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Return of Private Foundation

OMB No. 1545-0052

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

LILY AUCHINCLOSS FOUNDATION, INC.

A Employer identification number

13-3935995

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

16 EAST 79TH STREET

Room/suite

31

B Telephone number

(212) 708-9216

City or town, state, and ZIP code

NEW YORK, NY 10021

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 48,374,922. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 3

b Accounting fees STMT 4

c Other professional fees STMT 5

17 Interest

18 Taxes STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 7

24 Total operating and administrative

expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

969,155.

969,155.

STATEMENT 1

1,793,431.

15,414,431.

1,793,431.

29,407.

-1,006.

STATEMENT 2

2,791,993.

2,761,580.

0.

0.

0.

72,633.

0.

72,633.

12,729.

0.

12,729.

614.

0.

0.

19,409.

0.

0.

302,706.

232,706.

70,000.

68,170.

12,639.

30,531.

39,763.

0.

39,763.

5,618.

0.

5,618.

725.

0.

725.

152,029.

21,907.

130,122.

674,396.

267,252.

362,121.

2,292,000.

2,292,000.

2,966,396.

267,252.

2,654,121.

-174,403.

2,494,328.

N/A

614

14

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	3,167,301.	3,506,292.	3,538,218.
	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 STMT 8	7,509,096.	5,988,852.	6,031,162.
	b Investments - corporate stock STMT 9	28,307,341.	29,233,470.	34,412,092.
	c Investments - corporate bonds STMT 10	2,994,814.	2,555,635.	2,780,513.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	1,851,643.	1,795,863.	1,605,357.	
14 Land, buildings, and equipment, basis ▶ 3,280.	3,280.	3,280.	3,280.	
Less accumulated depreciation ▶				
15 Other assets (describe ▶ RENTAL SECURITY)	4,300.	4,300.	4,300.	
16 Total assets (to be completed by all filers)	43,837,775.	43,087,692.	48,374,922.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	43,837,775.	43,087,692.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	43,837,775.	43,087,692.	
31 Total liabilities and net assets/fund balances	43,837,775.	43,087,692.		

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	43,837,775.
2 Enter amount from Part I, line 27a	2	-174,403.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	43,663,372.
5 Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	575,680.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,087,692.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 15,414,431.		13,661,164.	1,793,431.

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			1,793,431.

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 1,793,431.
--	---------------------

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
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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	2,079,760.	38,435,292.	.054111
2008	3,302,145.	53,902,594.	.061261
2007	3,174,920.	61,141,940.	.051927
2006	3,062,193.	58,323,309.	.052504
2005	2,777,258.	55,424,268.	.050109

2 Total of line 1, column (d)	2 .269912
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 .053982
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4 44,966,312.
5 Multiply line 4 by line 3	5 2,427,371.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 24,943.
7 Add lines 5 and 6	7 2,452,314.
8 Enter qualifying distributions from Part XII, line 4	8 2,654,121.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	24,943.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	24,943.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	24,943.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 55,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 18,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	73,000.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	48,057.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	48,057. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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 instructions) NY		
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)? 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

N/A

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)	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? Website address ► <u>LILYAUCH.ORG</u>	13	X	
14	The books are in care of ► <u>WTAS LLC</u> Telephone no ► <u>(646) 213-5100</u> Located at ► <u>1177 AVENUE OF THE AMERICAS, NEW YORK, NY</u> ZIP+4 ► <u>10036</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	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 ►	16	Yes	No X

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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		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 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	44,471,298.
b	Average of monthly cash balances	1b	1,179,780.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	45,651,078.
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	45,651,078.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	684,766.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,966,312.
6	Minimum investment return. Enter 5% of line 5	6	2,248,316.

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	2,248,316.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	24,943.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	24,943.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,223,373.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,223,373.
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	2,223,373.

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	2,654,121.
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	2,654,121.
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	24,943.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,629,178.

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				2,223,373.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			311,434.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ \$ 2,654,121.				
a Applied to 2009, but not more than line 2a			311,434.	
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				2,223,373.
e Remaining amount distributed out of corpus	119,314.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	119,314.			
b Prior years' undistributed income: Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	119,314.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	119,314.			

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))

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

KERRY A. MERECKA

Kesey Meleka

4/15/11

Firm's name ▶ WTAS LLC

Firm's EIN ▶

Firm's address ► 1177 AVENUE OF THE AMERICAS, 18TH FL.
NEW YORK, NY 10036

Phone no 646-213-5100

Form 990-PF (2010)

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	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
b	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
c	NEUBERGER BERMAN 593-33000 - SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
d	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
e	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
f	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
g	OLD WESTBURY - SCH K-1 S.T.	P	VARIOUS	VARIOUS
h	OLD WESTBURY - SCH K-1 L.T.	P	VARIOUS	VARIOUS
i	OLD WESTBURY - SCH K-1 SEC 1231	P	VARIOUS	VARIOUS
j	NEUBERGER BERMAN 593-02808 - SEE ATTACHED STATEME	P		
k	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
l	NEUBERGER BERMAN 550-02808 - SEE ATTACHED STATEME	P	VARIOUS	VARIOUS
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	1,667,039.	1,159,379.	507,660.
b	7,980,892.	6,857,617.	1,123,275.
c			25.
d	2,553,085.	2,548,136.	4,949.
e	144,964.	144,964.	0.
f	200,000.	195,306.	4,694.
g			900.
h			38,273.
i			-1.
j			967.
k	134,935.	134,847.	88.
l	2,733,516.	2,620,915.	112,601.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			507,660.
b			1,123,275.
c			25.
d			4,949.
e			0.
f			4,694.
g			900.
h			38,273.
i			-1.
j			967.
k			88.
l			112,601.
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	1,793,431.
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	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CCM *02027 - DIVIDENDS	86,127.	0.	86,127.
NEUBERGER BERMAN 02808 - ACCRUED INTEREST PAID	19,167.	0.	19,167.
NEUBERGER BERMAN 02808 - DIVIDENDS	106.	0.	106.
NEUBERGER BERMAN 02808 - INTEREST	353,188.	0.	353,188.
NEUBERGER BERMAN 02809 - DIVIDENDS	36,842.	0.	36,842.
NEUBERGER BERMAN 33000 - DIVIDENDS	459,415.	0.	459,415.
OLD WESTBURY K-1 - DIVIDENDS	11,930.	0.	11,930.
OLD WESTBURY K-1 - INTEREST	2,380.	0.	2,380.
TOTAL TO FM 990-PF, PART I, LN 4	969,155.	0.	969,155.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OLD WESTBURY VENTURE CAPITAL FUND II (EIN:13-4051272)	-1,006.	-1,006.	
NEUBERGER BERMAN 550-02808 - US TREASURY REFUND	21,781.	0.	
NEUBERGER BERMAN 550-02808	8,632.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,407.	-1,006.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL SERVICE FEE	614.	0.		0.
TO FM 990-PF, PG 1, LN 16A	614.	0.		0.

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 FEE	19,409.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	19,409.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT SERVICES FEES NB#33000	259,005.	189,005.		70,000.	
ADR FEES - NB #33000	474.	474.		0.	
INVESTMENT SERVICES FEES NB#02809	4,375.	4,375.		0.	
INVESTMENT SERVICES FEES NB#02808	38,852.	38,852.		0.	
TO FORM 990-PF, PG 1, LN 16C	302,706.	232,706.		70,000.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID - NB 33000	12,624.	12,624.		0.	
FOREIGN TAXES PAID - OLD WESTBURY K-1	15.	15.		0.	
PAYROLL TAXES	30,531.	0.		30,531.	
2010 3RD QUARTER TAX ESTIMATED PAYMENT	10,000.	0.		0.	
2010 4TH QUARTER TAX ESTIMATED PAYMENT	15,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	68,170.	12,639.		30,531.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NEW YORK STATE FILING FEE	750.	0.		750.	
OLD WESTBURY VENTURE CAPITAL FUND II (EIN:13-40512)	21,907.	21,907.		0.	
COMPUTER SERVICES & SOFTWARE	7,016.	0.		7,016.	
TELEPHONE	2,571.	0.		2,571.	
MESSENGER EXPENSE	268.	0.		268.	
MEMBERSHIP & SUBSCRIPTION	8,000.	0.		8,000.	
BUSINESS MEALS	1,575.	0.		1,575.	
INSURANCE	105,620.	0.		105,620.	
BANK CHARGES	264.	0.		264.	
OFFICE SUPPLIES	1,274.	0.		1,274.	
MISC. EXPENSES	2,784.	0.		2,784.	
TO FORM 990-PF, PG 1, LN 23	152,029.	21,907.		130,122.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
NEUBERGER 02808	X		5,988,852.	6,031,162.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,988,852.	6,031,162.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,988,852.	6,031,162.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
NEUBERGER 33000			23,434,957.	30,325,506.
NEUBERGER 02809			5,798,513.	4,086,586.
TOTAL TO FORM 990-PF, PART II, LINE 10B			29,233,470.	34,412,092.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER 02808	2,555,635.	2,780,513.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,555,635.	2,780,513.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INT'L FLAVORS & FRAGRANCES	COST	404,783.	611,490.
OLD WESTBURY VENTURE CAPITAL FUND	COST		
II		1,281,080.	783,208.
CERTIFICATES OF DEPOSIT	COST	110,000.	134,046.
NB #33000 ACCRUED DIVIDEND	COST	0.	7,916.
NB #02808 ACCRUED INTEREST	COST	0.	68,697.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,795,863.	1,605,357.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
ALEXANDRA A. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR, PRES & TREASURER 0.00	0.	0. 0.
PAUL K. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR & VP 0.00	0.	0. 0.
LEE AUCHINCLOSS LINK C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0. 0.
JANET LEVOFF C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0. 0.
JAMES GARA C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0. 0.
STEADMAN H. WESTERGAARD C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR & SECRETARY 0.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

