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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning **JUL 1, 2009**, and ending **JUN 30, 2010**

G Check all that apply: Initial return Amended return Initial return of a former public charity Address change Final return Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation EDGERTON FOUNDATION	A Employer identification number 91-2160742
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 9454 WILSHIRE BLVD, 4TH FLOOR	B Telephone number 310-288-4272
	City or town, state, and ZIP code BEVERLY HILLS, CA 90212	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 81,415,375. (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)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)			N/A	
Revenue				
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	203,211.	203,211.		STATEMENT 1
4 Dividends and interest from securities	911,421.	911,421.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<546,798.>			
b Gross sales price for all assets on line 6a	9,457,107.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less cost of goods sold				
c Gross profit or (loss)	99,912.	99,912.		STATEMENT 3
11 Other income	667,746.	1,214,544.		
12 Total. Add lines 1 through 11				
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	7,988.	0.		7,988.
b Accounting fees STMT 5	107,471.	36,404.		71,067.
c Other professional fees STMT 6	165,513.	165,513.		0.
17 Interest				
18 Taxes STMT 7	4,220.	4,220.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	716.	0.		716.
23 Other expenses STMT 8	1,831,686.	1,642,628.		181,835.
24 Total operating and administrative expenses. Add lines 13 through 23	2,117,594.	1,848,765.		261,606.
25 Contributions, gifts, grants paid	3,843,660.			3,843,660.
26 Total expenses and disbursements. Add lines 24 and 25	5,961,254.	1,848,765.		4,105,266.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<5,293,508.>			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,719,455.	553,897.	553,897.
	2 Savings and temporary cash investments	743,663.	885,553.	885,553.
	3 Accounts receivable ▶ 4,431.			
	Less: allowance for doubtful accounts ▶		4,431.	4,431.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 9	42,869,190.	37,601,795.	27,392,859.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	49,775,278.	50,761,268.	52,578,635.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	95,107,586.	89,806,944.	81,415,375.
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			
22 Other liabilities (describe ▶ STATEMENT 11)	19,551.	12,417.		
23 Total liabilities (add lines 17 through 22)	19,551.	12,417.		
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	70,990,812.	70,990,812.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	24,097,223.	18,803,715.		
30 Total net assets or fund balances	95,088,035.	89,794,527.		
31 Total liabilities and net assets/fund balances	95,107,586.	89,806,944.		

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	95,088,035.
2 Enter amount from Part I, line 27a	2	<5,293,508.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	89,794,527.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	89,794,527.

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			
b SEE ATTACHED STATEMENTS			
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 9,457,107.		10,003,905.	<546,798.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<546,798.>

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	<546,798.>
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	2,183,018.	78,922,605.	.027660
2007	4,691,771.	104,840,312.	.044752
2006	2,668,607.	107,592,615.	.024803
2005	641,325.	100,004,266.	.006413
2004	924,542.	91,967,674.	.010053

2 Total of line 1, column (d)	2	.113681
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	.022736
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	80,192,774.
5 Multiply line 4 by line 3	5	1,823,263.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	1,823,263.
8 Enter qualifying distributions from Part XII, line 4	8	4,105,266.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see 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	0.
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	0.
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	44,679.
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	44,679.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	44,679.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 44,679. Refunded <input checked="" type="checkbox"/>	11	0.

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	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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>N/A</u>	13	X	
14	The books are in care of ► <u>BRADFORD W. EDGERTON, M.D.</u> Telephone no. ► <u>310-288-4272</u> Located at ► <u>9454 WILSHIRE BLVD., 4TH FLOOR, BEVERLY HILLS, CA</u> ZIP+4 ► <u>90212</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			

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

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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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.

(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
BRADFORD W. EDGERTON, M.D. 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212	PRESIDENT 20.00	0.	0.	0.
LOUISE D. EDGERTON 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212	SECRETARY/TREASURER 20.00	0.	0.	0.

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	78,463,010.
b	Average of monthly cash balances	1b	2,942,009.
c	Fair market value of all other assets	1c	8,965.
d	Total (add lines 1a, b, and c)	1d	81,413,984.
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	81,413,984.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,221,210.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	80,192,774.
6	Minimum investment return. Enter 5% of line 5	6	4,009,639.

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

1	Minimum investment return from Part X, line 6	1	4,009,639.
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	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,009,639.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,009,639.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,009,639.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,105,266.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	4,105,266.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,105,266.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				4,009,639.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			3,573,464.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 4,105,266.				
a Applied to 2008, but not more than line 2a			3,573,464.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				531,802.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				3,477,837.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

Table with 5 columns: Tax year (a) 2009, (b) 2008, Prior 3 years (c) 2007, (d) 2006, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income...; 2 b 85% of line 2a; 2 c Qualifying distributions from Part XII...; 2 d Amounts included in line 2c not used directly for active conduct of exempt activities; 2 e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon: 3 a "Assets" alternative test - enter: (1) Value of all assets; (2) Value of assets qualifying under section 4942(j)(3)(B)(i); 3 b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed; 3 c "Support" alternative test - enter: (1) Total support other than gross investment income...; (2) Support from general public and 5 or more exempt organizations...; (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 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).)

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs Check here [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED GRANT SCHEDULE				3,843,660.
Total				▶ 3a 3,843,660.
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0.

EDGERTON FOUNDATION

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 PRIVATE CAPITAL MANAG. (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
b BERNZOTT CAPITAL ADV. (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
c FIDELITY (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
d VOYAGER ADVANTAGE (SEE ATTACHED SCHEDULE)	P	VARIOUS	VARIOUS
e K-1 - RCP FUND II, LP	P	VARIOUS	VARIOUS
f K-1 - RCP FUND II, LP	P	VARIOUS	VARIOUS
g K-1 - RCP FUND II, LP	P	VARIOUS	VARIOUS
h K-1 - RCP FUND III, LP	P	VARIOUS	VARIOUS
i K-1 - RCP FUND III, LP	P	VARIOUS	VARIOUS
j K-1 - RCP FUND III, LP	P	VARIOUS	VARIOUS
k K-1 - RCP FUND IV, LP	P	VARIOUS	VARIOUS
l K-1 - RCP FUND IV, LP	P	VARIOUS	VARIOUS
m K-1 - RCP FUND IV, LP	P	VARIOUS	VARIOUS
n K-1 - RCP FUND V, LP	P	VARIOUS	VARIOUS
o K-1 - RCP FUND V, LP	P	VARIOUS	VARIOUS

(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 3,392,009.		3,772,714.	<380,705.>
b 1,009,763.		804,958.	204,805.
c 1,355,825.		2,339,066.	<983,241.>
d 3,260,018.		2,899,886.	360,132.
e 4,280.			4,280.
f		68,067.	<68,067.>
g		133.	<133.>
h		3,577.	<3,577.>
i 73,296.			73,296.
j		51.	<51.>
k 3,053.			3,053.
l 198,149.			198,149.
m		3,960.	<3,960.>
n 29.			29.
o		43.	<43.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<380,705.>
b			204,805.
c			<983,241.>
d			360,132.
e			4,280.
f			<68,067.>
g			<133.>
h			<3,577.>
i			73,296.
j			<51.>
k			3,053.
l			198,149.
m			<3,960.>
n			29.
o			<43.>

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).
If (loss), enter "-0-" in Part I, line 8

