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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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
BERNARD AND JUDY CORNWELL FOUNDATION INC

A Employer identification number
13-4033628

Number and street (or P O box number if mail is not delivered to street address)
c/o M Weinstein HOGAN Lovells US
875 Third AVENUE

Room/suite

B Telephone number (see page 10 of the instructions)
(212) 918-3000

City or town, state, and ZIP code
NEW YORK, NY 100226225

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)**\$** 1,004,048

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	294,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16	16	16	
	4 Dividends and interest from securities.	22,703	22,703	22,703	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	66,931			
	b Gross sales price for all assets on line 6a <u>395,674</u>				
	7 Capital gain net income (from Part IV, line 2)		66,931		
	8 Net short-term capital gain			23,579	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	258	258	258	
	12 Total. Add lines 1 through 11	383,908	89,908	46,556	
	13 Compensation of officers, directors, trustees, etc	0	0	0	
	14 Other employee salaries and wages	0	0	0	
	15 Pension plans, employee benefits	0	0	0	
	16a Legal fees (attach schedule)	0	0	0	
	b Accounting fees (attach schedule)	0	0	0	
	c Other professional fees (attach schedule)	0	0	0	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	39	39	39	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,629	10,629	10,629	
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	10,668	10,668	10,668	0
	25 Contributions, gifts, grants paid	230,700			230,700
	26 Total expenses and disbursements. Add lines 24 and 25	241,368	10,668	10,668	230,700
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	142,540			
	b Net investment income (if negative, enter -0-)		79,240		
	c Adjusted net income (if negative, enter -0-)			35,888	

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

Cat No 11289X

Form **990-PF** (2010)

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1Cash—non-interest-bearing	0	0	0
	2Savings and temporary cash investments	1,493	40,375	40,375
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)	0	68,483	68,483
	bInvestments—corporate stock (attach schedule)	533,745	568,920	701,886
	cInvestments—corporate bonds (attach schedule).	180,511	180,511	193,304
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)			
	14Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15Other assets (describe ▶ _____)			
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	715,749	858,289	1,004,048
Liabilities	17Accounts payable and accrued expenses			
	18Grants payable			
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)			
	23Total 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.			
	24Unrestricted			
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds			
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds	715,749	858,289	
	30Total net assets or fund balances (see page 17 of the instructions)	715,749	858,289	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	715,749	858,289	

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	715,749
2	Enter amount from Part I, line 27a	2	142,540
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	858,289
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	858,289

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				
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 }		266,931
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	{ }		323,579

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	210,000	738,059	0 28453
2008	76,000	682,793	0 111308
2007	67,000	590,658	0 113433
2006	58,000	431,968	0 134269
2005	41,000	333,894	0 122793
2	Total of line 1, column (d).		20 766333
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		30 153267
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		4917,948
5	Multiply line 4 by line 3.		5140,691
6	Enter 1% of net investment income (1% of Part I, line 27b).		6792
7	Add lines 5 and 6.		7141,483
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18		8230,700

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt 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)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	792
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3Add lines 1 and 2.		3	792
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	792
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	900
d	Backup withholding erroneously withheld	6d	
7Total credits and payments Add lines 6a through 6d.		7	900
8Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	108
11Enter the amount of line 10 to be Credited to 2011 estimated tax 108 Refunded		11	

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			No
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
3Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MA			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of HOGAN LOVELLS US LLP Telephone no (212) 918-3000 Located at 875 THIRD AVENUE new york NY ZIP+4 100226225			
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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.				

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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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		No
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 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

☐ Yes ☒ No

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

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

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

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

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?

5b

6b

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BERNARD CORNWELL	PRESIDENT	0	0	0
325 Old Comers Road Chatham, MA 026331312	2 0			
JUDITH CORNWELL	TREASURER	0	0	0
325 Old Comers Road Chatham, MA 026331312	2 0			
MARK WEINSTEIN	director	0	0	0
875 Third Avenue New York, NY 10022	0			
Kathleen Motz	Clerk	0	0	0
68 Uncle Alberts Drive Chatham, MA 02633	1 0			

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

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	
2	
3	
4	

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	845,801
b	Average of monthly cash balances.	1b	86,126
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	931,927
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	931,927
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	13,979
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	917,948
6	Minimum investment return. Enter 5% of line 5.	6	45,897

