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**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

2010

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 The Enoch Foundation		A Employer identification number 13-6989587
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions)
c/o Foundation Source, 501 Silverside Road	123	(800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 29,927,668		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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)	996,967			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	649	649		
	4 Dividends and interest from securities	679,839	679,839		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-598,131			
	b Gross sales price for all assets on line 6a 4,747,435				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	7,967	1,750			
12 Total. Add lines 1 through 11	1,087,291	682,238			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	217,351	217,351		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,500			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	61,947	21		61,926
	24 Total operating and administrative expenses. Add lines 13 through 23	283,798	217,372		61,926
	25 Contributions, gifts, grants paid	712,000			712,000
26 Total expenses and disbursements. Add lines 24 and 25	995,798	217,372		773,926	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	91,493				
b Net investment income (if negative, enter -0-)		464,866			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,185,941	1,118,496	1,118,496
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U.S. and state government obligations (attach schedule)	774,817	248,574	253,046
	b	Investments—corporate stock (attach schedule)	19,837,889	21,523,090	24,276,475
	c	Investments—corporate bonds (attach schedule)	3,869,876	3,869,877	4,141,436
Liabilities	11	Investments—land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	142,754	142,733	138,215
	14	Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	26,811,277	26,902,770	29,927,668
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds	26,811,277	26,902,770	
	30	Total net assets or fund balances (see page 17 of the instructions)	26,811,277	26,902,770	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	26,811,277	26,902,770	

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	26,811,277
2	Enter amount from Part I, line 27a	2	91,493
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	26,902,770
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	26,902,770

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 Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 4,747,435		4,822,732	-75,297	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-75,297	
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		2 -75,297
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		3

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.

(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	676,168	24,276,316	0.027853
2008	891,254	20,636,431	0.043188
2007	0	1,655,372	0.000000
2006	0	0	0.000000
2005			0.000000
2 Total of line 1, column (d)			2 0.071041
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.017760
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 27,307,543
5 Multiply line 4 by line 3			5 484,982
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,649
7 Add lines 5 and 6			7 489,631
8 Enter qualifying distributions from Part XII, line 4			8 773,926

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		1	4,649
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	4,649
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,649
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 8,500		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,500	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,851	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 3,851 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> 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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address				
14	The books are in care of	c/o Foundation Source		
Located at		501 Silverside Road, Suite 123 Wilmington DE		Telephone no
				(800) 839-1754
		ZIP+4		19809-1377
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	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years 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 22 of the instructions)	2b	N/A
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	N/A
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)? (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)?

5b N/A

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?

6b X

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?

7b N/A

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

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

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

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

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
Robert B. Ferguson & Co. Inc. PO Box 155, Dorset, VT 05251	Investment Management	189,823
Foundation Source 55 Walls Drive, 3rd Floor, Fairfield, CT 06824	Administrative Services	61,056
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

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	25,240,177
b	Average of monthly cash balances	1b	2,483,217
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	27,723,394
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	
3	Subtract line 2 from line 1d	3	27,723,394
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	415,851
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	27,307,543
6	Minimum investment return. Enter 5% of line 5	6	1,365,377

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	1,365,377
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,649
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	4,649
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,360,728
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,360,728
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	1,360,728

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	773,926
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	
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	773,926
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	4,649
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	769,277

