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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning and ending

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization: SPHINX FOUNDATION

Doing Business As:

Number and street (or P.O. box if mail is not delivered to street address): P.O. BOX 213 — Room/suite:

City or town, state or country, and ZIP + 4: HANOVER, NH 03755-0213

F Name and address of principal officer: PETER COWAN
SAME AS ABOVE

D Employer identification number: 02-6007881

E Telephone number: 603-646-9651

G Gross receipts $: 557,055.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 2006 M State of legal domicile: NH

Part I Summary

1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	16
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	50
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	357,980.	374,399.
9	Program service revenue (Part VIII, line 2g)	0.	67,366.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,908.	7,723.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	300.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	360,888.	449,788.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	1,800.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 4,667.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	153,336.	138,317.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	155,136.	138,317.
19	Revenue less expenses. Subtract line 18 from line 12	205,752.	311,471.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	1,517,752.	1,835,386.
21	Total liabilities (Part X, line 26)	0.	0.
22	Net assets or fund balances. Subtract line 21 from line 20	1,517,752.	1,835,386.

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OGDEN, UT

SCANNED OCT 28 2011

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date 10/4/11

▶ PETER COWAN, PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
MARIE CARLIE, CPA			☐	

Firm's name ▶ STONE CARLIE AND COMPANY, LLC — Firm's EIN ▶

Firm's address ▶ 101 S HANLEY ROAD, SUITE 800
ST LOUIS, MO 63105 — Phone no 314-889-1100

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ... X

1 Briefly describe the organization's mission:
SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ... ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ... ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 55,604. including grants of $) (Revenue $)
SEE SCHEDULE O

4b (Code:) (Expenses $ 36,557. including grants of $) (Revenue $)
SEE SCHEDULE O

4c (Code:) (Expenses $ 34,512. including grants of $) (Revenue $)
SEE SCHEDULE O

4d Other program services. (Describe in Schedule O.)
(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ▶ 126,673.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a	X	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		X
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☐ Yes ☒ No			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	1		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file*. (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country: ▶				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	***Organizations that may receive deductible contributions under section 170(c).***				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI X

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	16		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	16		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b		X
8	*Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:*				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b		X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13		X
14	Does the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		X
b	Other officers or key employees of the organization ..... If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)	15b		X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NH

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ▶

ROBERT C. KOURY, JR. - 703-591-0500
P.O. BOX 213, HANOVER, NH 03755-0213

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
PHILIP HARRISON BOARD MEMBER		X						0.	0.	0.
DOUG FULTON BOARD MEMBER		X						0.	0.	0.
DAVID HARRISON BOARD MEMBER		X						0.	0.	0.
RALPH MANUEL BOARD MEMBER		X						0.	0.	0.
SCOTT MAGRATH BOARD MEMBER		X						0.	0.	0.
PAUL KILLEBREW BOARD MEMBER		X						0.	0.	0.
JEFF KINKAID BOARD MEMBER		X						0.	0.	0.
DENO MOKAS BOARD MEMBER		X						0.	0.	0.
JON MERRIMAN BOARD MEMBER		X						0.	0.	0.
MARTY MILLIGAN BOARD MEMBER		X						0.	0.	0.
JOHN ELSENHANS BOARD MEMBER		X						0.	0.	0.
DIMITRI GERAKARIS BOARD MEMBER		X						0.	0.	0.
PETER COWAN PRESIDENT				X				0.	0.	0.
ROBERT C. KOURY, JR. TREASURER				X				0.	0.	0.
MATT LEBLANC SECRETARY				X				0.	0.	0.
PETER FREDERICK VICE PRESIDENT				X				0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total ▶								0.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 0

