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

2010

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, 2010, and ending

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

ROTHBERG FAMILY CHARITABLE  
FOUNDATION FOR CHILDREN'S DISEASES  
C/O M ROTHBERG 7551 ISLA VERDE WAY  
DELRAY BEACH, FL 33446

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

I Fair market value of all assets at end of year  
(from Part II, column (c), line 16) J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

► \$ 24,506,967. (Part I, column (d) must be on cash basis.)

A Employer identification number  
06-1519674  
 B Telephone number (see the instructions)  
561-998-4657  
 C If exemption application is pending, check here ►   
 D 1 Foreign organizations, check here ►   
 2 Foreign organizations meeting the 85% test, check here and attach computation. ►   
 E If private foundation status was terminated under section 507(b)(1)(A), check here ►   
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

**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) (see the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch).				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities ..	653,876.	653,876.	653,876.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10.	-1,184,581.			
	b Gross sales price for all assets on line 6a. 6,303,712.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	See Statement 1	15,624.			
	12 Total. Add lines 1 through 11	-515,081.	653,876.	653,876.	
	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	6,400.			6,400.
	c Other prof fees. (attach sch) ED				
	17 Interest				
	18 Taxes (attach schedule) See Stm 3	16,288.	227.		
	19 Depreciation (attach sch) and depletion 2011				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Statement 4	161.	161.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	22,849.	388.		6,400.
	25 Contributions, gifts, grants paid				
	26 Total expenses and disbursements. Add lines 24 and 25.	22,849.	388.	0.	6,400.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-537,930.			
	b Net investment income (if negative, enter -0)		653,488.		
	c Adjusted net income (if negative, enter -0)			653,876.	

Part III	Balance Sheets	Attached schedules and amounts in the description column should be end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		11,983,206.	16,258,503.	16,258,503.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7 Other notes and loans receivable (attach sch) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U.S. and state government obligations (attach schedule) Statement 5		791,022.	2,711,349.	2,701,289.
	b Investments – corporate stock (attach schedule) Statement 6		5,300,192.	2,096,589.	1,720,716.
	c Investments – corporate bonds (attach schedule) Statement 7.		7,819,537.	4,237,721.	3,826,459.
	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less: accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)		25,893,957.	25,304,162.	24,506,967.
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ►				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ►				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		25,893,957.	25,304,162.	
	30 Total net assets or fund balances (see the instructions)		25,893,957.	25,304,162.	
	31 Total liabilities and net assets/fund balances (see the instructions)		25,893,957.	25,304,162.	

## 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	25,893,957.
2 Enter amount from Part I, line 27a	2	-537,930.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	25,356,027.
5 Decreases not included in line 2 (itemize) ► See Statement 8	5	51,865.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	25,304,162.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 9					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			2	-1,184,581.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8</span>			3	0.	

**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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	21,000.	20,321,527.	0.001033
2008	7,000.	21,053,050.	0.000332
2007	459,000.	24,137,381.	0.019016
2006	6,773,919.	26,741,603.	0.253310
2005	3,883,663.	33,136,230.	0.117203

2 Total of line 1, column (d)	2	0.390894
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.078179
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	23,637,061.
5 Multiply line 4 by line 3	5	1,847,922.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,535.
7 Add lines 5 and 6	7	1,854,457.
8 Enter qualifying distributions from Part XII, line 4	8	6,400.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)	13,070.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b .		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) .	13,070.	0.
3 Add lines 1 and 2 .		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) .		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- .		
6 Credits/Payments:		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	20,000.	0.
b Exempt foreign organizations – tax withheld at source		
c Tax paid with application for extension of time to file (Form 8868)		
d Backup withholding erroneously withheld		
7 Total credits and payments. Add lines 6a through 6d	20,000.	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	6,930.	0.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax. ► 6,930. Refunded		

**Part VII-A. Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a	X	

1b	X

1c	X

2	X

3	X

4a	X

4b	N/A

5	X

6	X

7	X

8b	X

9	X

10	X

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 . . . .

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Books are in care of ► <u>MICHAEL ROTHBERG</u>	Telephone no ► <u>561-998-4657</u>
	Located at ► <u>7551 ISLA VERDE WAY DELRAY BEACH FL</u>	ZIP + 4 ► <u>33446</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► <u>15</u> N/A ► <u>N/A</u>
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?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> X
See 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**

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		
<b>1a</b>	During the year did the foundation (either directly or indirectly)	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>b</b>	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	
	Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/>
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):	
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?	
	If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20__ , 20__ , 20__ , 20__</u>	
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	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.)	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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? ...	

