

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

**2008**

Department of the Treasury  
Internal Revenue Service (77)

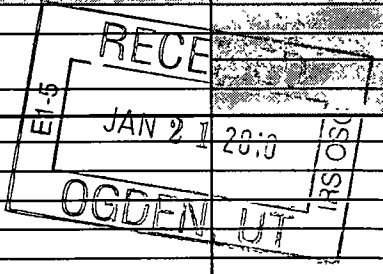
**Note:** *The foundation may be able to use a copy of this return to satisfy state reporting requirements*

**For calendar year 2008, or tax year beginning** 12/01, **2008, and ending** 11/30, 2009

**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.	THE SUSIE TOMPKINS BUELL FOUNDATION P.O. BOX 29921 SAN FRANCISCO, CA 94129-9921	<b>A</b> Employer identification number 77-0266801  <b>B</b> Telephone number (see the instructions) 415 248-7825  <b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 6,395,754.		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)</i>				
<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
<b>2</b> Clk ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	1,783.	1,783.	N/A	
<b>4</b> Dividends and interest from securities	105,781.	105,781.		
<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	-138,408.	STATEMENT 1		
<b>b</b> Gross sales price for all assets on line 6a	2,932,762.			
<b>7</b> Capital gain net income (from Part IV, line 2)				
<b>8</b> Net short-term capital gain				
<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	-30,844.	107,564.		
<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)				
<b>c</b> Other prof fees (attach sch) SEE ST 2	71,751.	71,751.		
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) SEE STMT 3	343.	6.		
<b>19</b> Depreciation (attach sch) and depletion				
<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 4	2,268.	2,148.		120.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	74,362.	73,905.		120.
<b>25</b> Contributions, gifts, grants paid. PART XV	341,267.			341,267.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	415,629.	73,905.		341,387.
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	-446,473.			
<b>b Net investment income</b> (if negative, enter -0-)		33,659.		
<b>c Adjusted net income</b> (if negative, enter -0-)				



ADMINISTRATIVE EXPENSES  
 SCANNED JAN 25 2010

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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		49,029.	49,029.
	2	Savings and temporary cash investments	3,321,394.	1,836,935.	1,836,935.
	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)	301,165.	300,602.	318,771.
	b	Investments – corporate stock (attach schedule)	2,349,841.	2,928,457.	3,251,121.
	c	Investments – corporate bonds (attach schedule)	485,158.	896,936.	939,898.
	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				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers – see instructions. Also, see page 1, item l)	6,457,558.	6,011,959.	6,395,754.	
LIABILITIES	17	Accounts payable and accrued expenses	-1,354.	-203.	
	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	<b>Total liabilities</b> (add lines 17 through 22)	-1,354.	-203.	
NET ASSETS OR FUND BALANCES	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	5,000,000.	5,000,000.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,458,912.	1,012,162.	
	30	<b>Total net assets or fund balances</b> (see the instructions)	6,458,912.	6,012,162.	
	31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	6,457,558.	6,011,959.	

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	6,458,912.
2	Enter amount from Part I, line 27a	2	-446,473.
3	Other increases not included in line 2 (itemize) <u>SEE STATEMENT 5</u>	3	1.
4	Add lines 1, 2, and 3	4	6,012,440.
5	Decreases not included in line 2 (itemize) <u>SEE STATEMENT 6</u>	5	278.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	6,012,162.

**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)
1 a 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			(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
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 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.

(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))
2007	373,487.	6,931,268.	0.053884
2006	302,984.	7,482,435.	0.040493
2005	357,035.	6,952,322.	0.051355
2004	265,727.	6,698,680.	0.039669
2003	365,355.	6,812,449.	0.053630

2 Total of line 1, column (d)	0.239031
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	0.047806
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	5,967,974.
5 Multiply line 4 by line 3	285,305.
6 Enter 1% of net investment income (1% of Part I, line 27b)	337.
7 Add lines 5 and 6	285,642.
8 Enter qualifying distributions from Part XII, line 4	341,387.