Lily Auchincloss Foundation
2010 Grants

Date	Payee/Organization	Status	Street Address	City	Zipcode	Description	Amount
12/10/2009	The United Social Services	501(c)(3) Public Chanty	109 East 16th Street	NY	10003	Grant	(2,500 00)
12/29/2009	Cathedral Church of St. John the Divine	501(c)(3) Public Chanty	1047 Amsterdam Avenue	NY	10025	Grant	(10,000 00)
1/12/2010	Graduate Center Foundation, CUNY	501(c)(3) Public Chanty	365 Fifth Avenue	NY	10016	Grant	(5,000 00)
1/13/2010	Philippines National Red Cross	501(c)(3) Public Chanty	Bonifacio Drive, Port Area PO 280	Manilla	2803	Grant	(5,000 00)
1/14/2010	Doctors Without Borders	501(c)(3) Public Chanty	333 7th Ave	NY	10001	Grant	(25,000 00)
1/14/2010	Chelsea Recovery Clubhouse	501(c)(3) Public Chanty	226 20th Street	NY	10011	Grant	(5,000 00)
2/2/2010	Women Make Movies	501(c)(3) Public Chanty	462 Broadway, 6th Floor	NY	10013	Grant	(15,000 00)
2/2/2010	International House	501(c)(3) Public Chanty	500 Riverside Drive	NY	10027	Grant	(10,000 00)
2/2/2010	Maysles Institute	501(c)(3) Public Chanty	347 Lenox Ave	NY	10027	Grant	(10,000 00)
2/11/2010	New York Women's Foundation	501(c)(3) Public Chanty	434 W 33rd, 8th Fl	NY	10001	Grant	(15,000 00)
3/18/2010	Arab-American Family Support Center	501(c)(3) Public Chanty	150 Court Street, 3rd Floor	Brooklyn	11201	Grant	(15,000 00)
3/18/2010	Architectural League	501(c)(3) Public Chanty	594 Broadway, Suite 607	NY	10012	Grant	(15,000 00)
3/18/2010	Art in General	501(c)(3) Public Chanty	79 Walker Street	NY	10013	Grant	(10,000 00)
3/18/2010	Big Apple Circus	501(c)(3) Public Chanty	505 Eighth Ave, 19th Fl	NY	10018	Grant	(20,000 00)
3/18/2010	Big Brothers Big Sisters of NYC	501(c)(3) Public Chanty	223 E 30th	NY	10016	Grant	(10,000 00)
3/18/2010	Bowery Residents Committee	501(c)(3) Public Chanty	324 Lafayette	NY	10012	Grant	(15,000 00)
3/18/2010	Brooklyn Historical Society	501(c)(3) Public Chanty	128 Pierrepont Street	Brooklyn	11205	Grant	(25,000 00)
3/18/2010	Brooklyn Public Library	501(c)(3) Public Chanty	10 Grand Army Plaza	Brooklyn	11201	Grant	(15,000 00)
3/18/2010	Center for Anti-Violence Education	501(c)(3) Public Chanty	327 7th Street, 2nd Floor	Brooklyn	11215	Grant	(10,000 00)
3/18/2010	City Lore	501(c)(3) Public Chanty	72 E 1st Street	NY	10706	Grant	(15,000 00)
3/18/2010	Community Resource Exchange	501(c)(3) Public Chanty	42 Broadway	NY	10004	Grant	(20,000 00)
3/18/2010	Community Voices Heard	501(c)(3) Public Chanty	115 E 106th St	NY	10029	Grant	(15,000 00)
3/18/2010	CONNECT	501(c)(3) Public Chanty	3 W 29th Street	NY	10001	Grant	(10,000 00)
3/18/2010	Correctional Association	501(c)(3) Public Chanty	2090 Adam Clayton Powell Blvd	NY	10027	Grant	(15,000 00)
3/18/2010	Creative Time	501(c)(3) Public Chanty	59 E 4th Street	NY	10003	Grant	(20,000 00)
3/18/2010	Design Trust for Public Space	501(c)(3) Public Chanty	338 W 39th Street, 10th	NY	10018	Grant	(15,000 00)
3/18/2010	Doing Art Together	501(c)(3) Public Chanty	1841 Broadway	NY	10023	Grant	(5,000 00)
3/18/2010	Foundation for Art & Pres in Embassies	501(c)(3) Public Chanty	1725 I Street NW	Washington	20006	Grant	(20,000 00)
3/18/2010	Fountain House	501(c)(3) Public Chanty	425 W 47th	NY	10036	Grant	(50,000 00)
3/18/2010	Futures and Options	501(c)(3) Public Chanty	120 Broadway, Suite 913	NY	10271	Grant	(10,000 00)
3/18/2010	Hightbridge Community Center	501(c)(3) Public Chanty	979 Ogden Avenue	Bronx	10452	Grant	(10,000 00)
3/18/2010	Information for Families	501(c)(3) Public Chanty	71 Charles Street	NY	10014	Grant	(5,000 00)
3/18/2010	InMotion, Inc	501(c)(3) Public Chanty	70 W 36th Street	NY	10018	Grant	(10,000 00)
3/18/2010	International Center for Clubhouse Dev	501(c)(3) Public Chanty	425 W 47th St	NY	10036	Grant	(25,000 00)
3/18/2010	Just Food	501(c)(3) Public Chanty	1155 Avenue of the Americas	NY	10036	Grant	(20,000 00)
3/18/2010	Lower Manhattan Cultural Council	501(c)(3) Public Chanty	125 Maiden Lane	NY	10038	Grant	(10,000 00)
3/18/2010	Mercy Center	501(c)(3) Public Chanty	377 E 145th St	Bronx	10454	Grant	(15,000 00)
3/18/2010	Nazareth Housing	501(c)(3) Public Chanty	519 E 11th St	NY	10009	Grant	(15,000 00)
3/18/2010	Coalition on for Shelter	501(c)(3) Public Chanty	157 E 86th St	NY	10028	Grant	(10,000 00)
3/18/2010	Neighbors Together	501(c)(3) Public Chanty	2094 Fulton St	Brooklyn	11233	Grant	(10,000 00)
3/18/2010	New York Foundation For the Arts	501(c)(3) Public Chanty	20 Jay St	Brooklyn	11201	Grant	(15,000 00)
3/18/2010	PS 1	501(c)(3) Public Chanty	22-25 Jackson Ave	Long Island	11101	Grant	(20,000 00)
3/18/2010	Safe Space	501(c)(3) Public Chanty	295 Lafayette St	NY	10012	Grant	(15,000 00)
3/18/2010	SAGE	501(c)(3) Public Chanty	305 7th Ave	NY	10001	Grant	(10,000 00)
3/18/2010	Studio Museum in Harlem	501(c)(3) Public Chanty	144 W 125th St	NY	10027	Grant	(10,000 00)
3/18/2010	Supportive Housing Network of NY	501(c)(3) Public Chanty	247 W 37th St	NY	10018	Grant	(10,000 00)
3/18/2010	Union Settlement Association	501(c)(3) Public Chanty	237 E 104	NY	10029	Grant	(15,000 00)
3/18/2010	Way to Work formerly Vocational Found	501(c)(3) Public Chanty	52 Broadway, 6th Fl	NY	10004	Grant	(10,000 00)
3/18/2010	Wave Hill	501(c)(3) Public Chanty	675W 252nd St	Bronx	10471	Grant	(10,000 00)
3/18/2010	West Side Campaign Against Hunger	501(c)(3) Public Chanty	263 W 86th	NY	10024	Grant	(25,000 00)
3/18/2010	Women's Pnson Association	501(c)(3) Public Chanty	110 Seond Ave	NY	10003	Grant	(10,000 00)
3/18/2010	Friends of Materials for the Arts	501(c)(3) Public Chanty	33-00 Northern Blvd	Long Island	11101	Grant	(15,000 00)
3/28/2010	Foundation for Landscape Studies	501(c)(3) Public Chanty	7 W 81st Street	NY	10024	Grant	(5,000 00)
3/28/2010	Friends of Strays	501(c)(3) Public Chanty	PO 541302	Flushing	11354	Grant	(5,000 00)
3/28/2010	American Youth Table Tennis Organization	501(c)(3) Public Chanty	PO BOX 155	Irvington	10533	Grant	(5,000 00)
3/28/2010	AIDS Service Center	501(c)(3) Public Chanty	1431 Broadway, 7th Floor	NY	10018	Grant	(5,000 00)
3/31/2010	West Side Community Garden	501(c)(3) Public Chanty	1431 Broadway, 7th Floor	NY	10029	Grant	(3,000 00)
6/13/2010	Advocates for Children	501(c)(3) Public Chanty	141 West 30th Street	NY	10001	Grant	(15,000 00)
6/13/2010	Booker T Washington Learning Center	501(c)(3) Public Chanty	325 E 101	NY	10029	Grant	(5,000 00)
6/13/2010	Brooklyn Community Housing	501(c)(3) Public Chanty	105 Carlton Avenue	Brooklyn	11205	Grant	(20,000 00)
6/13/2010	Care for the Homeless	501(c)(3) Public Chanty	30 E 33rd Street	NY	10016	Grant	(15,000 00)
6/13/2010	Catholic Big Sisters & Big Brothers	501(c)(3) Public Chanty	137 E 2nd	NY	10009	Grant	(15,000 00)

