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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

, 2010, and ending

, 20

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

FRY W COTR UW - L P FRY MEM TR

06-6033612

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

Room/suite

B Telephone number (see page 10 of the instructions)

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

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

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) _____

16) ▶ \$ 5,331,418.

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

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 page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	140,817.	140,475.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,393.			
b Gross sales price for all assets on line 6a	687,450.			
7 Capital gain net income (from Part IV, line 2)		5,393.		
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) (attach schedule)				
11 Other income (attach schedule)	1,337.	1,330.		STMT 3
12 Total. Add lines 1 through 11	147,547.	147,198.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	89,263.	53,558.		35,705.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	315.	315.	NONE	NONE
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	3,970.	2,365.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)		83.		
24 Total operating and administrative expenses. Add lines 13 through 23	93,548.	56,321.	NONE	35,705.
25 Contributions, gifts, grants paid	189,916.			189,916.
26 Total expenses and disbursements. Add lines 24 and 25	283,464.	56,321.	NONE	225,621.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-135,917.			
b Net investment income (if negative, enter -0-)		90,877.		
c Adjusted net income (if negative, enter -0-)				

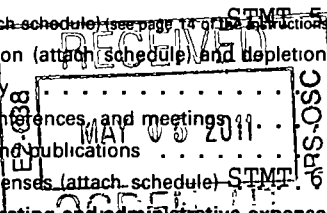
For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2010)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	NONE		
	2	Savings and temporary cash investments	449,116.	103,483.	103,483.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *	NONE	* NONE	NONE	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .	1,111,755.	913,192.	1,032,593.	
	b	Investments - corporate stock (attach schedule)	3,379,634.	3,857,222.	4,195,342.	
	c	Investments - corporate bonds (attach schedule)	49,234.	NONE	NONE	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE	NONE		
	12	Investments - mortgage loans	NONE	NONE		
	13	Investments - other (attach schedule)	26,127.	NONE	NONE	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	NONE	NONE	NONE		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,015,866.	4,873,897.	5,331,418.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	5,015,866.	4,873,897.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	NONE	NONE		
30	Total net assets or fund balances (see page 17 of the instructions)	5,015,866.	4,873,897.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,015,866.	4,873,897.			

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	5,015,866.
2	Enter amount from Part I, line 27a	2	-135,917.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	199.
4	Add lines 1, 2, and 3	4	4,880,148.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	6,251.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,873,897.

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 SEE PART IV DETAIL					
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) 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					
2 Capital gain net income or (net capital loss)			2	5,393.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	232,703.	4,549,556.	0.05114850768
2008	284,630.	5,410,848.	0.05260358450
2007	325,883.	6,256,748.	0.05208504482
2006	301,718.	5,860,063.	0.05148715978
2005	270,318.	5,606,031.	0.04821914114
2 Total of line 1, column (d)			2 0.25554343792
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 0.05110868758
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,893,381.
5 Multiply line 4 by line 3			5 250,094.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 909.
7 Add lines 5 and 6			7 251,003.
8 Enter qualifying distributions from Part XII, line 4			8 225,621.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
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		1	1,818.
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	
3 Add lines 1 and 2		3	1,818.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,818.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,400.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	418.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► _____ STMT 9		
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	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> PRIVATE BANK TAX SERVICES Telephone no. <input type="checkbox"/> (401) 278-6825			
Located at <input type="checkbox"/> P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 <input type="checkbox"/> 02901-1802				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year				
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	Yes	No
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 <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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.)	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

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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 page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **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? ☐ 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? ☐ Yes ☒ No **6b**

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		89,263.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ NONE

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

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

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,842,898.
b	Average of monthly cash balances	1b	125,001.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,967,899.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,967,899.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	74,518.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,893,381.
6	Minimum investment return. Enter 5% of line 5	6	244,669.