Part XI

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

1	Minimum investment return from Part X, line 6.	1	45,897
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	792
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	792
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	45,105
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	45,105
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	45,105

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	230,700
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	230,700
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	792
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	229,908
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				45,105
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only.			0	
b	Total for prior years 2008 , 2007 , 2006		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005.				24,465
b	From 2006.				36,515
c	From 2007.				37,787
d	From 2008.				42,023
e	From 2009.				173,172
f	Total of lines 3a through e.	313,962			
4	Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 230,700				
a	Applied to 2009, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2010 distributable amount.				45,105
e	Remaining amount distributed out of corpus	185,595			
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	499,557			
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 page 27 of the instructions . . .		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	24,465			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	475,092			
10	Analysis of line 9				
a	Excess from 2006.				36,515
b	Excess from 2007.				37,787
c	Excess from 2008.				42,023
d	Excess from 2009.				173,172
e	Excess from 2010.				185,595

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

BERNARD JUDY CORNWELL

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

NA

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	230,700
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments. . . .						
3 Interest on savings and temporary cash investments		523000	16	14		
4 Dividends and interest from securities. . . .		523000	22,703	14		
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory		523000	66,931	18		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. .						
BANK CREDIT FOR			164			
11 Other revenue a CHECKING FEES						
b IRS TAX REFUND			94			
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e). .			89,908			
13 Total. Add line 12, columns (b), (d), and (e).		13 _____				89,908

(See worksheet in line 13 instructions on page 28 to verify calculations)

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

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

1c

No

d

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

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

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
--------------------------	--------------------------	---------------------------------

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

2011-08-01

Date

Title

Paid Preparer's Use Only

Preparer's Signature

susan g isacoff 508 481-5560

Firm's name

HOGAN LOVELLS US LLP

875 THIRD AVENUE

Firm's address

NEW YORK, NY 10022

Date

Check if self-employed

PTIN

Firm's EIN

Phone no (212) 918-3000

Form 990-PF (2010)

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2010

Name of organization BERNARD AND JUDY CORNWELL FOUNDATION INC	Employer identification number 13-4033628
---	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on lin H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization BERNARD AND JUDY CORNWELL FOUNDATION INC	Employer identification number 13-4033628
---	---

Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Bernard Judy Cornwell 325 old comers road chatham, MA 026331312	\$ 294,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization BERNARD AND JUDY CORNWELL FOUNDATION INC	Employer identification number 13-4033628
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Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization BERNARD AND JUDY CORNWELL FOUNDATION INC	Employer identification number 13-4033628
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift Transferee's name, address, and ZIP + 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift Transferee's name, address, and ZIP + 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift Transferee's name, address, and ZIP + 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift Transferee's name, address, and ZIP + 4Relationship of transferor to transferee		

Additional Data

Software ID:

Software Version:

