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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 , and ending

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

Name of foundation BOATWRIGHT FOUNDATION		A Employer identification number 13-3048884
Number and street (or P O box number if mail is not delivered to street address) C/O J.D. MILLER LLP - 350 FIFTH AVE STE 4601	Room/suite 4601	B Telephone number 212-268-9888
City or town, state, and ZIP code NEW YORK, NY 10118-4601		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 963,389.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	0.		N/A	
	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	23,256.	23,256.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,021.			STATEMENT 1
	b Gross sales price for all assets on line 6a	60,294.			
	7 Capital gain net income (from Part IV, line 2)		80,061.		
	8 Net short-term capital gain				
	9 Income modifications <small>Gross sales less returns and allowances</small>				
	10a Less: Cost of goods sold				
c Gross profit or (loss)					
11 Other income	<143.>	<143.>		STATEMENT 3	
12 Total. Add lines 1 through 11	53,134.	103,174.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	3,838.	1,919.		1,919.
	c Other professional fees				
	17 Interest				
	18 Taxes	1,440.	1,390.		50.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	8,295.	8,232.		63.
	24 Total operating and administrative expenses. Add lines 13 through 23	13,573.	11,541.		2,032.
	25 Contributions, gifts, grants paid	55,000.			55,000.
26 Total expenses and disbursements. Add lines 24 and 25	68,573.	11,541.		57,032.	
27 Subtract line 26 from line 12					
b Net investment income (if negative, enter -0-)		91,633.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing			4,785.	20,002.	20,002.
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U S and state government obligations					
		b Investments - corporate stock STMT 7			50,045.	0.	0.
		c Investments - corporate bonds STMT 8			168,521.	158,520.	170,462.
	11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 9			606,173.	635,652.	772,924.	
14	Land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶ STATEMENT 10)			90.	1.	1.	
16	Total assets (to be completed by all filers)			829,614.	814,175.	963,389.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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 ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			31,500.	31,500.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			798,114.	782,675.		
30	Total net assets or fund balances			829,614.	814,175.		
31	Total liabilities and net assets/fund balances			829,614.	814,175.		

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	829,614.
2	Enter amount from Part I, line 27a	2	<15,439.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	814,175.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	814,175.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b	SEE ATTACHED STATEMENT			
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	60,294.	10,005.	80,061.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			80,061.	
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	80,061.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

Yes No

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	51,790.	775,640.	.066771
2008	65,931.	1,059,438.	.062232
2007	81,716.	1,226,687.	.066615
2006	50,837.	875,644.	.058057
2005	33,678.	632,600.	.053237

2	Total of line 1, column (d)	2	.306912
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	.061382
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	909,848.
5	Multiply line 4 by line 3	5	55,848.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	916.
7	Add lines 5 and 6	7	56,764.
8	Enter qualifying distributions from Part XII, line 4	8	57,032.

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

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

Table with 11 rows for excise tax calculations. Line 1: 916. Line 2: 0. Line 3: 916. Line 4: 0. Line 5: 916. Line 6a: 319. Line 7: 319. Line 9: 597. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: N/A. Row 5: No. Row 6: Yes. Row 7: Yes. Row 8a: NY. Row 8b: Yes. Row 9: No. Row 10: No.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JAMES D. MILLER & CO. LLP Telephone no (212) 268-9888 Located at 350 FIFTH AVENUE - STE 4601, NEW YORK, NY ZIP+4 10118-4601
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a 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?

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. 5b

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 N/A 6b X 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EUGENE W. STETSON, III	PRESIDENT			
JAMES D. MILLER & CO LLP, 350 5TH AVE NEW YORK, NY 10118	0.00	0.	0.	0.
JANE WATSON STETSON	VICE PRESIDENT			
JAMES D. MILLER & CO LLP, 350 5TH AVE NEW YORK, NY 10118	0.00	0.	0.	0.
ERIK A. HANSON	SECRETARY/ TREASURER			
JAMES D. MILLER & CO LLP, 350 5TH AVE NEW YORK, NY 10118	0.00	0.	0.	0.
JAMES S. SLIGAR	DIRECTOR			
MILBANK, TWEED, HADLEY & MCCLOY 1 CHAS NEW YORK, NY 10005	0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	1a	879,704.
b	Average of monthly cash balances	1b	44,000.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	923,704.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	923,704.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,856.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	909,848.
6	Minimum investment return. Enter 5% of line 5	6	45,492.

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

1	Minimum investment return from Part X, line 6	1	45,492.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	916.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	916.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	44,576.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	44,576.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	44,576.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	57,032.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	57,032.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	916.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	56,116.

