EXTENSIONS GRANTED THROUGH 11/15/11

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , **and ending**

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

Name of foundation
JUNE ROCKWELL LEVY FOUNDATION
INCORPORATED

A Employer identification number
04-6074284

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
20 OAK STREET

B Telephone number
978-927-0088

City or town, state, and ZIP code
BEVERLY FARMS, MA 01915

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 24,690,804.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	118,523.	118,523.		STATEMENT 1
	4	Dividends and interest from securities	442,756.	442,756.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	962,548.			
	b	Gross sales price for all assets on line 6a 11,599,212.				
	7	Capital gain net income (from Part IV, line 2)		962,548.		
	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)				
	11	Other income	<20,387.>	<20,387.>		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,503,440.	1,503,440.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	28,800.	0.		28,800.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	603.	0.		603.
	b	Accounting fees STMT 5	11,050.	5,525.		5,525.
	c	Other professional fees STMT 6	95,317.	92,317.		3,000.
	17	Interest				
	18	Taxes STMT 7	643.	358.		250.
	19	Depreciation and depletion				
	20	Occupancy	6,980.	0.		6,980.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	4,001.	0.		4,001.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	147,394.	98,200.		49,159.
	25	Contributions, gifts, grants paid	1,141,538.			1,141,538.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,288,932.	98,200.		1,190,697.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	214,508.			
	b	**Net investment income** (if negative, enter -0-)		1,405,240.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions**

Form **990-PF** (2010)

19

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	474,430.	686,471.	686,471.
	2	Savings and temporary cash investments	819,598.	96,457.	101,989.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	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 STMT 9	695,249.	1,926,240.	1,979,227.
	b	Investments - corporate stock STMT 10	5,175,097.	3,724,476.	4,703,447.
	c	Investments - corporate bonds STMT 11	496,153.	399,696.	428,032.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	14,208,535.	15,214,410.	16,791,638.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	21,869,062.	22,047,750.	24,690,804.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	21,869,062.	22,047,750.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	21,869,062.	22,047,750.	
	31	**Total liabilities and net assets/fund balances**	21,869,062.	22,047,750.	

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	21,869,062.
2	Enter amount from Part I, line 27a	2	214,508.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	22,083,570.
5	Decreases not included in line 2 (itemize) ▶ PARTNERSHIP TIMING DIFFERENCES	5	35,820.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,047,750.

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	11,599,212.		10,647,041.	962,548.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				962,548.

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 — 962,548.

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))
2009	1,086,700.	21,177,670.	.051313
2008	1,363,117.	26,702,692.	.051048
2007	1,566,068.	30,124,467.	.051987
2006	1,403,046.	27,692,271.	.050666
2005	1,367,754.	26,747,902.	.051135

2	**Total** of line 1, column (d)	2	.256149
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	.051230
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	23,281,564.
5	Multiply line 4 by line 3	5	1,192,715.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,052.
7	Add lines 5 and 6	7	1,206,767.
8	Enter qualifying distributions from Part XII, line 4	8	1,190,697.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	28,105.
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	28,105.
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	28,105.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 21,060.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 14,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	35,060.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	6,955.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 6,955. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA, CT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JONATHAN B. LORING, PRESIDENT Telephone no. ▶978-927-0088

Located at ▶20 OAK STREET, BEVERLY FARMS, MA ZIP+4 ▶01915

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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.) N/A	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)* N/A	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 2010?	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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

If "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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 13		28,800.	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

Form **990-PF** (2010)

023551
12-07-10

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
FIDUCIARY TRUST COMPANY 175 FEDERAL STREET, BOSTON, MA 02110	INVESTMENT ADV & ADMIN EXP	92,317.
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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2010)

023561
12-07-10

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	22,300,496.
b	Average of monthly cash balances		1b	1,335,610.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	23,636,106.
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	23,636,106.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	354,542.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	23,281,564.
6	**Minimum investment return**. Enter 5% of line 5		6	1,164,078.

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	1,164,078.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 28,105.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	28,105.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,135,973.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,135,973.
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	1,135,973.

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	1,190,697.
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	1,190,697.
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	1,190,697.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,135,973.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007 181,747.				
d From 2008 38,816.				
e From 2009 36,548.				
f Total of lines 3a through e	257,111.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,190,697.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,135,973.
e Remaining amount distributed out of corpus	54,724.			
5 Excess distributions carryover applied to 2010 (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	311,835.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	311,835.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007 181,747.				
c Excess from 2008 38,816.				
d Excess from 2009 36,548.				
e Excess from 2010 54,724.				

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 ▶ ☐ 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:

JONATHAN B. LORING, 617-574-3426
C/O FIDUCIARY TRUST, 175 FEDERAL ST, BOSTON, MA 021102289

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

APPLICATION SUMMARY ATTACHED

c Any submission deadlines:

NONE

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

MADE PREDOMINATELY TO NEW ENGLAND AND NORTHERN RI AREAS. THE FOUNDATION DOES NOT MAKE GRANTS FOR RELIGIOUS PURPOSES.