6/13/2010	Center for Employment Opportunities	501(c)(3) Public Chanty	32 Broadway, 15th Floor	NY	10004 Grant	(10,000 00)
6/13/2010	Citizens Committee for Children	501(c)(3) Public Chanty	101 East 22nd Street	NY	10010 Grant	(25,000 00)
6/13/2010	City Harvest	501(c)(3) Public Chanty	575 Eighth Ave	NY	10018 Grant	(20,000 00)
6/13/2010	City Meals on Wheels	501(c)(3) Public Chanty	355 Lexington Ave	NY	10017 Grant	(20,000 00)
6/13/2010	Coney Island USA	501(c)(3) Public Chanty	1208 Surf Ave	Brooklyn	11224 Grant	(15,000 00)
6/13/2010	Dieu Donne	501(c)(3) Public Chanty	315 W 36th	NY	10018 Grant	(15,000 00)
6/13/2010	DOROT	501(c)(3) Public Chanty	171 W 85th Street	NY	10024 Grant	(15,000 00)
6/13/2010	Episcopal Social Services	501(c)(3) Public Chanty	305 Seventh Ave	NY	10001 Grant	(15,000 00)
6/13/2010	Free Arts NYC	501(c)(3) Public Chanty	1431 Broadway	NY	10018 Grant	(10,000 00)
6/13/2010	Friends of van Cortlandt Park	501(c)(3) Public Chanty	124 Gale Place, Apt. GrA	Bronx	10463 Grant	(10,000 00)
6/13/2010	GEMS	501(c)(3) Public Chanty	298B West 149th St	NY	10039 Grant	(15,000 00)
6/13/2010	Hope Program	501(c)(3) Public Chanty	One Smith Street	Brooklyn	11201 Grant	(10,000 00)
6/15/2010	International Center of Photography	501(c)(3) Public Chanty	1114 Ave of Americas	NY	10036 Grant	(20,000 00)
6/15/2010	International Print Center	501(c)(3) Public Chanty	526 West 26th Street, 5A	NY	10001 Grant	(15,000 00)
6/15/2010	Lower East Side Print Shop	501(c)(3) Public Chanty	306 W 37th, 6th Fl	NY	10018 Grant	(15,000 00)
6/15/2010	Myrtle Avenue Revitalization Project	501(c)(3) Public Chanty	472 Myrtle Avenue, 2nd Fl	Brooklyn	11205 Grant	(10,000 00)
6/15/2010	New York City Audubon Society	501(c)(3) Public Chanty	71 W 23rd St	NY	10010 Grant	(5,000 00)
6/15/2010	New York Landmarks Conservancy	501(c)(3) Public Chanty	One Whitehall St	NY	10004 Grant	(20,000 00)
6/15/2010	New York Soc Prev of Cruelty Children	501(c)(3) Public Chanty	161 William St., 9th Fl	NY	10038 Grant	(15,000 00)
6/15/2010	NYPIRG Straphangers Campaign	501(c)(3) Public Chanty	9 Murray St	NY	10007 Grant	(15,000 00)
6/15/2010	Per Scholas	501(c)(3) Public Chanty	1231 Lafayette Ave	Bronx	10474 Grant	(10,000 00)
6/15/2010	Safe Horizon	501(c)(3) Public Chanty	2 Lafayette St	NY	10007 Grant	(15,000 00)
6/15/2010	Search and Care	501(c)(3) Public Chanty	1844 Second Ave	NY	10128 Grant	(15,000 00)
6/15/2010	Socrates Sculpture Park	501(c)(3) Public Chanty	PO 6259, 32-01 Vernon Blvd	Long Island	11106 Grant	(20,000 00)
6/15/2010	Saint John's Bread and Life	501(c)(3) Public Chanty	795 Lexington Ave	Brooklyn	11221 Grant	(25,000 00)
6/15/2010	United Community Centers	501(c)(3) Public Chanty	613 New Lots Ave	Brooklyn	11207 Grant	(10,000 00)
6/15/2010	Unity Neighborhood Center	501(c)(3) Public Chanty	3822 Dyre Avenue	Bronx	10466 Grant	(2,500 00)
6/15/2010	University Settlement	501(c)(3) Public Chanty	184 Eldridge Street	NY	10002 Grant	(20,000 00)
6/15/2010	YMCA of Greater NY	501(c)(3) Public Chanty	5 W 63rd St	NY	10023 Grant	(10,000 00)
6/15/2010	Youth Represent	501(c)(3) Public Chanty	342 Broadway	NY	10013 Grant	(15,000 00)
6/15/2010	Literacy Inc	501(c)(3) Public Chanty	307 Seventh Ave , Suite 1601	NY	10001 Grant	(10,000 00)
6/15/2010	WNYC	501(c)(3) Public Chanty	160 Vanck St	NY	10013 Grant	(100,000 00)
6/22/2010	Independent Feature Project	501(c)(3) Public Chanty	68 Jay Street	Brooklyn	11201 Grant	(10,000 00)
6/22/2010	Judd Foundation	501(c)(3) Public Chanty	101 Sprng Street	NY	10011 Grant	(15,000 00)
6/22/2010	MoMA	501(c)(3) Public Chanty	11 W 53 St	NY	10019 Grant	(55,000 00)
6/29/2010	Columbia University Oral Hist Research	501(c)(3) Public Chanty	517 Butler Library, Columbia U	NY	10027 Grant	(5,000 00)
6/30/2010	Coney Island History Project	501(c)(3) Public Chanty	834 Surf Ave	Brooklyn	11224 Grant	(2,500 00)
7/11/2010	Cooper Hewitt National Design Museum	501(c)(3) Public Chanty	2 E 91st St	NY	10128 Grant	(10,000 00)
10/27/2010	Legal Action Center	501(c)(3) Public Chanty	225 Vanck Street	NY	10014 Grant	(5,000 00)
12/5/2010	Adaptive Design	501(c)(3) Public Chanty	313 W 36th Street	NY	10018 Grant	(15,000 00)
12/5/2010	Assoc for Neighborhood & Housing Dev	501(c)(3) Public Chanty	50 Broad Street, Suite 1125	NY	10004 Grant	(10,000 00)
12/5/2010	BRIC Arts	501(c)(3) Public Chanty	647 Fulton Street	Brooklyn	11217 Grant	(10,000 00)
12/5/2010	Bronx Defenders	501(c)(3) Public Chanty	860 Courtlandt Ave	Bronx	10451 Grant	(15,000 00)
12/5/2010	Bronx River Alliance	501(c)(3) Public Chanty	1 Bronx River Parkway	Bronx	10462 Grant	(10,000 00)
12/5/2010	Brooklyn Rail	501(c)(3) Public Chanty	99 Commercial St	Brooklyn	11222 Grant	(10,000 00)
12/5/2010	C-CAP	501(c)(3) Public Chanty	250 W 57th Street	NY	10107 Grant	(10,000 00)
12/5/2010	Citizens Committee for NYC	501(c)(3) Public Chanty	32 Old Slip, 33rd Floor	NY	10005 Grant	(15,000 00)
12/5/2010	Citizens Union Foundation	501(c)(3) Public Chanty	299 Broadway	NY	10001 Grant	(15,000 00)
12/5/2010	City Parks Foundation	501(c)(3) Public Chanty	830 Fifth Avenue	NY	10021 Grant	(15,000 00)
12/5/2010	CASA	501(c)(3) Public Chanty	50 Broadway, 31st Floor	NY	10004 Grant	(20,000 00)
12/5/2010	East Harlem Tutonal Program	501(c)(3) Public Chanty	2050 Second Ave	NY	10029 Grant	(15,000 00)
12/5/2010	Food Bank for NYC	501(c)(3) Public Chanty	38 Broadway	NY	10006 Grant	(25,000 00)
12/5/2010	Fortune Society	501(c)(3) Public Chanty	29-76 Northern Blvd	Long Island	11101 Grant	(20,000 00)
12/5/2010	Foundation Center	501(c)(3) Public Chanty	79 5th Avenue	NY	10003 Grant	(6,000 00)
12/5/2010	Friends of the Children	501(c)(3) Public Chanty	218 W 113th St	NY	10026 Grant	(10,000 00)
12/5/2010	Greenhope Services for Women	501(c)(3) Public Chanty	23 West 123rd St	NY	10027 Grant	(15,000 00)
12/5/2010	Harlem RBI	501(c)(3) Public Chanty	333 East 100th St	NY	10029 Grant	(15,000 00)
12/5/2010	Holy Apostles Soup Kitchen	501(c)(3) Public Chanty	296 Ninth Avenue	NY	10001 Grant	(15,000 00)
12/5/2010	Horticultural Society of New York	501(c)(3) Public Chanty	148 W 37th	NY	10018 Grant	(8,000 00)
12/5/2010	Brooklyn Workforce Innovations	501(c)(3) Public Chanty	621 Degraw St	Brooklyn	11217 Grant	(10,000 00)
12/5/2010	Lenox Hill Neighborhood House	501(c)(3) Public Chanty	331 E 70th St	NY	10021 Grant	(20,000 00)
12/5/2010	Momenta Art	501(c)(3) Public Chanty	359 Bedford Ave	Brooklyn	11211 Grant	(5,000 00)
12/5/2010	Museum of the City of New York	501(c)(3) Public Chanty	1220 Fifth Avenue	NY	10029 Grant	(35,000 00)
12/5/2010	New Museum of Contemporary Art	501(c)(3) Public Chanty	235 Bowery	NY	10002 Grant	(20,000 00)
12/5/2010	Northern Manhattan Improvement Corp	501(c)(3) Public Chanty	76 Wadsworth Ave	NY	10033 Grant	(10,000 00)
12/5/2010	Osborne Association	501(c)(3) Public Chanty	809 Westchester Ave	Bronx	10455 Grant	(15,000 00)
12/5/2010	Partnership for the Homeless	501(c)(3) Public Chanty	305 7th Ave	NY	10001 Grant	(10,000 00)