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. NONE

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 374,399.				
	g Noncash contributions included in lines 1a-1f $ 10,450.					
	h Total. Add lines 1a-1f		374,399.			
Program Service Revenue		Business Code				
	2a MEMBERSHIP DUES	900099	67,366.	67,366.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		67,366.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		2,120.			2,120.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	112870.				
	b Less: cost or other basis and sales expenses	107267.				
	c Gain or (loss)	5,603.				
	d Net gain or (loss)		5,603.			5,603.
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18 a	300.				
	b Less: direct expenses b	0.				
	c Net income or (loss) from fundraising events		300.			300.
	9a Gross income from gaming activities. See Part IV, line 19 a					
	b Less: direct expenses b					
	c Net income or (loss) from gaming activities					
	10a Gross sales of inventory, less returns and allowances a					
	b Less: cost of goods sold b					
	c Net income or (loss) from sales of inventory					
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
	12 Total revenue. See instructions.		449,788.	67,366.	0.	8,023.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	1,832.		1,832.	
c Accounting	3,040.		3,040.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	20,379.	20,379.		
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	572.	272.		300.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	41,621.	41,621.		
23 Insurance	6,728.	6,728.		
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a EDUCATIONAL PROGRAMS	21,091.	21,091.		
b POSTAGE	18,624.	12,437.	1,990.	4,197.
c REAL ESTATE TAXES	13,411.	13,411.		
d SUPPLIES	7,394.	7,394.		
e COMMUNITY SERVICES	2,045.	2,045.		
f All other expenses	1,580.	1,295.	115.	170.
25 Total functional expenses. Add lines 1 through 24f	138,317.	126,673.	6,977.	4,667.
26 Joint costs. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	134,254.	1	317,114.
	2	Savings and temporary cash investments	271,143.	2	537,538.
	3	Pledges and grants receivable, net	<250.>	3	<550.>
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	1,000.	9	1,000.
	10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D — 10a: 1,119,021.			
	b	Less: accumulated depreciation — 10b: 138,737.	1,021,905.	10c	980,284.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11	89,700.	12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	1,517,752.	16	1,835,386.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	0.	26	0.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	1,517,752.	27	1,542,300.
	28	Temporarily restricted net assets		28	125,149.
	29	Permanently restricted net assets		29	167,937.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	1,517,752.	33	1,835,386.
	34	Total liabilities and net assets/fund balances	1,517,752.	34	1,835,386.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI X

1	Total revenue (must equal Part VIII, column (A), line 12)	1	449,788.
2	Total expenses (must equal Part IX, column (A), line 25)	2	138,317.
3	Revenue less expenses. Subtract line 2 from line 1	3	311,471.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,517,752.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	6,163.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,835,386.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

Form 990 (2010)

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization	Employer identification number
SPHINX FOUNDATION	02-6007881

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A *medical research organization operated in conjunction with a hospital described in* **section** 170(b)(1)(A)(*iii*). *Enter the hospital's name,* city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii)	A family member of a person described in (i) above?	11g(ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	131,414.	1,014,223.	396,137.	357,980.	266,765.	2,166,519.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	131,414.	1,014,223.	396,137.	357,980.	266,765.	2,166,519.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						431,133.
6 **Public support.** Subtract line 5 from line 4.						1,735,386.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	131,414.	1,014,223.	396,137.	357,980.	266,765.	2,166,519.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,997.	22,166.	8,196.	2,908.	7,723.	44,990.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						2,211,509.
12 Gross receipts from related activities, etc. (see instructions)					12	300.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ X

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%

16a **33 1/3% support test - 2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE A, LIST OF UNUSUAL GRANTS RECEIVED:

COMMUNITY FUND

DATE: 04/15/10 AMOUNT: 175000.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
SPHINX FOUNDATION

Employer identification number
02-6007881

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

		Held at the End of the Tax Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ _____ %
c Term endowment ▶ _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		1,096,891.	125,931.	970,960.
c Leasehold improvements				
d Equipment		22,130.	12,806.	9,324.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				980,284.

Schedule D (Form 990) 2010

032052
12-20-10

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	449,788.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	138,317.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	311,471.
4	Net unrealized gains (losses) on investments	4	6,163.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	6,163.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	317,634.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines 2a through 2d			2e	
3	Subtract line 2e from line 1			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines 4a and 4b			4c	
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*			5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines 2a through 2d			2e	
3	Subtract line 2e from line 1			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines 4a and 4b			4c	
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2; Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open To Public Inspection

Name of the organization

SPHINX FOUNDATION

Employer identification number

02-6007881

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? No
Total ▶ $										

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	(e) Sharing of organization's revenues? No
PETER COWAN	BOARD PRESIDENT	1,831.	THE FOUNDAT		X
WHIT SPAULDING	FORMER BOARD MEMBER	10,000.	THE FOUNDAT		X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: PETER COWAN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD PRESIDENT

(C) AMOUNT OF TRANSACTION $ 1,831.

(D) DESCRIPTION OF TRANSACTION: THE FOUNDATION HAS RETAINED LEGAL COUNSEL OF SHEEHAN, PHINNEY, BASS & GREEN. PETER COWAN IS AN OFFICER AND SHAREHOLDER OF FIRM.