3

EDGERTON FOUNDATION

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 K-1 - PARK STREET CAPITAL FUND VI, LP	P	VARIOUS	VARIOUS
b K-1 - PARK STREET CAPITAL FUND VI, LP	P	VARIOUS	VARIOUS
c K-1 - PARK STREET CAPITAL FUND VII, LP	P	VARIOUS	VARIOUS
d K-1 - PARK STREET CAPITAL FUND VII, LP	P	VARIOUS	VARIOUS
e K-1 - PARK STREET CAPITAL FUND VII, LP	P	VARIOUS	VARIOUS
f K-1 - PARK STREET CAPITAL FUND VIII, LP	P	VARIOUS	VARIOUS
g K-1 - PARK STREET CAPITAL FUND VIII, LP	P	VARIOUS	VARIOUS
h K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	P	VARIOUS	VARIOUS
i K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	P	VARIOUS	VARIOUS
j K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	P	VARIOUS	VARIOUS
k K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	P	VARIOUS	VARIOUS
l K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	P	VARIOUS	VARIOUS
m K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	P	VARIOUS	VARIOUS
n K-1 - HRJ CAPITAL VC V (FOREIGN), LP	P	VARIOUS	VARIOUS
o K-1 - HRJ CAPITAL VC V (FOREIGN), LP	P	VARIOUS	VARIOUS

(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		1,119.	<1,119.>
b		6,435.	<6,435.>
c	10,995.		10,995.
d		35,753.	<35,753.>
e	26,497.		26,497.
f		3,929.	<3,929.>
g		46.	<46.>
h		10,116.	<10,116.>
i	20,981.		20,981.
j	140.		140.
k	9,120.		9,120.
l	37,112.		37,112.
m	102.		102.
n	97.		97.
o		6,307.	<6,307.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,119.>
b			<6,435.>
c			10,995.
d			<35,753.>
e			26,497.
f			<3,929.>
g			<46.>
h			<10,116.>
i			20,981.
j			140.
k			9,120.
l			37,112.
m			102.
n			97.
o			<6,307.>

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). If (loss), enter "-0-" in Part I, line 8	3	

EDGERTON FOUNDATION

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 K-1 - PRIVATE EQUITY INV. FUND IV, LP	P	VARIOUS	VARIOUS
b K-1 - PRIVATE EQUITY INV. FUND IV, LP	P	VARIOUS	VARIOUS
c K-1 - PRIVATE EQUITY INV. FUND IV, LP	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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		723.	<723.>
b		46,552.	<46,552.>
c		470.	<470.>
d 55,641.			55,641.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<723.>
b			<46,552.>
c			<470.>
d			55,641.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<546,798.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CITY NATIONAL BANK (2 ACCOUNTS)	1,522.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	7,007.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	3,340.
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	446.
K-1 - PARK STREET CAPITAL FUND VI, LP	14,322.
K-1 - PARK STREET CAPITAL FUND VII, LP	47,606.
K-1 - PARK STREET CAPITAL FUND VIII, LP	28,175.
K-1 - PARK STREET CAPITAL NRF III, LP	500.
K-1 - PRIVATE EQUITY INV. FUND IV, LP	6,233.
K-1 - RCP FUND II, L.P.	12,399.
K-1 - RCP FUND III, L.P.	24,680.
K-1 - RCP FUND IV, L.P.	49,908.
K-1 - RCP FUND V, L.P.	7,073.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	203,211.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNZOTT CAPITAL ADVISOR	32,029.	0.	32,029.
FIDELITY	722,039.	0.	722,039.
FIDELITY	55,641.	55,641.	0.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	6,397.	0.	6,397.
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	488.	0.	488.
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	772.	0.	772.
K-1 - PARK STREET CAPITAL FUND VI, LP	12,990.	0.	12,990.
K-1 - PARK STREET CAPITAL FUND VII, LP	49,608.	0.	49,608.
K-1 - PARK STREET CAPITAL FUND VIII, LP	4,462.	0.	4,462.
K-1 - PARK STREET CAPITAL NRF III, LP	820.	0.	820.
K-1 - PRIVATE EQUITY INV. FUND IV, LP	1,347.	0.	1,347.
K-1 - RCP FUND II, L.P.	14,741.	0.	14,741.
K-1 - RCP FUND III, L.P.	22,840.	0.	22,840.
K-1 - RCP FUND IV, L.P.	20,399.	0.	20,399.
K-1 - RCP FUND V, L.P.	1.	0.	1.
PRIVATE CAPITAL MANAGEMENT	22,488.	0.	22,488.
TOTAL TO FM 990-PF, PART I, LN 4	967,062.	55,641.	911,421.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 - PARK STREET CAPITAL FUND VII, LP	6,959.	6,959.	
K-1 - RCP FUND II, L.P.	856.	856.	
K-1 - PARK STREET CAPITAL FUND VI, LP	470.	470.	
K-1 - PARK STREET CAPITAL FUND VI, LP	6,816.	6,816.	
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	722.	722.	
K-1 - PRIVATE EQUITY INV FUND	<1,590.>	<1,590.>	
K-1 - RCP FUND III, L.P.	824.	824.	
K-1 - RCP FUND IV, L.P.	<542.>	<542.>	
K-1 - PARK STREET CAPITAL NRF III, LP	20,920.	20,920.	
K-1 - PARK STREET CAPITAL NRF III, LP	4.	4.	
K-1 - PARK STREET CAPITAL NRF III, LP	<3,466.>	<3,466.>	
K-1 - PARK STREET CAPITAL FUND VII, LP	29,850.	29,850.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	699.	699.	
K-1 - PARK STREET CAPITAL NRF III, LP	24,585.	24,585.	
K-1 - PARK STREET CAPITAL FUND VI, LP	<31.>	<31.>	
K-1 - PARK STREET CAPITAL FUND VII, LP	<5,313.>	<5,313.>	
K-1 - PARK STREET CAPITAL FUND VIII, LP	<33.>	<33.>	
K-1 - PARK STREET CAPITAL FUND VIII, LP	200.	200.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	3,573.	3,573.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	7,634.	7,634.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	<5,005.>	<5,005.>	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	13.	13.	
K-1 - RCP FUND V, L.P.	4,255.	4,255.	
K-1 - PARK STREET CAPITAL NRF III, LP	108.	108.	
NORTHERN TRUST CO - CLASS ACTION SETTLEMENT	7,404.	7,404.	
TOTAL TO FORM 990-PF, PART I, LINE 11	99,912.	99,912.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,988.	0.		7,988.
TO FM 990-PF, PG 1, LN 16A	7,988.	0.		7,988.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	107,471.	36,404.		71,067.
TO FORM 990-PF, PG 1, LN 16B	107,471.	36,404.		71,067.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	165,513.	165,513.		0.
TO FORM 990-PF, PG 1, LN 16C	165,513.	165,513.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,388.	3,388.		0.
STATE TAXES FROM K-1S	832.	832.		0.
TO FORM 990-PF, PG 1, LN 18	4,220.	4,220.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTOMOBILE EXPENSE	62.	0.		62.
BOOKS & PUBLICATIONS	2,773.	503.		2,270.
COMPUTER SUPPLIES	4,020.	804.		3,216.
CONSULTING	23,200.	0.		23,200.
DUES	6,302.	0.		6,302.
INSURANCE	5,836.	0.		5,836.
INTERNET SERVICES	43,474.	8,695.		34,779.
LICENSE AND PERMITS	150.	0.		150.
MEALS	10,723.	0.		10,723.
OFFICE EXPENSE	2,272.	0.		2,272.
OUTSIDE SERVICES	22,467.	0.		22,467.
POSTAGE AND DELIVERY	451.	0.		451.
RETIREMENT PLAN ADMINISTRATION	6,286.	0.		6,286.
TELEPHONE	1,889.	0.		1,889.
TRAVEL	57,050.	0.		57,050.
NON-DEDUCTIBLE EXPENSES FROM K-1S	7,223.	0.		0.
BANK CHARGES	2,391.	2,391.		0.
RESEARCH	3,527.	0.		3,527.
STORAGE	1,320.	0.		1,320.
MISCELLANEOUS	35.	0.		35.
DEDUCTIONS - PORTFOLIO FROM PASSTHROUGH K-1S	1,486,720.	1,486,720.		0.
DEDUCTIONS - OTHER FROM PASSTHROUGH K-1S	143,515.	143,515.		0.
TO FORM 990-PF, PG 1, LN 23	1,831,686.	1,642,628.		181,835.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
T. ROWE PRICE	2,500.	2,199.	
JP MORGAN MID CAP VALUE	2,890,102.	2,391,208.	
BRIDGEWAY SMALL CAP VALUE FUND	3,084,764.	2,258,334.	
BRIDGEWAY ULTRA-SMALL COMPANY MARKET FUND	3,594,134.	2,190,561.	
DFA U.S. SMALL CAP VALUE	3,389,567.	2,388,966.	
DODGE & COX STOCK	3,238,388.	2,191,579.	
FAIRHOLME FUND	2,535.	3,099.	
HOTCHKIS & WILEY ALL CAP VALUE	3,651,255.	2,658,027.	
PRIVATE CAPITAL MANAGEMENT - COMMON STOCK	0.	0.	