12/5/2010	Project Hospitality	501(c)(3) Public Chanty	100 Park Ave	Staten Island	10302 Grant	(15,000 00)
12/5/2010	Prospect Park Alliance	501(c)(3) Public Chanty	95 Prospect Park West	Brooklyn	11215 Grant	(15,000 00)
12/5/2010	Queens Botanical Garden Society	501(c)(3) Public Chanty	43-50 Main St	Queens	11355 Grant	(15,000 00)
12/5/2010	Queens Library Foundation	501(c)(3) Public Chanty	89 - 11 Merrick Boulevard	Jamaica	11432 Grant	(17,500 00)
12/5/2010	Queens Museum of Art	501(c)(3) Public Chanty	Flushing Meadow, Corona Park	Queens	11368 Grant	(20,000 00)
12/5/2010	Reading Team	501(c)(3) Public Chanty	2090 Adam Clayton Powell Blvd	NY	10027 Grant	(5,000 00)
12/5/2010	Red Hook Initiative	501(c)(3) Public Chanty	767 Hicks Street	Brooklyn	11231 Grant	(20,000 00)
12/5/2010	Restaurant Opportunities Center of NY	501(c)(3) Public Chanty	275 7th Ave, Suite 1703	NY	10001 Grant	(15,000 00)
12/5/2010	Sanctuary for Families	501(c)(3) Public Chanty	PO Box 1406	NY	10268 Grant	(20,000 00)
12/5/2010	Transportation Alternatives	501(c)(3) Public Chanty	127 W 26th St	NY	10001 Grant	(25,000 00)
12/5/2010	Urban Assembly	501(c)(3) Public Chanty	90 Broad St, Suite 2101	NY	10003 Grant	(15,000 00)
12/5/2010	Central Park Conservancy	501(c)(3) Public Chanty	36 W 110th	NY	10026 Grant	(25,000 00)
12/5/2010	Cooper Hewitt National Design Museum	501(c)(3) Public Chanty	2 E 91st St	NY	10128 Grant	(200,000 00)
12/9/2010	NRDC	501(c)(3) Public Chanty	40 W 20th St	NY	10018 Grant	(5,000 00)
12/9/2010	Elizabeth Foundation for the Arts	501(c)(3) Public Chanty	323 W 29th St	NY	10018 Grant	(5,000 00)
12/9/2010	Manhattan Children's Theater	501(c)(3) Public Chanty	380 Broadway	NY	10013 Grant	(5,000 00)
						<u>(2,292,000 00)</u>

Acct #: 65002808 Phone #

5/12/2011 Foundation - Corporate Cash NonTaxable Domestic NY IA Fee=Y DISC/CMN=N FI Acct=Y Income Generation IPO=N DOB=

Capital Gains

LILY AUCHINCLOSS FOUNDATION, INC (FIXED INCOME ACCOUNT)
16 EAST 79TH STREET-STE 31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2010 To 12/31/2010

Description	Totals
Short Term Gain/Loss	4,949.01
Long Term Gain/Loss	117,294.22
Total Short Sale Gain/Loss	0.00
Discount Income	123.61
Total Capital Gains/Losses	122,243.23
Adjusted Basis	5,644,169.18
Proceeds	5,766,500.43
Total Curr Gain/Loss	0.00

FIXED INCOME

Purchase Date	Close Date	No. of Shares	Orig. Face	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Info	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Int	Curr Gain/Loss
08/17/2009	01/29/2010	250,000.00	0.00	912828FW5 UNITED STATES TREASURY NOTES 5 YEAR NOTE 4.625000% 10/31/2011 912828FW5 AO_31	107.586	106.851	267,128.07	267,128.07	ST	-1,837.61	0.00	268,965.68	0.00	0.00
04/14/2009	02/16/2010	155,000.00	0.00	912828HH6 UNITED STATES TREASURY NOTES 4.250000% 11/15/2017 912828HH6 MN_15	112.805	106.742	174,847.88	165,449.77	ST	-9,398.11	0.00	174,847.88	0.00	0.00

04/14/2009	03/17/2010	106,065 00	90,000 00	912828BD1	TREASURY INFLATION INDEX	102 313	106 531	108,518 05	112,992 07	ST	4,474 02	0 00	106,832 86	0 00	0 00
					INFLATION INDEX - 10 YEAR										
					1.87500%										
					7/15/2013										
					912828BD1										
					JJ_15										
09/23/2009	03/17/2010	250,000 00	0 00	912828KC3	UNITED STATES	100 328	100 894	250,821.15	252,235 49	ST	1,414.34	0 00	250,821 15	0 00	0 00
					TREASURY NOTE										
					1 37500%										
					2/15/2012										
					912828KC3										
					FA_15										
05/08/2009	03/17/2010	45,000 00	0 00	912828HH6	UNITED STATES	108 750	107 019	48,937 68	48,158 61	ST	-779.07	0 00	48,937 68	0 00	0 00
					TREASURY NOTES										
					4.25000%										
					11/15/2017										
					912828HH6										
					MN_15										
04/14/2009	03/17/2010	255,000 00	0 00	912828HH6	UNITED STATES	112 805	106 921	287,652 97	272,649.76	ST	-15,003 21	0 00	287,652 97	0 00	0 00
					TREASURY NOTES										
					4.25000%										
					11/15/2017										
					912828HH6										
					MN_15										
04/14/2009	03/17/2010	200,000 00	0 00	912828HH6	UNITED STATES	112 805	107 019	225,610.18	214,038 26	ST	-11,571.92	0.00	225,610.18	0 00	0 00
					TREASURY NOTES										
					4.25000%										
					11/15/2017										
					912828HH6										
					MN_15										
12/31/2009	06/07/2010	255,000 00	0 00	912828ME7	UNITED STATES	99 594	103.363	253,964 91	263,575 51	ST	9,610 60	0 00	253,964 91	0 00	0 00
					TREASURY NOTE										
					2.62500%										
					12/31/2014										
					912828ME7										
					JD_31										

01/29/2010	06/17/2010	110,000.00	0 00	912828ME7	UNITED STATES TREASURY NOTE 2.62500% 12/31/2014 912828ME7 JD_31	101.414	103 371	111,555 84	113,707 83	ST	2,151 99	0 00	111,555 84	0 00	0 00
12/31/2009	06/17/2010	30,000.00	0 00	912828ME7	UNITED STATES TREASURY NOTE 2.62500% 12/31/2014 912828ME7 JD_31	99 594	103 371	29,878 23	31,011.23	ST	1,133 00	0 00	29,878 23	0 00	0 00
06/30/2009	06/17/2010	35,000.00	0 00	912828HH6	UNITED STATES TREASURY NOTE 4.25000% 11/15/2017 912828HH6 MN_15	106.204	110.703	37,171 23	38,745 95	ST	1,574 72	0 00	37,171.23	0 00	0 00
03/17/2010	06/17/2010	35,358 05	35,000 00	912828JE1	UNITED STATES TREASURY NOTES 10 YR INFLATION INDEXED NOTES 1.37500% 07/15/2018 912828JE1 JJ_15	101 520	103.097	35,895 64	36,453 18	ST	557 54	0.00	35,678.43	0 00	0.00
05/28/2010	07/19/2010	90,000 00	0 00	912828LY4	UNITED STATES TREASURY NOTE 3.37500% 11/15/2019 912828LY4 MN_15	100 352	103.789	90,316 77	93,409 80	ST	3,093 03	0.00	90,316 77	0 00	0 00
06/30/2010	07/19/2010	85,000 00	0 00	912828LY4	UNITED STATES TREASURY NOTE 3.37500% 11/15/2019 912828LY4 MN_15	103 500	103 789	87,975 34	88,220.36	ST	245 02	0 00	87,975 34	0 00	0 00