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: WHIT SPAULDING

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FORMER BOARD MEMBER

(C) AMOUNT OF TRANSACTION $ 10,000.

(D) DESCRIPTION OF TRANSACTION: THE FOUNDATION BOUGHT BOOKS FROM WHEELOCK BOOKS AT THEIR COST TO BE DISTRIBUTED TO ALL MATRICULATING FRESHMAN AT DARTMOUTH COLLEGE. WHIT SPAULDING WAS A BENEFICIAL OWNER AT THE TIME OF THE TRANSACTION.

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization: SPHINX FOUNDATION

Employer identification number: 02-6007881

FORM 990, PART I, LINE 1 AND PART III, LINE 1

DESCRIPTION OF ORGANIZATIONAL MISSION:

SPHINX FOUNDATION (THE FOUNDATION) PROMOTES CERTAIN CHARITABLE AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE CODE). MORE SPECIFICALLY, THE PURPOSES FOR WHICH THE CORPORATION IS FORMED INCLUDE:

(A)TO EDUCATE STUDENTS OF DARTMOUTH COLLEGE (DARTMOUTH OR THE COLLEGE) AND MEMBERS OF THE COLLEGE COMMUNITY IN THE HISTORY AND TRADITIONS OF THE COLLEGE AND PROVIDE EDUCATIONAL FACILITIES AND SERVICES TO THE COLLEGE COMMUNITY AND THE GENERAL PUBLIC WITH THE PURPOSE OF FURTHERING KNOWLEDGE OF THE HISTORY AND TRADITIONS OF DARTMOUTH;

(B)TO PRESERVE AND CARRY ON THE EDUCATIONAL AND CHARITABLE TRADITIONS AND CEREMONIES OF THE SPHINX ORGANIZATION, WHICH SINCE ITS FOUNDING IN 1887 HAS PROMOTED THE IDEALS OF ACADEMIC EXCELLENCE, COMMUNITY SERVICE, HIGH MORAL PURPOSE AND RESPECT FOR TRADITION AT THE COLLEGE AND TRAINED AND EDUCATED SELECTED UNDERGRADUATE MEMBERS OF THE COLLEGE TO BECOME PROSPECTIVE LEADERS OF THE COLLEGE AND ITS COMMUNITY

(C)TO BE A RESERVOIR OF DARTMOUTHS HISTORY AND TRADITION IN THE COLLEGE COMMUNITY AND PROVIDE A MUSEUM OF SPHINX AND DARTMOUTH MEMORABILIA AND LITERATURE

(D)TO SERVE AND SUPPORT THE COLLEGE AND ITS COMMUNITY;

Name of the organization: SPHINX FOUNDATION

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(E)TO PRESERVE AND MAINTAIN THE HISTORIC BUILDING AT 7 EAST WHEELOCK STREET, HANOVER, NEW HAMPSHIRE KNOWN AS THE SPHINX TOMB.

FORM 990, PART III, LINE 4A, DESCRIPTION OF PROGRAM SERVICE:

EDUCATION

DURING 2010, THE FOUNDATION CONDUCTED ITS FORMAL, ANNUAL COURSE ON DARTMOUTH AND SPHINX HISTORY AND TRADITIONS FOR 24 CLASS OF 2011 UNDERGRADUATE MEMBERS. THIS COURSE WAS CONDUCTED IN THE SPHINX BUILDING AND OVERSEEN BY TWO ALUMNI MEMBERS. THE COURSE COMBINED READING ASSIGNMENTS WITH LECTURES AND ORAL REVIEW SESSIONS. OVERALL, THERE WERE SIXTEEN SEPARATE EDUCATIONAL SESSIONS CONVENED BETWEEN FEBRUARY 2, 2010 AND MAY 14, 2010. THESE SESSIONS INCLUDED SIX ALUMNI GUEST LECTURES AND TUTORIALS. ALL 24 UNDERGRADUATE MEMBERS SUCCESSFULLY PASSED THE ORAL EXAM CONDUCTED ON MAY 14, 2010.