EDGERTON FOUNDATION

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BERNZOTT CAPITAL ADVISORS - COMMON STOCK	2,158,096.	2,301,998.
DFA REAL ESTATE SECURITIES	3,711,480.	2,828,714.
MORGAN STANLEY INSTL US REAL ESTATE	6,378,904.	2,989,304.
CREDIT SUISSE COMMODITY RETURN STRATEGY	1,000,000.	663,535.
OPPENHEIMER COMMOD. STRAT. TOT. RET	1,000,035.	392,535.
PIMCO COMMODITY REAL RETURN STRATEGY INS.	3,500,035.	4,132,800.
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,601,795.	27,392,859.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	COST	3,890,854.	3,890,854.
PARK STREET CAPITAL VI, LP	COST	5,229,382.	5,229,382.
RCP FUND II, LP	COST	2,030,814.	2,030,814.
RCP FUND III, LP	COST	2,715,172.	2,715,172.
SUMMIT PRIVATE INV.	COST	12,296,234.	14,098,492.
VOYAGER ADVANTAGE	COST	422,897.	437,976.
PARK STREET CAPITAL VII, LP	COST	4,369,170.	4,369,170.
PRIVATE EQUITY INV FUND IV, LP	COST	4,241,935.	4,241,935.
BOOK/TAX DIFFERENCE - RCP FUND III, L.P.	COST	<1,306.>	<1,306.>
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VI, L.P.	COST	<560,656.>	<560,656.>
BOOK/TAX DIFFERENCE - CAPITAL DYNAMICS CHAMPION VENTURES IV, L.P.	COST	<768,603.>	<768,603.>
BOOK/TAX DIFFERENCE - PRIVATE EQUITY INV. FUND IV, L.P.	COST	<427,327.>	<427,327.>
SUSPENDED LOSSES - CAPITAL DYNAMICS CHAMPION VENTURES IV	COST	499,158.	499,158.
SUSPENDED LOSSES - RCP FUND II	COST	300,610.	300,610.
SUSPENDED LOSSES - RCP FUND III	COST	487,836.	487,836.
SUSPENDED LOSSES - PARK ST. VI	COST	675,492.	675,492.
SUSPENDED LOSSES - PRIVATE EQUITY IV	COST	512,630.	512,630.
RCP FUND IV, LP	COST	3,722,683.	3,722,683.
RCP FUND V, LP	COST	2,043,135.	2,043,165.
PARK STREET CAPITAL NRF III, LP	COST	2,120,040.	2,120,040.
PARK STREET CAPITAL VIII, LP	COST	3,166,891.	3,166,891.
CAPITAL DYNAMICS CHAMPION VENTURES V, LP	COST	1,927,236.	1,927,236.
HRJ CAPITAL VC V (FOREIGN), LP	COST	697,198.	697,198.
BOOK/TAX DIFFERENCE - RCP FUND IV, L.P.	COST	14,076.	14,076.
SUSPENDED LOSSES - RCP FUND IV	COST	486,698.	486,698.
SUSPENDED LOSSES - PARK STREET NRF III, L.P.	COST	51,991.	51,991.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VII, L.P.	COST	253,297.	253,297.

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SUSPENDED LOSSES - PARK ST. VII	COST	381,479.	381,479.
BOOK/TAX DIFFERENCE - CAPITAL	COST		
DYNAMICS CHAMPION VENTURES V, L.P.		<200,426.>	<200,426.>
SUSPENDED LOSSES - CAPITAL DYNAMICS	COST		
CHAMPION VENTURES V, L.P.		205,223.	205,223.
BOOK/TAX DIFFERENCE - HRJ CAPITAL	COST		
VC V (FOREIGN), L.P.		<89,512.>	<89,512.>
SUSPENDED LOSSES - HRJ CAPITAL VC	COST		
V(FOREIGN)		101,022.	101,022.
BOOK/TAX DIFFERENCE - RCP FUND V,	COST		
L.P.		<4,756.>	<4,756.>
SUSPENDED LOSSES - RCP FUND V	COST	235,057.	235,057.
SUSPENDED LOSSES - PARK ST. VIII	COST	166,373.	166,373.
BOOK/TAX DIFFERENCE - PARK STREET	COST		
CAPITAL VIII, L.P.		<219,089.>	<219,089.>
BOOK/TAX DIFFERENCE - PARK STREET	COST		
CAPITAL NRF III, L.P.		<211,640.>	<211,640.>
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>50,761,268.</u>	<u>52,578,635.</u>

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

CREDIT CARD PAYABLE	9,639.	12,417.
PENDING PAYABLE FROM SECURITIES		
PURCHASED	9,912.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	<u>19,551.</u>	<u>12,417.</u>

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box [X]
If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3 month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990 T and requesting an automatic 6 month extension - check this box and complete Part I only []

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990 BL, 6069, or 8870, group returns, or a composite or consolidated Form 990 T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Table with 3 columns: Type or print, Name of Exempt Organization, Employer identification number. Row 1: EDGERTON FOUNDATION, 91-2160742. Row 2: 9454 WILSHIRE BLVD, 4TH FLOOR. Row 3: BEVERLY HILLS, CA 90212.

Check type of return to be filed (file a separate application for each return):

- Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (corporation), Form 990-T (sec 501(a) or 408(a) trust), Form 990-T (trust other than above), Form 1041-A, Form 4720, Form 5227, Form 6069, Form 8870. [X] Form 990-PF

COPY

BRADFORD W. EDGERTON, M.D.

