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Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009Department 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 **07/01/09**, and ending **06/30/10**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

Longacre Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address)

802 S.W. 7th Avenue

Room/suite

City or town, state, and ZIP code

Okeechobee**FL 34974**

A Employer identification number

59-1100499

B Telephone number (see page 10 of the instructions)

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 foundationI Fair market value of all assets at end
of year (from Part II, col. (c),
line 16) **\$ 8,188**J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (Thetotal of amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue

- 1 Contributions, gifts, grants, etc., received (attach schedule)
- 2 Check ☒ if the foundation is not required to attach Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10 **Stmt 1**
- b Gross sales price for all assets on line 6a **102,765**
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns & allowances
- b Less: Cost of goods sold
- c Gross profit or (loss) (attach schedule)
- 11 Other income (attach schedule)
- 12 Total. Add lines 1 through 11

2,231**2,231****2,231****9,872****0****0****12,103****2,231****2,231**

CANNED OPERATING 2010 Administrative Expenses

- 13 Compensation of officers, directors, trustees, etc.
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule)
- b Accounting fees (attach schedule) **Stmt 2**
- c Other professional fees (attach schedule) **Stmt 3**
- 17 Interest
- 18 Taxes (attach schedule) (see page 14 of the instructions) **Stmt 4**
- 19 Depreciation (attach schedule) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (attach schedule) **Stmt 5**
- 24 Total operating and administrative expenses.
Add lines 13 through 23
- 25 Contributions, gifts, grants paid
- 26 Total expenses and disbursements. Add lines 24 and 25

675**2,887****2,887****2,887****85****664****4,311****2,887****2,887****0****16,250****20,561****2,887****2,887****16,250**

27 Subtract line 26 from line 12.

-8,458**0**

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

DAA

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,506	8,188	8,188
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (att. schedule) ▶ 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) Stmt 6	26,457	19,023	
	b	Investments—corporate stock (attach schedule) See Stmt 7	65,159	64,493	
	c	Investments—corporate bonds (attach schedule) See Stmt 8	9,019	7,979	
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15	Other assets (describe ▶ See Statement 9)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	108,141	99,683	8,188
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	108,141	99,683	
	30	Total net assets or fund balances (see page 17 of the instructions)	108,141	99,683	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	108,141	99,683	

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	108,141
2	Enter amount from Part I, line 27a	2	-8,458
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	99,683
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	99,683

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	N/A			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	56,950	110,916	0.513452
2007	7,154	185,508	0.038564
2006	580	198,096	0.002928
2005	5,877	188,434	0.031189
2004	5,271	188,281	0.027995

2 Total of line 1, column (d)**2** 0.614128**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** 0.122826**4** Enter the net value of noncharitable-use assets for 2009 from Part X, line 5**4** 0**5** Multiply line 4 by line 3**5****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****7** Add lines 5 and 6**7** 0**8** Enter qualifying distributions from Part XII, line 4**8** 16,250

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6		
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Arlene Morris 802 S.W. 7th Avenue Located at ► Okeechobee, FL	Telephone no. ► 863-632-8391 ZIP+4 ► 34974		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		► ☐

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

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?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	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?	N/A	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	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	N/A	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 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.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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 page 22 of the instructions)	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A ☐ Yes ☐ No		
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? If "Yes" to 6b, file Form 8870			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Arlene Morris President 1	4.00	0	0	0
David Huna Vice Pres. 1	1.00	0	0	0
Carol Stadelmeyer Secretary 1	1.00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 Religious Organizations (100%)	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	0
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	0
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	16,250
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	16,250
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,250

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	5,529			
b From 2005	6,323			
c From 2006	820			
d From 2007	7,546			
e From 2008	56,950			
f Total of lines 3a through e	77,168			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 16,250				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	16,250			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	93,418			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	5,529			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	87,889			
10 Analysis of line 9:				
a Excess from 2005	6,323			
b Excess from 2006	820			
c Excess from 2007	7,546			
d Excess from 2008	56,950			
e Excess from 2009	16,250			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
N/A

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
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

b The form in which applications should be submitted and information and materials they should include:
See Statement 10

c Any submission deadlines:
None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
Religious organizations qualifying under 501(C)(3).

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 Church of Nazarene Trevecca Nazarene Univ. Bags of Hope So. FL. N.M.I.		Religious Religious Religious Religious		11,050 1,000 1,200 3,000
Total			▶ 3a	16,250
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	2,231	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					9,872
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		2,231	9,872
13	Total. Add line 12, columns (b), (d), and (e)				13	12,103

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

[illegible]

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
Merrill Lynch Managed Asset Account	Various	Various	Various	\$ 48,692	\$ 41,129	\$	\$	\$	7,563
Merrill Lynch Managed Asset Account	Various	Various	Various	\$ 54,073	\$ 51,764				2,309
Total				\$ 102,765	\$ 92,893	\$	0	0	9,872

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Tax Preparation	\$ 675	\$	\$	\$
Total	\$ 675	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment Management Fees	\$ 2,887	\$ 2,887	\$ 2,887	\$
Total	\$ 2,887	\$ 2,887	\$ 2,887	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Annual Report	\$ 61	\$	\$	\$
Foreign Tax	\$ 24	\$	\$	\$
Total	\$ 85	\$ 0	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
Office	66			
Miscellaneous	598			
Total	664	0	0	0

Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Statement	\$ 26,457	\$ 19,023	Cost	\$
Total	<u>\$ 26,457</u>	<u>\$ 19,023</u>		<u>\$ 0</u>

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Statement	\$ 65,159	\$ 64,493	Cost	\$
Total	<u>\$ 65,159</u>	<u>\$ 64,493</u>		<u>\$ 0</u>

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Statement	\$ 9,019	\$ 7,979	Cost	\$
Total	<u>\$ 9,019</u>	<u>\$ 7,979</u>		<u>\$ 0</u>

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
Prepaid Income Tax	\$	\$	\$
Total	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
Written request from religious organization stating need and proposed use of funds.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
None

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

Religious organizations qualifying under 501(C)(3).

LONGACRE FOUNDATION INC

Account Number: 776-04Y01

MERRILL LYNCH CONSULTS SERVICE

May 29, 2010 - June 30, 2010

YOUR INVESTMENT MANAGER - ALLIANCE BAL TAX/LCC - MAA

We encourage you to contact your Financial Advisor whenever there are changes in your particular situation or objectives. These changes can then be discussed directly with your Investment Manager. We also encourage you to discuss your portfolio at least annually with your Investment Manager. Your Financial Advisor would be pleased to arrange such discussions.

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.44	0.44		.44		
ISA FIA CARD SRVCS NA	8,188.00	8,188.00	1.0000	8,188.00	12	15
TOTAL		8,188.44		8,188.44	12	15

GOVERNMENT AND AGENCY SECURITIES ¹	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Interest	Estimated Current Annual Income	Estimated Current Yield%
Δ FEDERAL NATL MTG ASSOC NOTES 04.500% FEB 15 2011 CUSIP: 31359MF40 ORIGINAL UNIT/TOTAL COST: 102.8250/1,028.25	05/30/08	1,000	1,006.71	102.6250	1,026.25	19.54	16.88	45	4.38
Δ FEDERAL NATL MTG ASSOC ORIGINAL UNIT/TOTAL COST: 102.4470/1,024.47	08/05/08	1,000	1,006.27	102.6250	1,026.25	19.98	16.88	45	4.38
Subtotal		2,000	2,012.98		2,052.50	39.52	33.76	90	4.38
Δ U.S. TREASURY NOTE O 150% NOV 30 2011 CUSIP: 912828MM9 ORIGINAL UNIT/TOTAL COST: 100.0550/1,000.55	02/04/10	1,000	1,000.44	100.3750	1,003.75	3.31	.61	8	.74
Δ U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 100.0710/1,000.71	02/04/10	1,000	1,000.56	100.3750	1,003.75	3.19	.61	8	.74
Subtotal		2,000	2,001.00		2,007.50	6.50	1.22	16	.74
U.S. TREASURY NOTE 2.125% NOV 30 2014 CUSIP: 912828LZ1	02/04/10	2,000	1,991.02	102.1250	2,042.50	51.48	3.48	43	2.08
U.S. TREASURY NOTE	02/04/10	2,000	1,991.02	102.1250	2,042.50	51.48	3.48	43	2.08

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11-00155-0000





LONGACRE FOUNDATION INC

Account Number: 776-04Y01

TOTAL MERRILL*

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

GOVERNMENT AND AGENCY SECURITIES (continued)		Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Description	Acquired								
U.S. TREASURY NOTE	02/04/10	3,000	2,986.53	102.1250	3,063.75	77.22	5.23	64	2.08
U.S. TREASURY NOTE	03/12/10	1,000	992.43	102.1250	1,021.25	28.82	1.74	22	2.08
Subtotal		8,000	7,961.00		8,170.00	209.00	13.93	172	2.08
U.S. TREASURY NOTE	02/04/10	1,000	980.78	103.5700	1,035.70	54.92	4.22	34	3.25
3.375% NOV 15 2019 CUSIP: 9128281Y4									
U.S. TREASURY NOTE	02/04/10	1,000	980.78	103.5700	1,035.70	54.92	4.22	34	3.25
U.S. TREASURY NOTE	02/04/10	2,000	1,961.56	103.5700	2,071.40	109.84	8.44	68	3.25
Subtotal		4,000	3,923.12		4,142.80	219.68	16.88	136	3.25
A FEDERAL NATL MTG ASSOC	08/05/08	1,000	1,178.57	130.0310	1,300.31	121.74	8.28	67	5.09
BONDS OG 625% NOV 15 2030									
CUSIP: 31359MCK3									
ORIGINAL UNIT/TOTAL COST: 118 7630/1,187.63									
U.S. TREASURY BOND	02/04/10	1,000	972.97	107.9530	1,079.53	106.56	5.47	44	4.05
4.375% NOV 15 2039 CUSIP: 912810QD3									
U.S. TREASURY BOND	02/04/10	1,000	972.97	107.9530	1,079.53	106.56	5.47	44	4.05
Subtotal		2,000	1,945.94		2,159.06	213.12	10.94	88	4.05
TOTAL		19,000	19,022.61		19,832.17	809.56	85.01	569	2.87
CORPORATE BONDS		Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Description	Acquired								
A CITIGROUP INC	12/19/08	1,000	1,013.51	103.1090	1,031.09	17.58	1.68	29	2.78
FDIC TLGP GUARANTEED 02 875% DEC 09 2011									
MOODY'S AAA S&P AAA CUSIP: 17313UAA7									
ORIGINAL UNIT/TOTAL COST 102 7360/1,027.36									
A US BANCORP	03/13/09	1,000	1,002.66	102.5980	1,025.98	23.32	6.69	23	2.19
FDIC TLGP GUARANTEED 02 250% MAR 13 2012									
MOODY'S AAA S&P AAA CUSIP: 91160HAA5									
ORIGINAL UNIT/TOTAL COST 100 4610/1,004.61									