THE UNDERGRADUATE MEMBERS MADE EXTENSIVE USE OF THE SPHINX FACILITIES TO PURSUE THEIR COLLEGE-RELATED ACADEMIC ACTIVITIES. THE MEMBERS USED THE LIBRARY FOR READING, STUDYING AND GROUP DISCUSSIONS. THEY USED THE EIGHT STUDY STATIONS (WITH BROADBAND INTERNET ACCESS) FOR THE RESEARCH AND WRITING OF ACADEMIC PAPERS. CURRENTLY, THE FOUNDATION IS PLANNING UPGRADES TO THE SPHINX BUILDING'S WIRELESS AND HIGH-SPEED WIRED CONNECTIVITY TO ENSURE THAT THE SPHINX BUILDING CONTINUES TO PROVIDE THE STRONGEST POSSIBLE SUPPORT FOR THE UNDERGRADUATES' ACADEMIC ACTIVITIES. THE USE BY UNDERGRADUATE MEMBERS OF SPHINX FACILITIES FOR ACADEMIC PURSUITS HAS CONTRIBUTED TO A HIGH LEVEL OF ACADEMIC ACHIEVEMENT AMONG THE MEMBERS. FOR EXAMPLE, THE CLASS OF 2011

MEMBERSHIP INCLUDED THREE CUM LAUDE GRADUATES, THREE ACADEMIC ALL-AMERICAN SELECTIONS, FIVE PRESIDENTIAL SCHOLARS, ONE WEYMAN LUNDQUIST SCHOLAR AND TWO WRITERS OF HONORS THESES.

THE GENERAL ACTIVITIES OF UNDERGRADUATE MEMBERSHIP IN SPHINX INCLUDE EXTENSIVE PEER-DRIVEN LEARNING EXPERIENCES THAT TAKE PLACE IN THE SPHINX BUILDING. THESE INCLUDE INFORMAL ACADEMIC DEBATE AND DISCOURSE; FULFILLMENT OF GROUP LEADERSHIP ROLES; BASIC BUDGET MANAGEMENT FUNCTIONS; GROUP GOAL SETTING AND PLANNING ACTIVITIES; AND FORMAL INTERACTION WITH ALUMNI AND COLLEGE ADMINISTRATION OFFICIALS, AMONG OTHER THINGS. IN ADDITION, UNDERGRADUATE MEMBERS USE THE SPHINX BUILDING TO EDUCATE THEIR PEERS ABOUT NOTEWORTHY EXPERIENCES. THE PEER-DRIVEN LEARNING EXPERIENCES OF THE MEMBERS CONTRIBUTE TO THEIR ABILITY TO CONTRIBUTE POSITIVELY TO THE COLLEGE COMMUNITY. FOR EXAMPLE, SIX MEMBERS OF THE CLASS OF 2011 WERE CAPTAINS OF SPORTS TEAMS AND SEVENTEEN HELD HIGH-LEVEL LEADERSHIP POSITIONS IN THE COLLEGE FRATERNITY SYSTEM. NUMEROUS MEMBERS SERVED IN HIGH-LEVEL LEADERSHIP POSITIONS IN OTHER COLLEGE ORGANIZATIONS (INCLUDING, AMONG OTHERS, THE MANAGING EDITOR AND PUBLISHER OF "THE DARTMOUTH" (THE SCHOOL NEWSPAPER); THE PRESIDENT OF THE CAMPUS VETERANS ORGANIZATION; THE EXECUTIVE BOARD OF HILLEL; THE HEAD OF THE FRESHMAN OUTDOOR TRIPS PROGRAM; A MEMBER OF THE COLLEGE COMMITTEE ON STANDARDS AND ORGANIZATIONAL ADJUDICATION COMMITTEE; AND ONE MEMBER OF PALEOPITOUS, A COLLEGE LEADERSHIP ORGANIZATION).

THE SPHINX FOUNDATION ORGANIZES AND SUPPORTS THE SPHINX LECTURE SERIES. ORIGINALLY DEVELOPED IN 2007, THE SPHINX LECTURE SERIES IS CONCEIVED, PLANNED AND FUNDED BY THE FOUNDATION AND IS FREE, OPEN TO THE GENERAL