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				1,360,728
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			745,457	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	0			
b From 2006	0			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 773,926				
a Applied to 2009, but not more than line 2a			745,457	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				28,469
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
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				1,332,259
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
THE WEIZMANN INSTITUTE OF SCIENCE INC 633 3RD AVE FL 20 NEW YORK NY 10017	N/A	509(a)(1)	General & Unrestricted	100,000
AMERICAN THEATRE WORKS INC PO BOX 519 DORSET VT 05251	N/A	509(a)(2)	Conservatory Program	7,000
CARNEGIE HALL CORPORATION 881 7TH AVE NEW YORK NY 10019	N/A	509(a)(2)	General & Unrestricted	60,000
CHOATE ROSEMARY HALL FOUNDATION 333 CHRISTIAN ST WALLINGFORD CT 06492	N/A	509(a)(1)	The Enoch Foundation Scholar	50,000
GREEN MTN ACDMY FOR LIFE LONG LEARNING PO BOX 1820 MANCHESTR CTR VT 05255	N/A	509(a)(2)	Education Program	10,000
LIGHTHOUSE INTERNATIONAL 111 E 59TH ST-13TH FL NEW YORK NY 10022	N/A	509(a)(1)	General & Unrestricted	25,000
MANCHESTER MUSIC FESTIVAL PO BOX 33 MANCHESTER VT 05254	N/A	509(a)(1)	Educational Purposes	15,000
MANHATTAN SCHOOL OF MUSIC 120 CLAREMONT AVE NEW YORK NY 10027	N/A	509(a)(1)	General & Unrestricted	10,000
MAVERICK CONCERTS INC PO BOX 9 WOODSTOCK NY 12498	N/A	509(a)(2)	General & Unrestricted	10,000
METROPOLITAN OPERA ASSOCIATION LINCOLN CENTER NEW YORK NY 10023	N/A	509(a)(1)	General & Unrestricted	85,000
NATURAL HISTORY MUS. OF THE ADIRONDACKS 45 MUSEUM DR TUPPER LAKE NY 12986	N/A	509(a)(1)	Educational Program	30,000
Total . . . See Attached Statement . . .			▶ 3a	712,000
b <i>Approved for future payment</i>				
Total . . .			▶ 3b	0

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

7/22/11
Date

Title Trustee

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Jeffrey D. Haskell

Jeffrey D. Haskell

7/18/2011

Check ☐ if self-employed

Firm's name ► FOUNDATION SOURCE

Firm's EIN ▶

Firm's address ► 55 WALLS DRIVE, FAIRFIELD, CT 06824

Phone no (800) 839-1754

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 the organization

Employer identification number

The Enoch Foundation

13-6989587

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 33 1/3% 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 line 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
The Enoch Foundation

Employer identification number
13-6989587

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Estate of Margaret Enoch - Robert B. Ferguson P.O. Box 155 Dorset VT 05251 Foreign State or Province Foreign Country	\$ 996,967	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
The Enoch Foundation

Employer identification number
13-6989587

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
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----

Name of organization
The Enoch Foundation

Employer identification number
13-6989587

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.) ► \$ 0

(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 + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

Form 990-PF, Part I, Line 11 - Other Income

TOTAL:			7,967	1,750
		(a) Revenue per Books	(b) Net Investment Income	
1	Federal Tax Refund	6,217		
2	LAZARD LTD K-1 Pass-Through Share of Partnership Income/(Loss)	1,750		1,750
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:					217,351	217,351	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Investment Management Services	217,351	217,351		0			
2					0			
3					0			
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:		4,500	0	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2010	4,500	0		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					61,947	21	0	61,926
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	61,056	0	0	61,056			
2	K-1 pass-through LAZARD LTD	21	21		0			
3	Public Disclosure in Newspaper Ad	120	0		120			
4	State or local filing fees	750	0		750			
5								
6								
7								
8								
9								
10								

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

TOTAL:				242,642	248,574	253,046
	Description/Symbol/CUSIP Number	Shares	Book Value	(c) Fair Market Value		
1	GNMA - 4.000% - 02/15/2039 - POOL 487668 (36210BW50)	92,642	92,411	93,483		
2	US TREAS NOTE - 4.375% - 08/15/2012 (912828AJ9)	150,000	156,163	159,563		
3						
4						
5						
6						
7						
8						
9						
10						

