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Form 990-PF

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

2010

Department of the Treasury Internal Revenue Service

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

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

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

Name of foundation: FERNLEIGH FOUNDATION; A Employer identification number: 13-7027378; B Telephone number: (212) 977-6900; H Check type of organization: Section 501(c)(3) exempt private foundation; I Fair market value of all assets at end of year: \$12,290,103; J Accounting method: Accrual

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,296,874	1,229,214	1,229,214
	2 Savings and temporary cash investments			
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	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) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,902,682 <input type="checkbox"/>	6,565,964	8,210,630
	c Investments—corporate bonds (attach schedule)	1,755,852 <input type="checkbox"/>	1,724,731	1,754,308
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,199,118 <input type="checkbox"/>	1,276,536	1,095,951
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____			
15 Other assets (describe <input type="checkbox"/> _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,154,526	10,796,445	12,290,103	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe <input type="checkbox"/> _____)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	11,154,526	10,796,445	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	11,154,526	10,796,445		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,154,526	10,796,445		

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	11,154,526
2	Enter amount from Part I, line 27a	2	-358,081
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	0
4	Add lines 1, 2, and 3	4	10,796,445
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,796,445

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	(h) Gain or (loss) (e) plus (f) minus (g)	
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) 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	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 }	2	782,709
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

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	721,601	9,920,718	0.072737
2008	713,316	12,880,581	0.055379
2007	790,662	15,368,605	0.051447
2006	773,432	15,459,051	0.050031
2005	738,503	16,053,763	0.046002
2	Total of line 1, column (d).		2 0.275596
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 0.055119
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		4 10,950,849
5	Multiply line 4 by line 3.		5 603,600
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 8,299
7	Add lines 5 and 6.		7 611,899
8	Enter qualifying distributions from Part XII, line 4.		8 502,750

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	16,598
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	16,598
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	16,598
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	9,319
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	19,319
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	134
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,587
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 2,587 Refunded	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1a				No
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)? <i>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.</i>			No
1c				No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input 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? <i>If "No," attach explanation .</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 FERNLEIGH FOUNDATION Telephone no (212) 977-6900 Located at ONE ROCKEFELLER PLAZA 31st Floor New York NY ZIP+4 100202102			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<input type="checkbox"/>
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? <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 type="checkbox"/> Yes <input checked="" 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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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? <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 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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

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

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

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. 0

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

3 Five highest-paid independent contractors for professional services (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
THE CLARK ESTATES INC One Rockefeller Plaza 31st Floor New York, NY 10020	MANAGEMENT FEES	94,000
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 	
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	10,130,887
b	Average of monthly cash balances.	1b	986,726
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	11,117,613
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	11,117,613
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	166,764
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,950,849
6	Minimum investment return. Enter 5% of line 5.	6	547,542

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	547,542
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	16,598
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,598
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	530,944
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	530,944
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	530,944

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	502,750
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	502,750
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	502,750

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				530,944
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			415,455	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>502,750</u>				
a Applied to 2009, but not more than line 2a			415,455	
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).	0			
d Applied to 2010 distributable amount.				87,295
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.		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.				443,649
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).	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.				
b Excess from 2007.				
c Excess from 2008.				
d Excess from 2009.				
e Excess from 2010.				

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)

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

Part XV Supplementary Information (Complete this part only if the 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))

JANE F CLARK

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

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 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> See Additional Data Table				
Total				3a 502,750
b <i>Approved for future payment</i>				
Total				3b 0