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 *Paid during the year*				
SEE STATEMENT 14				
Total			▶ **3a**	1141538.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	118,523.	
4 Dividends and interest from securities			14	442,756.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income		<77,578.>	14	57,191.	
8 Gain or (loss) from sales of assets other than inventory			18	962,548.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<77,578.>		1,581,018.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,503,440.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 14 Nov 2011 Date | ▶ PRESIDENT Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBORAH A. HOPKINS	Deborah A. Hopkins	11/8/11		

Firm's name ▶ KAHN, LITWIN, RENZA & CO., LTD. | Firm's EIN ▶

Firm's address ▶ 951 NORTH MAIN STREET PROVIDENCE, RI 02904 | Phone no. 401-274-2001

● 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: JUNE ROCKWELL LEVY FOUNDATION INCORPORATED

Employer identification number: 04-6074284

Number, street, and room or suite no. If a P.O. box, see instructions.: 20 OAK STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: BEVERLY FARMS, MA 01915

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ JONATHAN B. LORING, PRESIDENT 20 OAK STREET - BEVERLY FARMS, MA 01915

Telephone No. ▶ 978-927-0088 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 ADDITIONAL TIME AND INFORMATION ARE NECESSARY IN ORDER TO PREPARE AN ACCURATE 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	$ 35,060.
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	$ 35,060.
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 ▶ Deborah L. Hopkins Title ▶ CPA Date ▶ 8/1/11

023842 01-24-11

Form 8868 (Rev January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

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.

Type or print File by the due date for filing your return See instructions	Name of exempt organization JUNE ROCKWELL LEVY FOUNDATION INCORPORATED	Employer identification number 04-6074284
	Number, street, and room or suite no. If a P O. box, see instructions. 20 OAK STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEVERLY FARMS, MA 01915	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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

- The books are in the care of ▶ JONATHAN B. LORING, PRESIDENT 20 OAK STREET - BEVERLY FARMS, MA 01915

  Telephone No ▶ 978-927-0088 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2010 or

▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	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	3a	$ 35,060.
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	3b	$ 21,060.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 14,000.

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.

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

023841 01-03-11

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	200 SHS CR BARD INC		VARIOUS	01/22/10
b	200 SHS INTERNATIONAL BUSINESS MACHINES		VARIOUS	01/22/10
c	200 SHS PRAXAIR INC		VARIOUS	01/22/10
d	1000 SHS WELLS FARGO & CO		VARIOUS	01/22/10
e	1400 SHS AMPHENOL CORP		VARIOUS	01/22/10
f	500 SHS APACHE CORP		VARIOUS	01/22/10
g	500 SHS BECTON DICKINSON & CO		VARIOUS	01/22/10
h	2000 SHS EQUITY RESIDENTIAL SH BEN INT		VARIOUS	01/22/10
i	2000 SHS EQUITY RESIDENTIAL SH BEN INT		VARIOUS	01/22/10
j	1300 SHS EXXON MOBIL CORP		VARIOUS	01/22/10
k	1100 SHS S&P NORTH AMERICAN TECH SOFTWARE INDEX F		VARIOUS	01/22/10
l	8500 SHS ISHARES RUSSELL 2000 VALUE INDEX FD		VARIOUS	01/22/10
m	12300 SHS KIMCO REALTY CORP		VARIOUS	01/22/10
n	1000 SHS LOWE'S COS INC		VARIOUS	01/22/10
o	700 SHS METTLER-TOLEDO INTERNATIONAL INC		VARIOUS	01/22/10

	(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	16,039.		16,283.	<244.>
b	25,451.		25,701.	<250.>
c	15,921.		16,315.	<394.>
d	27,654.		19,184.	8,470.
e	57,627.		53,555.	4,072.
f	51,599.		30,671.	20,928.
g	37,986.		39,224.	<1,238.>
h	65,402.		61,509.	3,893.
i				<16,417.>
j	86,609.		2,722.	83,887.
k	50,630.		54,729.	<4,099.>
l	497,954.		362,287.	135,667.
m	162,862.		150,295.	12,567.
n	22,730.		19,054.	3,676.
o	70,073.		63,059.	7,014.

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				<244.>
b				<250.>
c				<394.>
d				8,470.
e				4,072.
f				20,928.
g				<1,238.>
h				3,893.
i				<16,417.>
j				83,887.
k				<4,099.>
l				135,667.
m				12,567.
n				3,676.
o				7,014.

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	

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	1000 SHS NATIONAL OILWELL VARCO INC		VARIOUS	01/22/10
b	500 SHS PUBLIC STORAGE		VARIOUS	01/22/10
c	700 SHS QUESTAR CORP		VARIOUS	01/22/10
d	600 SHS SIMON PROPERTY GROUP INC		VARIOUS	01/22/10
e	600 SHS SIMON PROPERTY GROUP INC		VARIOUS	01/22/10
f	700 SHS STAPLES INC		VARIOUS	01/22/10
g	400 SHS STATE STREET CORP		VARIOUS	01/22/10
h	500 SHS TEVA PHARMACEUTICALS INDS LTD ADR		VARIOUS	01/22/10
i	700 SHS TOTAL SA ADR		VARIOUS	01/22/10
j	500 SHS VANGUARD TELECOM SERVICE ETF		VARIOUS	01/22/10
k	3400 SHS WISDOMTREE INTL REAL ESTATE INDEX ETF		VARIOUS	01/22/10
l	87378.858 SHS VANGUARD HIGH-YIELD CORP FD ADMIRAL		VARIOUS	01/25/10
m	500 SHS EXELON CORP		VARIOUS	01/27/10
n	300 SHS CHEVRON CORP		VARIOUS	01/27/10
o	5263.1572 SHS MLM INDEX FUND LEV SER D		VARIOUS	02/16/10

	(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	43,696.		29,354.	14,342.
b	39,324.		28,949.	10,375.
c	31,144.		28,473.	2,671.
d	43,486.		42,794.	692.
e				14,337.
f	17,051.		5,746.	11,305.
g	17,644.		27,206.	<9,562.>
h	28,577.		14,470.	14,107.
i	42,644.		37,049.	5,595.
j	27,044.		31,694.	<4,650.>
k	87,884.		75,077.	12,807.
l	481,458.		387,963.	93,495.
m	23,519.		24,591.	<1,072.>
n	22,741.		23,238.	<497.>
o	550,000.		650,549.	<100,549.>