- The books are in the care of 9454 WILSHIRE BLVD., 4TH FLOOR - BEVERLY HILLS, CA 90212. Telephone No 310-288-4272 FAX No
If the organization does not have an office or place of business in the United States, check this box []
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) [] If this is for the whole group, check this box [] If it is for part of the group, check this box [] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3 month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for: [] calendar year [] or [X] tax year beginning JUL 1, 2009, and ending JUN 30, 2010

2 If this tax year is for less than 12 months, check reason. [] Initial return [] Final return [] Change in accounting period

Table with 3 rows (3a, 3b, 3c) and 2 columns (Amount, Description). Row 3a: \$ 0. Row 3b: \$ 44,679. Row 3c: \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879 EO for payment instructions

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box X
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization EDGERTON FOUNDATION	Employer identification number 91-2160742
	Number, street, and room or suite no. If a P.O. box, see instructions. 9454 WILSHIRE BLVD, 4TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEVERLY HILLS, CA 90212	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **9454 WILSHIRE BLVD., 4TH FLOOR - BEVERLY HILLS, CA 90212**
Telephone No. **310-288-4272** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until MAY 15, 2011.
- For calendar year _____, or other tax year beginning JUL 1, 2009, and ending JUN 30, 2010.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	44,679 ⁰⁰
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title CRA Date 2-3-11

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Edgerton Foundation - Private Capital Management
From 07-01-09 Through 06-11-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
04-08-08	07-20-09	1,900 000	Sothebys Holdings Inc	49,788 95		25,926 43		-23,862 52
05-13-08	07-20-09	600 000	Sothebys Holdings Inc	14,488 00		8,187 29		-6,280 71
09-19-08	07-20-09	1,400 000	Sothebys Holdings Inc	31,126 50		19,103 69	-12,022 81	
01-19-06	07-20-09	900 000	Northern Tr Corp	45,307 57		51,801 86		6,494 29
04-11-08	07-23-09	100 000	Intl Game Technology	3,826 33		1,993 24		-1,833 09
04-30-08	07-23-09	700 000	Intl Game Technology	23,815 00		13,952 67		-9,862 33
06-11-08	07-23-09	800 000	Intl Game Technology	25,204 92		15,945 91		-9,259 01
04-27-06	07-23-09	175 000	Intl Business Machines Corp	14,704 20		20,497 31		5,793 11
07-20-05	07-24-09	800 000	CA, Inc (formerly Computer Assoc Intl)	23,206 29		16,695 73		-6,510 56
04-04-05	07-30-09	600 000	Hewlett-Packard Co	13,050 00		25,821 63		12,771 63
04-04-05	08-06-09	1,450 000	Hewlett-Packard Co	31,537 50		62,173 65		30,636 15
03-07-08	08-24-09	300 000	Royal Caribbean Cruises Ltd	10,025 55		5,947 50		-4,078 05
05-12-08	08-24-09	800 000	Royal Caribbean Cruises Ltd	24,921 04		15,860 01		-9,061 03
04-26-06	09-10-09	250 000	Novellus Sys Inc	6,172 87		5,002 15		-1,170 72
02-26-08	09-23-09	2,400 000	MGM Mirage	161,616 00		32,530 36		-129,085 64
04-26-06	10-26-09	400 000	Novellus Sys Inc	9,876 60		9,132 64		-743 96
05-12-08	11-13-09	200 000	Royal Caribbean Cruises Ltd	6,230 26		4,617 64		-1,612 62
09-04-08	11-13-09	750 000	Royal Caribbean Cruises Ltd	21,358 50		17,316 13		-4,042 37
07-20-05	11-16-09	1,000 000	Windstream Corp	11,121 38		10,023 94		-1,097 44
07-20-05	11-17-09	1,045 000	Windstream Corp	11,621 84		10,487 04		-1,134 80
03-01-06	11-17-09	1,138 000	Windstream Corp	12,611 47		11,420 34		-1,191 13
08-26-05	11-17-09	1,654 000	Windstream Corp	17,806 03		16,598 62		-1,207 41
01-26-06	11-17-09	310 000	Windstream Corp	3,255 52		3,110 99		-144 53
09-04-08	12-02-09	50 000	Royal Caribbean Cruises Ltd	1,423 90		1,249 72		-174 18
07-29-08	12-02-09	1,200 000	Royal Caribbean Cruises Ltd	31,083 56		29,993 35		-1,090 21
11-11-08	12-02-09	1,100 000	Royal Caribbean Cruises Ltd	12,502 35		27,493 90		14,991 55
02-26-08	01-05-10	1,268 000	MGM Mirage	85,387 12		13,189 05		-72,198 07
02-28-08	01-05-10	800 000	MGM Mirage	50,163 20		8,321 17		-41,842 03
08-31-06	01-21-10	400 000	Dundee Corp Cl A Sub VTG	5,396 60		5,221 21		-175 39
05-17-06	03-15-10	300 000	Raymond James Financial	8,675 46		8,304 01		-371 45
01-28-08	03-15-10	450 000	Raymond James Financial	11,836 15		12,456 02		619 87
12-03-07	03-24-10	100 000	Sprnt Nextel Corp FON shares	1,580 89		407 95		-1,172 94
12-18-07	03-24-10	1,300 000	Sprnt Nextel Corp FON shares	18,189 67		5,303 35		-12,886 32
12-19-07	03-24-10	1,000 000	Sprnt Nextel Corp FON shares	13,331 90		4,079 51		-9,252 39
01-09-08	03-24-10	300 000	Sprnt Nextel Corp FON shares	3,669 92		1,223 85		-2,446 07
06-11-08	04-12-10	500 000	Intl Game Technology	15,753 08		9,955 35		-5,797 73
11-18-05	04-12-10	100 000	Intl Game Technology	2,851 57		1,991 07		-860 50
07-21-05	04-12-10	250 000	Intl Game Technology	6,852 21		4,977 68		-1,874 53
07-21-05	04-23-10	1,050 000	Intl Game Technology	28,779 28		22,133 23		-6,646 05
03-17-08	05-11-10	2,500 000	Autonation Inc	34,259 72		51,074 93		16,815 21
05-29-08	05-11-10	600 000	Amenstar Casino Inc Common Stock	10,801 71		11,378 85		577 14
05-29-08	05-11-10	1,700 000	Amenstar Casino Inc Common Stock	30,604 86		32,248 45		1,643 59
12-07-06	05-11-10	400 000	Avid Technology Inc	15,833 78		5,954 46		-9,879 32
02-02-07	05-11-10	181 000	Avid Technology Inc	6,466 10		2,694 40		-3,771 70
02-02-07	05-11-10	319 000	Avid Technology Inc	11,396 05		4,749 86		-6,646 19
09-13-07	05-11-10	600 000	Avid Technology Inc	15,714 74		8,933 91		-6,780 83
02-25-08	05-11-10	537 000	Avid Technology Inc	12,490 85		7,995 85		-4,495 00
02-25-08	05-11-10	63 000	Avid Technology Inc	1,465 41		938 31		-527 10
02-04-08	05-11-10	900 000	Avid Technology Inc	17,910 71		13,404 37		-4,506 34
10-28-08	05-11-10	500 000	Avid Technology Inc	6,694 10		7,446 87		752 77
12-31-04	05-11-10	200 000	Bio Rad Labs Inc Cl A	10,947 50		19,661 11		8,713 61
12-31-04	05-11-10	800 000	Bio Rad Labs Inc Cl A	43,790 00		78,712 10		34,922 10
01-22-10	05-11-10	550 000	Black Hills Corporation	14,578 77		17,047 71	2,468 94	
02-10-10	05-11-10	550 000	Black Hills Corporation	14,307 67		17,047 72	2,740 05	
06-12-06	05-11-10	200 000	Bank Hawaii Corp	10,327 33		10,471 87		144 54
06-12-06	05-11-10	100 000	Bank Hawaii Corp	5,163 67		5,236 91		73 24
06-12-06	05-11-10	100 000	Bank Hawaii Corp	5,163 67		5,237 91		74 24
06-12-06	05-11-10	400 000	Bank Hawaii Corp	20,654 67		20,949 08		294 41
04-22-10	05-11-10	900 000	Biovail Corp	15,043 71		15,189 21	145 50	
03-24-10	05-11-10	1,825 000	Biovail Corp	29,732 64		30,800 33	1,067 69	