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 letter: _____ (attach copy of ruling letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	337.
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	337.
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	337.
6 Credits/Payments:			
a 2008 estimated tax prmts and 2007 overpayment credited to 2008	6a	540.	
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	540.	
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		203.
11 Enter the amount of line 10 to be. Credited to 2009 estimated tax <input checked="" type="checkbox"/> 203. Refunded <input type="checkbox"/>	11		0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input checked="" type="checkbox"/> CA		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		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? Website address <u>WWW.SUSIETOMPKINSBUELL.ORG</u>	13	X	
14	The books are in care of <u>JOAN STECKLER</u> Telephone no. <u>415 248-7824</u> Located at <u>1016 LINCOLN BLVD, #303 SAN FRANCISCO CA</u> ZIP + 4 <u>94129</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 <u>15</u>		N/A	<input type="checkbox"/> 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
<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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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__ , 20__ , 20__ , 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 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)	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 2008?	4 b	X

BAA

**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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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** 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
SUSIE TOMPKINS BUELL P.O. BOX 29921 SAN FRANCISCO, CA 94129-9921	PRESIDENT 1.00	0.	0.	0.
MARK BUELL P.O. BOX 29921 SAN FRANCISCO, CA 94129-9921	VICE PRESIDE 1.00	0.	0.	0.
JOAN STECKLER P.O. BOX 29921 SAN FRANCISCO, CA 94129-9921	SECRETARY 3.50	0.	0.	0.
BELINDA VIRAY-MUNOZ P.O. BOX 29921 SAN FRANCISCO, CA 94129	EXECUTIVE DI 5.00	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		
-----		
-----		
-----		
-----		

**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	
-----	

**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	
-----	
<b>Total.</b> Add lines 1 through 3	▶ 0.

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	3,842,461.
<b>b</b> Average of monthly cash balances	<b>1b</b>	2,216,396.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,058,857.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	6,058,857.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	90,883.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	5,967,974.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	298,399.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	298,399.
<b>2a</b> Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	337.
<b>b</b> Income tax for 2008. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	337.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	298,062.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	298,062.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	298,062.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	341,387.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	341,387.
<b>5</b> 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)	<b>5</b>	337.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	341,050.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				298,062.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			337,643.	
b Total for prior years: 20____, 20____, 20____		0.		
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	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 341,387.				
a Applied to 2007, but not more than line 2a			337,643.	
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 2008 distributable amount				3,744.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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	0.			
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 2007. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				294,318.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
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 instructions and Part VII-A, question 9) N/A

**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 2008, enter the date of the ruling ▶

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

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

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

**Part XV Supplementary Information (Complete this part only if the 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) )

SUSIE TOMPKINS BUELL

**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

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)				
a Paid during the year SEE STATEMENT ATTACHED		STMT		341,267.
<b>Total</b>			▶ 3a	341,267.
b Approved for future payment SEE PLEDGE STATEMENT		STMT		500,000.
<b>Total</b>			▶ 3b	500,000.





## THE SUSIE TOMPKINS BUELL FOUNDATION

77-0266801

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 6A**  
**NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS**  
**ASSETS NOT INCLUDED IN PART IV**

DESCRIPTION:	SEE SCHEDULE		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:	2,932,762.		
COST OR OTHER BASIS:	3,071,170.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-138,408.
		TOTAL	<u>\$ -138,408.</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
CUSTODIAL/MANAGEMENT FEES - EPOCH	\$ 62,847.	\$ 62,847.		
INVESTMENT ADVISOR FEES - REMY	8,904.	8,904.		
TOTAL	<u>\$ 71,751.</u>	<u>\$ 71,751.</u>		<u>\$ 0.</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
FEDERAL EXCISE TAX	\$ 337.			
FOREIGN WITHHOLDING TAXES	6.	\$ 6.		
TOTAL	<u>\$ 343.</u>	<u>\$ 6.</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
FILING FEES	\$ 10.	\$ 10.		
INSURANCE	2,087.	2,087.		
OFFICE EXPENSE	51.	51.		
WEBSITE	120.			\$ 120.
TOTAL	<u>\$ 2,268.</u>	<u>\$ 2,148.</u>		<u>\$ 120.</u>

STATEMENT 5  
FORM 990-PF, PART III, LINE 3  
OTHER INCREASES

ROUNDING

TOTAL \$ 1.  
\$ 1.

STATEMENT 6  
FORM 990-PF, PART III, LINE 5  
OTHER DECREASES

MONEY MARKET DIVIDENDS ACCRUED

TOTAL \$ 278.  
\$ 278.