EIN: 13-4033628

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	ALLEGHENY TECHNOLOGIES INC 100 SHS	P	2009-08-21	2010-01-11
B	UNION PACIFIC 150 SHS	P	2009-03-18	2010-01-21
C	UNION PACIFIC CORP 50 SHS	P	2009-10-28	2010-01-21
D	UNITED TECHNOLOGIES 100 SHS		2009-07-15	2010-01-27
E	ITT INDUSTRIES INC 50 SHS		2010-01-22	2010-02-05
F	US BANCORP 100 SHS	P	2009-06-02	2010-02-05
G	WAL-MART STORES 75 SHS	P	2009-04-13	2010-03-09
H	WAL-MART STORES 150 SHS	P	2009-05-22	2010-03-09
I	TIFFANY & CO 50 SHS		2009-03-27	2010-03-23
J	ALLEGHENY TECHNOLOGIES 50 SHS	D	2010-01-28	2010-03-24
K	ALLEGHENY TECHNOLOGIES 200 SHS	P	2009-08-21	2010-03-24
L	ABBOTT LABORATORIES 100 SHS	P	2009-07-15	2010-05-06
M	IBM 25 SHS	P	2010-04-14	2010-05-06
N	MCDONALDS 100 SHS	P	2009-10-02	2010-05-10
O	ABB LTD 100 ADRS		2009-12-10	2010-05-25
P	INVESCO LTD 200 SHS	P	2010-03-09	2010-05-25
Q	ANDARKO PETROLEUM 150 SHS	P	2010-05-28	2010-06-02
R	ANDARKO PETROLEUM 100 SHS	P	2010-05-28	2010-06-09
S	WALGREEN CO 150 SHS	P	2010-05-28	2010-06-10
T	WALGREEN CO 200 SHS	P	2010-02-03	2010-06-10
U	ABBOTT LABORATORIES 100 SHS	P	2009-07-15	2010-06-11
V	INVESCO LTD 400 SHS	P	2010-03-09	2010-07-08
W	NEXTERA ENERGY INC 50 SHS	D	2010-06-01	2010-08-05
X	NESTLE SA 25 ADRS	P	2010-05-04	2010-09-02
Y	NESTLE 75 ADRS	P	2010-05-10	2010-09-02
Z	RANGE RESOURCES CORP 50 SHS	P	2010-07-08	2010-09-16
AA	MCDONALD'S 50 SHS	P	2010-05-28	2010-09-17
AB	THERMO FISHER SCIENTIFIC 200 SHS	P	2010-07-27	2010-11-18
AC	ANALOG DEVICES 250 SHS	P	2010-05-21	2010-12-08
AD	ITT INDUSTRIES 100 SHS	P	2010-01-27	2010-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	ITT INDUSTRIES 150 SHS	P	2010-01-22	2010-12-15
AF	CISCO SYSTEMS 100 SHS	P	2008-05-28	2010-01-06
AG	COCA COLA 50 SHS		2008-06-20	2010-01-06
AH	ALCON INC 25 SHS	P	2008-11-10	2010-01-07
AI	UNITED TECHNOLOGIES CORP 50 SHS	P	2008-09-16	2010-01-27
AJ	UNITED TECHNOLOGIES CORP 50 SHS	P	2008-10-14	2010-01-27
AK	NESTLE SA 200 ADRS	P	2008-12-09	2010-02-03
AL	ALCON INC 25 SHS	P	2008-10-28	2010-02-05
AM	ORACLE CORP 200 SHS	P	2008-06-26	2010-02-05
AN	QUESTAR CORP 100 SHS	P	2008-11-03	2010-02-08
AO	ABB LTD 100 ADRS	P	2008-01-14	2010-03-02
AP	ABB LTD 200 ADRS		2008-07-24	2010-03-02
AQ	CISCO SYSTEMS 100 SHS	P	2008-05-28	2010-03-17
AR	CISCO SYSTEMS 200 SHS	P	2008-06-19	2010-03-17
AS	QUESTAR CORP 300 SHS	P	2008-11-03	2010-04-27
AT	ANADARKO PETROLEUM 150 SHS	P	2008-10-30	2010-05-03
AU	3M COMPANY 50 SHS	P	2008-06-05	2010-05-06
AV	ORACLE CORP 100 SHS	P	2008-06-26	2010-05-06
AW	PRAXAIR INC 50 SHS	P	2008-09-23	2010-05-06
AX	THERMO FISHER SCIENTIFIC INC 50 SHS	P	2008-10-30	2010-05-06
AY	FPL GROUP 100 SHS	P	2008-06-04	2010-05-10
AZ	ALCON INC 50 SHS	P	2008-10-28	2010-05-12
BA	WELLS FARGO & CO 100 SHS	P	2008-10-09	2010-05-14
BB	CISCO SYSTEMS 100 SHS	P	2008-06-19	2010-05-21
BC	CISCO SYSTEMS INC 300 SHS		2008-11-05	2010-05-21
BD	EOG RES INC 75 SHS		2008-08-05	2010-05-25
BE	ABBOTT LABORATORIES 200 SHS		2009-06-09	2010-06-11
BF	THERMO FISHER SCIENTIFIC 125 SHS		2008-10-30	2010-06-29
BG	ANADARKO PETROLEUM 50 SHS		2009-06-30	2010-07-07
BH	ANADARKO PETROLEUM 50 SHS		2008-10-30	2010-07-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	WALGREEN CO 100 SHS		2009-07-22	2010-07-27
BJ	ALCON INC 50 SHS		2008-11-21	2010-08-05
BK	ALCON INC 25 SHS		2008-10-28	2010-08-05
BL	TIFFANY & CO 250 SHS		2009-03-27	2010-08-12
BM	NESTLE SA 50 ADRS		2009-06-15	2010-09-02
BN	ANADARKO PETROLEUM CORP 100 SHS		2008-10-30	2010-11-03
BO	ANALOG DEVICES 200 SHS		2008-01-11	2010-11-16
BP	ORACLE CORP 200 SHS		2009-09-22	2010-11-16
BQ	ORACLE CORP 200 SHS		2008-06-26	2010-11-16
BR	ANALOG DEVICES 100 SHS		2008-09-04	2010-12-08
BS	ALBERTO CULVER 400 SHS		2010-03-14	2010-10-05
BT	JP MORGAN CHASE 50 SHS		2008-05-29	2010-04-09
BU	WALGREEN CO 300 SHS		2009-03-04	2010-07-27
BV	NEXTERA 200 SHS		2008-06-04	2010-08-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	10,233		5,776	4,457
B	9,842		5,939	3,903
C	3,281		2,799	482
D	6,715		5,223	1,492
E	2,400		2,479	-79
F	2,351		1,802	549
G	4,071		3,848	223
H	8,142		7,427	715
I	2,368		1,115	1,253
J	2,708		2,131	577
K	10,831		5,776	5,055
L	4,992		4,463	529
M	3,170		3,264	-94
N	7,038		5,693	1,345
O	1,611		1,794	-183
P	3,602		3,994	-392
Q	6,517		8,042	-1,525
R	4,157		5,362	-1,205
S	4,306		4,811	-505
T	5,741		6,950	-1,209
U	4,700		4,463	237
V	7,048		7,988	-940
W	2,655		2,456	199
X	1,324		1,193	131
Y	3,973		3,507	466
Z	1,775		2,080	-305
AA	3,718		3,345	373
AB	10,395		9,339	1,056
AC	9,533		7,094	2,439
AD	5,018		4,882	136