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Edgerton Foundation - Private Capital Management
From 07-01-09 Through 06-11-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-09-05	05-11-10	800 000	Boyd Gaming Corporation	40,293 24		10,056 63		-30,236 61
08-09-05	05-11-10	100 000	Boyd Gaming Corporation	5,036 66		1,256 77		-3,779 89
10-10-05	05-11-10	500 000	Boyd Gaming Corporation	19,751 25		6,283 84		-13,467 41
02-14-08	05-11-10	800 000	Boyd Gaming Corporation	20,378 64		10,054 14		-10,324 50
07-30-08	05-11-10	2,200 000	Boyd Gaming Corporation	20,708 46		27,648 89		6,940 43
07-20-05	05-11-10	3,900 000	CA, Inc (formerly Computer Assoc Intl)	113,130 67		83,724 91		-29,405 76
08-05-05	05-11-10	5,400 000	CA, Inc (formerly Computer Assoc Intl)	146,750 00		115,926 79		-30,823 21
08-16-06	05-11-10	1,800 000	CA, Inc (formerly Computer Assoc Intl)	42,665 36		38,642 27		-4,023 09
08-16-06	05-11-10	300 000	CA, Inc (formerly Computer Assoc Intl)	7,110 89		6,433 15		-677 74
08-16-06	05-11-10	100 000	CA, Inc (formerly Computer Assoc Intl)	2,370 30		2,147 00		-223 30
08-16-06	05-11-10	100 000	CA, Inc (formerly Computer Assoc Intl)	2,370 30		2,146 98		-223 32
08-16-06	05-11-10	300 000	CA, Inc (formerly Computer Assoc Intl)	7,110 89		6,440 98		-669 91
07-24-09	05-11-10	700 000	Covidien Plc	25,796 00		31,204 01	5,408 01	
05-18-09	05-11-10	400 000	Covidien Plc	14,141 16		17,830 87	3,689 71	
05-21-09	05-11-10	300 000	Covidien Plc	10,508 00		13,373 15	2,865 15	
01-15-08	05-11-10	600 000	Cymer Inc	19,743 12		20,219 65		476 53
01-15-08	05-11-10	100 000	Cymer Inc	3,290 52		3,369 08		78 56
01-15-08	05-11-10	100 000	Cymer Inc	3,290 52		3,361 23		70 71
08-31-06	05-11-10	100 000	Dundee Corp Cl A Sub VTG	1,349 15		1,267 47		-81 68
08-31-06	05-11-10	400 000	Dundee Corp Cl A Sub VTG	5,396 60		5,065 99		-330 61
08-31-06	05-11-10	400 000	Dundee Corp Cl A Sub VTG	5,396 60		5,073 79		-322 81
08-31-06	05-11-10	2,100 000	Dundee Corp Cl A Sub VTG	28,332 16		26,670 62		-1,661 54
08-31-06	05-11-10	1,400 000	Dundee Corp Cl A Sub VTG	18,888 10		17,717 26		-1,170 84
07-28-05	05-11-10	600 000	Eastman Kodak Co	16,070 12		3,439 14		-12,630 98
01-26-06	05-11-10	1,000 000	Eastman Kodak Co	26,154 00		5,731 90		-20,422 10
01-26-06	05-11-10	1,000 000	Eastman Kodak Co	26,154 00		5,727 91		-20,426 09
08-25-05	05-11-10	1,400 000	Eastman Kodak Co	35,008 00		8,019 08		-26,988 92
10-19-05	05-11-10	1,600 000	Eastman Kodak Co	35,367 11		9,164 67		-26,202 44
10-19-05	05-11-10	200 000	Eastman Kodak Co	4,420 89		1,146 12		-3,274 77
02-22-08	05-11-10	700 000	Eastman Kodak Co	12,870 64		4,011 42		-8,859 22
01-04-10	05-11-10	324 000	First American Corporation	10,626 72		11,712 40	1,085 68	
01-04-10	05-11-10	101 000	First American Corporation	3,312 65		3,651 43	338 78	
03-03-10	05-11-10	350 000	First American Corporation	11,214 90		12,653 47	1,438 57	
01-05-10	05-11-10	450 000	First American Corporation	14,122 75		16,268 74	2,145 99	
01-19-10	05-11-10	300 000	First American Corporation	9,185 06		10,845 83	1,660 77	
09-21-05	05-11-10	2,000 000	Glacier Bancorp Inc	39,997 87		35,875 44		-4,122 43
05-07-10	05-11-10	1,125 000	Golar LNG Limited (USA)	14,632 95		14,913 68	280 73	
01-30-07	05-11-10	400 000	Health Management Association Inc Class A	7,234 28		3,691 98		-3,542 30
01-30-07	05-11-10	3,700 000	Health Management Association Inc Class A	66,917 07		34,224 79		-32,692 28
01-30-07	05-11-10	400 000	Health Management Association Inc Class A	7,234 28		3,699 93		-3,534 35
01-30-07	05-11-10	1,700 000	Health Management Association Inc Class A	30,745 68		15,731 36		-15,014 32
01-30-07	05-11-10	400 000	Health Management Association Inc Class A	7,234 28		3,700 21		-3,534 07
04-04-05	05-11-10	100 000	Hewlett-Packard Co	2,175 00		4,835 03		2,660 03
04-04-05	05-11-10	2,850 000	Hewlett-Packard Co	61,987 50		138,032 57		76,045 07
08-20-09	05-11-10	425 000	Block H & R Inc	7,405 59		7,365 58	-40 01	
08-31-09	05-11-10	400 000	Block H & R Inc	6,875 80		6,932 31	56 51	
09-01-09	05-11-10	325 000	Block H & R Inc	5,532 68		5,632 50	99 82	
09-02-09	05-11-10	375 000	Block H & R Inc	6,262 29		6,499 04	236 75	
07-27-09	05-11-10	1,500 000	Block H & R Inc	24,564 05		25,996 17	1,432 12	
04-27-06	05-11-10	100 000	Intl Business Machines Corp	8,402 40		12,702 03		4,299 63
04-27-06	05-11-10	100 000	Intl Business Machines Corp	8,402 40		12,709 19		4,306 79
04-27-06	05-11-10	25 000	Intl Business Machines Corp	2,100 60		3,177 22		1,076 62
04-28-06	05-11-10	175 000	Intl Business Machines Corp	14,407 75		22,240 55		7,832 80
04-28-06	05-11-10	225 000	Intl Business Machines Corp	18,524 25		28,594 76		10,070 51
07-21-05	05-11-10	900 000	Intl Game Technology	24,667 95		18,978 37		-5,689 58