07/30/2010	09/08/2010	75,000.00	0.00	912828LY4	UNITED STATES TREASURY NOTE 3.375000% 11/15/2019 912828LY4 MN_15	104 223	106 515	78,167.29	79,886.42	ST	1,719.13	0.00	78,167.29	0.00	0.00
02/26/2010	12/02/2010	210,000.00	0.00	912828ME7	UNITED STATES TREASURY NOTE 2.625000% 12/31/2014 912828ME7 JD_31	101 805	105 320	213,790.54	221,171.95	ST	7,381.41	0.00	213,790.54	0.00	0.00
01/29/2010	12/02/2010	190,000.00	0.00	912828ME7	UNITED STATES TREASURY NOTE 2.625000% 12/31/2014 912828ME7 JD_31	101 414	105 320	192,687.35	200,107.96	ST	7,420.61	0.00	192,687.35	0.00	0.00
03/17/2010	12/02/2010	50,653.00	50,000.00	912828JE1	UNITED STATES TREASURY NOTES 10 YR INFLATION INDEXED NOTES 1.375000% 07/15/2018 912828JE1 JD_15	101 434	106 890	51,379.59	54,143.11	ST	2,763.52	0.00	50,978.42	0.00	0.00
ST- TERM		2,427,076.05						2,548,136.32	2,553,085.33	ST	4,949.01	0.00	2,545,832.75	0.00	0.00
TOTAL															
04/11/2007	03/17/2010	125,000.00	0.00	060505BG8	BANK AMERICA CORP SUB NOTES 5.250000% 12/01/2015 060505BG8 JD_01	98 625	101 487	123,281.25	126,858.75	LT	0.00	3,577.50	123,281.25	0.00	0.00

01/07/2009	03/17/2010	41,247.50	35,000.00	912828BD1	TREASURY INFLATION INDEX INFLATION INDEX - 10 YEAR 1 87500% 7/15/2013 912828BD1 JJ_15	98 210	106.531	38,911.90	43,941.36	LT	0.00	4,029.46	39,249.84	0.00	0.00
10/08/2008	03/17/2010	465,507.50	95,000.00	912828BD1	TREASURY INFLATION INDEX INFLATION INDEX - 10 YEAR 1 87500% 7/15/2013 912828BD1 JJ_15	98.825	106.531	460,241.04	495,909.64	LT	0.00	35,668.60	464,959.06	0.00	0.00
04/11/2007	03/17/2010	105,000.00	0.00	92976WBA3	WACHOVIA CORP GLOBAL MEDIUM TERM SR NTS 5.70000% 08/01/2013 92976WBA3 FA_01	102 187	108.608	107,296.35	114,038.40	LT	0.00	6,742.05	107,296.35	0.00	0.00
04/11/2007	05/07/2010	95,000.00	0.00	38143UAW1	GOLDMAN SACHS GROUP INC 10/01/2014 5 00000% 10/01/2014 38143UAW1 AO_01	96 640	99.683	91,808.00	94,698.85	LT	0.00	2,890.85	91,808.00	0.00	0.00
01/09/2009	05/10/2010	25,000.00	0.00	617446HR3	MORGAN STANLEY NOTES 5 30000% 03/01/2013 617446HR3 MS_01	93 750	104.126	23,437.50	26,031.50	LT	0.00	2,594.00	23,437.50	0.00	0.00
04/11/2007	05/26/2010	60,000.00	0.00	59018YUW9	MERRILL LYNCH & CO INC MEDIUM TERM NTS 5.00000% 01/15/2015 59018YUW9 JJ_15	96 921	100.162	58,152.60	60,097.20	LT	0.00	1,944.60	58,152.60	0.00	0.00

04/28/2009	06/07/2010	5,000.00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 75000% 03/31/2014 912828KJ8	99 168	100.699	4,958 42	5,034 94	LT	0.00	76 52	4,958 42	0.00	0'00
04/11/2007	06/17/2010	40,000.00	0 00	244217BG9	MS_31 DEERE JOHN CAPITAL CORP NOTES 7.00000% 03/15/2012 244217BG9	107.554	109.977	43,021.60	43,990 80	LT	0 00	969 20	43,021 60	0 00	0 00
05/09/2006	06/17/2010	50,000.00	0 00	3133XFJY3	MS_15 FEDERAL HOME LOAN BANK RMD 5 25 06/10/2011 5 25000% 06/10/2011 3133XFJY3	99 410	104 208	49,706.99	52,104 00	LT	0 00	2,397 01	49,706 99	0 00	0 00
04/11/2007	06/17/2010	35,000.00	0 00	46625HCE8	JD_10 JP MORGAN CHASE & CO 4 75000% 03/01/2015 46625HCE8	95 857	106 286	33,549 95	37,200 10	LT	0.00	3,650 15	33,549 95	0 00	0 00
09/30/2008	06/17/2010	175,000.00	0.00	912828HE3	MS_01 UNITED STATES TREASURY NOTES 4.25000% 09/30/2012 912828HE3	106.059	107 984	185,603 13	188,972 07	LT	0.00	3,368 94	185,603 13	0 00	0 00
05/08/2009	06/17/2010	135,000.00	0 00	912828HH6	MS_30 UNITED STATES TREASURY NOTES 4 25000% 11/15/2017 912828HH6 MN_15	108 750	110 703	146,813 04	149,448 68	LT	0.00	2,635 64	146,813.04	0 00	0 00

07/10/2009	12/02/2010	110,000.00	0.00	912828HH6	UNITED STATES TREASURY NOTES 4.25000% 11/15/2017 912828HH6 MN_15	107 559	112 625	118,314.89	123,887.06	LT	0.00	5,572.17	118,314.89	0.00	0.00
06/30/2009	12/02/2010	90,000.00	0.00	912828HH6	UNITED STATES TREASURY NOTES 4.25000% 11/15/2017 912828HH6 MN_15	106 204	112 625	95,583.18	101,362.14	LT	0.00	5,778.96	95,583.18	0.00	0.00
09/23/2009	12/30/2010	165,000.00	0.00	912828KC3	UNITED STATES TREASURY NOTE 1.37500% 2/15/2012 912828KC3 FA_15	100 328	101.121	165,541.96	166,849.25	LT	0.00	1,307.29	165,541.96	0.00	0.00
LT TERM TOTAL		2,591,755.00						2,620,915.44	2,733,515.66	LT	0.00	112,600.22	2,624,971.40	0.00	0.00
SECTION TOTAL		5,018,831.05						5,169,051.76	5,286,600.99		4,949.01	112,600.22	5,170,804.15	0.00	0.00

MATURITIES

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Cur Gain/Loss
04/11/2007	02/22/2010	200,000.00	0.00	172967CU3	CITIGROUP INC 4.12500% 02/22/2010 172967CU3 FA_22	97.653	100.000	195,306.00	200,000.00	LT	0.00	4,694.00	195,306.00	0.00	0.00
LT TERM TOTAL		200,000.00						195,306.00	200,000.00	LT	0.00	4,694.00	195,306.00	0.00	0.00
SECTION TOTAL		200,000.00						195,306.00	200,000.00		0.00	4,694.00	195,306.00	0.00	0.00

TREASURY BILL SOLD PRIOR TO MATURITY

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Cur Gain/Loss
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03/22/2010	05/28/2010	0.00	135,000.00	0.00	912795VB4	UNITED STATES TREASURY BILLS 0.000000% 9/16/2010 912795VB4	99 887	99 952	134,847.01	134,935.03	0.00	0.00	134,847.01	88.02	0.00
SECTION TOTAL			135,000.00						134,847.01	134,935.03	0.00	0.00	134,847.01	88.02	0.00

TREASURY BILL SOLD HELD TO MATURITY

Purchase Date	Close Date	No. of Shares	Orig. Face	Description	Unit Cost	Sale Price	Total Cost	Net Amount	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc. Inc.	Curr. Gain/Loss
07/19/2010	09/16/2010	145,000.00	0.00	912795VB4	UNITED STATES TREASURY BILLS 0.000000% 9/16/2010 912795VB4	99.975	100.000	144,964.41	144,964.41	0.00	144,964.41	35.59	0.00
SECTION TOTAL		145,000.00					144,964.41	144,964.41	0.00	0.00	144,964.41	35.59	0.00

Indicators

ST	- Short Term
LT	- Long Term
WO	- Written Option
SS	- Short Sale
P	- Purchase includes option premium
S	- Sale includes option premium

Capital Gains

LILY AUCHINCLOSS FOUNDATION, INC
16 EAST 79TH STREET - STE #31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2010 To 12/31/2010

Description	Totals
Short Term Gain/Loss	507,660.17
Long Term Gain/Loss	1,123,299.69
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	1,630,959.86
Adjusted Basis	8,016,996.79
Proceeds	9,647,956.65
Total Curr Gain/Loss	0.00