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		21,523,090		24,276,475	
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)	
1	3M CO (MMM)	3,000	255,735		258,900		
2	AIR PRODS & CHEM INC (APD)	4,700	393,475		427,465		
3	ALTRIA GROUP INC (MO)	6,000	128,545		147,720		
4	AMERICAN ELECTRIC POWER INC. (AEP)	6,500	259,068		233,870		
5	AMERICAN EXPRESS CO (AXP)	4,700	195,472		201,724		
6	APPLE INC. (AAPL)	1,650	357,113		532,224		
7	AT&T CORP COM NEW (T)	7,000	296,905		205,660		
8	AVON PRODUCTS (AVP)	6,000	191,769		174,360		
9	BANK NEW YORK MELLON CORP COM (BK)	9,000	400,390		271,800		
10	BANK OF AMERICA CORP (BAC)	14,000	254,508		186,760		
11	BARCLAYS BANK PLC PRFD 'C' (BCS-PC)	5,000	120,155		127,100		
12	BERKSHIRE HATHAWAY INC. CLASS B (BRK-B)	4,000	238,260		320,440		
13	BHP BILLITON LIMITED (BHP)	5,000	250,816		464,600		
14	CENTRAL GOLDTRUST (GTU)	1,700	92,562		92,395		
15	CHEVRONTXACO CORP (CVX)	3,300	251,355		301,125		
16	CISCO SYSTEMS INC (CSCO)	12,012	332,913		243,003		
17	CLIFFS NATURAL RESOURCES INC (CLF)	3,300	107,954		257,433		
18	CME GROUP, INC (CME)	700	189,677		225,225		
19	COCA-COLA CO (KO)	6,000	258,630		394,620		
20	COLGATE-PALMOLIVE COMPANY (CL)	2,800	176,065		225,036		
21	COLUMBIA FDS INSTI TR CMG ULTRA SHORT TERM BOND F (CMGUX)	27,233	250,000		246,460		
22	COLUMBIA FDS SRS TR, COLUMBIA S SHORT-TERM BOND FU (NSTMX)	31,120	300,000		309,025		
23	COMCAST CORP NTS - 6.625% - 05/15/2056 (CC-S)	7,300	181,220		185,785		
24	CSX CORP (CSX)	3,000	187,519		193,830		
25	CVS CAREMARK CORP. (CVS)	6,000	203,660		208,620		
26	DB CONT CAP TR II - 6.550% (DXB)	5,000	108,125		115,750		
27	DEERE CO (DE)	4,200	375,612		348,810		
28	DODGE & COX FUNDS INTERNATIONAL STOCK FUND (DODFX)	7,443	304,840		265,793		
29	DOLLAR GENERAL CORP (DG)	7,000	208,898		214,690		
30	EXPRESS SCRIPTS INC (ESRX)	6,000	197,664		324,300		
31	EXXON MOBIL CORP (XOM)	2,000	137,720		146,240		
32	FREEMPORT-MCMORAN COPPER & GOLD INC. (FCX)	3,000	154,969		360,270		
33	FRONTIER COMMUNICATIONS CORP (FTR)	1,560	13,347		15,179		
34	GAMCO WESTWOOD SMALL CAP EQUITY FD (WESCX)	8,171	130,000		131,144		
35	GENERAL ELECTRIC CO (GE)	12,256	228,291		224,162		
36	GOLDMAN SACHS GROUP (GS)	1,700	231,275		285,872		
37	GOLDMAN SACHS GROUP INC DEP SHS REPSTG 1/1000TH PF (38144X500)	4,000	86,387		96,600		
38	GOLUB CAPITAL BDC, INC (GBDC)	7,000	114,103		119,840		
39	GOOGLE INC CL A (GOOG)	700	436,455		415,779		
40	H.J HEINZ COMPANY (HNZ)	5,300	193,703		262,138		
41	HALLIBURTON COMPANY (HAL)	10,000	301,970		408,300		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:			21,523,090	(c)
	Description/Symbol/CUSIP Number	Shares	Book Value		Fair Market Value	
42	HEWLETT PACKARD CO (HPQ)	5,500	221,805		231,550	
43	ILLINOIS TOOL WORKS (ITW)	4,500	240,746		240,300	
44	INTEL CORP (INTC)	10,898	216,076		229,185	
45	INTERNATIONAL BUSINESS MACHINES (IBM)	2,500	255,041		366,900	
46	ISHARES LEHMAN 1-3 Y (CSJ)	2,000	207,980		208,560	
47	ISHARES MSCI BRAZIL FREE INDEX FD (EWZ)	5,000	209,076		387,000	
48	ISHARES MSCI EMERGING MARKETS INDEX FD (EEM)	8,000	319,726		381,120	
49	ISHARES MSCI PACIFIC EX-JAPAN (EPP)	8,200	270,791		385,236	
50	JOHNSON & JOHNSON (JNJ)	6,500	423,591		402,025	
51	JP MORGAN CHASE & CO (JPM)	8,000	263,537		339,360	
52	KNIGHTSBIDGE TANKERS, LIMITED (VLCCF)	6,500	129,879		144,755	
53	MATTHEWS CHINA FD (MCHFX)	15,841	328,480		465,084	
54	MATTHEWS INDIA FUND (MINDX)	16,783	287,180		360,677	
55	MCDERMOTT INT PANAMA (MDR)	11,000	257,508		227,590	
56	MCDONALD'S CORP (MCD)	4,000	230,058		307,040	
57	MEDCO HEALTH SOLUTIONS INC. (MHS)	3,000	167,994		183,810	
58	METLIFE INC PFD B - 6 500% (MET-PB)	9,000	191,569		223,200	
59	MICROSOFT CORPORATION (MSFT)	13,000	412,898		362,830	
60	NATCO GROUP INC (NTG-OLD)	6,000	150,000		145,440	
61	NATL OILWELL VARCO (NOV)	3,000	124,081		201,750	
62	NESTLE S.A (NSRGY PK)	2,000	96,520		117,640	
63	NEXTERA ENERGY CAPITAL HOLDINGS INC 6.6% 10/01/66 (FGC)	4,500	115,317		115,695	
64	NORFOLK SOUTHERN CORP (NSC)	4,700	219,440		295,254	
65	OCEANERING INTL INC (OII)	4,500	242,137		331,335	
66	ORACLE CORP (ORCL)	13,000	245,009		406,900	
67	PEPSICO INC (PEP)	5,000	316,671		326,650	
68	PHILIP MORRIS INTL (PM)	6,000	293,652		351,180	
69	POSCO (PKX)	2,100	242,307		226,149	
70	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	1,000	121,768		154,830	
71	POWERSHARES QQQ NASDAQ 100 (QQQ)	7,500	319,152		408,450	
72	PPL CORPORATION (PPL)	4,000	105,948		105,280	
73	PRAXAIR INC (PX)	3,000	228,543		286,410	
74	PROSHARES TRUST (TBT)	5,500	207,190		203,720	
75	PUBLIC SVC ENTERPRISE GROUP INC (PEG)	5,500	158,835		174,955	
76	REPUBLIC SVCS INC (RSG)	12,000	351,630		358,320	
77	SCHLUMBERGER LTD (SLB)	3,500	331,005		292,250	
78	SPIRIT AEROSYSTEMS HOLDINGS CL A (SPR)	6,000	186,135		124,860	
79	STRYKER CORPORATION (SYK)	2,000	141,803		107,400	
80	SUPERIOR ENERGY SV (SPN)	4,500	164,036		157,455	
81	TEVA PHARMECEUTICAL SP ADR (TEVA)	4,500	201,350		234,585	
82	THE BABCOCK AND WILCOX COMPANY (BWC)	3,000	177,783		76,770	