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				14,342.
b				10,375.
c				2,671.
d				692.
e				14,337.
f				11,305.
g				<9,562.>
h				14,107.
i				5,595.
j				<4,650.>
k				12,807.
l				93,495.
m				<1,072.>
n				<497.>
o				<100,549.>

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	

023591
05-01-10

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	5263.1572 SHS MLM INDEX FUND LEV SER D		VARIOUS	02/16/10
b	400 SHS CR BARD INC		VARIOUS	02/26/10
c	500 SHS BECTON DICKINSON & CO		VARIOUS	02/26/10
d	500 SHS HARSCO CORP		VARIOUS	02/26/10
e	400 SHS PRECISION CASTPARTS CORP		VARIOUS	02/26/10
f	400 SHS STERICYCLE INC		VARIOUS	02/26/10
g	3600 SHS WELLS FARGO & CO		VARIOUS	02/26/10
h	13490.435 SHS OAKMARK INTERNATIONAL FUND		VARIOUS	02/26/10
i	100,000 GTE NORTH INC DTD 2/15/98 6.3750		VARIOUS	02/16/10
j	200,000 BELLSOUTH CAP FUNDING NOTES DTD 2/16/00 7		VARIOUS	02/16/10
k	1581 SHS ISHARES BARCLAYS TREAS INFL PROTECTED SE		VARIOUS	03/04/10
l	1579 SHS ISHARES BARCLAYS TREAS INFL PROTECTED SE		VARIOUS	03/09/10
m	1540 SHS ISHARES BARCLAYS TREAS INFL PROTECTED SE		VARIOUS	03/10/10
n	400 SHS CR BARD INC		VARIOUS	04/19/10
o	500 SHS BAXTER INTERNATIONAL INC		VARIOUS	04/19/10

	(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				1,118.
b	33,356.		32,567.	789.
c	39,335.		33,866.	5,469.
d	14,905.		26,407.	<11,502.>
e	44,867.		41,488.	3,379.
f	22,250.		16,014.	6,236.
g	98,548.		67,869.	30,679.
h	219,759.		299,981.	<80,222.>
i	100,000.		100,454.	<454.>
j	200,000.		199,838.	162.
k	164,471.		169,150.	<4,679.>
l	163,896.		168,935.	<5,039.>
m	159,714.		164,763.	<5,049.>
n	34,289.		32,567.	1,722.
o	29,348.		28,680.	668.

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				1,118.
b				789.
c				5,469.
d				<11,502.>
e				3,379.
f				6,236.
g				30,679.
h				<80,222.>
i				<454.>
j				162.
k				<4,679.>
l				<5,039.>
m				<5,049.>
n				1,722.
o				668.

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	

023591
05-01-10

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	500 SHS BECTON DICKINSON & CO		VARIOUS	04/19/10
b	2000 SHS EQUITY RESIDENTIAL SH BEN INT		VARIOUS	04/19/10
c	1600 SHS JP MORGAN CHASE & CO		VARIOUS	04/19/10
d	500 SHS METTLER-TOLEDO INTERNATIONAL INC		VARIOUS	04/19/10
e	600 SHS NOVARTIS AG SPONSORED ADR		VARIOUS	04/19/10
f	110 SHS PEPSICO INC		VARIOUS	04/19/10
g	1800 SHS PETROLEO BRASILEIRO SA SPONS ADR		VARIOUS	04/19/10
h	200 SHS PRAXAIR INC		VARIOUS	04/19/10
i	700 SHS PUBLIC STORAGE		VARIOUS	04/19/10
j	400 SHS SEMPRA ENERGY		VARIOUS	04/19/10
k	800 SHS SIMON PROPERTY GROUP INC		VARIOUS	04/19/10
l	700 SHS STATE STREET CORP		VARIOUS	04/19/10
m	1000 SHS TEVA PHARMACAUTICAL INDS LTD		VARIOUS	04/19/10
n	100 SHS VANGUARD TELECOM SERVICE ETF		VARIOUS	04/19/10
o	400 SHS VERIZON COMMUNICATIONS INC		VARIOUS	04/19/10

	(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	39,099.		33,865.	5,234.
b	82,274.		39,446.	42,828.
c	72,855.		55,072.	17,783.
d	58,159.		45,042.	13,117.
e	31,647.		32,564.	<917.>
f	72,536.		70,974.	1,562.
g	75,194.		61,631.	13,563.
h	17,240.		16,315.	925.
i	64,626.		22,085.	42,541.
j	19,587.		16,524.	3,063.
k	66,158.		36,009.	30,149.
l	32,801.		47,611.	<14,810.>
m	61,983.		28,940.	33,043.
n	5,656.		4,538.	1,118.
o	11,768.		11,626.	142.

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				5,234.
b				42,828.
c				17,783.
d				13,117.
e				<917.>
f				1,562.
g				13,563.
h				925.
i				42,541.
j				3,063.
k				30,149.
l				<14,810.>
m				33,043.
n				1,118.
o				142.