EPOCH INVESTMENT PARTNERS, INC.							
REALIZED GAINS AND LOSSES							
The Susie Tompkins Buell Foundation		77-0266801					
From 12-01-08 Through 11-30-09							
Open	Close			Cost		Gain Or Loss	
Date	Date	Quantity	Security	Basis	Proceeds	Short Term	Long Term
6/16/2008	12/16/2008	1100	MEMC ELECTRONIC MATER	71736.61	16254.61	(55,482.00)	
7/11/2008	12/16/2008	300	MEMC ELECTRONIC MATER	15303.24	4433.07	(10,870.17)	
9/12/2008	12/16/2008	700	MEMC ELECTRONIC MATER	23030.28	10343.84	(12,686.44)	
10/29/2008	12/16/2008	500	MEMC ELECTRONIC MATER	8548.5	7388.46	(1,160.04)	
11/21/2006	12/16/2008	2000	SPIRIT AEROSYS HLDGS	55180	16631.1		(38,548.90)
5/8/2007	12/16/2008	100	SPIRIT AEROSYS HLDGS	3242.7	831.56		(2,411.14)
	12/15/2008	0.85	FHLMC Gold - paid down	0.91	0.85		(0.06)
	1/15/2009	0.18	FHLMC Gold - paid down	0.19	0.18		(0.01)
5/8/2007	2/11/2009	400	SPIRIT AEROSYS HLDGS	12970.8	4979.29		(7,991.51)
4/9/2008	2/11/2009	300	SPIRIT AEROSYS HLDGS	7823.94	3734.47	(4,089.47)	
6/16/2008	2/11/2009	900	SPIRIT AEROSYS HLDGS	21694.32	11203.41	(10,490.91)	
7/11/2008	2/11/2009	500	SPIRIT AEROSYS HLDGS	10252	6224.11	(4,027.89)	
8/18/2006	2/11/2009	149	TRANSOCEAN INC	10084.58	8723.2		(1,361.38)
9/19/2006	2/11/2009	350	TRANSOCEAN INC	26299.14	20435.13		(5,864.01)
11/8/2006	2/11/2009	140	TRANSOCEAN INC	10949.52	8174.05		(2,775.47)
5/8/2007	2/11/2009	70	TRANSOCEAN INC	6782.09	4087.03		(2,695.06)
10/29/2008	2/11/2009	100	TRANSOCEAN INC	6745	5841.95	(903.05)	
12/30/2008	2/11/2009	400	TRANSOCEAN INC	18618	23367.79	4,749.79	
	2/11/2009		adj Transocean Basis to agree to State St & me	-509.92		509.92	
10/19/2006	2/18/2009	1000	THERMO FISHER SCIENTIFIC INC	42345.85	37548.19		(4,797.66)
4/2/2008	2/18/2009	200	THERMO FISHER SCIENTIFIC INC	11920	7509.64	(4,410.36)	
4/9/2008	2/18/2009	100	THERMO FISHER SCIENTIFIC INC	5718	3754.82	(1,963.18)	
9/12/2008	2/18/2009	500	THERMO FISHER SCIENTIFIC INC	29104	18774.09	(10,329.91)	
	2/17/2009	0.43	FHLMC Gold - paid down	0.46	0.43		(0.03)
	3/16/2009	2.57	FHLMC Gold - paid down	2.76	2.57		(0.19)
3/24/2008	4/13/2009	100	MONSANTO CO	10,624.09	8,330.39		(2,293.70)
3/25/2008	4/13/2009	200	MONSANTO CO	22,766.26	16,660.79		(6,105.47)
4/9/2008	4/13/2009	100	MONSANTO CO	12,078.00	8,330.40		(3,747.60)
6/16/2008	4/13/2009	100	MONSANTO CO	13,719.00	8,330.40	(5,388.60)	
7/11/2008	4/13/2009	100	MONSANTO CO	11,772.00	8,330.39	(3,441.61)	
12/30/2008	4/13/2009	1000	PROCTER & GAMBLE CO.	60,795.00	48,187.76	(12,607.24)	
2/9/2009	4/13/2009	1400	BOEING COMPANY	59,895.92	52,074.60	(7,821.32)	
12/5/2006	4/23/2009	300	BANK NEW YORK MELLON INC COM	12,893.94	7,878.58		(5,015.36)
5/8/2007	4/23/2009	500	BANK NEW YORK MELLON INC COM	21,779.50	13,130.96		(8,648.54)
4/2/2008	4/23/2009	200	BANK NEW YORK MELLON INC COM	8,861.12	5,252.38		(3,608.74)
7/27/2005	4/23/2009	1800	BRISTOL-MYERS SQUIBB	45,126.00	35,513.08		(9,612.92)
6/10/2008	4/23/2009	1400	DIEBOLD INC COM	55,523.16	35,545.37	(19,977.79)	
8/11/2008	4/23/2009	100	MASTERCARD INC	23,324.00	16,215.58	(7,108.42)	