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Edgerton Foundation - Private Capital Management
From 07-01-09 Through 06-11-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
11-08-05	05-11-10	700 000	Intl Game Technology	18,481 00		14,760 95		-3,720 05
06-30-08	05-11-10	1,300 000	Intl Game Technology	32,728 87		27,413 20		-5,315 67
09-11-08	05-11-10	200 000	Intl Game Technology	3,938 36		4,217 42		279 06
09-11-08	05-11-10	800 000	Intl Game Technology	15,753 44		16,874 67		1,121 23
09-22-08	05-11-10	900 000	Intl Game Technology	15,802 91		18,984 01		3,181 10
11-13-08	05-11-10	800 000	Intl Game Technology	8,648 00		16,874 67		8,226 67
04-30-10	05-11-10	475 000	Inverness Medical Innovations Inc	18,985 63		17,899 40	-1,086 23	
03-26-10	05-11-10	425 000	Inverness Medical Innovations Inc	16,950 04		16,015 26	-934 78	
03-26-10	05-11-10	200 000	Inverness Medical Innovations Inc	7,976 49		7,529 92	-446 57	
03-26-10	05-11-10	75 000	Inverness Medical Innovations Inc	2,991 18		2,825 95	-165 23	
04-05-10	05-11-10	425 000	Inverness Medical Innovations Inc	16,739 73		16,013 73	-726 00	
05-24-06	05-11-10	1,600 000	Wiley John & Sons Inc Cl A Common	55,367 11		66,476 68		11,109 57
07-20-05	05-11-10	324 000	Marcus Corp	4,869 51		3,883 22		-986 29
07-20-05	05-11-10	500 000	Marcus Corp	7,514 67		5,999 89		-1,514 78
07-20-05	05-11-10	900 000	Marcus Corp	13,526 41		10,799 90		-2,726 51
07-20-05	05-11-10	76 000	Marcus Corp	1,142 23		911 23		-231 00
07-20-05	05-11-10	200 000	Marcus Corp	3,005 87		2,400 29		-605 58
03-26-10	05-11-10	100 000	Mentor Graphics Corporation	818 21		862 05	43 84	
03-26-10	05-11-10	100 000	Mentor Graphics Corporation	818 21		862 17	43 96	
03-26-10	05-11-10	346 000	Mentor Graphics Corporation	2,831 00		2,982 50	151 50	
03-25-10	05-11-10	1,354 000	Mentor Graphics Corporation	11,040 29		11,671 42	631 13	
03-25-10	05-11-10	300 000	Mentor Graphics Corporation	2,446 15		2,586 61	140 46	
03-25-10	05-11-10	100 000	Mentor Graphics Corporation	815 38		862 00	46 62	
03-25-10	05-11-10	300 000	Mentor Graphics Corporation	2,446 15		2,586 07	139 92	
03-25-10	05-11-10	100 000	Mentor Graphics Corporation	815 38		862 09	46 71	
03-25-10	05-11-10	100 000	Mentor Graphics Corporation	815 38		862 15	46 77	
03-25-10	05-11-10	100 000	Mentor Graphics Corporation	815 38		862 01	46 63	
03-25-10	05-11-10	4,100 000	Mentor Graphics Corporation	33,430 71		35,335 91	1,905 20	
06-12-07	05-11-10	1,000 000	Motorola, Inc	17,675 69		6,976 78		-10,698 91
08-10-07	05-11-10	1,500 000	Motorola, Inc	24,640 40		10,465 18		-14,175 22
08-17-07	05-11-10	1,000 000	Motorola, Inc	16,208 00		6,976 78		-9,231 22
01-22-08	05-11-10	1,000 000	Motorola, Inc	12,008 00		6,976 78		-5,031 22
01-23-08	05-11-10	2,100 000	Motorola, Inc	21,184 19		14,651 25		-6,532 94
03-19-08	05-11-10	2,000 000	Motorola, Inc	19,148 00		13,953 57		-5,194 43
06-20-08	05-11-10	2,700 000	Motorola, Inc	21,550 08		18,837 32		-2,712 76
06-20-08	05-11-10	2,200 000	Motorola, Inc	17,559 32		15,348 67		-2,210 65
10-20-05	05-11-10	400 000	Mine Safety Appliances Co	14,757 72		11,635 00		-3,122 72
10-20-05	05-11-10	100 000	Mine Safety Appliances Co	3,689 43		2,909 55		-779 88
10-20-05	05-11-10	30 000	Mine Safety Appliances Co	1,106 83		872 68		-234 15
10-20-05	05-11-10	500 000	Mine Safety Appliances Co	18,447 15		14,544 80		-3,902 35
10-20-05	05-11-10	70 000	Mine Safety Appliances Co	2,582 60		2,036 96		-545 64
05-07-10	05-11-10	300 000	National Fuel Gas Co	14,707 95		15,374 02	666 07	
10-21-09	05-11-10	450 000	Northern Tr Corp	24,163 96		24,508 87	342 91	
01-19-06	05-11-10	400 000	Northern Tr Corp	20,136 70		21,783 89		1,647 19
01-19-06	05-11-10	200 000	Northern Tr Corp	10,068 35		10,895 81		827 46
04-26-06	05-11-10	550 000	Novellus Sys Inc	13,580 32		13,858 29		277 96
06-13-08	05-11-10	1,700 000	Novellus Sys Inc	36,812 49		42,834 70		6,022 21
10-20-05	05-11-10	600 000	Novellus Sys Inc	12,901 99		15,118 13		2,216 14
10-20-05	05-11-10	400 000	Novellus Sys Inc	8,601 33		10,080 86		1,479 53
10-20-05	05-11-10	300 000	Novellus Sys Inc	6,450 99		7,561 40		1,110 41
10-20-05	05-11-10	100 000	Novellus Sys Inc	2,150 33		2,520 26		369 93
03-03-10	05-11-10	94 000	Omnicare Inc	2,608 34		2,488 65	-119 69	
03-03-10	05-11-10	406 000	Omnicare Inc	11,265 81		10,779 15	-486 66	
05-07-10	05-11-10	600 000	Omnicare Inc	15,565 71		15,929 79	364 08	
12-31-04	05-11-10	100 000	Progress Software Corp	1,431 24		3,222 14		1,790 90
12-31-04	05-11-10	1,300 000	Progress Software Corp	18,606 18		41,893 09		23,286 91
12-31-04	05-11-10	800 000	Progress Software Corp	11,449 96		25,776 36		14,326 40
12-31-04	05-11-10	100 000	Progress Software Corp	1,431 24		3,222 16		1,790 92
12-31-04	05-11-10	100 000	Progress Software Corp	1,431 24		3,214 45		1,783 21
12-31-04	05-11-10	100 000	Progress Software Corp	1,431 24		3,222 31		1,791 07
12-31-04	05-11-10	200 000	Progress Software Corp	2,862 49		6,444 51		3,582 02