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	

023591
05-01-10

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	1200 SHS REGENCY CENTERS CORP		VARIOUS	04/19/10
b	2000 SHS KIRBY CORP		VARIOUS	04/19/10
c	14581.266 SHS OAKMARK INTERNATIONAL FUND		VARIOUS	04/20/10
d	1200 SHS AMPHENOL CORP		VARIOUS	05/20/10
e	800 SHS BMC SOFTWARE INC		VARIOUS	05/20/10
f	2100 SHS HEWLETT-PACKARD CO		VARIOUS	05/20/10
g	25500 SHS ISHARES MSCI EMERGING MKT INDEX FD		VARIOUS	05/20/10
h	25500 SHS ISHARES MSCI EMERGING MKT INDEX FD		VARIOUS	05/20/10
i	200 SHS PRECISION CASTPARTS CORP		VARIOUS	06/18/10
j	600 SHS VANGUARD TELECOM SERVICE ETF		VARIOUS	06/18/10
k	2200 SHS VERIZON COMMUNICATIONS INC		VARIOUS	06/18/10
l	2600 SHS HARSCO CORP		VARIOUS	06/18/10
m	900 SHS ABBOTT LABORATORIES		VARIOUS	07/02/10
n	500 SHS BAXTER INTERNATIONAL INC		VARIOUS	07/02/10
o	2300 SHS COCA-COLA CO		VARIOUS	07/02/10

	(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	46,026.		42,567.	3,459.
b	79,028.		75,518.	3,510.
c	262,025.		214,804.	47,221.
d	49,853.		45,904.	3,949.
e	29,499.		31,324.	<1,825.>
f	97,059.		65,809.	31,250.
g	929,163.		640,974.	288,189.
h				17,201.
i	22,681.		20,744.	1,937.
j	33,567.		24,754.	8,813.
k	64,088.		63,943.	145.
l	67,561.		137,314.	<69,753.>
m	41,857.		49,116.	<7,259.>
n	20,832.		28,680.	<7,848.>
o	115,408.		101,793.	13,615.

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				3,459.
b				3,510.
c				47,221.
d				3,949.
e				<1,825.>
f				31,250.
g				288,189.
h				17,201.
i				1,937.
j				8,813.
k				145.
l				<69,753.>
m				<7,259.>
n				<7,848.>
o				13,615.

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	

023591
05-01-10

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	2300 SHS COCA-COLA CO		VARIOUS	07/02/10
b	400 SHS COLGATE-PALMOLIVE CO		VARIOUS	07/02/10
c	600 SHS NOVARTIS AG SPONSORED ADR		VARIOUS	07/02/10
d	550 SHS PRECISION CASTPARTS CORP		VARIOUS	07/02/10
e	4700 SHS VANGAURD EMERGING MARKETS INDEX ETF		VARIOUS	07/02/10
f	8900 SHS ISHARES BARCLAYS 1-3 YEAR TREAS BOND FD		VARIOUS	07/02/10
g	8900 SHS ISHARES BARCLAYS 1-3 YEAR TREAS BOND FD		VARIOUS	07/02/10
h	700 SHS SPDR S&P BIOTECH ETF		VARIOUS	07/02/10
i	1300 SHS SEMPRA ENERGY		VARIOUS	07/02/10
j	400 SHS STERICYCLE INC		VARIOUS	07/02/10
k	400 SHS THERMO FISHER SCIENTIFIC INC		VARIOUS	07/02/10
l	300 SHS UNITED TECHNOLOGIES CORP		VARIOUS	07/02/10
m	5060.012 SHS ALLIANZ NFJ INTL VALUE FUND		VARIOUS	07/02/10
n	14643.876 SHS FRONTEGRA NETOLS SMALL CAP VALUE IN		VARIOUS	07/02/10
o	1086.53 SHS THORNBURG INTL VALUE FUND		VARIOUS	07/02/10

	(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				<2,146.>
b	31,513.		29,725.	1,788.
c	28,780.		32,563.	<3,783.>
d	56,241.		57,046.	<805.>
e	179,944.		172,208.	7,736.
f	747,048.		744,108.	2,940.
g				1,106.
h	35,625.		45,210.	<9,585.>
i	60,406.		53,703.	6,703.
j	25,933.		16,015.	9,918.
k	18,976.		12,411.	6,565.
l	19,212.		18,820.	392.
m	86,678.		104,287.	<17,609.>
n	145,560.		158,447.	<12,887.>
o	25,164.		26,424.	<1,260.>

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				<2,146.>
b				1,788.
c				<3,783.>
d				<805.>
e				7,736.
f				2,940.
g				1,106.
h				<9,585.>
i				6,703.
j				9,918.
k				6,565.
l				392.
m				<17,609.>
n				<12,887.>
o				<1,260.>

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	

023591
05-01-10

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	16420.93 SHS WALTHAUSEN SMALL CAP VALUE FUND		VARIOUS	07/02/10
b	800 SHS TOTAL SA ADR		VARIOUS	08/12/10
c	200,000 FEDERAL HOME LOAN BANK DTD 7/24/03 4.125%		VARIOUS	08/13/10
d	4400 SHS ISHARES BARCLAYS 1-3 YEAR CREDIT BOND		VARIOUS	09/01/10
e	1 SHS VERO DISTRESSED ABS OPPORTUNITY FD		VARIOUS	09/10/10
f	2500 SHS BMC SOFTWARE INC		VARIOUS	09/17/10
g	1600 SHS S&P NORTH AMERICAN TECH SOFTWARE INDEX F		VARIOUS	09/17/10
h	1500 SHS SPDR S&P BIOTECH ETF		VARIOUS	09/17/10
i	1500 SHS EQUITY RESIDENTIAL SH BEN INT		VARIOUS	10/22/10
j	600 SHS PUBLIC STORAGE		VARIOUS	10/22/10
k	1500 SHS REGENCY CENTERS CORP		VARIOUS	10/22/10
l	700 SHS SIMON PROPERTY GROUP INC		VARIOUS	10/22/10
m	4699 SHS VANGUARD EMERGING MARKETS INDEX ETF		VARIOUS	10/22/10
n	3500 SHS WISDOMTREE INT'L REAL ESTATE INDEX ETF		VARIOUS	10/22/10
o	3585.074 SHS ALLIANZ NFJ INTL VALUE FUND		VARIOUS	10/22/10