EPOCH INVESTMENT PARTNERS, INC.							
REALIZED GAINS AND LOSSES							
The Susie Tompkins Buell Foundation							
From 12-01-08 Through 11-30-09							
Open	Close			Cost		Gain Or Loss	
Date	Date	Quantity	Security	Basis	Proceeds	Short Term	Long Term
12/30/2008	4/23/2009	300	VISA INC	15,132.93	17,462.55	2,329.62	
3/15/2006	4/23/2009	500	WASTE MANAGEMENT INC.	17,225.00	13,354.65		(3,870.35)
9/19/2006	4/23/2009	100	WASTE MANAGEMENT INC.	3,539.00	2,670.93		(868.07)
	4/15/2009	0.67	FHLMC Gold - paid down	0.72	0.67		(0.05)
4/13/2009	5/7/2009	500	CNOOC LTD - ADR	54,851.45	61,197.62	6,346.17	
12/29/2008	5/12/2009	102000	PEABODY ENERGY CONVERT	62,220.00	79,560.00	17,340.00	
	5/15/2009	1.58	FHLMC Gold - paid down	1.70	1.58		(0.12)
7/27/2005	6/18/2009	1500	BRISTOL-MYERS SQUIBB	37,605.00	30,704.20		(6,900.80)
7/27/2005	6/18/2009	550	BRISTOL-MYERS SQUIBB	13,788.50	11,263.82		(2,524.68)
5/8/2007	6/18/2009	850	BRISTOL-MYERS SQUIBB	25,691.25	17,407.72		(8,283.53)
2/9/2009	6/24/2009	2600	NYSE EURONEXT COM	55,637.14	69,078.40	13,441.26	
3/26/2009	6/24/2009	400	NYSE EURONEXT COM	7,631.00	10,627.45	2,996.45	
4/13/2009	6/24/2009	400	NYSE EURONEXT COM	8,994.00	10,627.45	1,633.45	
7/25/2008	6/29/2009	100	MONSANTO CO	11,503.00	7,526.96		(3,976.04)
10/2/2008	6/29/2009	100	MONSANTO CO	8,097.06	7,526.96		(570.10)
10/13/2008	6/29/2009	300	MONSANTO CO	26,293.20	22,580.87		(3,712.33)
12/29/2008	6/29/2009	200	MONSANTO CO	13,408.00	15,053.91	1,645.91	
	6/15/2009	1.73	FHLMC Gold - paid down	1.86	1.73		(0.13)
5/19/2009	7/2/2009	2100	MORGAN STANLEY	60,551.19	57,552.16		(2,999.03)
6/3/2003	7/15/2009	5000	BRITISH SKY BROADCASTING GROUP	5,912.50	5,000.00		(912.50)
	7/15/2009	0.85	FHLMC Gold - paid down	0.91	0.85		(0.06)
10/23/2006	7/27/2009	700	AETNA US HEALTHCARE	28,273.00	17,614.84		(10,658.16)
5/8/2007	7/27/2009	100	AETNA US HEALTHCARE	4,977.63	2,516.41		(2,461.22)
4/2/2008	7/27/2009	800	AETNA US HEALTHCARE	35,688.00	20,131.24		(15,556.76)
4/9/2008	7/27/2009	100	AETNA US HEALTHCARE	4,233.00	2,516.41		(1,716.59)
5/5/2008	7/27/2009	300	AETNA US HEALTHCARE	13,206.39	7,549.22		(5,657.17)
10/13/2008	7/27/2009	700	AETNA US HEALTHCARE	20,632.92	17,614.84		(3,018.08)
12/29/2008	7/27/2009	500	AETNA US HEALTHCARE	13,526.60	12,582.03		(944.57)
3/26/2009	7/27/2009	500	AETNA US HEALTHCARE	11,895.00	12,582.03	687.03	
7/16/2009	7/27/2009	600	MOSAIC CO COM	29,532.00	31,804.04	2,272.04	
12/30/2008	8/11/2009	1500	AUTOMATIC DATA PROCES	57,743.85	56,563.54		(1,180.31)
4/23/2009	8/11/2009	1000	AUTOMATIC DATA PROCES	35,090.00	37,709.03	2,619.03	
3/26/2009	8/11/2009	1100	CORN PRODS INTL INC	24,127.40	33,123.11	8,995.71	
12/30/2008	8/11/2009	700	FISERV INC	24,544.10	33,149.11	8,605.01	
4/13/2009	8/11/2009	700	IHS INC CL A	29,998.08	33,301.15	3,303.07	
3/10/2008	8/11/2009	600	MCKESSON CORP	33,704.10	32,296.63		(1,407.47)
4/2/2008	8/11/2009	400	MCKESSON CORP	21,496.00	21,531.08		35.08
4/9/2008	8/11/2009	100	MCKESSON CORP	5,379.57	5,382.77		3.20