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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? ...

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?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JONATHAN M ROTHBERG 215 UNCAS POINT ROAD GUILFORD, CT 06437	Trustee 0	0.	0.	0.
MICHAEL J ROTHBERG 7551 ISLA VERDE WAY DELRAY BEACH, FL 33446	Trustee 0.50	0.	0.	0.
-----				
-----				
-----				
-----				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
-----				
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000

0

**Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

0

## Part IX-A Summary of Direct Charitable Activities

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

## Expenses

1	N/A
2	
3	
4	

**Part IX-B: Summary of Program-Related Investments (see instructions)**

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

**Amount**

1	N/A	
2		

All other program-related investments. See instructions

**3** \_\_\_\_\_  
\_\_\_\_\_

**Total. Add lines 1 through 3** ► **0**

**Total.** Add lines 1 through 3 ▶ 0

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**Form 990-PF (2010)**

**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
  - b Average of monthly cash balances
  - c Fair market value of all other assets (see instructions)
  - d **Total** (add lines 1a, b, and c)
  - e Reduction claimed for blockage or other factors reported on lines 1a and 1c  
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets . . .
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3  
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	8,564,081.
1b	15,432,935.
1c	
1d	23,997,016.
1e	0.
2	0.
3	23,997,016.
4	359,955.
5	23,637,061.
6	1,181,853.

**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
- 2a Tax on investment income for 2010 from Part VI, line 5
  - 2a
  - 2b
- b Income tax for 2010. (This does not include the tax from Part VI.)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1

1	1,181,853.
2a	13,070.
2b	
2c	13,070.
3	1,168,783.
4	
5	1,168,783.
6	
7	1,168,783.

**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
  - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes . . .
- 3 Amounts set aside for specific charitable projects that satisfy the
  - a Suitability test (prior IRS approval required)
  - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.
- 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . .
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4 . . .

1a	6,400.
1b	
2	
3a	
3b	
4	6,400.
5	
6	6,400.

**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				1,168,783.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only		0.		
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	5,166,992.			
c From 2007	459,000.			
d From 2008	7,000.			
e From 2009				
f Total of lines 3a through e	5,632,992.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 6,400.			0.	
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			6,400.	
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 ... (If an amount appears in column (d), the same amount must be shown in column (a))	1,162,383.			1,162,383.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	4,470,609.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a ..	4,470,609.			
10 Analysis of line 9				
a Excess from 2006	4,004,609.			
b Excess from 2007	459,000.			
c Excess from 2008	7,000.			
d Excess from 2009				
e Excess from 2010				

**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 <input type="checkbox"/> 4942(j)(3) or <input checked="" type="checkbox"/> 4942(j)(5)			
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
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)(ii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV. Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)****1 Information Regarding Foundation Managers:**

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

JONATHAN M ROTHBERG

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

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines:

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

**Part XV** **Supplementary Information (continued)**

3 Grants and Contributions Paid During the Year or Approved for Future Payment				N/A
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
<i>a Paid during the year</i>				
<b>Total</b>				► 3a
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b

## 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 (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities			14	653,876.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-1,184,581.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>NON-DIV DISTRIBUTIONS</u>			18	15,624.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				669,500.	-1,184,581.
13 Total. Add line 12, columns (b), (d), and (e)				13	-515,081.

(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). (See the instructions.)
N/A	

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

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
- (2) Other assets

**b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
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.

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

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

**Sign  
Here**

*Frank J. Murphy*  
Signature of officer or trustee

15/5/11

Trustee

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check if <input type="checkbox"/> if self-employed	PTIN
	Nicholas J. Lewitz, CPA	Nicholas J. Lewitz	5/28/01		
	Firm's name	Lewitz Balosie Wollack Rayner & Giroux LLC	Firm's EIN	► 06-1533072	
Firm's address	36 Elm St. Old Saybrook, CT 06475			Phone no	(860) 388-4451