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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 E	7,527		7,437	90
A F	2,458		2,568	-110
A G	2,813		2,665	148
A H	3,864		2,205	1,659
A I	3,357		3,154	203
A J	3,357		2,734	623
A K	9,621		7,068	2,553
A L	3,908		2,095	1,813
A M	4,652		4,320	332
A N	4,030		3,304	726
A O	2,053		1,726	327
A P	4,106		5,378	-1,272
A Q	2,634		2,568	66
A R	5,267		4,998	269
A S	14,488		9,912	4,576
A T	9,094		4,995	4,099
A U	4,288		3,839	449
A V	2,457		2,160	297
A W	4,079		4,023	56
A X	2,703		1,935	768
A Y	5,215		6,500	-1,285
A Z	7,572		4,190	3,382
B A	3,266		2,919	347
B B	2,309		2,499	-190
B C	6,927		5,248	1,679
B D	7,221		7,058	163
B E	9,400		8,900	500
B F	6,189		4,838	1,351
B G	1,980		2,258	-278
B H	1,980		1,665	315

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	2,915		2,991	-76
BJ	7,970		3,419	4,551
BK	3,985		2,095	1,890
BL	10,513		5,572	4,941
BM	2,649		1,777	872
BN	6,253		3,330	2,923
BO	6,814		5,442	1,372
BP	5,540		4,305	1,235
BQ	5,540		4,320	1,220
BR	3,813		2,629	1,184
BS	14,998		10,689	4,309
BT	2,290		2,155	135
BU	8,745		6,824	1,921
BV	10,619		13,001	-2,382

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				4,457
B				3,903
C				482
D				1,492
E				-79
F				549
G				223
H				715
I				1,253
J				577
K				5,055
L				529
M				-94
N				1,345
O				-183
P				-392
Q				-1,525
R				-1,205
S				-505
T				-1,209
U				237
V				-940
W				199
X				131
Y				466
Z				-305
AA				373
AB				1,056
AC				2,439
AD				136

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	
AE			90
AF			-110
AG			148
AH			1,659
AI			203
AJ			623
AK			2,553
AL			1,813
AM			332
AN			726
AO			327
AP			-1,272
AQ			66
AR			269
AS			4,576
AT			4,099
AU			449
AV			297
AW			56
AX			768
AY			-1,285
AZ			3,382
BA			347
BB			-190
BC			1,679
BD			163
BE			500
BF			1,351
BG			-278
BH			315

