[\begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0-} \\ \text{in Part I, line 8} \end{array} \right]$	3	0.

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	275,699.	3,025,789.	0.091116
2007	292,919.	3,260,857.	0.089829
2006	280,676.	3,137,057.	0.089471
2005	281,681.	3,068,097.	0.091810
2004	280,274.	2,995,749.	0.093557

2 Total of line 1, column (d)	2	0.455783
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	0.091157
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,691,881.
5 Multiply line 4 by line 3	5	245,384.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	983.
7 Add lines 5 and 6	7	246,367.
8 Enter qualifying distributions from Part XII, line 4	8	249,007.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	983.
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	983.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	983.
6	Credits/Payments.		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	3,583.
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	3,583.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,600.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 1,200. Refunded <input type="checkbox"/>	11	1,400.

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
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ <u>ROBERT J. WALTERS</u> Telephone no ▶ <u>618-254-0676</u> Located at ▶ <u>400 S MAIN ST PO BOX 349, WOOD RIVER, IL</u> ZIP + 4 ▶ <u>62095</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 ▶ 15	N/A		N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 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 the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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)?

5b N/A

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?

N/A 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

6b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

7b N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
MARK KRATSCHEMER 2923 HIGHLANDS ROAD GODFREY, IL 62035	VICE CHAIRMAN 0	0.	0.	0.
FRANCIS MAZENKO 5321 DOVER GODFREY, IL 62035	CHAIRMAN 0	0.	0.	0.
ROBERT WALTERS P.O. BOX 349 WOOD RIVER, IL 62095	SECRETARY 0	3,600.	0.	0.
PAT HEITZIG 4428 WEDGEWOOD DRIVE ALTON, IL 62002	ASST SECRETARY 0	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		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see 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 instructions.	
3	
	0.

BAA

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	2,469,922.
b	Average of monthly cash balances	1b	262,952.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,732,874.
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	2,732,874.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	40,993.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,691,881.
6	Minimum investment return. Enter 5% of line 5	6	134,594.

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	1	134,594.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	983.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	983.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	133,611.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	133,611.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	133,611.

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	249,007.
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	
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	249,007.
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	983.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	248,024.

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)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				133,611.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				50,428.
f Total of lines 3a through e	50,428.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 249,007.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				133,611.
e Remaining amount distributed out of corpus	115,396.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	165,824.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	109,454.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	56,370.			
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				56,370.

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

N/A

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

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

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

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

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE			CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERACY, EDUCATIONAL, OR OTHER PUBLIC PURPOSES FOR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS.	235,654.
Total				▶ 3a 235,654.
b <i>Approved for future payment</i>				
Total				▶ 3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545 0047

2009

Name of the organization

THE ALTON FOUNDATION

Employer identification number

37-6045370

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule –

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

Special Rules –

- For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year. ▶ \$ _____

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE ALTON FOUNDATION

37-6045370

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LOUISE K. BARTH MEMORIAL TRUST 10 NORTH HANLEY ST. LOUIS, MO 63105	\$ 102,078.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	EDNA & EMMA O. SAWYER TRUST 10 NORTH HANLEY ST. LOUIS, MO 63105	\$ 7,376.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE ALTON FOUNDATION

37-6045370

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry)

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of \$1,000 or less for the year (Enter this information once - see instructions) \$ N/A

Table with 4 main sections, each containing columns (a) No. from Part I, (b) Purpose of gift, (c) Use of gift, (d) Description of how gift is held, and (e) Transfer of gift (Transferee's name, address, and ZIP + 4; Relationship of transferor to transferee).

THE ALTON FOUNDATION

37-6045370

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
ACCOUNTING FEES	\$ 6,950.	\$ 3,475.		\$ 3,475.
TOTAL	<u>\$ 6,950.</u>	<u>\$ 3,475.</u>	<u>\$ 0.</u>	<u>\$ 3,475.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	\$ 12,464.	\$ 11,218.		\$ 1,246.
TOTAL	<u>\$ 12,464.</u>	<u>\$ 11,218.</u>	<u>\$ 0.</u>	<u>\$ 1,246.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 3,400.		\$ 3,400.	
TOTAL	<u>\$ 3,400.</u>	<u>\$ 0.</u>	<u>\$ 3,400.</u>	<u>\$ 0.</u>

STATEMENT 4
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 CHARGES	\$ 525.			\$ 525.
DUES & SUBSCRIPTIONS	109.			109.
OFFICERS LIABILITY INSURANCE	750.			750.
TOTAL	<u>\$ 1,384.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,384.</u>

THE ALTON FOUNDATION

37-6045370

**STATEMENT 5
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 1,987.	\$ 1,987.	\$ 0.	\$ 0.
TOTAL	\$ 1,987.	\$ 1,987.	\$ 0.	\$ 0.

**STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES**

UNREALIZED GAIN ON INVESTMENTS				\$ 445,196.
TOTAL				\$ 445,196.