Additional Data

Software ID:
Software Version:
EIN: 13-7027378
Name: FERNLEIGH FOUNDATION

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	CLARK I	P		
B	FEDERAL PART LLC	P		
C	FEDERAL PART LLC	P		
D	CLARK BP LLC	P		
E	CLARK BP LLC	P		
F	CBPS, LLC	P		
G	CLARK FUND, LLC	P		
H	CLARK FUND, LLC	P		
I	CLARK FOCUS, LP	P		
J	CLARK FOCUS, LP	P		
K	CLARK BP LLC	P		
L	CLARK BP, LLC	P		
M	1430 3M Company	P	2010-09-14	2010-12-17
N	511 Charming Shoppe	P	2010-02-12	2010-08-27
O	1900 Charming Shoppe	P	2010-11-16	2010-12-07
P	675 Charming Shoppe	P	2009-10-28	2010-10-05
Q	725 Charming Shoppe	P	2009-09-29	2010-06-29
R	2189 Charming Shoppe	P	2009-12-14	2010-06-29
S	506 Charming Shoppe	P	2009-10-28	2010-10-29
T	1410 Covidien PLC	P	2009-12-15	2010-10-29
U	350 Covidien PLC	P	2009-10-16	2010-01-28
V	410 Covidien PLC	P	2010-06-21	2010-09-29
W	9000 Crown 7 625 '13	P	2010-02-25	2010-04-08
X	6000 Del Monte 8 625	P	2010-05-04	2010-08-10
Y	6000 Del Monte 8 625	P	2010-05-05	2010-07-09
Z	1270 Del Monte Foods	P	2010-01-28	2010-04-22
AA	480 Del Monte Foods	P	2009-12-22	2010-01-29
AB	170 Del Monte Foods	P	2009-10-23	2010-02-03
AC	690 Del Monte Foods	P	2010-04-12	2010-07-28
AD	3205 Del Monte Foods	P	2010-02-18	2010-12-16

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	915 Del Monte Foods	P	2010-01-08	2010-03-19
AF	720 Del Monte Foods	P	2010-01-20	2010-03-19
AG	4000 Del Monte Foods	P	2010-04-20	2010-11-03
AH	300 Del Monte Foods	P	2010-05-04	2010-11-03
AI	900 Del Monte Foods	P	2010-05-05	2010-11-03
AJ	2800 Dell, Inc	P	2010-05-05	2010-11-04
AK	3000 Dell, Inc	P	2010-05-06	2010-11-04
AL	200 Dell, Inc	P	2010-05-06	2010-11-05
AM	3000 Dell, Inc	P	2010-05-10	2010-11-05
AN	370 Dell, Inc	P	2009-09-03	2010-03-18
AO	1800 Dell, Inc	P	2010-09-14	2010-12-16
AP	1300 Dell, Inc	P	2010-01-21	2010-08-05
AQ	575 Dell, Inc	P	2010-01-22	2010-08-05
AR	2155 Dell, Inc	P	2010-05-25	2010-08-05
AS	2510 Dell, Inc	P	2009-08-20	2010-01-27
AT	1300 Dell, Inc	P	2009-09-04	2010-01-27
AU	3110 Dell, Inc	P	2009-08-20	2010-01-28
AV	3700 Disney (Walt)	P	2009-08-20	2010-02-01
AW	1540 Emerson Elec	P	2009-08-20	2010-02-02
AX	320 Emerson Elec	P	2009-10-06	2010-06-07
AY	30000 FHLB 0 75 10/11	P	2010-01-20	2010-06-07
AZ	100000 FHLB 2 5 7/14	P	2010-09-30	2010-12-28
BA	500000 FHLB 3 75 10/09	P	2010-11-23	2010-12-28
BB	150000 FHLB 5 6 6/20	P	2010-01-06	2010-11-26
BC	2560 H & R Block Inc	P	2010-05-04	2010-08-26
BD	340 H & R Block Inc	P	2010-05-04	2010-08-31
BE	1375 H & R Block Inc	P	2010-05-06	2010-08-31
BF	760 H & R Block Inc	P	2010-05-18	2010-08-31
BG	2865 H & R Block Inc	P	2010-05-21	2010-08-31
BH	335 H & R Block Inc	P	2010-02-18	2010-12-10