	(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	196,723.		187,363.	9,360.
b	40,161.		42,342.	<2,181.>
c	200,000.		200,438.	<438.>
d	461,642.		459,027.	2,615.
e	316,979.		300,000.	16,979.
f	98,544.		97,887.	657.
g	83,664.		79,605.	4,059.
h	86,431.		96,879.	<10,448.>
i	76,279.		29,585.	46,694.
j	61,544.		18,930.	42,614.
k	63,633.		53,208.	10,425.
l	68,203.		29,659.	38,544.
m	219,485.		172,172.	47,313.
n	104,102.		93,957.	10,145.
o	71,558.		73,888.	<2,330.>

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				9,360.
b				<2,181.>
c				<438.>
d				2,615.
e				16,979.
f				657.
g				4,059.
h				<10,448.>
i				46,694.
j				42,614.
k				10,425.
l				38,544.
m				47,313.
n				10,145.
o				<2,330.>

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	

023591
05-01-10

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	4404.736 SHS FRANKLIN INT'L SMALL CAP GROWTH ADV		VARIOUS	10/22/10
b	6015.726 SHS THOMAS WHITE INTERNATIONAL FUND		VARIOUS	10/22/10
c	3086.103 SHS THORNBURG INTL VALUE FUND		VARIOUS	10/22/10
d	100 SHS CHIPOTLE MEXICAN GRILL INC		VARIOUS	11/19/10
e	500 SHS EXELON CORP		VARIOUS	11/19/10
f	600 SHS INTERNATIONAL BUSINESS MACHINES		VARIOUS	11/19/10
g	800 SHS S&P NORTH AMERICAN TECH SOFTWARE INDEX FD		VARIOUS	11/19/10
h	900 SHS MICROSOFT CORP		VARIOUS	11/19/10
i	600 SHS QUALCOMM INC		VARIOUS	11/19/10
j	500 SHS ULTA SALON COSMETICS & FRAGRANCE INC		VARIOUS	11/19/10
k	200000 ARCHER DANIELS DTD 10/29/98 5.87%		VARIOUS	11/15/10
l	23404.189 SHS ABSOLUTE STRATEGIES FUND INST'L		VARIOUS	12/17/10
m	23404.189 SHS ABSOLUTE STRATEGIES FUND INST'L		VARIOUS	12/17/10
n	39268.106 SHS HUSSMAN STRATEGIC GROWTH FUND		VARIOUS	12/17/10
o	PARTNERSHIP FLOW THROUGH			

	(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	70,564.		64,618.	5,946.
b	102,207.		97,214.	4,993.
c	85,392.		75,054.	10,338.
d	23,059.		15,254.	7,805.
e	19,779.		24,591.	<4,812.>
f	86,833.		77,102.	9,731.
g	44,140.		37,808.	6,332.
h	23,086.		24,897.	<1,811.>
i	28,548.		25,794.	2,754.
j	15,845.		13,094.	2,751.
k	200,000.		198,476.	1,524.
l	254,169.		252,652.	1,517.
m				3,769.
n	493,207.		564,774.	<71,567.>
o				<8,591.>

	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				5,946.
b				4,993.
c				10,338.
d				7,805.
e				<4,812.>
f				9,731.
g				6,332.
h				<1,811.>
i				2,754.
j				2,751.
k				1,524.
l				1,517.
m				3,769.
n				<71,567.>
o				<8,591.>

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	

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	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
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	2,638.			2,638.
b				
c				
d				
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

	(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				2,638.
b				
c				
d				
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	962,548.
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

023591
05-01-10

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

SOURCE	AMOUNT
FIDUCIARY TRUST	82,842.
PARTNERSHIP FLOW THROUGH INTEREST	35,681.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	118,523.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDUCIARY TRUST	411,138.	2,638.	408,500.
PARTNERSHIP FLOW THROUGH DIVIDENDS	34,256.	0.	34,256.
TOTAL TO FM 990-PF, PART I, LN 4	445,394.	2,638.	442,756.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME - SETTLEMENTS	3,499.	3,499.	
PARTNERSHIP FLOW THROUGH INCOME/LOSS	<24,214.>	<24,214.>	
PARTNERSHIP FLOW THROUGH ROYALTY INCOME	328.	328.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<20,387.>	<20,387.>	

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	603.	0.		603.
TO FM 990-PF, PG 1, LN 16A	603.	0.		603.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CPA	11,050.	5,525.		5,525.
TO FORM 990-PF, PG 1, LN 16B	11,050.	5,525.		5,525.

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	92,317.	92,317.		0.
CONSULTATION SERVICES	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16C	95,317.	92,317.		3,000.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA STATE FILING FEE	250.	0.		250.
FEDERAL TAX	35.	0.		0.
FOREIGN TAXES	358.	358.		0.
TO FORM 990-PF, PG 1, LN 18	643.	358.		250.

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEETING EXPENSES	1,572.	0.		1,572.
ADMINISTRATIVE EXPENSES	2,429.	0.		2,429.
TO FORM 990-PF, PG 1, LN 23	4,001.	0.		4,001.

FORM 990-PF — U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS — STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - US GOVERNMENT BONDS	X		1,926,240.	1,979,227.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,926,240.	1,979,227.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,926,240.	1,979,227.