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Edgerton Foundation - Private Capital Management
From 07-01-09 Through 06-11-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss		
							Short Term	Long Term	
12-31-04	05-11-10	3,100 000	Qualcomm, Inc	57,189 41		116,407 48		59,218 07	
01-28-08	05-11-10	2,450 000	Raymond James Financial	64,441 27		72,514 62		8,073 35	
03-05-08	05-11-10	500 000	Raymond James Financial	11,406 67		14,798 90		3,392 23	
03-05-08	05-11-10	100 000	Raymond James Financial	2,281 33		2,960 05		678 72	
01-09-08	05-11-10	800 000	Sprnt Nextel Corp FON shares	9,786 46		3,299 74		-6,486 72	
01-16-08	05-11-10	1,100 000	Sprnt Nextel Corp FON shares	13,158 50		4,537 15		-8,621 35	
02-27-08	05-11-10	1,400 000	Sprnt Nextel Corp FON shares	13,140 00		5,774 55		-7,365 45	
01-18-08	05-11-10	4,700 000	Sprnt Nextel Corp FON shares	40,270 07		19,386 00		-20,884 07	
01-18-08	05-11-10	300 000	Sprnt Nextel Corp FON shares	2,570 43		1,239 10		-1,331 33	
02-29-08	05-11-10	800 000	Sprnt Nextel Corp FON shares	5,912 00		3,304 26		-2,607 74	
02-29-08	05-11-10	800 000	Sprnt Nextel Corp FON shares	5,912 00		3,303 35		-2,608 65	
09-11-08	05-11-10	2,100 000	Sprnt Nextel Corp FON shares	14,999 06		8,671 28		-6,327 78	
03-18-08	05-11-10	2,600 000	Sprnt Nextel Corp FON shares	14,953 84		10,735 88		-4,217 96	
12-30-05	05-11-10	4,700 000	Symantec Corp	81,266 03		76,614 95		-4,651 08	
05-12-06	05-11-10	1,100 000	Symantec Corp	18,666 67		17,931 16		-735 51	
05-12-06	05-11-10	900 000	Symantec Corp	15,272 73		14,669 75		-602 98	
05-15-06	05-11-10	1,100 000	Symantec Corp	18,579 30		17,929 69		-649 61	
04-26-07	05-11-10	100 000	Tibco Software, Inc	932 82		1,158 06		225 24	
04-26-07	05-11-10	600 000	Tibco Software, Inc	5,596 92		6,948 78		1,351 86	
04-26-07	05-11-10	100 000	Tibco Software, Inc	932 82		1,158 08		225 26	
04-26-07	05-11-10	100 000	Tibco Software, Inc.	932 82		1,158 18		225 36	
04-26-07	05-11-10	300 000	Tibco Software, Inc	2,798 46		3,466 20		667 74	
04-26-07	05-11-10	500 000	Tibco Software, Inc	4,864 10		5,790 25		1,126 15	
04-26-07	05-11-10	600 000	Tibco Software, Inc	5,596 92		6,948 24		1,351 32	
04-26-07	05-11-10	200 000	Tibco Software, Inc	1,865 64		2,316 14		450 50	
04-26-07	05-11-10	2,200 000	Tibco Software, Inc	20,522 05		25,475 57		4,953 52	
02-26-08	05-11-10	1,500 000	Tibco Software, Inc	11,106 67		17,369 70		6,263 03	
02-26-08	05-11-10	300 000	Tibco Software, Inc	2,221 33		3,474 69		1,253 36	
12-07-09	05-11-10	900 000	Universal Health Svcs Inc Cl B	25,854 56		33,713 43	7,858 87		
08-10-05	05-11-10	2,000 000	Universal Health Svcs Inc Cl B	52,696 63		74,930 78		22,234 15	
12-07-09	05-11-10	600 000	Ultra Petroleum Corp	28,108 46		26,917 57	-1,190 89		
05-15-09	05-11-10	300 000	Ultra Petroleum Corp	13,565 99		13,458 78	-107 21		
06-22-09	05-11-10	300 000	Ultra Petroleum Corp	11,783 00		13,458 79	1,675 79		
01-26-10	05-11-10	950 000	UTI Worldwide Inc	13,447 08		15,210 79	1,763 71		
10-13-09	05-11-10	200 000	Wal-Mart Stores, Inc	10,021 80		10,504 26	482 46		
10-13-09	05-11-10	100 000	Wal-Mart Stores, Inc	5,010 90		5,251 91	241 01		
10-13-09	05-11-10	100 000	Wal-Mart Stores, Inc	5,010 90		5,252 01	241 11		
10-13-09	05-11-10	100 000	Wal-Mart Stores, Inc	5,010 90		5,251 97	241 07		
10-13-09	05-11-10	100 000	Wal-Mart Stores, Inc	5,010 90		5,252 05	241 15		
10-13-09	05-11-10	100 000	Wal-Mart Stores, Inc	5,010 90		5,252 08	241 18		
10-13-09	05-11-10	100 000	Wal-Mart Stores, Inc	5,010 90		5,252 10	241 20		
10-13-09	05-11-10	50 000	Wal-Mart Stores, Inc	2,505 45		2,624 66	119 21		
07-24-09	05-11-10	250 000	Wal-Mart Stores, Inc	12,298 00		13,123 33	825 33		
01-06-10	05-11-10	100 000	Willis Group Holdings Ltd	2,701 52		3,282 02	580 50		
01-06-10	05-11-10	72 000	Willis Group Holdings Ltd	1,945 10		2,369 47	424 37		
01-06-10	05-11-10	353 000	Willis Group Holdings Ltd	9,536 38		11,613 54	2,077 16		
01-27-10	05-11-10	600 000	Willis Group Holdings Ltd	15,881 30		19,739 72	3,858 42		
07-24-09	05-11-10	300 000	Zimmer Holdings, Inc	13,176 77		18,228 38	5,051 61		
06-24-09	05-11-10	200 000	Zimmer Holdings, Inc	8,468 22		12,152 25	3,684 03		
06-24-09	05-11-10	50 000	Zimmer Holdings, Inc	2,117 06		3,036 81	919 75		
06-22-09	05-11-10	300 000	Zimmer Holdings, Inc	12,682 97		18,220 88	5,537 91		
TOTAL GAINS								68,082 40	447,084 85
TOTAL LOSSES								-17,326 09	-866,490 56
TOTAL REALIZED GAIN/LOSS				-368,649 39			50,756 31	-419,405 70	
				3,760,657.99	0.00	3,392,008.60			

Prior Year unrealized loss (12,056.43)
(380,705.82)

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Edgerton Foundation - Bernzott Capital Advisors
From 07-01-09 Through 06-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss		
							Short Term	Long Term	
03-04-09	07-15-09	1,400 000	Deluxe Corp	10,611 13		23,148 98	12,537 85		
03-04-09	07-16-09	600 000	Deluxe Corp	4,547 63		9,753 44	5,205 81		
05-12-08	07-16-09	1,000 000	Henry Jack & Associates, Inc	23,038 93		20,802 06		-2,236 87	
12-16-08	07-16-09	1,000 000	NBTY, Inc	13,748 72		30,974 50	17,225 77		
09-16-08	07-16-09	1,300 000	Total Sys Svcs, Inc	23,164 76		16,766 07	-6,398 69		
10-05-05	07-20-09	500 000	Entertainment Pptys Trust	21,228 44		12,135 52		-9,092 92	
05-04-06	07-20-09	500 000	Entertainment Pptys Trust	20,531 20		12,135 52		-8,395 68	
02-06-06	07-20-09	500 000	Entertainment Pptys Trust	20,308 05		12,135 52		-8,172 53	
09-18-08	07-23-09	800 000	SEI Investments Co	14,853 03		14,822 33	-30 70		
12-16-08	07-23-09	500 000	NBTY, Inc	6,874 36		15,792 74	8,918 38		
10-23-08	07-24-09	800 000	Graco Inc	18,680 15		19,948 84	1,268 69		
02-03-06	07-24-09	109 000	Atmos Energy Corp	2,845 59		2,915 93		70 34	
02-03-06	07-27-09	100 000	Atmos Energy Corp	2,610 63		2,669 71		59 08	
12-16-08	07-27-09	500 000	NBTY, Inc	6,874 36		18,269 18	11,394 82		
02-03-06	07-28-09	91 000	Atmos Energy Corp	2,375 68		2,439 01		63 33	
02-03-06	07-30-09	100 000	Atmos Energy Corp	2,610 63		2,706 97		96 34	
08-09-07	07-30-09	1,600 000	Atmos Energy Corp	41,584 80		43,311 58		1,726 78	
05-12-08	09-29-09	700 000	Henry Jack & Associates, Inc	16,127 25		16,472 27		345 02	
12-16-08	10-05-09	1,000 000	NBTY, Inc	13,748 72		40,026 47	26,277 74		
12-16-08	01-05-10	1,000 000	NBTY, Inc	13,748 72		44,864 04		31,115 31	
05-13-09	01-15-10	400 000	Towers Watson & Co	15,859 67		19,438 75	3,579 08		
11-12-08	01-19-10	2,500 000	Bninks Home Security Holdings, Inc	36,033 49		103,310 68		67,277 19	
08-13-09	03-02-10	1,200 000	Perrigo Co	31,828 42		63,056 11	31,227 69		
06-26-08	03-03-10	5,000 000	Sonic Corp	72,834 02		42,153 13		-30,680 89	
06-04-09	03-03-10	2,500 000	Sonic Corp	23,936 50		21,076 56	-2,859 94		
07-21-09	03-03-10	1,000 000	Weight Watchers International Inc	26,121 00		24,642 22	-1,478 78		
06-29-09	03-03-10	600 000	Weight Watchers International Inc	15,475 16		14,785 33	-689 83		
06-24-09	03-03-10	700 000	Weight Watchers International Inc	18,037 37		17,249 55	-787 82		
06-26-09	03-03-10	700 000	Weight Watchers International Inc	17,347 52		17,249 56	-97 96		
05-27-09	03-22-10	600 000	Coinstar, Inc	17,687 76		19,674 92	1,987 16		
08-13-09	03-23-10	100 000	Perrigo Co	2,652 37		5,696 39	3,044 02		
04-22-09	03-23-10	700 000	Perrigo Co	16,827 44		39,874 76	23,047 32		
09-18-08	03-31-10	1,100 000	SEI Investments Co	20,422 91		23,898 43		3,475 52	
06-09-08	04-13-10	1,400 000	International Flavors & Fragrances, Inc	58,610 99		70,664 10		12,053 11	
05-27-09	04-30-10	400 000	Coinstar, Inc	11,791 84		17,868 92	6,077 08		
11-09-09	04-30-10	600 000	Coinstar, Inc	17,290 46		26,803 39	9,512 93		
06-10-09	04-30-10	500 000	Coinstar, Inc	14,250 05		22,336 15	8,086 10		
01-25-10	06-07-10	300 000	ITT Educational Services Inc	32,255 13		28,627 98	-3,627 15		
01-25-10	06-09-10	100 000	ITT Educational Services Inc	10,751 71		9,558 13	-1,193 58		
04-30-10	06-09-10	100 000	ITT Educational Services Inc	10,323 51		9,558 13	-765 38		
12-18-09	06-30-10	600 000	ITT Educational Services Inc	54,333 44		49,974 93	-4,358 51		
TOTAL GAINS							169,390 44	116,282 02	
TOTAL LOSSES							-22,288 34	-58,578 88	
				804,783.56	0.00	1,009,588.80	147,102.10	57,703.14	
TOTAL REALIZED GAIN/LOSS		204,805 24							