PUBLIC AND EXTENSIVELY ADVERTISED BOTH ON CAMPUS AND IN THE LOCAL COMMUNITY. IT IS COMPRISED OF APPROXIMATELY TEN LECTURES TO BE PRESENTED PRIMARILY BY RETIRED DARTMOUTH HISTORY PROFESSOR JERE DANIELL. PROFESSOR DANIELL IS KNOWN AS "DARTMOUTH'S HISTORIAN" AND IS A NATIONALLY-RECOGNIZED AUTHORITY ON NEW ENGLAND HISTORY. TWO NEW LECTURES WERE PRESENTED IN 2010. FOR THE FIRST 2010 LECTURE, THE FOUNDATION WORKED WITH DAVID O. HOOKE '84, AUTHOR OF THE DARTMOUTH OUTING CLUB'S 75TH ANNIVERSARY BOOK, "REACHING THE PEAK", TO BRING HIS HISTORY UP TO DATE. THE CULMINATION OF HIS RESEARCH RESULTED IN A PUBLIC LECTURE GIVEN ON JANUARY 25, 2010. THE SECOND 2010 LECTURE, ENTITLED "FRATERNITIES, SORORITIES AND SENIOR SOCIETIES: A DARTMOUTH STORY," WAS PRESENTED BY PROFESSOR EMERITUS DANIELL ON MAY 22, 2010 TO AN AUDIENCE OF ABOUT 60 ALUMNI AND SPOUSES.

ALL LECTURES IN THE SPHINX LECTURE SERIES ARE AVAILABLE ON THE DARTMOUTH COLLEGE WEBSITE AND THE LECTURES ARE ALSO BEING SHOWN THROUGH THE LOCAL CABLE TV STATION (REACHING HANOVER AND THE LOCAL AREA). DVD RECORDINGS OF THE LECTURES WERE DONATED BY THE FOUNDATION TO THE COLLEGE, WHERE THEY ARE AVAILABLE TO THE GENERAL PUBLIC AT BOTH THE JONES MEDIA CENTER IN BAKER LIBRARY AND THE BLUNT ALUMNI CENTER.

IN 2010, THE FOUNDATION SIGNIFICANTLY EXPANDED ITS EDUCATIONAL ACTIVITIES BY FORMING A FORMAL PARTNERSHIP WITH THE DARTMOUTH ALUMNI CONTINUING EDUCATION OFFICE TO CO-SPONSOR ALUMNI COLLEGE LECTURES THAT FOCUS ON DARTMOUTH HISTORY. AS CO-SPONSOR, THE FOUNDATION WILL PAY SPEAKER HONORARIUMS AND FUND THE MAKING AND DISTRIBUTION OF DIGITAL VIDEO RECORDINGS OF THE LECTURES TO ALUMNI RELATIONS, THE JONES MEDIA CENTER, THE FOUNDATION ARCHIVES AND FOR LOANS OR DISTRIBUTION. THE

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FOUNDATION ALSO FUNDS THE CREATION OF AUDIO-ONLY VERSIONS FOR THE ALUMNI CONTINUING EDUCATION WEBSITE. IN 2010, THE FOUNDATION CO-SPONSORED THE FOLLOWING SIX LECTURES DURING THE 2010 DARTMOUTH COLLEGE REUNIONS:

THE ROAD TO ROME: LORD DARTMOUTH'S MID-18TH CENTURY GRAND TOUR

BART THURBER, CURATOR OF EUROPEAN ART, HOOD MUSEUM OF ART

DARTMOUTH'S INDIAN HISTORY

COLIN COLLOWAY, PROFESSOR OF HISTORY

EXPLORING THE OROZCO MURALS

JOHN MAMORU WATANABE, ASSOC. PROFESSOR OF ANTHROPOLOGY

ASSYRIAN EXPERIENCE AT THE HOOD

SUSAN ACKERMAN, PROFESSOR OF RELIGION, WOMENS AND GENDER STUDIES AND JEWISH STUDIES

SHAKESPEARE, ALAN BENNETT AND TEACHING AT DARTMOUTH

PETER SACCIO, PROFESSOR OF SHAKESPEAREAN STUDIES AND PROFESSOR OF ENGLISH EMERITUS

DARTMOUTH AND DR. SEUSS

DONALD PEASE, PROFESSOR OF ENGLISH

IN ADDITION TO THE PUBLIC LECTURE SERIES, THE FOUNDATION IS A PRIMARY FUNDING SOURCE FOR THE HILL WINDS SOCIETY, A DARTMOUTH COLLEGE UNDERGRADUATE ORGANIZATION. THE HILL WINDS SOCIETY HAS THREE PRIMARY

Name of the organization: SPHINX FOUNDATION | Employer identification number: 02-6007881