**BAA**

**Form 990-PF (2010)**

**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
NON-DIV DISTRIBUTIONS	\$ 15,624.		
Total	<u>\$ 15,624.</u>	<u>\$ 0.</u>	<u>0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	<u>\$ 6,400.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 6,400.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2010 990PF ESTIMATED TAX FOREIGN TAX ON DIVIDENDS	\$ 16,061.			
Total	<u>\$ 16,288.</u>	<u>\$ 227.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	\$ 161.	\$ 161.		
Total	<u>\$ 161.</u>	<u>\$ 161.</u>	<u>\$ 0.</u>	<u>0.</u>

**Statement 5**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

<u>U.S. Government Obligations</u>	Valuation Method	Book Value	Fair Market Value
FHLMC 15 YR GOLD E01488	Mkt Val	\$ 36,812.	\$ 38,968.
FHR 2480 PD	Mkt Val	11,640.	11,332.
CT STATE GO BOND SER 2010B	Mkt Val	2,662,897.	2,650,989.
		<u>\$ 2,711,349.</u>	<u>\$ 2,701,289.</u>
		<b>Total</b> <u>\$ 2,711,349.</u>	<b>\$ 2,701,289.</b>

**Statement 6**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	Valuation Method	Book Value	Fair Market Value
ALTRIA GROUP	Mkt Val	\$ 6,884.	\$ 7,386.
BLACKROCK CORE BOND TR	Mkt Val	35,079.	31,300.
BLACKROCK LTD DURATION INC	Mkt Val	372,602.	326,000.
CHEVRON CORP	Mkt Val	35,751.	45,625.
EATON VANCE TAX MGD DIV EQU FD	Mkt Val	183,566.	105,300.
EMC CORP MASS	Mkt Val	13,770.	22,900.
EXXON MOBIL CORP	Mkt Val	17,655.	14,624.
FAMILY DOLLAR STORES	Mkt Val	6,001.	9,942.
FREEPORT MCMORAN CP&GLD	Mkt Val	21,849.	30,023.
GENERAL ELECTRIC CO	Mkt Val	17,411.	9,145.
INTEL CORP	Mkt Val	47,197.	42,060.
MICROSOFT CORP	Mkt Val	39,206.	32,097.
NORTHROP GRUMMAN CP	Mkt Val	19,411.	19,434.
OCCIDENTAL PETROLEUM CORP	Mkt Val	27,787.	58,860.
PHILIP MORRIS INTL INC	Mkt Val	15,814.	17,559.
PIMCO CORP INCOME FUND	Mkt Val	150,456.	154,900.
PIMCO HIGH INCOME FUND	Mkt Val	295,460.	254,200.
PPG INDUSTRIES INC	Mkt Val	8,095.	10,088.
R P M INC	Mkt Val	3,811.	4,420.
SOUTHERN COPPER CORP	Mkt Val	4,451.	7,311.
WALT DISNEY CO HLDG CO	Mkt Val	24,333.	28,132.
BIOMED RAEILTY TR INC	Mkt Val	250,000.	250,100.
ENTERTAINMENT PR 7.375%	Mkt Val	250,000.	239,200.
LEHMAN BROTHERS HOLDINGS 7.95%	Mkt Val	250,000.	110.
		<b>Total</b> <u>\$ 2,096,589.</u>	<u>\$ 1,720,716.</u>

**Statement 7**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

<u>Corporate Bonds</u>	Valuation Method	Book Value	Fair Market Value
UNITED REFINING CO	Mkt Val	\$ 222,667.	\$ 215,600.
KINDER MORGAN INC	Mkt Val	205,727.	214,710.
R J TOWER CORP	Mkt Val	92,750.	1,000.

**Statement 7 (continued)**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

<u>Corporate Bonds</u>	Valuation Method	Book Value	Fair Market Value
NEXTEL COMMUNICATIONS INC SR NT	Mkt Val	\$ 507,886.	\$ 500,625.
BANK OF AMERICA CORP	Mkt Val	254,132.	254,213.
EMBARQ CORP	Mkt Val	258,687.	276,478.
SEAGATE TECHNOLOGY HDD H	Mkt Val	249,259.	251,250.
LEHMAN BROTHERS HOLDINGS	Mkt Val	244,405.	25.
MERRILL LYNCH & CO	Mkt Val	247,445.	250,840.
SCHERING-PLOUGH	Mkt Val	261,916.	292,147.
BEAR STERNS CO INC	Mkt Val	246,252.	285,010.
MIRANT AMERICAS GENERATION LLC	Mkt Val	575,095.	492,500.
GENERAL ELECTRIC CAPITAL CORP/FLOATING	Mkt Val	99,000.	96,000.
MERRILL LYNCH CAP TR I 6.45	Mkt Val	250,000.	222,000.
USB CAPITAL XII 6.30%	Mkt Val	105,000.	104,328.
AMERICAN INTL GROUP	Mkt Val	250,000.	215,700.
SATURN-JCP 2007 07.00%	Mkt Val	167,500.	154,033.
	Total	<u>\$ 4,237,721.</u>	<u>\$ 3,826,459.</u>