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
83	THERMO FISHER SCIENTIFIC INC (TMO)	7,000	333,342	387,520
84	TRANSOCEAN LTD (RIG)	800	69,733	55,608
85	TURNER SMALL CAP GROWTH FUND (TSCEX)	3,828	130,000	129,694
86	UNION PACIFIC (UNP)	6,300	412,399	583,758
87	UNITED TECHNOLOGIES CORP (UTX)	4,000	271,269	314,880
88	VALE SA (VALE)	4,000	139,895	138,280
89	VANGUARD GNMA FUND (VFIIX)	18,850	200,000	202,452
90	VANGUARD INFL-PROTECTED SECS (VIPSX)	16,639	200,000	216,309
91	VANGUARD INTERMEDIATE TERM BOND INDEX FUND SIGNAL (VIBSX)	9,470	100,000	106,155
92	VANGUARD INTERMEDIATE-TERM CORPORATE FUND (VFICX)	23,437	200,000	232,497
93	VERIZON COMMUNICATIONS (VZ)	6,500	211,391	232,570
94	WALT DISNEY HOLDINGS CO (DIS)	7,000	240,066	262,570
95	WASTE MANAGEMENT INC (WM)	8,500	278,495	313,395
96	WEATHERFORD INTL NEW (WFT)	4,000	82,759	91,200
97	WELLS FARGO CAPITAL XI PFD - 6 250% - 06/15/2067 (FWF)	4,000	100,389	100,440
98	YAMANA GOLD INC (AUY)	7,000	81,980	89,600
TOTAL:			21,523,090	24,276,475