EQUITIES

Reference Date	Close Date	No. of Shares	Orig Price	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Gain/Loss
08/27/2009	01/08/2010	1,340.00	0.00	XEC	CIMAREX ENERGY CO	39.981	54.286	53,574.81	72,741.50	ST	19,166.69	0.00	53,574.81	0.00	0.00
05/26/2009	01/22/2010	220.00	0.00	NVZMY	***NOVOZYME S/A/S ADR	78.948	104.500	17,368.54	22,989.70	ST	5,621.16	0.00	17,368.54	0.00	0.00
04/24/2009	01/25/2010	1,100.00	0.00	NGG	***NATIONAL GRID PLC NEW SPONSORED ADR	39.478	51.671	43,425.69	56,837.81	ST	13,412.12	0.00	43,425.69	0.00	0.00
04/24/2009	01/27/2010	2,045.00	0.00	NGG	***NATIONAL GRID PLC NEW SPONSORED ADR	39.478	51.489	80,732.31	105,293.66	ST	24,561.35	0.00	80,732.31	0.00	0.00
04/23/2009	02/22/2010	500.00	0.00	M468005	MILLIPORE CORP	55.016	88.998	27,507.95	44,498.19	ST	16,990.24	0.00	27,507.95	0.00	0.00
11/20/2009	02/22/2010	3,690.00	0.00	M468005	MILLIPORE CORP	67.715	88.998	249,869.83	328,396.60	ST	78,526.77	0.00	249,869.83	0.00	0.00
02/27/2009	02/22/2010	1,610.00	0.00	M468005	MILLIPORE CORP	55.337	88.998	89,092.89	143,284.15	ST	54,191.26	0.00	89,092.89	0.00	0.00

04/23/2009	03/04/2010	1,955 00	0 00	M468005	MILLIPORE CORP	55 016	105 031	107,556.08	205,333.78	ST	97,777.70	0 00	107,556.08	0 00	9 00
08/27/2009	03/05/2010	765 00	0 00	XEC	CIMAREX ENERGY CO	39 981	60 412	30,585.62	46,214.90	ST	15,629.28	0 00	30,585.62	0 00	0 00
02/17/2010	03/05/2010	100 00	0 00	NFX	NEWFIELD EXPLORATION CO	50 347	53 000	5,034.73	5,299.94	ST	265.21	0 00	5,034.73	0 00	0 00
08/27/2009	06/04/2010	1,880 00	0 00	XEC	CIMAREX ENERGY CO	39 981	76 835	75,164.65	144,446.60	ST	69,281.95	0 00	75,164.65	0 00	0 00
11/17/2009	08/31/2010	6,670 00	0 00	SLB	***SCHLUMBE RGER LTD	38 042	53 684	253,737.50	358,062.89	ST	104,325.39	0 00	253,737.50	0 00	0 00
04/21/2010	10/18/2010	4,095 00	0 00	YHOO	YAHOO INC	17 431	16 083	71,381.17	65,857.13	ST	-5,524.04	0 00	71,381.17	0 00	0 00
04/14/2010	12/21/2010	490 00	0 00	GWV	WV GRAINGER INC	110 913	138 334	54,347.22	67,782.31	ST	13,435.09	0 00	54,347.22	0 00	0 00
ST - TERM TOTAL		26,460 00						1,159,378.99	1,667,039.15	ST	507,660.17	0 00	1,159,378.99	0 00	0 00
10/19/2007	01/06/2010	425 00	0 00	AXE	ANIXTER INTERNATION AL INC	81 772	48 710	34,753.01	20,701.13	LT	0 00	-14,051.88	34,753.01	0 00	0 00
04/20/2007	01/07/2010	3,505 00	0 00	INTU	INTUIT INC	29 538	30 265	103,529.29	108,076.80	LT	0 00	2,547.51	103,529.29	0 00	0 00
11/05/2004	01/08/2010	710 00	0 00	CNI	***CANADIAN NATIONAL RAILROAD	27 980	55 691	19,865.80	39,539.95	LT	0 00	19,674.15	19,865.80	0 00	0 00
09/01/2005	01/08/2010	1,300 00	0 00	NGG	***NATIONAL GRID PLC NEW SPONSORED	48 581	52 484	63,155.30	68,227.32	LT	0 00	5,072.02	63,155.30	0 00	0 00
11/10/2005	01/08/2010	4,015 00	0 00	NGG	ADR ***NATIONAL GRID PLC NEW SPONSORED	46 281	52 484	185,818.62	210,717.44	LT	0 00	24,898.82	185,818.62	0 00	0 00
08/28/2008	01/08/2010	3,705 00	0 00	XEC	ADR CIMAREX ENERGY CO	54 379	54 286	201,474.20	201,124.83	LT	0 00	-349.37	201,474.20	0 00	0 00
11/04/2005	01/08/2010	3,265 00	0 00	CMCSK	COMCAST CORPORATIO N NEW SPL	17 840	16 090	58,248.69	52,532.82	LT	0 00	-5,715.87	58,248.69	0 00	0 00
09/09/2003	01/08/2010	1,030 00	0 00	CMCSK	CLASS A COMCAST CORPORATIO N NEW SPL	19 500	16 090	20,085.00	16,572.38	LT	0 00	-3,512.62	20,085.00	0 00	0 00
03/16/2006	01/08/2010	1,045 00	0 00	SNI	CLASS A SCRIPPS NETWORKS INTERACTIVE	43 121	43 553	45,061.33	45,511.39	LT	0 00	450.06	45,061.33	0 00	0 00
06/10/2008	01/08/2010	360 00	0 00	SNI	INC CL A SCRIPPS NETWORKS INTERACTIVE INC CL A	43 235	43 553	15,564.65	15,678.57	LT	0 00	113.92	15,564.65	0 00	0 00

11/10/2005	01/22/2010	595 00	0 00	NGG	46 281	52 102	27,537 25	31,000 29	LT	0 00	3,463 04	27,537 25	0 00	0-00
***NATIONAL GRID PLC NEW SPONSORED ADR														
11/10/2005	01/25/2010	790 00	0 00	NGG	46 281	51 671	36,562.07	40,819 89	LT	0 00	4,257 82	36,562 07	0 00	0.00
***NATIONAL GRID PLC NEW SPONSORED ADR														
10/09/2003	01/27/2010	263 00	0 00	NGG	37 209	51 489	9,786 00	13,541 43	LT	0 00	3,755 43	9,786 00	0 00	0 00
***NATIONAL GRID PLC NEW SPONSORED ADR														
10/14/2003	01/27/2010	615 00	0 00	NGG	36 875	51 489	22,678 11	31,665 34	LT	0 00	8,987 23	22,678 11	0 00	0 00
***NATIONAL GRID PLC NEW SPONSORED ADR														
09/30/2003	01/27/2010	1,730 00	0 00	NGG	37 127	51 489	64,229 82	89,074 84	LT	0 00	24,845 02	64,229 82	0 00	0 00
***NATIONAL GRID PLC NEW SPONSORED ADR														
11/12/2003	01/27/2010	263 00	0 00	NGG	36 901	51 489	9,704.94	13,541.43	LT	0 00	3,836 49	9,704 94	0 00	0.00
***NATIONAL GRID PLC NEW SPONSORED ADR														
07/06/2005	02/04/2010	600 00	0 00	TM	73 872	71 465	44,323 08	42,878 52	LT	0 00	-1,444 56	44,323 08	0 00	0 00
***TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM														
01/02/2008	02/04/2010	1,100 00	0 00	TM	107 244	71 465	117,968 73	78,610 61	LT	0 00	-39,358 12	117,968 73	0 00	0 00
***TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM														
03/29/2005	02/04/2010	800 00	0 00	TM	74 473	71 465	59,578.64	57,171 35	LT	0 00	-2,407 29	59,578 64	0 00	0 00
***TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM														
01/18/2006	02/04/2010	1,250 00	0 00	TM	101 201	71 465	126,500 75	89,330 24	LT	0 00	-37,170 51	126,500 75	0 00	0 00
***TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM														
03/01/2005	02/04/2010	750 00	0 00	TM	78 111	71 465	58,583 55	53,598 14	LT	0 00	-4,985 41	58,583 55	0 00	0 00
***TOYOTA MOTOR CORP-ADR NEW REPSTG 2 COM														
01/23/2008	02/19/2010	7,600 00	0 00	S336808	56 738	37 301	431,211.08	283,487 04	LT	0 00	-147,724 04	431,211 08	0 00	0 00
SMITH INTERNATION AL INC-WRTS I I														