FORM 990-PF — CORPORATE STOCK — STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - CORPORATE STOCK	3,724,476.	4,703,447.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,724,476.	4,703,447.

FORM 990-PF — CORPORATE BONDS — STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - CORPORATE BONDS	399,696.	428,032.
TOTAL TO FORM 990-PF, PART II, LINE 10C	399,696.	428,032.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - BOND FUNDS	FMV	4,109,295.	4,510,831.
INVESTMENT - EQUITY FUNDS	FMV	4,217,081.	5,381,804.
INVESTMENT - REITS & ALT. INV.	FMV	6,888,034.	6,899,003.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,214,410.	16,791,638.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MR JAMES K. EDWARDS 2 THAYER STREET PROVIDENCE, RI 02906	TRUSTEE 1.00	600.	0.	0.
MR PAUL F. GREENE 80 WEST REACH DRIVE JAMESTOWN, RI 02835	SECRETARY 2.00	4,000.	0.	0.
MR. RAYMOND G. LEVEILLE, JR. 2669 POST ROAD WARWICK, RI 02886	TRUSTEE 1.00	3,000.	0.	0.
MR. JONATHAN B. LORING 502 HALE STREET PRIDES CROSSING, MA 01965	PRESIDENT 2.00	5,000.	0.	0.
MR. RAYMOND N. MENARD 225 CENTRAL ST HARRISVILLE, RI 02830	TRUSTEE 1.00	3,000.	0.	0.
MR. THOMAS H. QUILL, JR. 126 TABER AVE PROVIDENCE, RI 02906	TRUSTEE 1.00	3,000.	0.	0.
NANCY B. SMITH 20 EDEN AVENUE WEST NEWTON, MA 02465	TREASURER 1.00	3,000.	0.	0.

KAREN DELPONTE 311 PROMENADE STREET PROVIDENCE, RI 02908	TRUSTEE 1.00	3,000.	0.	0.
ROBERT P. PICARD 1155 LOGEE ST. WOONSOCKET, RI 02895	TRUSTEE 1.00	3,000.	0.	0.
DR. H. DENMAN SCOTT 65 BENEFIT STREET PROVIDENCE, RI 02904	TRUSTEE 1.00	1,200.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		28,800.	0.	0.

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADOPTION RHODE ISLAND 2 BRADFORD STREET PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
AMERICAN RED CROSS - RI CHAPTER 105 GANO STREET PROVIDENCE, RI 02906	NONE OPERATING SUPPORT	PUBLIC CHARITY	7,500.
ANCIENT & HORRIBLES PARADE 1145 PUTNAM PIKE CHEPACHET, RI 02814	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
ARC OF BLACKSTONE VALLEY 115 MANTON STREET PAWTUCKET, RI 02861	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
BETHANY HOME 111 SOUTH ANGELL STREET PROVIDENCE, RI 02906	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.

BETWEEN THE CRACKS PO BOX 468 HARRISVILLE, RI 02830	NONE OPERATING SUPPORT	PUBLIC CHARITY	20,000.
BIG BROTHERS OF RHODE ISLAND 845 OAKLAWN AVENUE SUITE 2 CRANSTON, RI 02920	NONE OPERATING SUPPORT	PUBLIC CHARITY	2,000.
BLACKSTONE ACADEMY CHARTER SCHOOL 334 PLEASANT STREET PAWTUCKET, RI 02860	NONE EDUCATIONAL	PUBLIC CHARITY	3,000.
BLACKSTONE VALLEY ADVOCACY CENTER P.O. BOX 5643 PAWTUCKET, RI 02862	NONE OPERATING SUPPORT	PUBLIC CHARITY	4,000.
BOSTON SYMPHONY ORCHESTRA, INC. SYMPHONY HALL BOSTON, MA 02115	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
BOYS & GIRLS CLUB OF PAWTUCKET ONE MOELLER PLACE PAWTUCKET, RI 02860	NONE CHARITABLE	PUBLIC CHARITY	7,500.
BOYS & GIRLS CLUB OF PROVIDENCE 1 CAMP DAVIS ROAD CHARLESTOWN, RI 02813	NONE OPERATING SUPPORT	PUBLIC CHARITY	7,500.
BOYS & GIRLS CLUB OF WOONSOCKET 72 KENDRICK AVENUE WOONSOCKET, RI 02895	NONE OPERATING SUPPORT	PUBLIC CHARITY	20,000.
BOYS SCOUTS OF AMERICA - NARRAGANSETT COUNCIL 10 RISHO AVENUE EAST PROVIDENCE, RI 02914	NONE CHARITABLE	PUBLIC CHARITY	15,000.
BRADLEY HOSPITAL FOUNDATION 1011 VETERANS MEMORIAL PARK RIVERSIDE, RI 02915	NONE OPERATING SUPPORT	PUBLIC CHARITY	50,000.