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				44,576.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	2,952.			
b From 2006	9,071.			
c From 2007	30,202.			
d From 2008	13,199.			
e From 2009	13,170.			
f Total of lines 3a through e	68,594.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	57,032.			
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				44,576.
e Remaining amount distributed out of corpus	12,456.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	81,050.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	2,952.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	78,098.			
10 Analysis of line 9				
a Excess from 2006	9,071.			
b Excess from 2007	30,202.			
c Excess from 2008	13,199.			
d Excess from 2009	13,170.			
e Excess from 2010	12,456.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

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

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

1 Information Regarding Foundation Managers:

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

JANE WATSON STETSON

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 XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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... 1a(1) Cash X, 1a(2) Other assets X, 1b(1) Sales of assets to a noncharitable exempt organization X, 1b(2) Purchases of assets from a noncharitable exempt organization X, 1b(3) Rental of facilities, equipment, or other assets X, 1b(4) Reimbursement arrangements X, 1b(5) Loans or loan guarantees X, 1b(6) Performance of services or membership or fundraising solicitations X, 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in column (c).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' in column (a).

Sign Here: Signature of officer or trustee [Signature], Date 5-10-11, Title Sec'y/Treas. Paid Preparer Use Only: Print/Type preparer's name Kathleen M Rutch, Preparer's signature Kathleen M Rutch CPA, Date 05/06/11, Firm's name JAMES D. MILLER & CO. LLP, Firm's address NEW YORK, NY 10118-4601, Phone no. (212) 268-9888.

BOATWRIGHT FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 4,444.44M FEDERAL HOME LOAN BANK 4-5/8%	P	08/20/09	03/16/10
b 5,555.56M FEDERAL HOME LOAN BANK 4-5/8%	P	08/20/09	03/26/10
c 386 SHS IBM CORP	D	VARIOUS	04/29/10
d AOL TIME WARNER SECURITY LITIGATION SETTLEMENT	P	VARIOUS	01/15/10
e SHELL TRANS & TRADING SECURITY LITIGATION SETTLEM	P	VARIOUS	03/01/10
f ROCKEFELLER GLOBAL EQUITY FUND I, LP	P	VARIOUS	VARIOUS
g ROCKEFELLER GLOBAL EQUITY FUND I, LP	P	VARIOUS	VARIOUS
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,444.		4,444.	0.
b 5,556.		5,556.	0.
c 50,294.		5.	50,289.
d			68.
e			50.
f			1,131.
g			28,523.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			0.
b			0.
c			50,289.
d			68.
e			50.
f			1,131.
g			28,523.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	80,061.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
4,444.44M FEDERAL HOME LOAN BANK 4-5/8%	PURCHASED	08/20/09	03/16/10	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,444.	4,444.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
5,555.56M FEDERAL HOME LOAN BANK 4-5/8%	PURCHASED	08/20/09	03/26/10	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,556.	5,556.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
386 SHS IBM CORP	DONATED	VARIOUS	04/29/10	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,294.	50,045.	0.	0.	249.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AOL TIME WARNER SECURITY LITIGATION SETTLEMENT	0.	0.	0.	0.	68.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHELL TRANS & TRADING SECURITY LITIGATION SETTLEMENT	0.	0.	0.	0.	50.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ROCKEFELLER GLOBAL EQUITY FUND I, LP	0.	0.	0.	0.	1,131.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ROCKEFELLER GLOBAL EQUITY FUND I, LP	0.	0.	0.	0.	28,523.

CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					30,021.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
JP MORGAN CHASE - NOMINEE	8,826.	0.	8,826.	
LESS: ACCRUED INTEREST PAID	<90.>	0.	<90.>	
ROCKEFELLER GLOBAL EQUITY FUND I, LP	14,520.	0.	14,520.	
TOTAL TO FM 990-PF, PART I, LN 4	23,256.	0.	23,256.	

FORM 990-PF	OTHER INCOME			STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
ROCKEFELLER GLOBAL EQUITY FUND I, LP	<143.>	<143.>			
TOTAL TO FORM 990-PF, PART I, LINE 11	<143.>	<143.>			

FORM 990-PF	ACCOUNTING FEES				STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	3,838.	1,919.		1,919.		
TO FORM 990-PF, PG 1, LN 16B	3,838.	1,919.		1,919.		