LONGACRE FOUNDATION INC

Account Number: 776-04Y01

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

CORPORATE BONDS (continued)	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Current Annual Income	Yield%
Δ NM GENL ELEC CAP CORP BE SER MTNA GLB 06.000% JUN 15 2012 MOODY'S: AA2 S&P: AA+ CUSIP: 36962GYV4 ORIGINAL UNIT/TOTAL COST: 100.8440/1,008.44	06/24/02	1,000	1,001.99	107.6120	1,076.12	74.13	2.50	60	5.57
CONCOCOPHILLIPS COMPANY GUARNT GLB 04.750% OCT 15 2012 MOODY'S: A1 S&P: A CUSIP: 20825CAE4	09/18/03	1,000	999.10	107.3500	1,073.50	74.40	9.90	48	4.42
Δ JP MORGAN CHASE & CO SUBORDINATED GLB 05.750% JAN 02 2013 MOODY'S: A1 S&P: A CUSIP: 46625HAF7 ORIGINAL UNIT/TOTAL COST: 102.7260/1,027.26	03/09/07	1,000	1,012.70	107.5530	1,075.53	62.83	28.43	58	5.34
Δ WAL-MART STORES GLB 04.550% MAY 01 2013 MOODY'S AA2 S&P: AA CUSIP: 931142BF9 ORIGINAL UNIT/TOTAL COST: 100.0580/1,000.58	04/22/03	1,000	1,000.22	108.7680	1,087.68	87.46	7.46	46	4.18
Δ GENERAL DYNAMICS CORP COMPANY GUARNT GLB 04.250% MAY 15 2013 MOODY'S: A2 S&P: A CUSIP: 369550AK4 ORIGINAL UNIT/TOTAL COST: 100.3400/1,003.40	05/13/03	1,000	1,001.13	107.8030	1,078.03	76.90	5.31	43	3.94
VERIZON GLOBAL FDG CORP GLB 04.375% JUN 01 2013 MOODY'S: A3 S&P: A CUSIP: 92344GAV8	03/30/05	1,000	947.44	107.4320	1,074.32	126.88	3.52	44	4.07
TOTAL		8,000	7,978.75		8,522.25	543.50	65.49	351	4.12

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.





LONGACRE FOUNDATION INC

Account Number: 776-04Y01

TOTAL MERRILL*

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
ABB LTD	SPON ADR	ABB 02/04/09	7	13.1800	92.26	17.2800	120.96	28.70	
		12/08/09	13	17.9800	233.74	17.2800	224.64	(9.10)	
		01/26/10	16	18.6293	298.07	17.2800	276.48	(21.59)	
		04/23/10	11	21.0645	231.71	17.2800	190.08	(41.63)	
Subtotal			47		855.78		812.16	(43.62)	
ACTIVISION BLIZZARD INC	ATVI	04/27/10	82	11.4889	942.09	10.4900	860.18	(81.91)	13 1.42
		05/07/10	16	10.6831	170.93	10.4900	167.84	(3.09)	3 1.42
		05/18/10	24	10.6525	255.66	10.4900	251.76	(3.90)	4 1.42
Subtotal			122		1,368.68		1,279.78	(88.90)	20 1.42
AGILENT TECHNOLOGIES INC	A	03/08/10	26	33.0734	859.91	28.4300	739.18	(120.73)	
		06/07/10	7	30.4457	213.12	28.4300	199.01	(14.11)	
Subtotal			33		1,073.03		938.19	(134.84)	
AGNICO EAGLE MINES LTD	AEM	05/07/10	11	62.3009	685.31	60.7800	668.58	(16.73)	2 29
		06/15/10	4	60.6275	242.51	60.7800	243.12	.61	1 29
Subtotal			15		927.82		911.70	(16.12)	3 .29
AIR PRODUCTS&CHEM	APD	06/24/09	7	64.2014	449.41	64.8100	453.67	4.26	14 3.02
		02/23/10	7	70.1800	491.26	64.8100	453.67	(37.59)	14 3.02
Subtotal			14		940.67		907.34	(33.33)	28 3.02
ALLEGHENY TECH INC	ATI	02/02/10	18	44.3722	798.70	44.1900	795.42	(3.28)	13 1.62
		03/01/10	5	45.2760	226.38	44.1900	220.95	(5.43)	4 1.62
		05/07/10	4	52.0225	208.09	44.1900	176.76	(31.33)	3 1.62
Subtotal			27		1,233.17		1,193.13	(40.04)	20 1.62
AMAZON COM INC COM	AMZN	10/02/08	2	67.1350	134.27	109.2600	218.52	84.25	
		10/24/08	4	49.3900	197.56	109.2600	437.04	239.48	
		07/15/09	4	84.0525	336.21	109.2600	437.04	100.83	
		09/08/09	3	79.5833	238.75	109.2600	327.78	89.03	
		02/02/10	2	115.3350	230.67	109.2600	218.52	(12.15)	
		02/23/10	2	117.2850	234.57	109.2600	218.52	(16.05)	
		05/28/10	1	124.9100	124.91	109.2600	109.26	(15.65)	
Subtotal			18		1,496.94		1,966.68	469.74	