**Statement 8**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

BASIS ADJUSTMENT	\$ 51,865.
Total	<u>\$ 51,865.</u>

**Statement 9**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	4900 GENERAL ELECTRIC CO.	Purchased	3/20/2008	1/22/2010
2	12200 GENERAL ELECTRIC CO.	Purchased	3/20/2008	1/22/2010
3	17900 GENERAL ELECTRIC CO.	Purchased	3/20/2008	1/22/2010
4	25000 PFIZER INC	Purchased	Various	1/22/2010
5	15000 VALERO ENERGY CORP	Purchased	Various	1/22/2010
6	100 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
7	100 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
8	100 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2008	9/28/2010
9	100 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
10	100 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
11	100 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
12	100 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
13	500 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
14	500 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
15	400 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
16	400 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
17	1000 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
18	20000 CRYSTAL RIVER CAP INC	Purchased	7/28/2006	8/03/2010
19	10000 DEUTSCHE BANK CAP	Purchased	7/13/2007	4/29/2010
20	822.590 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	2/15/2010

**Statement 9 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
21	1104.600 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	3/15/2010
22	957.420 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	4/15/2010
23	857.700 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	5/15/2010
24	872.030 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	6/15/2010
25	889.330 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	7/15/2010
26	910.960 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	8/15/2010
27	1066.040 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	9/15/2010
28	1033.900 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	10/15/2010
29	1199.930 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	11/15/2010
30	1245.960 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	12/15/2010
31	1410.840 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	1/15/2010
32	2031.010 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	2/15/2010
33	2563.860 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	3/15/2010
34	2891.520 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	4/15/2010
35	2350.690 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	5/15/2010
36	1631.120 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	6/15/2010
37	3269.500 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2007	7/15/2010
38	1458.660 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	8/15/2010
39	2890.880 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	9/15/2010
40	1593.050 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	10/15/2010
41	1740.550 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	11/15/2010
42	1777.030 FHR 2480 PD 6.000 11-15-31	Purchased	7/27/2004	12/15/2010
43	200000 FHR 3374 DE 6.000 6-15-37	Purchased	10/30/2007	3/15/2010
44	500000 FNR 2005-68 GC 5.000 7-25-35	Purchased	7/27/2005	9/28/2010
45	3880.710 FNR 2006-73 DO .000 8-25-36	Purchased	3/05/2007	1/25/2010
46	500000 FORD MOTOR CO 9.215 9-15-21	Purchased	5/18/2007	9/28/2010
47	100 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
48	200000 AMERICAN GENERAL 6 1/2 9-15-17	Purchased	11/02/2007	9/28/2010
49	100 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
50	100 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
51	100 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
52	300 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
53	100 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
54	2576 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
55	100 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
56	100 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
57	100 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
58	100 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
59	3424 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
60	2900 CITIGROUP CAP XVI 6.450 12-31-66	Purchased	11/15/2006	9/28/2010
61	1000 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
62	400 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
63	300 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
64	3900 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
65	200 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
66	300 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
67	300 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
68	100 CITIGROUP CAPITAL 6.350 3-15-67	Purchased	2/27/2007	9/28/2010
69	3053 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
70	150 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
71	300 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
72	300 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
73	1050 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
74	447 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
75	100 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
76	1300 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010