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

1	Minimum investment return from Part X, line 6	1	244,669.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,818.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,818.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	242,851.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	242,851.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	242,851.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	225,621.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	225,621.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	225,621.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				242,851.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005	2,476.			
b From 2006	20,383.			
c From 2007	22,296.			
d From 2008	16,316.			
e From 2009	7,867.			
f Total of lines 3a through e	69,338.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 225,621.				
a Applied to 2009, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				225,621.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2010 . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	17,230.			17,230.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	52,108.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	52,108.			
10 Analysis of line 9:				
a Excess from 2006	5,629.			
b Excess from 2007	22,296.			
c Excess from 2008	16,316.			
d Excess from 2009	7,867.			
e Excess from 2010				

4942(j)(5)

13

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 11				
Total			3a	189,916.
b Approved for future payment				
Total			3b	

(e)
Related or exempt
function income
(See page 28 of
the instructions)

(See worksheet in line 13 instructions on page 29 to verify calculations.)

15

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?		Yes	No
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.			


[illegible]

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.

[illegible]

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, this is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

 | 04/22/2011 | SVP Tax

Signature of officer or trustee | Date | Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	



Form **6781**
Department of the Treasury
Internal Revenue Service

Gains and Losses From Section 1256 Contracts and Straddles

► Attach to your tax return.

OMB No 1545-0644

2010

Attachment
Sequence No **82**

Name(s) shown on tax return

FRY W COTR UW - L P FRY MEM TR

Identifying number

06-6033612

Check all applicable boxes (see instructions)

A ☐
B ☐

Mixed straddle election

C ☐
D ☐

Straddle-by-straddle identification election

Mixed straddle account election

Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

(a) Identification of account	(b) (Loss)	(c) Gain
1 SEE STATEMENT 12	374.	
2 Add the amounts on line 1 in columns (b) and (c)	2 (374.)	
3 Net gain or (loss). Combine line 2, columns (b) and (c)	3	-374.
4 Form 1099-B adjustments See instructions and attach schedule	4	
5 Combine lines 3 and 4	5	-374.
Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions.		
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number	6	
7 Combine lines 5 and 6	7	-374.
8 Short-term capital gain or (loss). Multiply line 7 by 40% (.40). Enter here and include on the appropriate line of Schedule D (see instructions)	8	-150.
9 Long-term capital gain or (loss). Multiply line 7 by 60% (.60). Enter here and include on the appropriate line of Schedule D (see instructions)	9	-224.

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.

Section A - Losses From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss. If column (e) is more than (d), enter difference. Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference. Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)						11a ()	
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)						11b ()	

Section B - Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference. Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13a
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13b

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference. Otherwise, enter -0-
14				

For Paperwork Reduction Act Notice, see page 4.

Form **6781** (2010)


SCHEDULE D
(Form 1041)

 Department of the Treasury
 Internal Revenue Service

Capital Gains and Losses

 ▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
 Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust

Employer identification number

FRY W COTR UW - L P FRY MEM TR

06-6033612

 Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2 -150.
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 10,263.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 10,113.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			13,224.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -33,429.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7 -224.
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 15,709.
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 -4,720.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010



Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		10,113.
14	Net long-term gain or (loss):			
a	Total for year	14a		-4,720.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c	28% rate gain	14c		6,571.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		5,393.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	--	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2010