LONGACRE FOUNDATION INC

Account Number: 776-04Y01

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
APPLE INC	AAPL	07/23/08	1	165.7100	165.71	251.5300	251.53	85.82	
		08/05/08	1	157.6500	157.65	251.5300	251.53	93.88	
		09/11/08	2	150.9650	301.93	251.5300	503.06	201.13	
		10/24/08	2	94.6250	189.25	251.5300	503.06	313.81	
		02/04/09	2	94.1300	188.26	251.5300	503.06	314.80	
Subtotal			8		1,002.80		2,012.24	1,009.44	
BANK NEW YORK MELLON CORP	BK	10/23/09	18	29.7583	535.65	24.6900	444.42	(91.23)	7 1.45
		11/12/09	8	27.9025	223.22	24.6900	197.52	(25.70)	3 1.45
		12/01/09	7	26.5228	185.66	24.6900	172.83	(12.83)	3 1.45
		12/14/09	15	27.0313	405.47	24.6900	370.35	(35.12)	6 1.45
		05/26/10	11	27.5854	303.44	24.6900	271.59	(31.85)	4 1.45
Subtotal			59		1,653.44		1,456.71	(196.73)	23 1.45
BARRICK GOLD CORPORATION	ABX	03/03/09	9	28.3466	255.12	45.4100	408.69	153.57	4 .88
		03/11/09	10	27.2180	272.18	45.4100	454.10	181.92	4 .88
		04/14/09	4	29.3775	117.51	45.4100	181.64	64.13	2 .88
		07/15/09	2	34.0950	68.19	45.4100	90.82	22.63	1 .88
		10/14/09	7	40.1942	281.36	45.4100	317.87	36.51	3 .88
		11/03/09	6	37.8450	227.07	45.4100	272.46	45.39	3 .88
		12/01/09	4	45.2800	181.12	45.4100	181.64	52	2 .88
		01/22/10	9	36.8800	331.92	45.4100	408.69	76.77	4 .88
		05/05/10	5	42.9440	214.72	45.4100	227.05	12.33	2 .88
Subtotal			56		1,949.19		2,542.96	593.77	25 .88
CALPINE CORP	CPN	12/09/09	12	11.3158	135.79	12.7200	152.64	16.85	
		12/10/09	41	11.4326	468.74	12.7200	521.52	52.78	
		01/22/10	15	11.3793	170.69	12.7200	190.80	20.11	
Subtotal			68		775.22		864.96	89.74	





LONGACRE FOUNDATION INC

Account Number: 776-04Y01

TOTAL MERRILL*

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
CAMECO CORP COM	CCJ	03/17/09	5	16.3540	81.77	21.2800	106.40	24.63	2	1.19
		03/18/09	19	15.9900	303.81	21.2800	404.32	100.51	5	1.19
		06/17/09	11	24.9445	274.39	21.2800	234.08	(40.31)	3	1.19
		01/26/10	15	28.6006	429.01	21.2800	319.20	(109.81)	4	1.19
		04/30/10	7	24.8942	174.26	21.2800	148.96	(25.30)	2	1.19
Subtotal			57		1,263.24		1,212.96	(50.28)	16	1.19
CME GROUP INC	CME	10/14/09	3	311.9100	935.73	281.5500	844.65	(91.08)	14	1.63
		10/20/09	1	318.7800	318.78	281.5500	281.55	(37.23)	5	1.63
		12/14/09	1	332.7400	332.74	281.5500	281.55	(51.19)	5	1.63
		01/22/10	1	315.5400	315.54	281.5500	281.55	(33.99)	5	1.63
Subtotal			6		1,902.79		1,689.30	(213.49)	29	1.63
CREDIT SUISSE GP SP ADR	CS	10/07/09	13	56.9900	740.87	37.4300	486.59	(254.28)	16	3.09
		11/12/09	5	55.6360	278.18	37.4300	187.15	(91.03)	6	3.09
		02/23/10	5	43.5240	217.62	37.4300	187.15	(30.47)	6	3.09
		04/15/10	7	53.1971	372.38	37.4300	262.01	(110.37)	9	3.09
		05/18/10	5	41.0420	205.21	37.4300	187.15	(18.06)	6	3.09
		06/07/10	7	37.1371	259.96	37.4300	262.01	2.05	9	3.09
Subtotal			42		2,074.22		1,572.06	(502.16)	52	3.09
CUMMINS INC COM	CMI	02/04/09	4	25.6425	102.57	65.1300	260.52	157.95	3	1.07
		06/24/09	7	33.1300	231.91	65.1300	455.91	224.00	5	1.07
		12/04/09	7	43.2985	303.09	65.1300	455.91	152.82	5	1.07
Subtotal			18		637.57		1,172.34	534.77	13	1.07
DANAHER CORP DEL COM	DHR	09/08/09	12	32.6066	391.28	37.1200	445.44	54.16	1	.21
		10/22/09	12	35.4525	425.43	37.1200	445.44	20.01	1	.21
		06/15/10	11	40.4263	444.69	37.1200	408.32	(36.37)	1	.21
Subtotal			35		1,261.40		1,299.20	37.80	3	.21
DEERE CO	DE	02/23/10	13	56.0446	728.58	55.6800	723.84	(4.74)	16	2.15
		05/04/10	8	58.5687	468.55	55.6800	445.44	(23.11)	10	2.15
Subtotal			21		1,197.13		1,169.28	(27.85)	26	2.15