**Statement 9 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
77	1700 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
78	1500 GEN ELEC CAP CORP 6.050 2-06-47	Purchased	1/31/2007	9/28/2010
79	155,000 GMAC 6.850 4-16-16	Purchased	2/07/2007	9/28/2010
80	250,000 GMAC 7.25 1-15-25	Purchased	3/06/2007	9/28/2010
81	250,000 GMAC 7 3/8 11-15-16	Purchased	3/06/2007	9/28/2010
82	250,000 GOLDMAN SACHS 5 5/8 1-15-17	Purchased	10/30/2007	4/27/2010
83	250,000 INGERSOLL-RAND CO 4.75 5-15-15	Purchased	5/24/2005	9/28/2010
84	20000 INVESCO VAN KAMP DYN CRDT OPP	Purchased	6/26/2007	9/28/2010
85	15000 MS EMERGING MKTS DOMESTIC DEBT	Purchased	4/23/2007	4/29/2010
86	500,000 NORTH AMER EMERG 8.75 12-01-11	Purchased	1/04/2007	4/28/2010
87	100 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
88	200 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
89	300 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
90	200 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
91	100 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
92	300 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
93	500 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
94	1100 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
95	100 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
96	100 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
97	100 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
98	200 SATURNS-JCP 7.00 3-01-97	Purchased	2/20/2007	9/28/2010
99	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
100	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
101	500 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
102	200 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
103	51 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
104	40 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
105	75 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
106	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
107	200 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
108	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
109	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
110	300 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
111	400 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
112	500 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
113	78 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
114	60 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
115	145 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/28/2010
116	19 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/30/2010
117	260 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/30/2010
118	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/30/2010
119	260 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/30/2010
120	81 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/30/2010
121	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	9/30/2010
122	949 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	10/01/2010
123	400 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	10/01/2010
124	182 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	10/01/2010
125	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	10/01/2010
126	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	10/01/2010
127	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	10/01/2010
128	100 USB CAP XII 6.30 2-15-67	Purchased	1/26/2007	10/01/2010
129	250,000 XEROX CORP 7 5/8 6-15-13	Purchased	12/12/2007	10/01/2010
130	1316 FHLMC 15G E01488 5.000 10-01-18	Purchased	5/17/2004	12/31/2010

**Statement 9 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	79,233.		180,196.	-100,963.				\$ -100,963.
2	197,271.		380,355.	-183,084.				-183,084.
3	289,437.		388,748.	-99,311.				-99,311.
4	475,486.		446,922.	28,564.				28,564.
5	272,689.		380,949.	-108,260.				-108,260.
6	2,254.		2,500.	-246.				-246.
7	2,252.		2,500.	-248.				-248.
8	2,252.		2,500.	-248.				-248.
9	2,252.		2,500.	-248.				-248.
10	2,252.		2,500.	-248.				-248.
11	2,252.		2,500.	-248.				-248.
12	2,252.		2,500.	-248.				-248.
13	11,261.		12,500.	-1,239.				-1,239.
14	11,261.		12,500.	-1,239.				-1,239.
15	9,008.		10,000.	-992.				-992.
16	9,008.		10,000.	-992.				-992.
17	22,521.		25,000.	-2,479.				-2,479.
18	12,000.		460,000.	-448,000.				-448,000.
19	229,296.		250,000.	-20,704.				-20,704.
20	823.		828.	-5.				-5.
21	1,105.		1,112.	-7.				-7.
22	957.		964.	-7.				-7.
23	858.		864.	-6.				-6.
24	872.		878.	-6.				-6.
25	889.		895.	-6.				-6.
26	911.		917.	-6.				-6.
27	1,066.		1,073.	-7.				-7.
28	1,034.		1,041.	-7.				-7.
29	1,200.		1,208.	-8.				-8.
30	1,246.		1,254.	-8.				-8.
31	1,411.		1,471.	-60.				-60.
32	2,031.		2,117.	-86.				-86.
33	2,564.		2,673.	-109.				-109.
34	2,892.		3,014.	-122.				-122.
35	2,351.		2,451.	-100.				-100.
36	1,631.		1,700.	-69.				-69.
37	3,270.		3,408.	-138.				-138.
38	1,459.		1,521.	-62.				-62.
39	2,891.		3,014.	-123.				-123.
40	1,593.		1,661.	-68.				-68.
41	1,740.		1,815.	-75.				-75.
42	1,777.		1,853.	-76.				-76.
43	200,000.		202,000.	-2,000.				-2,000.
44	508,125.		498,750.	9,375.				9,375.
45	3,881.		2,949.	932.				932.
46	545,735.		468,750.	76,985.				76,985.
47	2,620.		2,500.	120.				120.
48	158,400.		208,550.	-50,150.				-50,150.
49	2,260.		2,500.	-240.				-240.
50	2,260.		2,500.	-240.				-240.
51	2,256.		2,500.	-244.				-244.
52	6,768.		7,500.	-732.				-732.
53	2,257.		2,500.	-243.				-243.