BROWN UNIVERSITY PO BOX 1877 PROVIDENCE, RI 02912	NONE EDUCATIONAL	PUBLIC CHARITY	75,000.
BURRILLVILLE HIGH SCHOOL 425 EAST AVENUE HARRISVILLE, RI 02830	NONE EDUCATIONAL	PUBLIC CHARITY	2,000.
BURRILLVILLE, TOWN OF 105 HARRISVILLE MAIN STREET HARRISVILLE, RI 02830	NONE EDUCATIONAL	PUBLIC CHARITY	60,000.
CAMP RUGGLES 113 STONE DAM ROAD NORTH SCITUATE, RI 02857	NONE SCHOLARSHIPS	PUBLIC CHARITY	17,000.
CARITAS, INC. 166 PAWTUCKET AVENUE PAWTUCKET, RI 02860	NONE CHARITABLE	PUBLIC CHARITY	8,000.
CENTER FOR WOMEN & ENTERPRISE 132 GEORGE M. COHAN BLVD, 2ND FL PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
CHAMBER EDUCATION FOUNDATION 3296 POST ROAD WARWICK, RI 02886	NONE CHARITABLE	PUBLIC CHARITY	12,500.
CHILDREN'S FRIEND & SERVICE 153 SUMMER STREET PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
CITY YEAR RHODE ISLAND 77 EDDY STREET, 2ND FLOOR PROVIDENCE, RI 02903	NONE CHARITABLE	PUBLIC CHARITY	5,000.
COMMON CAUSE-RI EDUCATION FUND 245 WATERMAN STREET SUITE 400A PROVIDENCE, RI 02906	NONE EDUCATIONAL	PUBLIC CHARITY	8,000.

COMMUNITY MUSIC WORKS 1392 WESTMINSTER STREET PROVIDENCE, RI 02909	NONE OPERATING SUPPORT	PUBLIC CHARITY	7,500.
COMMUNITY PREPARATORY SCHOOL 126 SOMERSET STREET PROVIDENCE, RI 02907	NONE EDUCATIONAL	PUBLIC CHARITY	20,000.
CROSSROADS 160 BROAD STREET PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
DORCAS PLACE 220 ELMWOOD AVENUE PROVIDENCE, RI 02907	NONE OPERATING SUPPORT	PUBLIC CHARITY	15,000.
EVERETT DANCE THEATRE/CARRIAGE HOUSE 9 DUNCAN AVENUE PROVIDENCE, RI 02906	NONE LITERARY/ARTS	PUBLIC CHARITY	2,500.
FAMILY SERVICE OF RHODE ISLAND P.O. BOX 6688 PROVIDENCE, RI 02940	NONE CAPITAL IMPROVEMENTS	PUBLIC CHARITY	15,000.
FARM FRESH RHODE ISLAND 1005 MAIN STREET, #1120 PAWTUCKET, RI 02860	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
FESTIVAL BALLET PROVIDENCE 825 HOPE STREET PROVIDENCE, RI 02906	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
FIRST WORKS PROVIDENCE 270 WESTMINSTER ST PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
GIRL SCOUTS OF RHODE ISLAND, INC. 125 CHARLES STREET PROVIDENCE, RI 02904	NONE CHARITABLE	PUBLIC CHARITY	7,500.

HALLWORTH HOUSE 66 BENEFIT STREET PROVIDENCE, RI 02904	NONE OPERATING SUPPORT	PUBLIC CHARITY	7,000.
HAMILTON HOUSE 276 ANGELL STREET PROVIDENCE, RI 02906	NONE OPERATING SUPPORT	PUBLIC CHARITY	9,500.
HARRISVILLE HOSE COMPANY NO. 1 115 CENTRAL STREET HARRISVILLE, RI 02830	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
HIGHLANDER DUNN INSTITUTE 2 REGENCY PLAZA, SUITE 1 PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
HOME AND HOSPICE CARE OF RHODE ISLAND, INC. 169 GEORGE STREET PAWTUCKET, RI 02860	NONE CHARITABLE	PUBLIC CHARITY	10,000.
HOMEFRONT HEALTH CARE 725 BRANCH AVENUE PROVIDENCE, RI 02904	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
IN-SIGHT 45 JEFFERSON BLVD WARWICK, RI 02888	NONE OPERATING SUPPORT	PUBLIC CHARITY	7,500.
INSTITUTE FOR THE STUDY AND PRACTICE OF NON-VIOLENCE 265 OXFORD STREET PROVIDENCE, RI 02905	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
INTERNATIONAL INSTITUTE RHODE ISLAND 645 ELMWOOD AVENUE PROVIDENCE, RI 02907	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
JESSE M. SMITH MEMORIAL LIBRARY 100 TINKHAM LANE HARRISVILLE, RI 02830	NONE OPERATING SUPPORT	PUBLIC CHARITY	2,500.

JUNE ROCKWELL LEVY COMMUNITY RINK 425 EAST AVENUE HARRISVILLE, RI 02830	NONE OPERATING SUPPORT	PUBLIC CHARITY	25,000.
JUNIOR ACHIEVEMENT 120 WATERMAN STREET SUITE # 200 PROVIDENCE, RI 02906	NONE OPERATING SUPPORT	PUBLIC CHARITY	4,500.
JUSTICE ASSISTANCE, INC. 941 PARK AVENUE CRANSTON, RI 02910	NONE CHARITABLE	PUBLIC CHARITY	5,000.
LINCOLN SCHOOL 301 BUTLER AVE PROVIDENCE, RI 02906	NONE EDUCATIONAL	PUBLIC CHARITY	40,000.
MCAULEY CORPORATION (MCAULEY VILLAGE) 622 ELMWOOD AVENUE PROVIDENCE, RI 02907	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
MEALS ON WHEELS OF RHODE ISLAND 70 BATH STREET PROVIDENCE, RI 02908	NONE CHARITABLE	PUBLIC CHARITY	5,000.
MEETING STREET SCHOOL 667 WATERMAN AVENUE EAST PROVIDENCE, RI 02914	NONE OPERATING SUPPORT	PUBLIC CHARITY	15,000.
PAUL CUFFEE SCHOOL 459 PROMENADE STREET PROVIDENCE, RI 02908	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
PROVIDENCE COMMUNITY LIBRARY 441 PRAIRIE AVENUE PROVIDENCE, RI 02905	NONE LITERARY/ARTS	PUBLIC CHARITY	15,000.
PROVIDENCE SINGERS 372 WAYLAND AVE PROVIDENCE, RI 02906	NONE LITERARY/ARTS	PUBLIC CHARITY	2,000.