LONGACRE FOUNDATION INC

Account Number: 776-04Y01

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual	Estimated Current Income Yield%
DENBURY RES INC	DNR	08/05/08	13	21.9523	285.38	14.6400	190.32	(95.06)	
		11/24/08	35	8.1260	284.41	14.6400	512.40	227.99	
		02/04/09	35	12.9002	451.51	14.6400	512.40	60.89	
		07/06/09	23	13.3895	307.96	14.6400	336.72	28.76	
		10/14/09	21	15.8219	332.26	14.6400	307.44	(24.82)	
		05/07/10	4	17.0925	68.37	14.6400	58.56	(9.81)	
		05/18/10	6	16.9100	101.46	14.6400	87.84	(13.62)	
Subtotal			137		1,831.35		2,005.68	174.33	
DISNEY (WALT) CO COM STK	DIS	10/01/08	4	30.6225	122.49	31.5000	126.00	3.51	2 1.11
		10/02/08	14	30.4135	425.79	31.5000	441.00	15.21	5 1.11
		12/02/08	8	21.3712	170.97	31.5000	252.00	81.03	3 1.11
		02/04/09	11	18.9472	208.42	31.5000	346.50	138.08	4 1.11
		01/26/10	9	29.7711	267.94	31.5000	283.50	15.56	4 1.11
Subtotal			46		1,195.61		1,449.00	253.39	18 1.11
EQUINIX INC	EQIX	12/14/09	8	105.4112	843.29	81.2200	649.76	(193.53)	
		01/22/10	2	100.5950	201.19	81.2200	162.44	(38.75)	
		01/26/10	1	99.7000	99.70	81.2200	81.22	(18.48)	
		06/15/10	2	84.5750	169.15	81.2200	162.44	(6.71)	
Subtotal			13		1,313.33		1,055.86	(257.47)	
FLUOR CORP NEW DEL COM	FLR	11/12/09	4	44.3300	177.32	42.5000	170.00	(7.32)	2 1.17
		02/02/10	11	47.0790	517.87	42.5000	467.50	(50.37)	6 1.17
Subtotal			15		695.19		637.50	(57.69)	8 1.17
FORD MOTOR CO NEW	F	02/04/10	15	11.0893	166.34	10.0800	151.20	(15.14)	
		02/23/10	59	11.5815	683.31	10.0800	594.72	(88.59)	
Subtotal			74		849.65		745.92	(103.73)	
FREEMT-MCMRAN CPR & GLD	FCX	07/13/09	10	47.0000	470.00	59.1300	591.30	121.30	12 2.02
		11/03/09	4	74.7700	299.08	59.1300	236.52	(62.56)	5 2.02
		02/02/10	6	72.4850	434.91	59.1300	354.78	(80.13)	8 2.02
		04/23/10	4	79.7350	318.94	59.1300	236.52	(82.42)	5 2.02
		05/21/10	2	66.8350	133.67	59.1300	118.26	(15.41)	3 2.02
Subtotal			26		1,656.60		1,537.38	(119.22)	33 2.02