GOALS: 1) INCREASE INTERACTION BETWEEN STUDENTS AND ALUMNI; 2) EDUCATE STUDENTS ABOUT THE ROLE OF ALUMNI OF THE COLLEGE AND; 3) EDUCATE ALUMNI ABOUT THE CURRENT STUDENT EXPERIENCE. ONE OF THEIR SIGNIFICANT ACTIVITIES IS LEADING HISTORICAL TOURS OF THE COLLEGE FOR RETURNING ALUMNI. THE FOUNDATION IS ALSO TEAMING UP WITH THE HILL WINDS SOCIETY AND THE DARTMOUTH COLLEGE ALUMNI RELATIONS OFFICE TO SUPPORT THE CREATION OF A BOOK ON DARTMOUTH TRADITIONS TO BE DISTRIBUTED TO ALL FIRST YEAR STUDENTS. IN 2010, THE FOUNDATION FUNDED, AS IN PRIOR YEARS, APPROXIMATELY HALF OF THE HILL WINDS SOCIETY'S OPERATING BUDGET.

THE FOUNDATION FURTHER FULFILLS ITS EDUCATIONAL MISSION BY FUNDING EACH YEAR 100% OF THE COSTS OF PURCHASING AND DISTRIBUTING THE ANNUAL FIRST YEAR READING BOOK. THE FIRST YEAR READING BOOK IS A DISTINGUISHED BOOK SELECTED BY THE FACULTY OF DARTMOUTH COLLEGE TO BE READ BY THE ENTIRE FRESHMAN CLASS OF OVER 1,100 STUDENTS DURING THE SUMMER PRIOR TO THEIR MATRICULATION AT THE COLLEGE. THE 2010 FIRST YEAR BOOK WAS "1491 - NEW REVELATIONS OF THE AMERICAS BEFORE COLUMBUS" BY CHARLES C. MANN. AS A GIFT TO THE COLLEGE AND TO EVERY INCOMING STUDENT, SPHINX FOUNDATION PURCHASES, PACKAGES AND MAILS THE BOOK TO THE MATRICULATING STUDENTS, AT NO COST TO THE COLLEGE OR THE STUDENTS. BY SO DOING, SPHINX FOUNDATION PROVIDES A CRUCIAL AND COMMON FOUNDATION FOR THE RIGOROUS ACADEMIC CURRICULUM TO FOLLOW FOR EVERY DARTMOUTH STUDENT. THE FOUNDATION PROVIDED THE LOGISTICAL AND ADMINISTRATIVE SERVICES REQUIRED TO ARRANGE FOR PURCHASE AND DISTRIBUTION OF APPROXIMATELY 1,200 COPIES OF THE FIRST YEAR BOOK AND CONTRIBUTED SIGNIFICANT AND ESSENTIAL DIRECT FINANCIAL SUPPORT.

Name of the organization: SPHINX FOUNDATION

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FORM 990, PART III, LINE 4B, DESCRIPTION OF PROGRAM SERVICE:

COMMUNITY SERVICE

THE FOUNDATION SIGNIFICANTLY ENHANCED ITS COMMUNITY SERVICE ACTIVITIES IN 2010 BY INITIATING A NEW PROGRAM PURSUANT TO WHICH THE UNDERGRADUATE SENIOR CLASS MEMBERS IDENTIFY, DEVELOP AND IMPLEMENT A COMMUNITY SERVICE PROJECT, WITH THE FOUNDATION PROVIDING ORGANIZATIONAL AND FINANCIAL SUPPORT AS NEEDED. FOR 2010 - 11, THE SENIOR CLASS MEMBERS CHOSE TO SUPPORT DAVID'S HOUSE, A HOME FOR FAMILIES WITH CHILDREN BEING TREATED AT THE DARTMOUTH HITCHCOCK MEDICAL CENTER FOR A VARIETY OF ILLNESSES, CONDITIONS AND INJURIES. THE MEMBERS DEVELOP MENUS, PURCHASE FOOD AND PREPARE DINNERS FOR FAMILIES RESIDING AT DAVID'S HOUSE. IN ADDITION, THE MEMBERS PROVIDE "WISH LIST" FULFILLMENT SERVICES TO PROVIDE CRITICALLY NEEDED ITEMS TO RESIDENT FAMILIES DURING THEIR STAY AT DAVID'S HOUSE.