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	
1	ABBOTT LABS NOTE - 5.600% - 11/30/2017 (002819AB6)	100,000	97,222	114,118	4,141,436
2	AMERICAN EXPRESS CO NT 5.250% 09/12/2011 (025816AV1)	150,000	150,122	154,668	
3	AMERICAN EXPRESS CR CORP INTER 3.00000% 12/15/2013 (02586JAR7)	100,000	100,000	101,076	
4	AT&T INC BOND 05 50000% 02/01/2018 (00206RAJ1)	150,000	149,315	165,984	
5	AT&T NOTES 4.95% 1/15/13 (00206RAF9)	100,000	103,077	107,269	
6	BANK AMER CORP SR INTNOTES BE 5.25000% 09/15/2015F (06050WBT1)	100,000	100,000	102,693	
7	BANK NEW YORK MTN BK ENT 4.95000% 01/14/2011 FR (06406HAY5)	100,000	100,000	100,101	
8	BRANCH BKG & TR CO WINSTON 2.50000% 03/11/2011CD (105133EF5)	100,000	100,000	100,367	
9	BRISTOL MYERS SQUIBB 5.250% 8/15/13 (110122AL2)	100,000	99,738	110,541	
10	CARDINAL HEALTH INC - 5.850% - 12/15/2017 (14149YAH1)	100,000	100,249	110,461	
11	CARDINAL HEALTH INC NT DTD 5.500% 09/12/11 (14149YAS7)	100,000	100,570	108,320	
12	CVS CAREMARK CORPORATION 5.750% 06/01/2017 SR NT (126650BH2)	100,000	100,861	111,500	
13	DOW CHEM CO SR UNSECD - 5.650% - 09/15/2013 (26054LEZ2)	100,000	92,601	100,367	
14	E I DU PONT DE NOTES 4.875% 04/30/2014 MAKE WHOLE (263534BN8)	100,000	98,970	108,906	
15	GENERAL ELEC CAP CORP MTN BE 5.25000% 10/19/2012 (36962G3K8)	150,000	151,885	162,033	
16	HEWLETT-PACKARD CO NOTES 04.50000% 03/01/2013 (428236AQ6)	300,000	294,102	321,074	
17	HOME DEPOT INC - 5.400% - 03/01/2016 (437076AP7)	200,000	195,523	223,693	
18	HSBC FIN CORP HSBC FIN 3.75000% 09/15/2012FR (40429XWF9)	100,000	100,000	101,372	
19	HSBC FIN CORP HSBC FIN 4.00000% 01/15/2015FR (40429XWX0)	100,000	100,000	98,292	
20	JPMORGAN & CHASE & CO 6.62500% 03/15/2012GLBL SB N (46625HAN0)	100,000	101,003	106,300	
21	MARATHON OIL CORP NT DTD 6.000% 07/01/12 (565805AA6)	100,000	101,988	106,849	
22	MORGAN STANLEY 5.05% 01/21/2011 5.050% 01/21/2011 (61746SBS7)	100,000	101,146	100,186	
23	MORGAN STANLEY 5.375% 10/15/15 (61746SBR9)	100,000	101,877	105,538	
24	MORGAN STANLEY GLBL NT - 5.300% - 03/01/2013 (617446HR3)	100,000	101,098	106,634	
25	PACIFIC GAS & ELEC CO 1STM BD 4.200% 03/01/2011 (694308GC5)	100,000	99,260	100,568	
26	PPL ENERGY SUPPLY LLC - 6.300% - 07/15/2013 (69352JAM9)	150,000	150,980	165,254	
27	PPL ENERGY SUPPLY LLC 5.70000% 10/15/2035 RES PUT (69352JAG2)	50,000	50,750	54,727	
28	TRANSOCEAN SEDCO FOREX INC 5.25000% 03/15/2013 (893830AR0)	100,000	100,428	105,427	
29	TYCO INTL GROUP SA - 6.000% - 11/15/2013 (902118BK3)	100,000	100,650	110,934	
30	VERIZON COMM INC NOTE 04.35000% 02/15/2013 (92343VAJ3)	100,000	101,839	106,025	
31	WELLPOINT INC NT 5.00000% 01/15/2011 (94973VAJ6)	75,000	75,517	74,638	
32	WELLPOINT INC NT 5.25000% 01/15/2016 (94973VAK3)	100,000	98,864	109,953	
33	XEROX CORPORATION NOTES 06.35000% 05/15/2018 (984121BW2)	100,000	101,500	112,724	
34	XTO ENERGY INC NOTES 05.50000% 06/15/2018 (98385XAP1)	150,000	148,742	172,844	