EPOCH INVESTMENT PARTNERS, INC.							
REALIZED GAINS AND LOSSES							
The Susie Tompkins Buell Foundation		77-0266801					
From 12-01-08 Through 11-30-09							
Open	Close			Cost		Gain Or Loss	
Date	Date	Quantity	Security	Basis	Proceeds	Short Term	Long Term
12/29/2008	8/13/2009	101000	PEABODY ENERGY CONVERT	61,632.44	84,082.50	22,450.06	
3/26/2009	8/14/2009	1500	CORN PRODS INTL INC	32,901.00	46,946.24	14,045.24	
3/26/2009	8/17/2009	1500	CORN PRODS INTL INC	32,901.00	45,636.17	12,735.17	
4/13/2009	8/17/2009	1900	ISHARES FTSE/XINHUA CHINA 25	61,586.79	74,132.10	12,545.31	
5/7/2009	8/17/2009	1500	ISHARES FTSE/XINHUA CHINA 25	52,050.90	58,525.35	6,474.45	
4/9/2008	8/17/2009	300	MCKESSON CORP	16,138.71	16,329.57		190.86
12/29/2008	8/17/2009	100	APPLE INC	8,595.78	16,250.22	7,654.44	
8/11/2008	8/20/2009	700	ROCKWELL COLLINS INC	36,947.96	29,891.05		(7,056.91)
10/13/2008	8/20/2009	100	ROCKWELL COLLINS INC	3,837.64	4,270.15	432.51	
10/29/2008	8/20/2009	200	ROCKWELL COLLINS INC	7,121.00	8,540.30	1,419.30	
12/30/2008	8/20/2009	600	ROCKWELL COLLINS INC	22,491.00	25,620.90	3,129.90	
5/8/2007	8/31/2009	300	ALLIANT TECHSYSTEMS I	29,632.50	23,035.36		(6,597.14)
4/2/2008	8/31/2009	100	ALLIANT TECHSYSTEMS I	10,604.00	7,678.45		(2,925.55)
7/11/2008	8/31/2009	200	MCKESSON CORP	10,994.00	11,285.29		291.29
10/8/2008	8/31/2009	300	MCKESSON CORP	13,121.01	16,927.93	3,806.92	
10/13/2008	8/31/2009	100	MCKESSON CORP	4,190.78	5,642.64	1,451.86	
5/23/2005	8/31/2009	5000	ISTAR FINL INC	4,943.00	2,650.00		(2,293.00)
5/23/2005	8/31/2009	9000	FIRSTENERGY CORP	9,403.20	9,832.50		429.30
	8/17/2009	0.95	FHLMC Gold - paid down	1.02	0.95		(0.07)
12/30/2008	9/15/2009	290	EVEREST RE GROUP	22,086.63	24,891.86	2,805.23	
4/2/2008	9/15/2009	200	ALLIANT TECHSYSTEMS I	21,208.00	15,288.47		(5,919.53)
4/9/2008	9/15/2009	100	ALLIANT TECHSYSTEMS I	10,772.71	7,644.23		(3,128.48)
7/11/2008	9/15/2009	200	ALLIANT TECHSYSTEMS I	20,071.24	15,288.47		(4,782.77)
10/13/2008	9/15/2009	300	ALLIANT TECHSYSTEMS I	23,920.11	22,932.70	(987.41)	
12/29/2008	9/15/2009	150	APPLE INC	12,893.67	26,302.06	13,408.39	
5/7/2009	9/15/2009	850	METLIFE INC	27,349.43	33,812.13	6,462.70	
9/19/2006	9/18/2009	200	WASTE MANAGEMENT INC.	7,078.00	6,040.24		(1,037.76)
3/2/2007	9/18/2009	300	WASTE MANAGEMENT INC.	10,127.10	9,060.37		(1,066.73)
3/8/2007	9/18/2009	300	WASTE MANAGEMENT INC.	10,197.96	9,060.37		(1,137.59)
5/8/2007	9/18/2009	700	WASTE MANAGEMENT INC.	26,619.53	21,140.86		(5,478.67)
10/13/2008	9/18/2009	700	WASTE MANAGEMENT INC.	20,230.35	21,140.86	910.51	
	9/15/2009	0.23	FHLMC Gold - paid down	0.25	0.23		(0.02)
4/13/2009	10/9/2009	3300	BOSTON SCIENTIFIC COR	29,611.56	33,997.70	4,386.14	
7/20/2009	10/9/2009	2900	BOSTON SCIENTIFIC COR	29,363.95	29,876.77	512.82	
7/27/2005	10/9/2009	350	COMCAST CL A SPECIAL	7,074.08	5,170.35		(1,903.73)
3/15/2006	10/9/2009	1500	COMCAST CL A SPECIAL	27,060.00	22,158.63		(4,901.37)
5/8/2007	10/9/2009	350	COMCAST CL A SPECIAL	9,177.14	5,170.35		(4,006.79)
7/27/2005	10/9/2009	700	DAVITA	30,700.18	39,341.08		8,640.90