THE FOUNDATION ALSO ENCOURAGES AND SUPPORTS THE EXTENSIVE COMMUNITY SERVICE ACTIVITIES UNDERTAKEN INDEPENDENTLY BY INDIVIDUAL SPHINX UNDERGRADUATE MEMBERS. THE FOUNDATION TRACKS THE COMMUNITY SERVICE HOURS OF THE UNDERGRADUATE MEMBERS AND DONATES TO THE APPROPRIATE CHARITY $5.00 FOR EACH HOUR VOLUNTEERED BY THE MEMBERS. THE MEMBERS FREQUENTLY USE THE SPHINX BUILDING, INDIVIDUALLY AND IN GROUPS, TO CONCEIVE, PLAN, ORGANIZE AND PREPARE FOR COMMUNITY SERVICE ACTIVITIES. FURTHER, SPHINX FOUNDATION RESOURCES AND THE NETWORK OF SPHINX MEMBERS, BOTH UNDERGRADUATE AND ALUMNI, ARE IMPORTANT IN IDENTIFYING APPROPRIATE SERVICE OPPORTUNITIES AND GENERATING PARTICIPATION THROUGHOUT THE DARTMOUTH COMMUNITY.

Name of the organization: SPHINX FOUNDATION

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IN 2010, VIRTUALLY ALL UNDERGRADUATE MEMBERS PARTICIPATED IN COMMUNITY SERVICE AND COMMUNITY-BUILDING PROGRAMS. FOR EXAMPLE, SPHINX UNDERGRADUATE MEMBERS WERE IMPORTANT PARTICIPANTS IN A VARIETY OF COMMUNITY SERVICE ACTIVITIES, INCLUDING:

1.THE DIRECTOR OF THE BIG GREEN READERS MENTORSHIP PROGRAM - A GROUP WHICH PAIRS DARTMOUTH VARSITY ATHLETES WITH LOCAL STUDENTS TO IMPROVE SCHOLARSHIP;

2.TWO MEMBERS VOLUNTEERED AT THE LOCAL HOSPITAL IN THE DHMC PSYCHIATRIC WARD AND THE OUT-PATIENT SURGERY CENTER;

3.THREE MEMBERS PARTICIPATED IN THE PROUTY BIKE RIDE, A FUNDRAISER FOR CANCER RESEARCH;

4.THREE MEMBERS PARTICIPATED IN DREAM CHILD DEVELOPMENT/MENTORING PROGRAM; AND

5.OTHER MEMBERS PARTICIPATED IN THE UPPER VALLEY BIG BROTHER/BIG SISTER PROGRAM; THETFORD MENTORS; MEDLIFE (MEDICAL BRIGADES IN SOUTH AMERICA); THE UPPER VALLEY HAVEN; THE MEN'S FORUM; AND PROJECT PRESERVATION

NOTE THAT THE SPHINX BUILDING WAS EXTENSIVELY RENOVATED IN 2007, ENSURING THAT IT CAN CONTINUE TO SUPPORT THESE EXTENSIVE COMMUNITY SERVICE ACTIVITIES. SEE "HISTORIC PRESERVATION" BELOW FOR MORE DETAILS REGARDING THE RENOVATION PROJECT.

FORM 990, PART III, LINE 4C, DESCRIPTION OF PROGRAM SERVICE:

HISTORICAL PRESERVATION

Name of the organization: SPHINX FOUNDATION

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THE SPHINX BUILDING, ORIGINALLY CONSTRUCTED IN 1905, IS LISTED ON THE NATIONAL REGISTER OF HISTORIC PLACES. THE FOUNDATION UNDERTOOK A MAJOR RENOVATION OF THE SPHINX BUILDING DURING THE SUMMER OF 2007. APPROXIMATELY $1.2 MILLION WAS EXPENDED TO ENSURE THE LONG-TERM STRUCTURAL AND FUNCTIONAL INTEGRITY OF THE BUILDING. THESE RENOVATIONS ENSURE THAT THE SPHINX BUILDING WILL BE ABLE TO CONTINUE TO SUPPORT THE EDUCATIONAL AND COMMUNITY SERVICE ACTIVITIES OF THE FOUNDATION AS WELL AS ENSURING THAT THE BUILDING CONTINUES TO QUALIFY FOR INCLUSION ON THE NATIONAL REGISTER OF HISTORIC PLACES.