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			142,733	138,215
	Asset Description	(b) Book Value	(c) Fair Market Value	
1	LAZARD LTD (LAZ)	142,733	138,215	
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
1	Robert B. Ferguson	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Trustee*	1	0	0	0
2	*Mr. Ferguson received no compensation for services rendered to the foundation as a trustee. Mr. Fergusons company, Robert B. Ferguson & Co. Inc. received \$189,823 during tax year 2010 for investment management services rendered to the foundation.									
3										
4										
5										
6										
7										
8										
9										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NEW YORK CITY OPERA INC

Street

20 LINCOLN CENTER PLZ

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

45,000

Name

NEW YORK UNIVERSITY SCHOOL OF MEDICINE

Street

530 1ST AVE, HCC-6D

City

NEW YORK

State

NY

Zip Code

10016

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

85,000

Name

PHILHARMONIC-SYMPHONY SOCIETY OF NY

Street

10 LINCOLN CENTER PLZ

City

NEW YORK NY

State

NY

Zip Code

10023

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

60,000

Name

SOUTHERN VERMONT ARTS CENTER

Street

PO BOX 617

City

MANCHESTER

State

VT

Zip Code

05254

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Endowment Fund

Amount

10,000

Name

ST LUKES CHAMBER ENSEMBLE

Street

330 W 42ND ST

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

60,000

Name

THE METROPOLITAN MUSEUM OF ART

Street

1000 5TH AVE

City

NEW YORK

State

NY

Zip Code

10028

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

40,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WOODSTOCK CHAMBER ORCHESTRA

Street

PO BOX 711

City

WOODSTOCK

State

NY

Zip Code

12498

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0