EPOCH INVESTMENT PARTNERS, INC.							
REALIZED GAINS AND LOSSES							
The Susie Tompkins Buell Foundation							
From 12-01-08 Through 11-30-09							
Open	Close			Cost		Gain Or Loss	
Date	Date	Quantity	Security	Basis	Proceeds	Short Term	Long Term
8/31/2009	10/9/2009	1100	FPL GROUP INC	61,759.06	58,364.49	(3,394.57)	
7/27/2005	10/9/2009	500	LABORATORY CO AMER HLDGS	25,665.00	33,449.98		7,784.98
7/25/2006	10/9/2009	1000	ONEOK INC.	37,262.00	36,860.35		(401.65)
8/17/2006	10/9/2009	100	ONEOK INC.	3,892.80	3,686.03		(206.77)
8/17/2006	10/9/2009	200	PHILIP MORRIS INTL	8,374.63	10,064.40		1,689.77
5/8/2007	10/9/2009	200	PHILIP MORRIS INTL	9,593.65	10,064.40		470.75
12/30/2008	10/9/2009	200	VISA INC	10,088.62	14,403.62	4,315.00	
5/7/2009	10/23/2009	800	TRANSOCEAN INC	59,187.04	72,290.86	13,103.82	
4/24/2009	10/26/2009	1100	CAMERON INTL CORP	28,967.29	43,659.52	14,692.23	
9/15/2009	10/30/2009	80	BAIDU COM INC SPON ADR	31,090.64	30,711.24	(379.40)	
	10/15/2009	0.21	FHLMC Gold - paid down	0.23	0.21		(0.02)
1/27/2005	11/4/2009	5000	CINCINNATI BELL INC NEW	5200	5120.85		(79.15)
6/10/2008	11/5/2009	400	DIEBOLD INC COM	15863.76	10633.41		(5,230.35)
12/30/2008	11/5/2009	1400	DIEBOLD INC COM	37714.04	37216.92	(497.12)	
2/9/2009	11/5/2009	500	DIEBOLD INC COM	12659.55	13291.76	632.21	
12/29/2008	11/9/2009	1200	DPL INC	26369.52	32735.15	6,365.63	
8/31/2009	11/9/2009	3500	GREAT PLAINS ENERGY INC	61604.55	61654.41	49.86	
4/2/2008	11/9/2009	500	SILGAN HOLDINGS INC COM	25590	28044.27		2,454.27
8/11/2008	11/9/2009	100	MASTERCARD INC	23324	24043.73		719.73
9/12/2008	11/9/2009	80	MASTERCARD INC	17920	19234.98		1,314.98
4/2/2008	11/9/2009	600	BANK NEW YORK MELLON INC COM	26583.36	16174.02		(10,409.34)
5/5/2008	11/9/2009	200	BANK NEW YORK MELLON INC COM	9056	5391.34		(3,664.66)
6/16/2008	11/9/2009	400	BANK NEW YORK MELLON INC COM	16647.24	10782.68		(5,864.56)
7/11/2008	11/9/2009	200	BANK NEW YORK MELLON INC COM	7146	5391.34		(1,754.66)
10/13/2008	11/9/2009	800	BANK NEW YORK MELLON INC COM	22849.52	21565.36		(1,284.16)
6/1/2009	11/9/2009	1100	BANK NEW YORK MELLON INC COM	31015.71	29652.38	(1,363.33)	
10/9/2009	11/24/2009	96	3COM CORPORATION	540.81	712.3	171.49	
9/12/2008	11/24/2009	20	MASTERCARD INC	4480	4691.64		211.64
10/13/2008	11/24/2009	100	MASTERCARD INC	16139.76	23458.21		7,318.45
10/29/2008	11/24/2009	100	MASTERCARD INC	13424.5	23458.21		10,033.71
2/2/2009	11/24/2009	100	MASTERCARD INC	13346.54	23458.21	10,111.67	
10/9/2009	11/24/2009	567	3COM CORPORATION	3194.14	4207.03	1,012.89	
10/9/2009	11/24/2009	871	3COM CORPORATION	4906.69	6453.94	1,547.25	
10/9/2009	11/24/2009	1046	3COM CORPORATION	5892.54	7761.11	1,868.57	
10/9/2009	11/24/2009	1936	3COM CORPORATION	10906.26	14364.74	3,458.48	
10/9/2009	11/24/2009	2614	3COM CORPORATION	14725.71	19408.44	4,682.73	
10/9/2009	11/25/2009	349	3COM CORPORATION	1966.06	2579.04	612.98	
10/9/2009	11/25/2009	556	3COM CORPORATION	3132.17	4108.73	976.56	