**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	100000 BANK OF AMERICA	PURCHASED	VARIOUS	VARIOUS
2	900 BANK OF AMERICA CORP	PURCHASED	VARIOUS	VARIOUS
3	325 BANK OF AMERICA CORP	PURCHASED	VARIOUS	VARIOUS
4	.5 PFIZER	PURCHASED	VARIOUS	VARIOUS
5	1463.909 FIRST AMERICAN TOTAL RETURN BOND	PURCHASED	VARIOUS	VARIOUS
6	119.997 FIRST AMERICAN EQUITY INCOME FUND	PURCHASED	VARIOUS	VARIOUS
7	203.188 FIRST AMERICAN EQUITY INDEX FUND	PURCHASED	VARIOUS	VARIOUS
8	63.013 T ROWE PRICE EQUITY INCOME FUND	PURCHASED	VARIOUS	VARIOUS
9	800 WYETH	PURCHASED	VARIOUS	VARIOUS
10	300 WYETH	PURCHASED	VARIOUS	VARIOUS
11	BRISTOL MEYERS SQUIBB SEC. LITIGATION	PURCHASED	VARIOUS	VARIOUS
12	EL PASO CORP SEC LITIGATION	PURCHASED	VARIOUS	VARIOUS
13	TYCO INTERNATIONAL SEC LITIGATION	PURCHASED	VARIOUS	VARIOUS

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	85,000.		101,478.	-16,478.				\$ -16,478.
2	2,673.		39,996.	-37,323.				-37,323.
3	965.		14,443.	-13,478.				-13,478.
4	9.		9.	0.				0.
5	13,850.		14,572.	-722.				-722.
6	1,100.		1,216.	-116.				-116.
7	3,588.		3,182.	406.				406.
8	1,300.		1,694.	-394.				-394.
9	40,202.		28,272.	11,930.				11,930.
10	15,076.		10,599.	4,477.				4,477.
11	77.		0.	77.				77.
12	342.		0.	342.				342.
13	324.		0.	324.				324.
							TOTAL	\$ -50,955.

THE ALTON FOUNDATION

37-6045370

STÁTEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

ROBERT WALTERS

CARE OF:

THE ALTON FOUNDATION

STREET ADDRESS:

P.O. BOX 349

CITY, STATE, ZIP CODE:

WOOD RIVER, IL 62095

TELEPHONE:

FORM AND CONTENT:

GENERAL APPLICATION LETTER STATING PURPOSE OF GRANT.

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

THE ALTON FOUNDATION
SCHEDULES OF GRANTS
OPERATING FUND

	DECEMBER 31,	
	2009	2008
DISTRIBUTION OF INCOME - GRANTS AUTHORIZED BY THE BOARD OF ADMINISTRATORS:		
Alton Band & Orchestra Builders	\$ 1,450	\$ 1,000
Alton Children's Theater	800	1,750
Alton Heritage Days	1,000	1,000
Alton Little Theater	1,500	
Alton Museum of History & Art	1,000	2,000
Alton Symphony Orchestra	2,500	
Alton Youth Symphony	500	1,000
American Red Cross	6,000	5,800
Arms of Love Pregnancy Center	5,000	5,500
Beverly Farm Foundation	5,700	6,000
Boys & Girls Club of Alton	4,000	6,000
Boy Scouts - Lewis and Clark Council	4,000	2,500
Center for American Archeology		1,000
Children's Home & Aid Society	1,000	1,000
Community Counseling Center	500	1,500
Community Supported Garden at La Vista		1,300
Crisis Food Center	17,000	20,600
Easter Seals Society	2,000	2,000
Elijah P. Lovejoy Memorial Scholarship		1,000
Encounter - Main St. United Methodist	1,150	
Evangelical School		1,500
Girl Scouts - River Bluffs Council	1,500	
Impact	1,000	
Jacoby Arts Center	1,000	
Lewis and Clark Community College	1,500	
Madison County Arts Council		2,000
Madison County Catholic Charities	5,000	6,600
Marquette Catholic High School	5,000	7,000
Operation Blessing	15,000	17,600
Riverbend Head Start	6,000	9,000
Saint Ambrose School	1,100	1,600

THE ALTON FOUNDATION
SCHEDULES OF GRANTS
OPERATING FUND

DISTRIBUTION OF INCOME - GRANTS AUTHORIZED BY THE BOARD OF ADMINISTRATORS: (Continued)	DECEMBER 31,	
	2009	2008
St. Anthony's Health Center	\$ 9,000	\$ 6,500
Senior Services Plus, Inc.	5,000	3,500
Special Olympics	5,000	4,000
Sts. Peter & Paul School		1,000
Treehouse Wildlife Center, Inc.		355
United Methodist Village	5,000	6,000
Westminster Christian Academy		1,000
William M. BeDell Achievement & Resource Center	8,000	8,000
Y.W.C.A.	2,000	2,600
TOTAL DISTRIBUTION OF GRANTS AUTHORIZED BY THE BOARD OF ADMINISTRATORS (Exhibit "B")	\$ 126,200	\$ 139,205
DISTRIBUTION OF INCOME BY TRUST DESIGNATIONS:		
LOUISE K. BARTH MEMORIAL TRUST		
Alton Citadel of the Salvation Army	\$ 10,207	\$ 11,626
Madison County Chapter, The American Cancer Society	5,104	5,813
Child Welfare Home of the Evangelical & Reformed Church	20,416	23,252
The Evangelical United Church of Christ	30,624	34,878
Father Flanagan's Boys' Home	10,208	11,626
Hitz Memorial Home	15,311	17,439
Lewis & Clark Community College	10,208	11,626
Total Louise K. Barth Memorial Trust Designations	\$ 102,078	\$ 116,260
EDNA & EMMA O. SAWYER MEMORIAL TRUST		
Alton Police Youth Camp	\$ 1,844	\$ 1,680
Boy Scouts of America, Lewis and Clark Council	1,844	1,680
Girl Scouts of USA, Riverbluff Council	1,844	1,680
Y.W.C.A.	1,844	1,680
Total Edna & Emma O. Sawyer Memorial Trust Designations	\$ 7,376	\$ 6,720
TOTAL DISTRIBUTION OF INCOME BY TRUST DESIGNATIONS (Exhibit "B")	\$ 109,454	\$ 122,980