THE 2007 RENOVATION REPRESENTED THE FIRST MAJOR RENOVATION OF THE BUILDING SINCE 1932. VIRTUALLY ALL ASPECTS OF THE BUILDING WERE REPAIRED AND/OR UPGRADED TO MODERN STANDARDS, INCLUDING HEATING, VENTILATION AND AIR CIRCULATION SYSTEMS; ELECTRICAL SYSTEMS; FIRE SAFETY SYSTEMS; ROOFING AND WATERPROOFING; THE INFORMAL AND FORMAL MEMBER MEETING ROOMS; AND THE ACADEMIC AREAS, INCLUDING THE EXISTING LIBRARY AND NEW, EXPANDED INDIVIDUAL STUDY AREAS (INCORPORATING COMPUTER STATIONS WITH BROADBAND INTERNET ACCESS AND LINKED TO THE DARTMOUTH COLLEGE COMPUTER NETWORK). IN ADDITION, UP-TO-DATE AUDIO-VISUAL PRESENTATION CAPABILITIES WERE ADDED TO THE MEETING ROOM TO FACILITATE GROUP PRESENTATIONS AND DISCUSSIONS.

IN 2010, THE FOUNDATION MAINTAINED THE SPHINX BUILDING AND RECORDED SIGNIFICANT DEPRECIATION EXPENSE, AS WELL AS DIRECT MAINTENANCE EXPENSES. CURRENTLY, THE FOUNDATION IS PLANNING UPGRADES TO THE SPHINX BUILDING'S ROOF DECK AND, AS NOTED ABOVE, THE BUILDING'S WIRELESS AND HIGH-SPEED WIRED CONNECTIVITY TO ENSURE THAT THE SPHINX BUILDING CONTINUES TO PROVIDE THE STRONGEST POSSIBLE SUPPORT FOR THE

Name of the organization: SPHINX FOUNDATION

Employer identification number: 02-6007881

UNDERGRADUATES∅ ACADEMIC AND COMMUNITY SERVICE ACTIVITIES.

FORM 990, PART VI, SECTION A, LINE 2: BOARD MEMBERS DAVID HARRISON AND PHILIP HARRISON ARE BROTHERS.

FORM 990, PART VI, SECTION A, LINE 8B: THE ORGANIZATION DID NOT CONTEMPORANEOUSLY DOCUMENT THE MEETINGS HELD OR WRITTEN ACTIONS UNDERTAKEN DURING THE YEAR BY EACH COMMITTEE WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY BECAUSE THERE IS NO COMMITTEE WITH THE AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY.

FORM 990, PART VI, SECTION B, LINE 11: COPIES OF FORM 990 ARE DISTRIBUTED TO ALL BOARD MEMBERS FOR REVIEW PRIOR TO FILING, WHICH IS DOCUMENTED IN THE BOARD MEETING MINUTES.

FORM 990, PART VI, SECTION B, LINE 12C: COPIES OF THE CONFLICT OF INTEREST POLICY ARE DISTRIBUTED TO EACH INDIVIDUAL ANNUALLY. A SIGNED COPY MUST BE OBTAINED FROM EACH INDIVIDUAL.

FORM 990, PART VI, SECTION C, LINE 19: COPIES ARE MADE AVAILABLE VIA ANNUAL FILING WITH THE STATE OF NEW HAMPSHIRE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 6,163.

FORM 990, SCHEDULE A, PART II, LINE 1 AND LINE 10 (PRIOR YEARS) RECLASS PRIOR YEAR OTHER INCOME:

Name of the organization: SPHINX FOUNDATION

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IN PRIOR YEARS, CERTAIN CONTRIBUTIONS WERE REFLECTED ON LINE 10 AS OTHER INCOME AND DESCRIBED AS UNUSUAL GRANTS. AFTER FURTHER INVESTIGATION, IT WAS DETERMINED THAT THESE CONTRIBUTIONS WERE PROGRAM SUPPORT AND SHOULD HAVE BEEN INCLUDED ON LINE 1. THEREFORE, IN 2010, THESE GIFTS HAVE BEEN RECLASSIFIED FROM LINE 10 TO LINE 1 FOR ALL SCHEDULE A YEARS.

- 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	Name of exempt organization	Employer identification number
File by the extended due date for filing your return See instructions	SPHINX FOUNDATION	02-6007881
	Number, street, and room or suite no. If a P O. box, see instructions. P.O. BOX 213	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HANOVER, NH 03755-0213	

Enter the Return code for the return that this application is for (file a separate application for each return) ..... [0 1]

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* ▶ ROBERT C. KOURY, JR. P.O. BOX 213 - HANOVER, NH 03755-0213
  Telephone No. ▶ 703-591-0500 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010 , or other tax year beginning _____ , and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION REQUIRED TO COMPLETE FORM 990 IS NOT YET AVAILABLE

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	$	0.
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 ▶ Title ▶ PRESIDENT Date ▶