EPOCH INVESTMENT PARTNERS, INC.							
REALIZED GAINS AND LOSSES							
The Susie Tompkins Buell Foundation		77-0266801					
From 12-01-08 Through 11-30-09							
Open	Close			Cost		Gain Or Loss	
Date	Date	Quantity	Security	Basis	Proceeds	Short Term	Long Term
10/9/2009	11/25/2009	465	3COM CORPORATION	2619.53	3436.54	817.01	
11/9/2009	11/25/2009	1278	3COM CORPORATION	7067.21	9444.94	2,377.73	
11/9/2009	11/25/2009	871	3COM CORPORATION	4816.54	6441.31	1,624.77	
11/9/2009	11/25/2009	871	3COM CORPORATION	4816.54	6436.78	1,620.24	
	11/16/2009	1.13	FHLMC Gold - paid down	1.21	1.13		(0.08)
	11/3/2009		Chicago Bridge & Iron Litigation Settlement	-	1,064.49		1,064.49
							-
			TOTAL REALIZED GAINS/(LOSSES)	3,071,170.05	2,932,762.37	66,365.84	(204,773.52)
			less FHLMC Gold - proceeds reported as interest				0.84
			Reportable losses per Tax Return			66,365.84	(204,772.68)

**Susie Tompkins Buell Foundation**  
**Contributions FYE 11/30/09**  
**Tax Year 2008**

**ID #77-0266801**

FORM 990-PF PART XV - GRANTS & CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