LONGACRE FOUNDATION INC

Account Number: 776-04Y01

TOTAL MERRILL*

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss) Annual	Estimated Current Income Yield%
GOLDMAN SACHS GROUP INC	GS	08/11/09	2	160.2800	320.56	131.2700	262.54	(58.02)	3 1.06
		12/14/09	4	165.3325	661.33	131.2700	525.08	(136.25)	6 1.06
		04/15/10	1	184.4100	184.41	131.2700	131.27	(53.14)	2 1.06
		04/16/10	3	161.1266	483.38	131.2700	393.81	(89.57)	5 1.06
Subtotal			10		1,649.68		1,312.70	(336.98)	16 1.06
ILLUMINA INC COM	ILMN	07/06/09	13	32.8776	427.41	43.5300	565.89	138.48	
		10/28/09	5	34.1740	170.87	43.5300	217.65	46.78	
		12/01/09	21	29.9171	628.26	43.5300	914.13	285.87	
Subtotal			39		1,226.54		1,697.67	471.13	
INTRPUBLIC GRP OF CO	IPG	06/18/10	19	8.3273	158.22	7.1300	135.47	(22.75)	
		06/21/10	69	8.4913	585.90	7.1300	491.97	(93.93)	
Subtotal			88		744.12		627.44	(116.68)	
INTUIT INC COM	INTU	03/02/10	15	33.1786	497.68	34.7700	521.55	23.87	
		03/03/10	11	33.3163	366.48	34.7700	382.47	15.99	
		05/26/10	8	34.8925	279.14	34.7700	278.16	(0.98)	
Subtotal			34		1,143.30		1,182.18	38.88	
JOHNSON CONTROLS INC	JCI	07/23/09	27	24.8181	670.09	26.8700	725.49	55.40	15 1.93
		09/08/09	9	25.1377	226.24	26.8700	241.83	15.59	5 1.93
Subtotal			36		896.33		967.32	70.99	20 1.93
JUNIPER NETWORKS INC	JNPR	10/03/08	5	19.1380	95.69	22.8200	114.10	18.41	
		02/04/09	18	14.5766	262.38	22.8200	410.76	148.38	
		12/14/09	12	26.6741	320.09	22.8200	273.84	(46.25)	
		01/26/10	14	25.0878	351.23	22.8200	319.48	(31.75)	
		04/21/10	10	29.6730	296.73	22.8200	228.20	(68.53)	
		05/21/10	8	26.2325	209.86	22.8200	182.56	(27.30)	
Subtotal			67		1,535.98		1,528.94	(7.04)	
MANPOWER INC	MAN	12/04/09	14	56.4442	790.22	43.1800	604.52	(185.70)	11 1.71
		03/01/10	5	52.9060	264.53	43.1800	215.90	(48.63)	4 1.71
		04/30/10	6	56.1133	336.68	43.1800	259.08	(77.60)	5 1.71
		05/07/10	3	50.3466	151.04	43.1800	129.54	(21.50)	3 1.71
Subtotal			28		1,542.47		1,209.04	(333.43)	23 1.71

LONGACRE FOUNDATION INC

Account Number: 776-04Y01

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual	Estimated Current Income Yield%
MCDERMOTT INTL INC	MDR	03/01/10	31	23.6938	734.51	21.6600	671.46	(63.05)	
		05/12/10	11	26.5027	291.53	21.6600	238.26	(53.27)	
		05/18/10	9	23.4288	210.86	21.6600	194.94	(15.92)	
Subtotal			51		1,236.90		1,104.66	(132.24)	
MEDCO HEALTH SOLUTIONS I	MHS	09/02/08	10	48.0660	480.66	55.0800	550.80	70.14	
		02/04/09	3	46.9000	140.70	55.0800	165.24	24.54	
		04/30/09	6	43.6266	261.76	55.0800	330.48	68.72	
		01/26/10	4	62.6350	250.54	55.0800	220.32	(30.22)	
		04/20/10	5	64.2600	321.30	55.0800	275.40	(45.90)	
Subtotal			28		1,454.96		1,542.24	87.28	
MONSANTO CO NEW DEL COM	MON	03/17/09	7	82.7157	579.01	46.2200	323.54	(255.47)	8 2.29
		04/14/09	2	81.7350	163.47	46.2200	92.44	(71.03)	3 2.29
		05/28/09	2	79.4550	158.91	46.2200	92.44	(66.47)	3 2.29
		07/15/09	1	76.2500	76.25	46.2200	46.22	(30.03)	2 2.29
		01/05/10	2	85.3400	170.68	46.2200	92.44	(78.24)	3 2.29
		03/01/10	3	70.5900	211.77	46.2200	138.66	(73.11)	4 2.29
		03/18/10	3	72.1100	216.33	46.2200	138.66	(77.67)	4 2.29
		05/18/10	4	55.1600	220.64	46.2200	184.88	(35.76)	5 2.29
		05/28/10	4	50.6150	202.46	46.2200	184.88	(17.58)	5 2.29
		06/07/10	4	50.1100	200.44	46.2200	184.88	(15.56)	5 2.29
Subtotal			32		2,199.96		1,479.04	(720.92)	42 2.29
NABORS INDUSTRIES LTD	NBR	03/01/10	36	22.2841	802.23	17.6200	634.32	(167.91)	
		03/18/10	20	20.5955	411.91	17.6200	352.40	(59.51)	
		03/23/10	21	19.9304	418.54	17.6200	370.02	(48.52)	
Subtotal			77		1,632.68		1,356.74	(275.94)	