10/03/2008	02/19/2010	220.00	0.00	S336808	SMITH INTERNATION	52 445	37 301	11,537 90	8,206 20	LT	0.00	-3,331 70	11,537 90	0.00	0.00
					AL INC-WRTS										
09/14/2005	03/02/2010	500.00	0.00	ALTR	ALTERA CORP	19,747	25 000	9,873 60	12,499.84	LT	0.00	2,626 24	9,873 60	0.00	0.00
03/29/2005	03/02/2010	800.00	0.00	ALTR	ALTERA CORP	19 298	25 000	15,438.72	19,999 74	LT	0.00	4,561 02	15,438 72	0.00	0.00
12/12/2007	03/02/2010	1,445.00	0.00	ALTR	ALTERA CORP	19 158	25 000	27,683 45	36,124 55	LT	0.00	8,441 10	27,683 45	0.00	0.00
09/09/2005	03/02/2010	365.00	0.00	ALTR	ALTERA CORP	19 793	25 000	7,224 34	9,124 88	LT	0.00	1,900 54	7,224 34	0.00	0.00
07/21/2004	03/02/2010	300.00	0.00	ALTR	ALTERA CORP	19 690	25 000	5,907 00	7,499 90	LT	0.00	1,592 90	5,907 00	0.00	0.00
01/28/2005	03/04/2010	2,675.00	0.00	M468005	MILLIPORE CORP	43 721	105.031	116,954 75	280,955 42	LT	0.00	164,000 67	116,954 75	0.00	0.00
10/21/2003	03/04/2010	530.00	0.00	M468005	MILLIPORE CORP	41 441	105 031	21,963 73	55,665 93	LT	0.00	33,702 20	21,963 73	0.00	0.00
08/28/2008	03/05/2010	1,775.00	0.00	NFX	NEWFIELD EXPLORATION CO	44 661	53 000	79,273 63	94,073 98	LT	0.00	14,800 35	79,273 63	0.00	0.00
01/25/2007	03/22/2010	2,270.00	0.00	NATI	NATIONAL INSTRUMENTS CORP	27 951	33 078	63,448.54	75,086 33	LT	0.00	11,637 79	63,448 54	0.00	0.00
07/09/2004	03/22/2010	735.00	0.00	NATI	NATIONAL INSTRUMENTS CORP	28 725	33 078	21,112 88	24,312 09	LT	0.00	3,199 21	21,112 88	0.00	0.00
11/05/2004	04/14/2010	290.00	0.00	CNI	**CANADIAN NATIONAL RAILROAD CORP	27 980	62 306	8,114 20	18,068 58	LT	0.00	9,954 38	8,114 20	0.00	0.00
02/17/2004	04/14/2010	2,305.00	0.00	CNI	**CANADIAN NATIONAL RAILROAD CORP	20 097	62 306	46,322 82	143,614 05	LT	0.00	97,291 23	46,322 82	0.00	0.00
01/25/2007	04/21/2010	2,075.00	0.00	NATI	NATIONAL INSTRUMENTS CORP	27 951	35 893	57,998 12	74,476.51	LT	0.00	16,478 39	57,998 12	0.00	0.00
01/25/2007	04/22/2010	555.00	0.00	NATI	NATIONAL INSTRUMENTS CORP	27 951	35 385	15,512 75	19,638 39	LT	0.00	4,125 64	15,512 75	0.00	0.00
12/30/2004	04/22/2010	255.00	0.00	NATI	NATIONAL INSTRUMENTS CORP	27 381	35 385	6,982 21	9,023 05	LT	0.00	2,040 84	6,982 21	0.00	0.00
10/19/2007	05/06/2010	2,755.00	0.00	AXE	ANIXTER INTERNATION AL INC	81 772	51 609	225,281 31	142,179 01	LT	0.00	-83,102 30	225,281 31	0.00	0.00
10/09/2008	05/18/2010	1,315.00	0.00	NVO	**NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH	46 754	79 237	61,481 38	104,194 36	LT	0.00	42,712 98	61,481 38	0.00	0.00
03/16/2006	06/07/2010	1,890.00	0.00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	43 121	44 071	81,498 49	83,293 16	LT	0.00	1,794 67	81,498 49	0.00	0.00
01/07/2005	07/19/2010	200.00	0.00	ALTR	ALTERA CORP	18 926	27 989	3,785 22	5,597 69	LT	0.00	1,812 47	3,785 22	0.00	0.00

12/12/2007	07/19/2010	4,555 00	0 00	ALTR	19,158	27,989	87,265 15	127,487 28	LT	0 00	40,222 13	87,265 15	0 00	0 00
04/20/2007	07/19/2010	2,100.00	0 00	INTU	29 538	36 980	62,028 96	77,657 32	LT	0 00	15,628 36	62,028 96	0 00	0 00
04/18/2007	07/19/2010	3,270 00	0 00	INTU	29 369	36 980	96,037.28	120,923 53	LT	0 00	24,886 25	96,037.28	0 00	0 00
10/09/2008	07/20/2010	2,870 00	0 00	NVO	46 754	85 656	134,183 69	245,829 71	LT	0 00	111,646 02	134,183 69	0 00	0 00
04/15/2009	07/20/2010	1,940.00	0 00	NVO	41 568	85 656	80,642 31	166,170 60	LT	0 00	85,528 29	80,642 31	0 00	0 00
11/04/2005	07/23/2010	5,960 00	0 00	CMCSK	17 840	17 820	106,328 39	106,205 99	LT	0 00	-122 40	106,328 39	0 00	0 00
01/02/2008	07/23/2010	420 00	0 00	CMCSK	17 706	17 820	7,436 35	7,484 32	LT	0 00	47 97	7,436 35	0 00	0 00
03/16/2006	07/23/2010	2,065 00	0 00	SNI	43 121	40 901	89,044 65	84,458 72	LT	0 00	-4,585 93	89,044 65	0 00	0 00
03/31/2006	07/23/2010	95 00	0 00	SNI	41 538	40,901	3,946 07	3,885 51	LT	0 00	-60 56	3,946 07	0 00	0 00
04/15/2009	08/03/2010	1,535 00	0 00	NVO	41 568	90 187	63,807 19	138,435 17	LT	0 00	74,627 98	63,807 19	0 00	0 00
10/19/2007	08/06/2010	2,575 00	0 00	AXE	81 772	50 014	210,562 39	128,783 61	LT	0 00	-81,778 78	210,562.39	0 00	0 00
08/01/2008	08/06/2010	320 00	0 00	WPO	600 834	377 334	192,266 98	120,745 00	LT	0 00	-71,521 98	192,266 98	0 00	0 00
07/09/2008	08/06/2010	115.00	0 00	WPO	596 730	377 334	68,623 93	43,392 73	LT	0 00	-25,231 20	68,623 93	0 00	0 00
07/09/2008	08/11/2010	620 00	0 00	WPO	596 730	373,714	369,972 47	231,698.94	LT	0 00	-138,273 53	369,972 47	0 00	0 00
02/03/2009	08/11/2010	80 00	0 00	WPO	412 167	373 714	32,973 36	29,896 64	LT	0 00	-3,076 72	32,973.36	0 00	0 00

07/31/2009	08/11/2010	5 00	0 00	WPO	WASHINGTON POST CO	441 837	373,714	2,209 18	1,868 54	LT	0 00	-340 64	2,209 18	0 00	0 00
04/15/2009	08/16/2010	461 00	0 00	WPO	CLASS B WASHINGTON POST CO	390 833	313 731	180,174.11	144,627 45	LT	0 00	-35,546 66	180,174 11	0 00	0 00
04/16/2009	08/16/2010	344 00	0 00	WPO	CLASS B WASHINGTON POST CO	405 827	313 731	139,604 32	107,921 57	LT	0 00	-31,682 75	139,604 32	0 00	0 00
12/03/2008	08/16/2010	545 00	0 00	WPO	CLASS B WASHINGTON POST CO	382 883	313 731	208,671 13	170,980 40	LT	0 00	-37,690 73	208,671 13	0 00	0 00
02/03/2009	08/16/2010	75 00	0 00	WPO	CLASS B WASHINGTON POST CO	412 167	313 731	30,912 53	23,529 41	LT	0 00	-7,383 12	30,912 53	0 00	0 00
06/01/2009	08/31/2010	2,124 00	0 00	SLB	***SCHLUMBE RGER LTD	43 852	53 684	93,140 90	114,021 83	LT	0 00	20,880 93	93,140.90	0 00	0 00
10/03/2008	08/31/2010	2,424 00	0 00	SLB	***SCHLUMBE RGER LTD	75 292	53 684	182,508.60	130,126.60	LT	0 00	-52,382.00	182,508 60	0 00	0 00
08/27/2009	08/31/2010	2,825 00	0 00	SLB	***SCHLUMBE RGER LTD	41 255	53 684	116,544 76	151,653 32	LT	0 00	35,108 56	116,544 76	0 00	0 00
04/18/2007	09/01/2010	5,030 00	0 00	INTU	INTUIT INC	29 369	43 540	147,727 08	219,001 48	LT	0 00	71,274 40	147,727 08	0 00	0 00
04/18/2007	08/13/2010	1,075 00	0 00	INTU	INTUIT INC	29 369	44 154	31,571 89	47,464 64	LT	0 00	15,892 75	31,571 89	0 00	0 00
08/21/2009	09/13/2010	4,335 00	0 00	INTU	INTUIT INC	28 491	44 154	123,507.62	191,403 92	LT	0 00	67,896 30	123,507 62	0 00	0 00
03/31/2006	10/06/2010	505 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	41 538	47 043	20,976 47	23,756.26	LT	0 00	2,779 79	20,976.47	0 00	0 00
05/16/2007	10/06/2010	725 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	40 675	47 043	29,489.45	34,105 53	LT	0 00	4,616 08	29,489 45	0 00	0 00
03/23/2007	10/06/2010	400 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	41 415	47 043	16,566 13	18,816 84	LT	0 00	2,250 71	16,566 13	0 00	0 00
05/11/2009	10/07/2010	1,170 00	0 00	PX	PRAXAIR INC	72 022	89 991	84,265.28	105,287.69	LT	0 00	21,022 41	84,265 28	0 00	0 00
02/17/2004	10/08/2010	505 00	0 00	CNI	***CANADIAN NATIONAL RAILROAD	20 097	65 598	10,148 81	33,126.43	LT	0 00	22,977 62	10,148 81	0 00	0 00
04/15/2009	10/08/2010	445 00	0 00	NVO	***NOVO NORDISK A/S-ADR	41 568	100.000	18,497 85	44,499 33	LT	0 00	26,001 48	18,497 85	0 00	0 00
01/30/2007	10/08/2010	1,030 00	0 00	MMM	REPSTG 1/2 CL B SH	75 342	89 017	77,602 47	91,686 06	LT	0 00	14,083 59	77,602 47	0 00	0 00
05/11/2009	10/08/2010	50 00	0 00	MKL	3M COMPANY MARKEL CORP HOLDING CO	283 720	339,860	14,185 99	16,992 71	LT	0 00	2,806 72	14,185 99	0 00	0 00