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

FRY W COTR UW - L P FRY MEM TR

06-6033612

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 912.34 COLUMBIA MARSICO 21ST CENTURY FUND CLASS Z S	10/02/2006	03/29/2010	11,459.00	11,915.00	-456.00
1691.924 COLUMBIA MARSICO 21ST CENTURY FUND CLASS Z S	07/18/2006	03/29/2010	21,251.00	21,234.00	17.00
4108.463 COLUMBIA MARSICO 21ST CENTURY FUND CLASS Z S	11/16/2005	03/29/2010	51,602.00	50,000.00	1,602.00
200000. FEDERAL NATL MTG ASSN NT	03/04/2002	03/29/2010	209,575.00	198,563.00	11,012.00
50000. GENERAL ELEC CO 01/28/2003 5% 02/01/2013	02/02/2007	03/29/2010	53,850.00	49,607.00	4,243.00
1290. ISHARES MSCI EMERGING MKTS INDEX FUND	07/10/2008	03/29/2010	53,702.00	55,065.00	-1,363.00
175. ISHARES MSCI EMERGING MKTS INDEX FUND	09/08/2008	03/29/2010	7,285.00	6,599.00	686.00
695. ISHARES TR COHEN & STEERS REALTY	07/10/2008	03/29/2010	40,115.00	50,170.00	-10,055.00
540. ISHARES S&P GSCI COMMODITY-INDEX ED TR UNIT	07/10/2008	03/29/2010	16,718.00	39,238.00	-22,520.00
970. POWERSHARES DB AGRIC FUND CL F	07/10/2008	03/29/2010	23,668.00	25,976.00	-2,308.00
420. SPDR GOLD TR GOLD SHS	07/10/2008	03/29/2010	45,607.00	39,036.00	6,571.00
1090. SPDR DJ WILSHIRE INTL REAL ESTATE ETF	07/10/2008	03/29/2010	38,422.00	49,505.00	-11,083.00
100.898 INTERNATIONAL EQUITY CTF	07/31/2005	03/31/2010	1,953.00	2,289.00	-336.00
3773.79 INTERNATIONAL EQUITY CTF	11/14/2003	03/31/2010	73,047.00	82,486.00	-9,439.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-33,429.00

Schedule D-1 (Form 1041) 2010



FORM 990-PF - PART IV **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				10,263.	
		TOTAL SHORT-TERM GAIN FROM FORM 6781				-150.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				13,224.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				15,709.	
		TOTAL LONG-TERM GAIN FROM FORM 6781				-224.	
11,459.00		912.34 COLUMBIA MARSICO 21ST CENTURY FUN PROPERTY TYPE: SECURITIES 11,915.00				10/02/2006 -456.00	03/29/2010
21,251.00		1691.924 COLUMBIA MARSICO 21ST CENTURY F PROPERTY TYPE: SECURITIES 21,234.00				07/18/2006 17.00	03/29/2010
51,602.00		4108.463 COLUMBIA MARSICO 21ST CENTURY F PROPERTY TYPE: SECURITIES 50,000.00				11/16/2005 1,602.00	03/29/2010
209,575.00		200000. FEDERAL NATL MTG ASSN NT PROPERTY TYPE: SECURITIES 198,563.00				03/04/2002 11,012.00	03/29/2010
53,850.00		50000. GENERAL ELEC CO 01/28/2003 5% 02/ PROPERTY TYPE: SECURITIES 49,607.00				02/02/2007 4,243.00	03/29/2010
53,702.00		1290. ISHARES MSCI EMERGING MKTS INDEX F PROPERTY TYPE: SECURITIES 55,065.00				07/10/2008 -1,363.00	03/29/2010
7,285.00		175. ISHARES MSCI EMERGING MKTS INDEX FU PROPERTY TYPE: SECURITIES 6,599.00				09/08/2008 686.00	03/29/2010

~~SECRET~~

FORM 990-PF - PART IV **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
40,115.00		695. ISHARES TR COHEN & STEERS REALTY PROPERTY TYPE: SECURITIES 50,170.00				07/10/2008 -10,055.00	03/29/2010
16,718.00		540. ISHARES S&P GSCI COMMODITY-INDEX ED PROPERTY TYPE: SECURITIES 39,238.00				07/10/2008 -22,520.00	03/29/2010
23,668.00		970. POWERSHARES DB AGRIC FUND CL F PROPERTY TYPE: SECURITIES 25,976.00				07/10/2008 -2,308.00	03/29/2010
45,607.00		420. SPDR GOLD TR GOLD SHS PROPERTY TYPE: SECURITIES 39,036.00				07/10/2008 6,571.00	03/29/2010
38,422.00		1090. SPDR DJ WILSHIRE INTL REAL ESTATE PROPERTY TYPE: SECURITIES 49,505.00				07/10/2008 -11,083.00	03/29/2010
1,953.00		100.898 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES 2,289.00				07/31/2005 -336.00	03/31/2010
73,047.00		3773.79 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES 82,486.00				11/14/2003 -9,439.00	03/31/2010
TOTAL GAIN(LOSS)						----- 5,393. =====	

FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BAXTER INTERNATIONAL INC	90.	90.
SMALL CAP CTF	1,159.	1,159.
INTERNATIONAL EQUITY CTF	12,735.	12,735.
COLUMBIA ACORN FUND CLASS Z SHARES	272.	272.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,645.	2,645.
COLUMBIA LARGE CAP CORE FUND CLASS Z SHA	13,654.	13,654.
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	14,752.	14,752.
MID CAP VALUE CTF	3,301.	3,301.
FEDERAL NATL MTG ASSN NT	5,958.	5,958.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	2,039.	2,039.
GOODRICH B F CO	61.	61.
HEINZ H J CO	134.	134.
HEWLETT PACKARD CO COM	53.	53.
ISHARES TR COHEN & STEERS REALTY	330.	330.
KIMBERLY CLARK CORP COM	264.	264.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	2,985.	2,985.
MERCK & CO INC NEW COM	101.	101.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	1,225.	883.
OCCIDENTAL PETROLEUM CORPORATION	139.	139.
PIMCO TOTAL RETURN FUND INSTL	20,487.	20,487.
PEPSICO INCORPORATED	137.	137.
PIMCO COMMODITY REALRETURN STRATEGY FUND	12,230.	12,230.
POLO RALPH LAUREN CORPORATION	10.	10.
SPDR DJ WILSHIRE INTL REAL ESTATE ETF	171.	171.
STAPLES INCORPORATED	39.	39.
UNION PAC CORP COM	89.	89.
US TREASURY BONDS 6.25% 8/15/23	12,500.	12,500.
UNITED STATES TREAS NT DTD 02/15/01 5.00	10,000.	10,000.
UNITED STATES TREAS NT DTD 02/17/04	4,000.	4,000.
UNITED STATES TREAS NTS DTD 05/15/04	9,500.	9,500.
UNITED STATES TREAS NTS 4.125%	9,281.	9,281.
WAL-MART STORES INCORPORATED	143.	143.

FK3163 L775 04/22/2011 14:55:21

FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BANK OF AMERICA MONEY MARKET SAVINGS ACC	231.	231.
ACE LTD COM	102.	102.
	-----	-----
TOTAL	140,817.	140,475.
	=====	=====

FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SMALL CAP CTF	43.	43.
INTERNATIONAL EQUITY CTF	1,294.	1,294.
ISHARES S&P GSCI COMMODITY-INDEX ED TR U		2.
POWERSHARES DB AGRIC FUND CL F		-9.
	-----	-----
TOTALS	1,337.	1,330.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
AUDIT & ACCOUNTING FEES (ALLOC	315.	315.		
TOTALS	315.	315.	NONE	NONE
	=====	=====	=====	=====

FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,755.	1,755.
FEDERAL TAX PAYMENT - PRIOR YE	205.	
FEDERAL ESTIMATES - PRINCIPAL	1,400.	
FOREIGN TAXES ON QUALIFIED FOR	549.	549.
FOREIGN TAXES ON NONQUALIFIED	61.	61.
	-----	-----
TOTALS	3,970.	2,365.
	=====	=====

FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDEND INVESTMENT EXPENSE -		83.
TOTALS	----- =====	----- 83. =====



FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

PARTNERSHIP INC

199.

TOTAL

199.