LONGACRE FOUNDATION INC

Account Number 776-04Y01

TOTAL MERRILL*

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized		Estimated Current Annual Income	Yield%
				Cost Basis	Subtotal				Gain/(Loss)	Yield%		
NATIONAL-OILWELL VARCO INC	NOV	01/06/09	1	30 6400	30 64	33 0700	33.07	2 43	1	1 20		
		02/04/09	4	27 1275	108 51	33 0700	132.28	23.77	2	1 20		
		02/19/09	10	27 2210	272 21	33 0700	330.70	58 49	4	1 20		
		04/24/09	11	31 6481	348 13	33 0700	363.77	15 64	5	1 20		
		12/01/09	7	43 8400	306 88	33 0700	231.49	(75 39)	3	1 20		
		04/20/10	9	44 2733	398 46	33 0700	297.63	(100 83)	4	1 20		
Subtotal			42		1,464 83		1,388.94	(75 89)	19	1 20		
NETAPP INC	NTAP	02/04/09	7	15 0800	105 56	37 3100	261.17	155 61				
		05/19/09	14	18 2042	254 86	37 3100	522.34	267 48				
		02/02/10	7	30 4642	213 25	37 3100	261.17	47 92				
Subtotal			28		573 67		1,044.68	471.01				
NETFLIX COM INC	NFLX	04/06/10	5	83 4040	417 02	108 6500	543.25	126 23				
		05/18/10	2	102 2000	204 40	108 6500	217.30	12 90				
Subtotal			7		621 42		760.55	139 13				
OCCIDENTAL PETE CORP CAL	OXY	02/04/09	5	55 3920	276 96	77 1500	385.75	108 79	8	1 97		
		07/06/09	7	61 0485	427 34	77 1500	540.05	112 71	11	1 97		
		01/26/10	7	77 1971	540 38	77 1500	540.05	(0 33)	11	1 97		
		04/06/10	7	88 5785	620 05	77 1500	540.05	(80 00)	11	1 97		
Subtotal			26		1,864 73		2,005.90	141 17	41	1 97		
PROCTER & GAMBLE CO	PG	06/24/09	2	50 6600	101 32	59 9800	119.96	18 64	4	3 21		
		09/22/09	6	57 1216	342 73	59 9800	359.88	17 15	12	3 21		
		02/02/10	4	62 5125	250 05	59 9800	239.92	(10 13)	8	3 21		
Subtotal			12		694 10		719.76	25 66	24	3 21		
PROLOGIS	PLD	10/22/09	2	12 7400	25 48	10 1300	20 26	(5 22)	2	5 92		
RLT		10/23/09	31	12 6967	393 60	10 1300	314.03	(79 57)	19	5 92		
		11/03/09	19	11 5915	220 24	10 1300	192.47	(27 77)	12	5 92		
		11/12/09	18	13 1500	236 70	10 1300	182.34	(54 36)	11	5 92		
		01/05/10	14	13 6878	191 63	10 1300	141.82	(49 81)	9	5 92		
		01/22/10	22	12 7040	279 49	10 1300	222.86	(56 63)	14	5 92		
Subtotal			106		1,347 14		1,073.78	(273 36)	67	5 92		



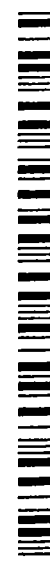
LONGACRE FOUNDATION INC

Account Number: 776-04Y01

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
QIAGEN NV	QGEN	09/25/09	34	20.5950	700.23	19.2200	653.48	(46.75)		
		01/26/10	11	22.5381	247.92	19.2200	211.42	(36.50)		
		05/28/10	8	21.0612	168.49	19.2200	153.76	(14.73)		
			53		1,116.64		1,018.66	(97.98)		
Subtotal										
QUALCOMM INC	QCOM	09/11/08	5	48.6720	243.36	32.8400	164.20	(79.16)		4 2.31
		02/04/09	10	33.8290	338.29	32.8400	328.40	(9.89)		8 2.31
		09/22/09	6	44.5233	267.14	32.8400	197.04	(70.10)		5 2.31
		10/07/09	2	42.2300	84.46	32.8400	65.68	(18.78)		2 2.31
		12/14/09	4	44.9100	179.64	32.8400	131.36	(48.28)		4 2.31
		02/02/10	6	39.5316	237.19	32.8400	197.04	(40.15)		5 2.31
		03/01/10	6	35.8250	214.95	32.8400	197.04	(17.91)		5 2.31
		04/23/10	10	38.0490	380.49	32.8400	328.40	(52.09)		8 2.31
Subtotal			49		1,945.52		1,609.16	(336.36)		41 2.31
RED HAT INC	RHT	11/24/08	15	9.1333	137.00	28.9400	434.10	297.10		
		02/04/09	18	15.3905	277.03	28.9400	520.92	243.89		
		06/26/09	21	19.7395	414.53	28.9400	607.74	193.21		
		01/22/10	7	28.3757	198.63	28.9400	202.58	3.95		
		03/26/10	10	28.3960	283.96	28.9400	289.40	5.44		
Subtotal			71		1,311.15		2,054.74	743.59		
SALESFORCE COM INC	CRM	10/24/08	5	26.6180	133.09	85.8200	429.10	296.01		
		02/04/09	8	29.1300	233.04	85.8200	686.56	453.52		
		06/02/09	4	39.1500	156.60	85.8200	343.28	186.68		
Subtotal			17		522.73		1,458.94	936.21		