11/07/2005	10/18/2010	5 00	0 00	NFX	NEWFIELD EXPLORATION CO	44 056	59 675	220 28	298 37	LT	0 00	78 09	220 28	0 00	0 00
08/28/2008	10/18/2010	1,350 00	0 00	NFX	NEWFIELD EXPLORATION CO	44 661	59 675	60,292.62	80,560 02	LT	0 00	20,267 40	60,292 62	0 00	0 00.
04/15/2009	10/20/2010	675 00	0 00	NVO	***NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH	41 568	100.100	28,058 53	67,566 22	LT	0 00	39,507 69	28,058 53	0 00	0 00
11/07/2005	10/20/2010	600 00	0 00	NVO	***NOVO NORDISK A/S-ADR REPSTG 1/2 CL B SH	26 611	100 100	15,966 75	60,058 87	LT	0 00	44,092 12	15,966 75	0 00	0 00
05/26/2009	11/01/2010	300 00	0 00	NVZMY	***NOVOZYME S A/S ADR	78 948	130 980	23,684 37	39,293 33	LT	0 00	15,608 96	23,684 37	0 00	0 00
01/07/2005	11/01/2010	815 00	0 00	ALTR	ALTEA CORP	18 926	31 053	15,424 77	25,307 93	LT	0 00	9,883 16	15,424 77	0 00	0 00
08/27/2009	11/01/2010	1,180 00	0 00	XEC	CIMAREX ENERGY CO	39 981	78 057	47,177 82	92,105 70	LT	0 00	44,927 88	47,177 82	0 00	0 00
07/21/2004	11/01/2010	550 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	27 296	34 499	15,013 02	18,974 02	LT	0 00	3,951 00	15,013 02	0 00	0 00
12/30/2004	11/01/2010	1,245 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	27 381	34 499	34,089 59	42,950 28	LT	0 00	8,860 69	34,089 59	0 00	0 00
10/05/2004	11/01/2010	815 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	26 748	34 499	21,799 78	28,116 04	LT	0 00	6,316 26	21,799 78	0 00	0 00
05/16/2007	11/01/2010	585 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	40.675	50 926	23,794 94	29,791 14	LT	0 00	5,996.20	23,794 94	0 00	0 00
01/07/2005	11/08/2010	1,035 00	0 00	ALTR	ALTERA CORP	18 926	33 792	19,588 52	34,974 23	LT	0 00	15,385 71	19,588 52	0 00	0 00
10/04/2006	11/08/2010	4,925 00	0 00	ALTR	ALTERA CORP	18 446	33 792	85,311 83	156,285.82	LT	0 00	70,973 99	85,311 83	0 00	0 00
05/19/2006	11/08/2010	4,250 00	0 00	ALTR	ALTERA CORP	18 429	33 792	78,323 68	143,614 00	LT	0 00	65,290 32	78,323 68	0 00	0 00
11/06/2006	11/08/2010	315 00	0 00	ALTR	ALTERA CORP	18 338	33 792	5,776 34	10,644.33	LT	0 00	4,867 99	5,776 34	0 00	0 00
04/15/2009	11/12/2010	520 00	0 00	ALTR	ALTERA CORP	17 162	32 649	8,924.40	16,976 98	LT	0 00	8,052 58	8,924 40	0 00	0 00
11/06/2006	11/12/2010	3,885 00	0 00	ALTR	ALTERA CORP	18 338	32 649	71,241 58	126,837 66	LT	0 00	55,596 08	71,241.58	0 00	0 00
04/15/2009	11/15/2010	4,565 00	0 00	ALTR	ALTERA CORP	17 162	32 528	78,345 90	148,489.64	LT	0 00	70,143 74	78,345 90	0 00	0 00
10/04/2006	11/22/2010	1,940 00	0 00	TXN	TEXAS INSTRUMENTS INC	31 966	31.944	62,013 65	61,969 72	LT	0 00	-43 93	62,013 65	0 00	0 00
08/08/2007	11/22/2010	320 00	0 00	TXN	TEXAS INSTRUMENTS INC	33 954	31 944	10,865 28	10,221 81	LT	0 00	-643 47	10,865 28	0 00	0 00
05/14/2007	12/07/2010	3,002 00	0 00	INTU	INTUIT INC	27 799	47 088	83,451 70	141,356 98	LT	0 00	57,905 28	83,451 70	0 00	0 00

08/21/2009	12/07/2010	215 00	0.00	INTU	INTUIT INC	28 491	47 088	6,125.52	10,123 83	LT	0 00	3,998 31	6,125 52	0 00	0.00
11/07/2005	12/07/2010	980 00	0.00	NFX	NEWMFIELD EXPLORATION CO	44 056	71 735	43,174 98	70,299 31	LT	0 00	27,124 33	43,174 98	0 00	0.00
05/14/2007	12/08/2010	1,298 00	0.00	INTU	INTUIT INC	27 799	47 161	36,082 71	61,214 33	LT	0 00	25,131 62	36,082 71	0 00	0.00
04/13/2009	12/08/2010	650.00	0.00	INTU	INTUIT INC	25 705	47.161	16,708 18	30,654 32	LT	0 00	13,946 14	16,708 18	0 00	0.00
08/20/2009	12/16/2010	4,865 00	0.00	MLHR	HERMAN MILLER INC	15 768	25.017	76,712 11	121,704 67	LT	0 00	44,992 56	76,712 11	0 00	0.00
04/15/2009	12/16/2010	3,260 00	0.00	INTU	INTUIT INC	25 247	48 750	82,306.20	158,922 31	LT	0 00	76,616 11	82,306 20	0 00	0.00
04/13/2009	12/16/2010	120 00	0.00	INTU	INTUIT INC	25 705	48 750	3,084.59	5,849 90	LT	0.00	2,765 31	3,084 59	0 00	0.00
11/07/2005	12/21/2010	175 00	0.00	ALTR	ALTERA CORP	17 099	36 045	2,992 25	6,307.77	LT	0 00	3,315 52	2,992 25	0 00	0.00
04/15/2009	12/21/2010	1,400 00	0.00	ALTR	ALTERA CORP	17 162	36.045	24,027.22	50,462 15	LT	0 00	26,434 93	24,027 22	0 00	0.00
LT - TERM		157,104.00						6,857,617.80	7,980,892.17	LT	0 00	1,123,274 37	6,857,617 80	0 00	0.00
TOTAL		183,564.00						8,016,996.79	9,647,931.33		507,660 17	1,123,274 37	8,016,996 79	0 00	0.00
SECTION															
TOTAL															

CASH IN LIEU

Purchase Date	Closed Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Boot Cost	Disc Inc	Gain/Loss
CASH IN LIEU	08/27/2010	25.32		SLB	***SCHLUMBE RGER LTD			0.00	25.32	LT	0.00	25 32	0.00	0.00	0.00
LT - TERM		25 32						0.00	25.32	LT	0.00	25.32	0.00	0.00	0.00
TOTAL															
SECTION															
TOTAL															

Indicators

ST	- Short Term
LT	- Long Term
WO	- Written Option
SS	- Short Sale
P	- Purchase includes option premium
S	- Sale includes option premium

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Type or print File by the extended due date for filing your return. See instructions.	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
	Name of exempt organization LILY AUCHINCLOSS FOUNDATION, INC.	Employer identification number 13-3935995
	Number, street, and room or suite no. If a P.O. box, see instructions. 16 EAST 79TH STREET, NO. 31	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10021	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

WTAS LLC

- The books are in the care of **1177 AVENUE OF THE AMERICAS - NEW YORK, NY 10036**

Telephone No. **(646) 213-5100**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

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

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	73,000.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	73,000.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Keey M. ...** Title **TAX DIRECTOR**

Date **8-4-11**

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
	LILY AUCHINCLOSS FOUNDATION, INC.	13-3935995
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	16 EAST 79TH STREET, NO. 31	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10021	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WTAS LLC

- The books are in the care of ► **452 FIFTH AVE, 23RD FLOOR - NEW YORK, NY 10018-2706**
Telephone No. ► **(646) 213-5100** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2010** or
► ☐ tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	73,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	55,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	18,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)