<u>Date</u>	<u>Donee Name &amp; Address - all public charities</u>	<u>Purpose</u>	<u>Amount</u>
<b>Cash Contributions</b>			
<u>Women's and Girl's Programs</u>			
2/19/09	International Museum of Women, 101 Howard Street, Suite 480, San Francisco, CA 94105	General Support	2,500
5/28/09	Kids Leadership Coalition, 4340 Butler Circle, Boulder, CO 80305	SheHeroes Project	5,000
	<b>Total Women's and Girl's Programs</b>		<b>7,500</b>
<u>Climate Change / Conservation</u>			
6/11/09	Tides Foundation, P.O. Box 29903, San Francisco, CA 94129-0903	Instituto Terra	10,000
7/30/09	Commonwealth Club of California, 595 Market Street, San Francisco, CA 94105	Climate One Project	1,000
8/17/09	San Francisco Beautiful, 100 Bush Street, Suite 1580, San Francisco, CA 94104	General Support	1,000
9/9/09	California Academy of Sciences, 55 Concourse Dr., Golden Gate Park, San Francisco, CA 94118	Campaign for the New Academy	250,000
9/17/09	William J. Clinton Foundation, 1301 Avenue of the Americas, New York, NY 10019	Clinton Global Initiative	30,000
9/24/09	Golden Gate National Parks Conservancy, Bldg 201, Fort Mason, San Francisco, CA 94123	The Brian O'Neill Youth Leaders Fund	5,000
	<b>Total Climate Change</b>		<b>297,000</b>
<u>Social Change / Education</u>			
4/27/09	The Hamlin School, 2130 Broadway, San Francisco, CA 94115	Financial Assistance Funds	1,000
4/27/09	Children of Shelters, 2269 Chestnut Street, San Francisco, CA 94123	General Support	1,000
8/17/09	The Hamlin School, 2130 Broadway, San Francisco, CA 94115	Financial Assistance Funds	1,000
10/1/09	Children of Shelters, 2269 Chestnut Street, San Francisco, CA 94123	General Support	2,500
	<b>Total Social Change / Education</b>		<b>5,500</b>
<u>Reproductive Rights / Health</u>			
2/19/09	Center for Reproductive Rights	General Support	5,000
10/1/09	California Pacific Medical Center Foundation, 1255 Post Street, #700, San Francisco, CA 94109	Hunters Point Pediatric Clinic	5,000
	<b>Total Reproductive Rights / Health</b>		<b>10,000</b>
<u>Discretionary</u>			
9/24/09	San Francisco Film Society, 39 Mesa Street, Suite 110, The Presidio, San Francisco, CA 94129	Women and Power Film	20,000
	<b>Total Discretionary</b>		<b>20,000</b>
<u>Matching Gifts</u>			
12/22/08	Spark, 2130 Fillmore Street #243, San Francisco, CA 94115	General Support - Match	25
12/22/08	Women for Women International, 1850 M Street, NW, Suite 1090, Washington, DC 20036	General Support - Match	162
3/26/09	Partners in Health, 800 Boylston Street, 47th Flr., Boston, MA 02199	General Support - Match	250
5/28/09	Wildcare, 76 Albert Park Lane, San Rafael, CA 94901	General Support - Match	35
6/11/09	All Creatures, P.O. Box 3664, San Rafael, CA 94901	General Support - Match	40
6/11/09	Milo Foundation, P.O. Box 6625, Albany, CA 94706	General Support - Match	250
9/24/09	Alameda Food Bank, P.O. Box 2167, Alameda, CA 94501	General Support - Match	100
9/24/09	Regional Parks Foundation, P.O. Box 21074, Oakland, CA 94620	General Support - Match	155
10/8/09	Milo Foundation, P.O. Box 6625, Albany, CA 94706	General Support - Match	250
			<b>1,267</b>
<b>TOTAL - Cash Contributions Paid FYE 11/30/09</b>			<b>341,267</b>

No recipient is related by blood, marriage, adoption, or employment to any disqualified person

Susie Tompkins Buell Foundation  
Contributions FYE 11/30/09  
Tax Year 2008

ID #77-0266801

PART XV, LINE 3 -- GRANTS & CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Line 3(b) - Contributions approved for future payment

<u>Donee Name &amp; Address</u>	<u>Public Charity</u>	<u>Purpose</u>	<u>Date Pledged</u>	<u>Amount Pledged</u>	<u>Balance Unpaid</u>
California Academy of Sciences 110 Wall Street, 2nd Flr. NY, NY 10005	Yes	Campaign for the New Academy	9/3/2008	1,000,000	500,000
				<u>1,000,000</u>	<u>500,000</u>

*No recipient is related by blood, marriage, adoption, or employment to any disqualified person.*