LONGACRE FOUNDATION INC

Account Number: 776-04Y01

TOTAL MERRILL*

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued)		Symbol	Acquired	Quantity	Unit		Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Current Yield%
Description					Cost Basis							
SCHLUMBERGER LTD		SLB	07/17/08	4	98.1150		392.46	55.3400	221.36	(171.10)	4	1.51
			01/06/09	5	47.9380		239.69	55.3400	276.70	37.01	5	1.51
			02/04/09	3	42.4366		127.31	55.3400	166.02	38.71	3	1.51
			06/24/09	3	54.1600		162.48	55.3400	166.02	3.54	3	1.51
			08/05/09	6	54.4000		326.40	55.3400	332.04	5.64	6	1.51
			02/23/10	6	60.4883		362.93	55.3400	332.04	(30.89)	6	1.51
			03/30/10	4	63.1600		252.64	55.3400	221.36	(31.28)	4	1.51
			06/01/10	5	52.7960		263.98	55.3400	276.70	12.72	5	1.51
Subtotal				36			2,127.89		1,992.24	(135.65)	36	1.51
SEMPRA ENERGY		SRE	04/01/09	3	46.6700		140.01	46.7900	140.37	36	5	3.33
			05/12/09	8	45.9112		367.29	46.7900	374.32	7.03	13	3.33
			09/08/09	4	49.2775		197.11	46.7900	187.16	(9.95)	7	3.33
			12/08/09	7	54.9285		384.50	46.7900	327.53	(56.97)	11	3.33
Subtotal				22			1,088.91		1,029.38	(59.53)	36	3.33
SHAW GROUP INC		SHAW	09/11/08	5	37.9120		189.56	34.2200	171.10	(18.46)		
			11/03/08	6	17.0816		102.49	34.2200	205.32	102.83		
			02/04/09	16	28.1206		449.93	34.2200	547.52	97.59		
			04/14/09	9	27.4388		246.95	34.2200	307.98	61.03		
			10/20/09	9	28.4777		256.30	34.2200	307.98	51.68		
Subtotal				45			1,245.23		1,539.90	294.67		
STARWOOD HOTELS AND RESORTS WORLDWIDE NE THERMO FISHER SCIENTIFIC INC		HOT	06/15/10	15	49.1346		737.02	41.4300	621.45	(115.57)	3	48
		TMO	02/04/09	5	37.0440		185.22	49.0500	245.25	60.03		
			04/24/09	7	33.3457		233.42	49.0500	343.35	109.93		
			11/12/09	6	44.8483		269.09	49.0500	294.30	25.21		
			01/05/10	6	47.5233		285.14	49.0500	294.30	9.16		
Subtotal				24			972.87		1,177.20	204.33		
VMWARE, INC		VMW	07/02/09	6	28.2300		169.38	62.5900	375.54	206.16		
			10/02/09	9	39.0344		351.31	62.5900	563.31	212.00		
Subtotal				15			520.69		938.85	418.16		

LONGACRE FOUNDATION INC

Account Number: 776-04Y01

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
WEYERHAEUSER CO	WY	12/01/09	10	39.9310	399.31	35.2000	352.00	(47.31)	2	.56
		12/14/09	6	42.5066	255.04	35.2000	211.20	(43.84)	2	.56
		01/05/10	6	44.9350	269.61	35.2000	211.20	(58.41)	2	.56
		01/22/10	7	41.7457	292.22	35.2000	246.40	(45.82)	2	.56
		05/07/10	5	45.7180	228.59	35.2000	176.00	(52.59)	1	.56
		05/21/10	5	42.4700	212.35	35.2000	176.00	(36.35)	1	.56
		06/24/10	7	37.7271	264.09	35.2000	246.40	(17.69)	2	.56
Subtotal			46		1,921.21		1,619.20	(302.01)	12	.56
TOTAL					64,493.49		66,493.63	2,000.14	697	1.05

LONG PORTFOLIO

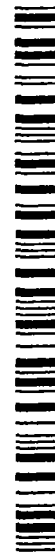
	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	99,683.29	103,036.49	3,353.20	150.50	1,629	1.58

Notes

Δ Debt Instruments purchased at a premium show amortization
 Θ Debt Instruments purchased at a discount show accretion
 1 Some agency securities are not backed by the full faith and credit of the United States government.
 For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

YOUR EMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS				Income	Income
Date	Transaction Type	Quantity	Description	Year To Date	Income
06/01	□ Bond Interest		VERIZON GLOBAL FDG CORP	21.88	
			GLB		
			04.375% JUN 01 2013		
			PAY DATE 06/01/2010		



LONGACRE FOUNDATION INC

Account Number: 776-04007

24-Hour Assistance: (800) MERRILL

YOUR EMA ASSETS

May 29, 2010 - June 30, 2010

CASH/MONEY ACCOUNTS		Quantity		Total Cost Basis		Estimated Market Price		Estimated Market Value		Estimated Annual Income		Estimated Annual Yield%	
Description													
CASH		0.23		0.23				.23					
ISA FIA CARD SRVCS NA		704.00		704.00		1.0000		704.00		1		15	
TOTAL				704.23				704.23		1		.15	
LONG PORTFOLIO													
		Adjusted/Total Cost Basis		Estimated Market Value		Unrealized Gain/(Loss)		Estimated Accrued Interest		Estimated Annual Income		Current Annual Yield%	
TOTAL		704.23		704.23						1		15	

YOUR EMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income	Year To Date
06/30	Interest Credit		ISA FIA CARD SRVCS NA WILMINGTON, DE FROM 05/28 THRU 06/29	16	
Subtotal (Taxable Interest)				16	3.72
NET TOTAL				.16	3.72

CHECKS WRITTEN/BILL PAYMENT

Date Written	Date Cleared	Check Number	Description	Debit	Credit
03/26	06/02	999	SOUTHERN FL NMI	3,000.00	
NET TOTAL				3,000.00	

To report Lost or Stolen Visa Cards or Checks, please call (800) CMA-LOST