**Statement 9 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
54	58,134.		64,400.	-6,266.				\$ -6,266.
55	2,258.		2,500.	-242.				-242.
56	2,260.		2,500.	-240.				-240.
57	2,260.		2,500.	-240.				-240.
58	2,260.		2,500.	-240.				-240.
59	77,206.		85,600.	-8,394.				-8,394.
60	65,391.		72,500.	-7,109.				-7,109.
61	22,541.		25,000.	-2,459.				-2,459.
62	9,008.		10,000.	-992.				-992.
63	6,756.		7,500.	-744.				-744.
64	87,833.		97,500.	-9,667.				-9,667.
65	4,506.		5,000.	-494.				-494.
66	6,759.		7,500.	-741.				-741.
67	6,759.		7,500.	-741.				-741.
68	2,254.		2,500.	-246.				-246.
69	79,984.		76,325.	3,659.				3,659.
70	3,930.		3,750.	180.				180.
71	7,860.		7,500.	360.				360.
72	7,859.		7,500.	359.				359.
73	27,508.		26,250.	1,258.				1,258.
74	11,711.		11,175.	536.				536.
75	2,621.		2,500.	121.				121.
76	34,071.		32,500.	1,571.				1,571.
77	44,554.		42,500.	2,054.				2,054.
78	39,493.		37,500.	1,993.				1,993.
79	146,655.		154,380.	-7,725.				-7,725.
80	232,730.		250,000.	-17,270.				-17,270.
81	241,800.		250,000.	-8,200.				-8,200.
82	247,350.		249,685.	-2,335.				-2,335.
83	267,550.		249,063.	18,487.				18,487.
84	236,996.		400,000.	-163,004.				-163,004.
85	236,567.		288,750.	-52,183.				-52,183.
86	500,000.		505,063.	-5,063.				-5,063.
87	2,276.		2,500.	-224.				-224.
88	4,546.		5,000.	-454.				-454.
89	6,819.		7,500.	-681.				-681.
90	4,550.		5,000.	-450.				-450.
91	2,276.		2,500.	-224.				-224.
92	6,819.		7,500.	-681.				-681.
93	11,366.		12,500.	-1,134.				-1,134.
94	25,004.		27,500.	-2,496.				-2,496.
95	2,273.		2,500.	-227.				-227.
96	2,273.		2,500.	-227.				-227.
97	2,273.		2,500.	-227.				-227.
98	4,546.		5,000.	-454.				-454.
99	2,508.		2,500.	8.				8.
100	2,508.		2,500.	8.				8.
101	12,216.		12,500.	-284.				-284.
102	4,890.		5,000.	-110.				-110.
103	1,279.		1,275.	4.				4.
104	1,003.		1,000.	3.				3.
105	1,832.		1,875.	-43.				-43.
106	2,443.		2,500.	-57.				-57.

**Statement 9 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
107	4,886.		5,000.	-114.				\$ -114.
108	2,443.		2,500.	-57.				-57.
109	2,443.		2,500.	-57.				-57.
110	7,330.		7,500.	-170.				-170.
111	9,773.		10,000.	-227.				-227.
112	12,216.		12,500.	-284.				-284.
113	1,906.		1,950.	-44.				-44.
114	1,466.		1,500.	-34.				-34.
115	3,543.		3,625.	-82.				-82.
116	476.		475.	1.				1.
117	6,504.		6,500.	4.				4.
118	2,503.		2,500.	3.				3.
119	6,507.		6,500.	7.				7.
120	2,028.		2,025.	3.				3.
121	2,501.		2,500.	1.				1.
122	23,688.		23,725.	-37.				-37.
123	9,985.		10,000.	-15.				-15.
124	4,543.		4,550.	-7.				-7.
125	2,496.		2,500.	-4.				-4.
126	2,496.		2,500.	-4.				-4.
127	2,496.		2,500.	-4.				-4.
128	2,496.		2,500.	-4.				-4.
129	253,177.		256,635.	-3,458.				-3,458.
130	1,316.		1,316.	0.				0.
								Total \$ -1184581.