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEES	100.	50.		50.
FOREIGN TAXES - ROCKFELLER GLOBAL EQUITY FUND I, LP	1,340.	1,340.		0.
TO FORM 990-PF, PG 1, LN 18	1,440.	1,390.		50.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	1,532.	1,532.		0.
NY LAW JNL	125.	62.		63.
ROCKFELLER GLOBAL EQUITY FUND I, LP - NET EXPS	6,638.	6,638.		0.
TO FORM 990-PF, PG 1, LN 23	8,295.	8,232.		63.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
386 SHS INT'L BUSINESS MACHINES	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
10M AMERICAN EXPRESS, 7.25% DUE 5/20/14	9,984.	11,392.	
10M AUTOZONE INC, 6.95% DUE 6/15/16	10,100.	11,579.	
20M COLGATE-PALM CO, 3.15% DUE 8/05/15	20,094.	20,825.	
10M COCONOPHILLIPS, 6% DUE 1/15/20	10,669.	11,643.	
10M DUKE ENERGY INDIANA INC, 6.05% DUE 6/15/16	10,658.	11,370.	
10M FEDERAL FARM CREDIT FFCB, 4.25% DUE 8/17/16	10,000.	10,247.	
10M FEDERAL HOME LOAN BANK, 4.625% DUE 9/16/19	0.	0.	
10M GENETECH INC, 4.75% DUE 7/15/15	10,592.	11,011.	
10M GENERAL DYNAMICS CORP, 1.80% DUE 7/15/11	9,955.	10,087.	
10M GENERAL ELECTRIC CAPITAL CORP, 5.9% DUE 5/13/14	9,989.	11,068.	
10M HUSKY ENERGY INC, 5.9% DUE 6/15/14	9,988.	10,990.	
10M INGERSOLL-RND GL IR, 9.5% DUE 4/15/14	10,349.	12,047.	
20M ORACLE CORP. 4.95% DUE 4/15/13	21,151.	21,788.	
5M NOKIA CORP, 5.375% DUE 5/15/19	5,010.	5,277.	
10M STATOIL HYDRO ASA STOIL, 5.25% DUE 4/15/19	9,981.	11,138.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	158,520.	170,462.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROCKEFELLER GLOBAL EQUITY FUND I, LP	COST	635,652.	772,924.
TOTAL TO FORM 990-PF, PART II, LINE 13		635,652.	772,924.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INT PURCHASED DEFERRED TO 2010	90.	0.	0.
DIVIDENDS / INTEREST RECEIVABLE	0.	1.	1.
TO FORM 990-PF, PART II, LINE 15	90.	1.	1.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CENTER OF SCIENCE IN THE PUBLIC INTEREST 1220 L STREET, N.W. STE 300 WASHINGTON, DC 20005	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	5,000.
COPLY HOSPITAL 528 WASHINGTON HIGHWAY MORRISVILLE, VT 05661	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
CROSSROADS ACADEMY 95 DARTMOUTH COLLEGE HWY LYME, NH 03768	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
WESTOVER SCHOOL 1237 WHITTEMORE ROAD, PO BOX 847 MIDDLEBURY, CT 06762	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
GEORGETOWN DAY SCHOOL 4530 MACARTHUR BLVD, NW WASHINGTON, DC 20007	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	3,000.
COASTAL MOUNTAINS LAND TRUST 101 MT BATTIE STREET CAMDEM, ME 04843	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
SECOND WIND FOUNDATION 200 OLCOTT DRIVE WHITE RIVER JUNCTION, VT 05001	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
NEIGHBORKEEPERS 32A MALLETT'S BAY AVENUE WINOOSHI, VT 05404	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	5,000.

SPECIAL NEEDS SUPPORT CENTER 12 FLYNN STREET LEBANON, NH 03766	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
WESTON PLAYHOUSE THEATER COMPANY 703 MAIN STREET WESTON, VT 05161	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
PARTNERS IN HEALTH PO BOX 845578 BOSTON, MA 02284	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	500.
THE SIERRA CLUB FOUNDATION 85 SECOND STREET, STE 750 SAN FRANCISCO, CA 94105	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	5,000.
SMART GROWTH VERMONT 110 MAIN STREET BURLINGTON, VT 05401	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
VERMONT HUMANITIES COUNCIL 11 LOOMIS STREET MONTPELIER, VT 05602	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	2,000.
VERMONT INTERCULTURAL SEMESTERS PO BOX 464 BROOKFIELD, VT 05036	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	2,500.
VERMONT NATURAL RESOURCES COUNCIL 9 BAILEY AVENUE MONTPELIER, VT 05602	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	2,000.
VERMONT PUBLIC RADIO 365 TROY AVENUE COLCHESTER, VT 05446	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	10,000.
THE NATURE CONSERVANCY OF VERMONT 27 STATE STREET MONTPELIER, VT 05603	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.

BOATWRIGHT FOUNDATION

13-3048884

THE PRESERVATION TRUST OF VERMONT 104 CHURCH STREET BURLINGTON, VT 05041	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
WILLIAM E. BOYLE COMMUNITY PEDIATRIC PROGRAM ONE MEDICAL CENTER DRIVE LEBANON, NH 03756	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	5,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
ROCKY MOUNTAIN INSTITUTE 1739 SNOWMASS CREEK ROAD OLD SNOWMASS, CO 81654	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
FAIRFIELD COUNTRY DAY SCHOOL 2970 BRONSON ROAD FAIRFIELD, CT 06430	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	500.
MAIN ST. MUSEUM 58 BRIDGE STREET WHITE RIVER JUNCTION, VT 05001	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	500.
NATIONAL WILDLIFE FEDERATION 149 STATE STREET, STE 1 MONTPELIER, VT 05602	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.
THE UPPER VALLEY HAVEN 713 HARTFORD AVENUE WHITE RIVER JUNCTION, VT 05001	N/A GEN'L CONTRIBUTION	PUBLIC CHARITY	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

55,000.