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Edgerton Foundation
From 07-01-09 Through 06-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss		
							Short Term	Long Term	
07-06-05	07-21-09	40,106.477	Hotchkis & Wiley All Cap Value Class I	824,192.91		451,965.00		-372,227.91	
07-06-05	07-21-09	1,675.978	Dodge & Cox Stock Fund	217,710.81		134,965.00		-82,745.81	
07-06-05	07-21-09	16,092.674	DFA U S Small Cap Value Portfolio	438,849.78		256,965.00		-181,884.78	
01-30-06	07-21-09	24,284.304	Bridgeway Small Cap Value Fund, Class N	379,808.73		245,965.00		-133,843.73	
02-07-06	07-21-09	24,883.068	Bridgeway Ultra-Small Company Market Fund	478,504.19		265,965.00		-212,539.19	
TOTAL GAINS							0.00	0.00	
TOTAL LOSSES							0.00	-983,241.42	
				2,339,066.42	0.00	1,355,825.00	0.00	-983,241.42	
TOTAL REALIZED GAIN/LOSS		-983,241.42							

Gibson Capital, LLC
REALIZED GAINS AND LOSSES
Edgerton Foundation - Voyager Advantage, Ltd.
From 07-01-09 Through 06-30-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss		
							Short Term	Long Term	
12-31-08	07-31-09	1,149 187	Voyager Advantage, LTD Redeeming Shares	122,181 58		125,996 85	3,815 27		
01-01-05	08-31-09	30,594 431	Voyager Advantage, LTD	3,059,443 10		3,398,735 34		339,292 24	
03-12-09	08-31-09	0 009	Voyager Advantage, LTD	0 00		0 97	0 97		
12-31-08	10-30-09	445 146	Voyager Advantage, LTD Redeeming Shares	47,327 93		49,865 25	2,537 32		
08-31-09	10-30-09	2,944 281	Voyager Advantage, LTD Redem (31 Aug 09)	327,080 23		328,846 80	1,766 57		
12-31-08	02-28-10	102 653	Voyager Advantage, LTD Redeeming Shares	10,914 07		12,096 59		1,182 52	
08-31-09	02-28-10	2,714 725	Voyager Advantage, LTD Redem (31 Aug 09)	301,578 76		313,116 33	11,537 57		
TOTAL GAINS							19,657 70	340,474 76	
TOTAL LOSSES							0 00	0 00	
TOTAL REALIZED GAIN/LOSS				360,132 46	3,868,525.67	0.00	4,228,658.13	19,657.70	340,474.76

**Edgerton Foundation
Grants**

July 2009 through June 2010

<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
Edgerton, DC 20009	Public Support of Organization Mission	None	21,000.00
	Public Support of Organization Mission	None	50,440.00
	Public Support of Organization Mission	None	53,000.00
	Public Support of Organization Mission	None	1,000.00
	Public Support of Organization Mission	None	1,000.00
4103	Public Support of Organization Mission	None	15,000.00
	Public Support of Organization Mission	None	7,000.00
CA 90071	Public Support of Organization Mission	None	2,500,000.00
2	Public Support of Organization Mission	None	15,000.00
	Public Support of Organization Mission	None	41,200.00
	Public Support of Organization Mission	None	7,000.00
co, CA 94129	Public Support of Organization Mission	None	24,000.00
	Public Support of Organization Mission	None	31,000.00
	Public Support of Organization Mission	None	10,000.00
	Public Support of Organization Mission	None	10,000.00
s Angeles, CA 90024	Public Support of Organization Mission	None	50,000.00
8	Public Support of Organization Mission	None	50,000.00
ca, CA 90404	Public Support of Organization Mission	None	320.00
r Gambier, Ohio 43022	Public Support of Organization Mission	None	100,000.00
	Public Support of Organization Mission	None	25,000.00
	Public Support of Organization Mission	None	25,000.00
	Public Support of Organization Mission	None	5,000.00
	Public Support of Organization Mission	None	25,000.00
	Public Support of Organization Mission	None	46,660.00
12	Public Support of Organization Mission	None	7,000.00
	Public Support of Organization Mission	None	15,000.00
	Public Support of Organization Mission	None	3,000.00
	Public Support of Organization Mission	None	25,000.00
	Public Support of Organization Mission	None	75,000.00
	Public Support of Organization Mission	None	50,000.00
90017	Public Support of Organization Mission	None	179,089.00
	Public Support of Organization Mission	None	75,000.00
19102	Public Support of Organization Mission	None	25,000.00
	Public Support of Organization Mission	None	50,000.00
	Public Support of Organization Mission	None	27,000.00
	Public Support of Organization Mission	None	12,000.00

Edgerton Foundation

Grants

July 2009 through June 2010

	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>AMOUNT</u>
2138	Public Charity	Public Support of Organization Mission	None	38,000 00
97	Public Charity	Public Support of Organization Mission	None	28,000.00
I.C. 20009	Public Charity	Public Support of Organization Mission	None	3,951 00
18-4156	Public Charity	Public Support of Organization Mission	None	5,000 00
	Public Charity	Public Support of Organization Mission	None	5,000.00
	Public Charity	Public Support of Organization Mission	None	60,000 00
	Public Charity	Public Support of Organization Mission	None	12,000.00
	Public Charity	Public Support of Organization Mission	None	23,000 00
	Public Charity	Public Support of Organization Mission	None	12,000 00

3,843,660.00