=====



FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

CTF ADJ
YE INCOME ADJ
REV OF PROCEEDS FROM 2009-BRISTOL MEYERS
ROUNDING

1,313.

4,763.

173.

2.

TOTAL

6,251.

=====



FRY W COTR UW - L P FRY MEM TR

06-6033612

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

CT



FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 38,331.

OFFICER NAME:

VIRGINIA FRY

ADDRESS:

521 WARREN AVENUE

HAWTHORNE, NY 10532

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 25,466.

OFFICER NAME:

WILLIAM PETERSON

ADDRESS:

644 LAKE AVENUE

GREENWICH, CT 06830

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 25,466.

TOTAL COMPENSATION:

89,263.

=====



FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES PER DOCUMENT

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID 189,916.

TOTAL GRANTS PAID:

189,916.

=====

FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

=====						
DESCRIPTION	DATE	DATE	GROSS	COST OR BASIS	LOSS	GAIN
	ACQUIRED	SOLD	SALES PRICE			

POWERSHARES DB		OPEN			374.	

TOTAL GAINS AND LOSSES					374.	
=====						



· FRY.W COTR UW - L P FRY MEM TR

06-6033612

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AOL TIME WARNER INC COM	41.00	
BRISTOL MYERS SQUIBB CO COM		
COLUMBIA ACORN FUND CLASS Z SHARES	5,217.00	
PIMCO TOTAL RETURN FUND INSTL	5,379.00	
WILLIAMS COMPANIES INC DELAWARE	12.00	
XEROX CORPORATION	2,017.00	
QWEST COMMUNICATIONS INTL INC COM	558.00	

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		13,224.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		13,224.00
		=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	10,263.00	
	-----	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		10,263.00
		=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	15,709.00	
	-----	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		15,709.00
		=====

A S S E T D E T A I L

AS OF 12/31/10

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ACCOUNT
42-09-900-8528916

FRY W COTR UW - L P FRY MEM TR

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCON
CASH AND CASH EQUIVALENTS							
MONEY MARKET FUNDS							
82,762.670	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (INCOME INVESTMENT) CUSIP NO: 994458719	82,762.67	82,762.67	82,762.67	1.551	0.130	10
20,720.630	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP NO: 994458719	20,720.63	20,720.63	20,720.63	0.388	0.130	26
TOTAL MONEY MARKET FUNDS		103,483.30	103,483.30	103,483.30	1.939	0.130	134
TOTAL CASH AND CASH EQUIVALENTS		103,483.30	103,483.30	103,483.30	1.939	0.130	134
FIXED INCOME							
GOVERNMENT AND AGENCY							
200,000.000	UNITED STATES TREAS NT DTD 02/15/01 5.000% DUE 02/15/11 CUSIP NO: 9128276T4	196,593.75	196,593.75	201,126.00	3.769	4.972	10,000
100,000.000	UNITED STATES TREAS NT DTD 02/17/04 4.000% DUE 02/15/14 CUSIP NO: 912828CA6	96,503.91	96,503.91	108,938.00	2.042	3.672	4,000
200,000.000	UNITED STATES TREAS NT DTD 05/17/04 4.750% DUE 05/15/14 CUSIP NO: 912828CJ7	201,627.93	201,627.93	223,390.00	4.187	4.253	9,500
225,000.000	UNITED STATES TREAS NT DTD 05/16/05 4.125% DUE 05/15/15 CUSIP NO: 912828DV9	219,287.11	219,287.11	247,763.25	4.643	3.746	9,281