PROVIDENCE SUMMERBRIDGE 216 HOPE STREET PROVIDENCE, RI 02906	NONE EDUCATIONAL	PUBLIC CHARITY	5,000.
RESERVE OFFICERS ASSOCIATION OF THE US RI DEPT 11 SULLIVAN LANE BRISTOL, RI 02809	NONE OPERATING SUPPORT	PUBLIC CHARITY	2,000.
RHODE ISLAND CIVIC CHORALE & ORCHESTRA 33 CHESTNUT PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	3,000.
RHODE ISLAND COMMUNITY FOOD BANK 200 NIANTIC AVENUE PROVIDENCE, RI 02907	NONE OPERATING SUPPORT	PUBLIC CHARITY	20,000.
RHODE ISLAND FREE CLINIC 557 BROAD STREET PROVIDENCE, RI 02907	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
RHODE ISLAND HISTORICAL SOCIETY 110 BENEVOLENT STREET PROVIDENCE, RI 02906	NONE OPERATING SUPPORT	PUBLIC CHARITY	12,000.
RHODE ISLAND MUSEUM OF SCIENCE AND ART 60 CHARLOTTE AVENUE SAUNDERSTOWN, RI 02874	NONE OPERATING SUPPORT	PUBLIC CHARITY	4,000.
RHODE ISLAND PHILHARMONIC ORCHESTRA 667 WATERMAN AVENUE EAST PROVIDENCE, RI 02914	NONE OPERATING SUPPORT	PUBLIC CHARITY	15,000.
RHODE ISLAND ZOOLOGICAL SOCIETY 1000 ELMWOOD AVE PROVIDENCE, RI 02907	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
RIVERZEDGE ARTS PROJECT 68 SOUTH MAIN STREET WOONSOCKET, RI 02895	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.

SAMARITANS 2 MAGEE STREET PROVIDENCE, RI 02906	NONE OPERATING SUPPORT	PUBLIC CHARITY	3,500.
SANDRA FEINSTEIN-GAMM THEATRE 172 EXCHANGE STREET PAWTUCKET, RI 02860	NONE LITERARY/ARTS	PUBLIC CHARITY	3,500.
SARGENT REHABILITATION CENTER 800 QUAKER LANE WARWICK, RI 02886	NONE MEDICAL	PUBLIC CHARITY	7,500.
SAVE THE BAY, INC 100 SAVE THE BAY DRIVE PROVIDENCE, RI 02905	NONE CHARITABLE	PUBLIC CHARITY	18,000.
SENIOR SERVICES WOONSOCKET 84 SOCIAL STREET WOONSOCKET, RI 02895	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
SERVICE RHODE ISLAND 55 HOPE STREET PROVIDENCE, RI 02940	NONE OPERATING SUPPORT	PUBLIC CHARITY	6,000.
SOPHIA ACADEMY 977 BRANCH AVENUE PROVIDENCE, RI 02904	NONE MUSIC CURRICULUM SUPPORT	PUBLIC CHARITY	15,000.
SPECIAL OLYMPICS RHODE ISLAND 33 COLLEGE HILL ROAD, BLDG 31 WARWICK, RI 02886	NONE OPERATING SUPPORT	PUBLIC CHARITY	15,000.
ST ANTOINE RESIDENCE 10 RHODES AVENUE NORTH SMITHFIELD, RI 02896	NONE OPERATING SUPPORT	PUBLIC CHARITY	10,000.
ST. MARY'S HOME FOR CHILDREN 420 FRUIT HILL AVE NORTH PROVIDENCE, RI 02911	NONE CHARITABLE	PUBLIC CHARITY	7,000.

STADIUM THEATRE FOUNDATON INC. PO BOX 665 WOONSOCKET, RI 028950665	NONE LITERARY/ARTS	PUBLIC CHARITY	18,038.
THE HAVEN OF GRACE PO BOX 224 WOONSOCKET, RI 02895	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
THE SAN MIGUEL SCHOOL 12 CARTER STREET PROVIDENCE, RI 02907	NONE SCHOLARSHIPS	PUBLIC CHARITY	22,500.
TIDES FAMILY SERVICES, INC 215 WASHINGTON STREET WEST WARWICK, RI 02893	NONE MEDICAL	PUBLIC CHARITY	15,000.
TRINITY REPERTORY COMPANY 201 WASHINGTON STREET PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	15,000.
UNITED WAY OF PROVIDENCE 229 WATERMAN STREET UNIT 1 PROVIDENCE, RI 02906	NONE OPERATING SUPPORT	PUBLIC CHARITY	135,000.
URBAN COLLABORATIVE ACCELERATED PROGRAM 75 CARPENTER STREET PROVIDENCE, RI 029033004	NONE OPERATING SUPPORT	PUBLIC CHARITY	20,000.
VISITING NURSE CENTER OF GREATER RHODE ISLAND 6 BLACKSTONE VALLEY LINCOLN, RI 02865	NONE MEDICAL	PUBLIC CHARITY	15,000.
VOLUNTEERS IN PROVIDENCE SCHOOLS 905 WESTMINSTER STREET PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	5,000.
WRNI FOUNDATION ONE UNION STATION PROVIDENCE, RI 02903	NONE CHARITABLE	PUBLIC CHARITY	15,000.

YMCA OF GREATER PROVIDENCE EAST SIDE MOUNT HOPE PROVIDENCE, RI 02903	NONE OPERATING SUPPORT	PUBLIC CHARITY	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,141,538.