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI			-76
BJ			4,551
BK			1,890
BL			4,941
BM			872
BN			2,923
BO			1,372
BP			1,235
BQ			1,220
BR			1,184
BS			4,309
BT			135
BU			1,921
BV			-2,382

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Anglo-American Charitable Foundation c/o Baker Hostetler 1050 Connecticut Avenue NW Suite Washington, DC 200365318	None	Public	Sharpe's Children Foundation General Support	80,000
Arc of the Cape Cod 171 Main Street Hyannis, MA 02601	none	public	general support	5,000
Brick Monkey Theater Ensemble 253 Highland Avenue Athens, OH 45701	None	Public	general support	5,000
Cape Ecumenical Council for the Homeless PO Box 81 West Chatham, MA 02669	None	public	General support	1,000
Carolina Youth Development Center 5055 Lackawanna Boulevard North Charleston, SC 29405	None	Public	General Support	5,000
Charleston Library Society 164 King Street Charleston, SC 29401	None	Public	General Support	35,000
Doctors Without Borders 333 Seventh Avenue New York, NY 10001	None	Public	General Support	5,000
Episcopal Diocese of Massachusetts 138 Tremont Street Boston, MA 02111	None	Public	Support for Greg Mortensen's Schools in Afghanistan	15,000
Friends of Monomy Theater PO Box 169 Chatham, MA 02633	None	Public	General Support	17,000
Habitat for Humanity of Cape Cod 411 Main Street Suite 6 Yarmouth, MA 02675	None	Public	General Support	1,000
Heifer International PO Box 8058 Little Rock, AK 722038058	None	Public	General Support	10,000
Hospice & Palliative Care of Cape Cod 765 Attucks Lane Hyannis, MA 02601	None	Public	General Support	5,000
Miracle Distribution Center 3947 East LaPalma Avenue Anaheim, CA 92807	None	Public	General Support	1,000
St Christopher's Church 625 Main Street Chatham, MA 02633	None	Public	Capital Campaign	6,000
Salvation Army Massachusetts Division 147 Berkeley Street Boston, MA 02116	None	Public	General Support	6,000
Total  3a				230,700

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Samaritans on Cape Cod & the Islands PO Box 65 Falmouth, MA 02541	None	Public	General Support	500
Sophia Institute 26 Society Street Charleston, SC 29401	None	public	General Support	13,200
We Can 537 Main Street Suite 2H Harwichport, MA 02646	None	public	General Support	20,000
Total			3a	230,700

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Depreciation Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2010 Investments Corporate
Bonds Schedule****Name:** BERNARD AND JUDY CORNWELL FOUNDATION INC**EIN:** 13-4033628

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CHEVRON CORP 3.95% 3/3/14	25,974	26,718
HEWLETT PACKARD 4.75% 6/2/14	26,197	27,390
JPMORGAN CHASE 7.9% 4/29/49	25,767	31,890
PEPSICO 5.125% 5/15/12	25,891	26,426
PRAXAIR 4.5% 8/15/19	24,877	26,276
VERIZON 5.25% 4/15/13	25,655	27,020
WELLS FARGO 5.75%	26,150	27,584

**TY 2010 Investments Corporate
Stock Schedule**

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC
EIN: 13-4033628

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK-VARIOUS COS	568,920	701,886

TY 2010 Land, Etc. Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC
EIN: 13-4033628

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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TY 2010 Other Expenses Schedule**Name:** BERNARD AND JUDY CORNWELL FOUNDATION INC**EIN:** 13-4033628

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WIRE TRANSFER FEES	20	20	20	
INVESTMENT ADVISORY FEES	10,407	10,407	10,407	
AGENCY PROCESSING FEES	22	22	22	
MASSACHUSETTS FILING FEE	15	15	15	
CHECKING FEES	165	165	165	

TY 2010 Other Income Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
Bank Credits for Checking Fees	164	164	164
IRS Tax Refund	94	94	94

TY 2010 Taxes Schedule

Name: BERNARD AND JUDY CORNWELL FOUNDATION INC

EIN: 13-4033628

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	39	39	39	0