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AS OF 12/31/10

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ACCOUNT
42-09-900-8528916

FRY W COTR UW - L P FRY MEM TR

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANN INCON
200,000.000	UNITED STATES TREAS BD DTD 08/16/93 6.250% DUE 08/15/23 CUSIP NO: 912810EQ7	199,179.69	199,179.69	251,376.00	4.711	4.973	12,500
	TOTAL GOVERNMENT AND AGENCY	913,192.39	913,192.39	1,032,593.25	19.352	4.385	45,281
	MUTUAL FUNDS-FIXED						
26,044.668	COLUMBIA CONSERVATIVE HIGH YIELD FUND CLASS Z SHARES CUSIP NO: 19765P323	224,373.86	223,885.24	204,450.64	3.832	7.210	14,741
31,789.282	PIMCO TOTAL RETURN FUND INSTL CUSIP NO: 693390700	350,000.00	350,000.00	344,913.71	6.464	3.253	11,221
19,280.206	PIMCO COMMODITY REALRETURN STRATEGY FUND CUSIP NO: 722005667	150,000.00	150,000.00	179,113.11	3.357	8.945	16,021
	TOTAL MUTUAL FUNDS-FIXED	724,373.86	723,885.24	728,477.46	13.653	5.763	41,981
	TOTAL FIXED INCOME	1,637,566.25	1,637,077.63	1,761,070.71	33.005	4.955	87,261
	EQUITIES						
	COLLECTIVE FUNDS-EQUITY						
8,797.287	SMALL CAP CTF ORIGINAL COST CUSIP NO: 1261291Q8	93,346.46	161,698.25	164,546.22	3.084	0.888	1,460
21,119.514	INTERNATIONAL EQUITY CTF ORIGINAL COST CUSIP NO: 1261292H7	339,360.56	464,998.75	433,809.60	8.130	2.420	10,491
9,523.410	MID CAP VALUE CTF ORIGINAL COST CUSIP NO: 302993993	90,000.00	136,060.69	171,313.77	3.211	2.085	3,571

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AS OF 12/31/10

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ACCOUNT
42-09-900-8528916

FRY W COTR UW - L P FRY MEM TR

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
TOTAL COLLECTIVE FUNDS-EQUITY							
		522,707.02	762,757.69	769,669.59	14.425	2.017	15,528
MUTUAL FUNDS-EQUITY							
6,229.755	COLUMBIA ACORN FUND CLASS Z SHARES CUSIP NO: 197199409	141,802.46	141,802.46	188,076.30	3.525	0.146	274
2,667.004	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES CUSIP NO: 197199813	93,776.63	93,776.63	109,133.80	2.045	2.251	2,456
153,583.618	COLUMBIA LARGE CAP CORE FUND CLASS Z SHARES CUSIP NO: 19765H271	1,800,000.00	1,800,000.00	2,016,552.90	37.793	0.678	13,666
7,973.734	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES CUSIP NO: 19765Y688	85,000.00	85,000.00	100,548.79	1.884	0.000	(
7,919.747	LAZARD FUNDS INC EMERGING MKTS PORTFOLIO INSTL CUSIP NO: 52106N889	150,000.00	150,000.00	172,492.09	3.233	1.162	2,000
TOTAL MUTUAL FUNDS-EQUITY							
		2,270,579.09	2,270,579.09	2,586,803.88	48.480	0.711	18,400
TOTAL EQUITIES							
		2,793,286.11	3,033,336.78	3,356,473.47	62.905	1.011	33,931
ALTERNATIVE INVESTMENTS							
REAL ESTATE							
7,315.289	NATIXIS FDS TR IV AEW REAL ESTATE FD CL Y COM CUSIP NO: 63872W409	100,000.00	100,000.00	114,703.73	2.150	1.582	1,814

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AS OF 12/31/10

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ACCOUNT
42-09-900-8528916

FRY W COTR UW - L P FRY MEM TR

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANN INCOM
	TOTAL REAL ESTATE	100,000.00	100,000.00	114,703.73	2.150	1.582	1,814
	TOTAL ALTERNATIVE INVESTMENTS	100,000.00	100,000.00	114,703.73	2.150	1.582	1,814
	TOTAL FOR ACCOUNT	4,634,335.66	4,873,897.71	5,335,731.21	100.000	2.308	123,145