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	1845 H & R Block Inc	P	2010-09-14	2010-12-10
BJ	1945 H & R Block Inc	P	2009-12-30	2010-12-13
BK	1700 H & R Block Inc	P	2010-01-05	2010-12-13
BL	1700 H & R Block Inc	P	2010-01-22	2010-12-13
BM	1630 IMS Health Inc	P	2010-01-22	2010-12-13
BN	915 IMS Health Inc	P	2010-02-18	2010-12-13
BO	770 IMS Health Inc	P	2009-12-30	2010-12-15
BP	2600 IMS Health Inc	P	2009-12-30	2010-12-15
BQ	1000 IMS Health Inc	P	2010-01-04	2010-12-15
BR	360 Charming Shoppe	P	2008-10-16	2010-01-04
BS	1900 Charming Shoppe	P	2008-10-16	2010-01-05
BT	200 Charming Shoppe	P	2008-10-17	2010-01-05
BU	275 Charming Shoppe	P	2008-10-17	2010-01-06
BV	3140 Charming Shoppe	P	2008-10-22	2010-01-06
BW	600 Charming Shoppe	P	2008-10-22	2010-01-07
BX	1250 Charming Shoppe	P	2008-10-22	2010-01-08
BY	300 Charming Shoppe	P	2008-10-22	2010-01-22
BZ	3200 Charming Shoppe	P	2008-10-22	2010-02-02
CA	1250 Charming Shoppe	P	2008-10-22	2010-02-02
CB	350 Charming Shoppe	P	2008-10-22	2010-02-03
CC	350 Charming Shoppe	P	2008-10-22	2010-02-04
CD	3050 Charming Shoppe	P	2008-10-22	2010-02-05
CE	775 Charming Shoppe	P	2008-10-22	2010-02-09
CF	100 Charming Shoppe	P	2008-10-22	2010-02-11
CG	25 Charming Shoppe	P	2008-11-10	2010-02-11
CH	175 Charming Shoppe	P	2008-11-04	2010-02-12
CI	1425 Charming Shoppe	P	2008-11-06	2010-02-12
CJ	2100 Charming Shoppe	P	2008-11-10	2010-02-12
CK	3500 Charming Shoppe	P	2008-11-04	2010-02-16
CL	200 Charming Shoppe	P	2008-11-04	2010-02-17

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)
CM	1100 Charming Shoppe	P	2008-11-05	2010-02-17
CN	5145 Charming Shoppe	P	2008-11-05	2010-02-18
CO	1000 Charming Shoppe	P	2008-11-03	2010-02-19
CP	55 Charming Shoppe	P	2008-11-05	2010-02-19
CQ	1075 Charming Shoppe	P	2008-11-03	2010-02-22
CR	725 Charming Shoppe	P	2008-11-03	2010-02-23
CS	340 Charming Shoppe	P	2008-11-03	2010-02-24
CT	1600 Charming Shoppe	P	2008-11-03	2010-02-25
CU	500 Charming Shoppe	P	2008-11-11	2010-02-25
CV	1300 Charming Shoppe	P	2008-11-12	2010-02-25
CW	1760 Charming Shoppe	P	2008-11-12	2010-02-26
CX	2600 Charming Shoppe	P	2008-12-02	2010-02-18
CY	1940 Charming Shoppe	P	2008-12-02	2010-12-17
CZ	475 Charming Shoppe	P	2009-08-07	2010-08-27
DA	3475 Charming Shoppe	P	2009-08-20	2010-08-27
DB	300 Charming Shoppe	P	2008-10-16	2010-11-29
DC	810 Charming Shoppe	P	2008-10-16	2010-12-03
DD	1075 Charming Shoppe	P	2008-10-16	2010-12-06
DE	3800 Charming Shoppe	P	2008-10-16	2010-12-09
DF	490 Charming Shoppe	P	2008-10-16	2010-12-13
DG	2185 Charming Shoppe	P	2008-10-16	2010-12-14
DH	365 Charming Shoppe	P	2008-10-16	2010-12-15
DI	235 Charming Shoppe	P	2008-06-20	2010-04-08
DJ	795 Charming Shoppe	P	2008-06-20	2010-04-08
DK	1405 Charming Shoppe	P	2008-06-26	2010-04-08
DL	895 Charming Shoppe	P	2008-06-26	2010-04-13
DM	1145 Charming Shoppe	P	2008-06-30	2010-04-13
DN	1700 Charming Shoppe	P	2008-07-01	2010-04-13
DO	390 Charming Shoppe	P	2008-07-01	2010-04-14
DP	1110 Charming Shoppe	P	2008-07-07	2010-04-14

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)
DQ	110 Charming Shoppe	P	2008-09-29	2010-04-14
DR	975 Charming Shoppe	P	2008-09-29	2010-04-16
DS	1225 Charming Shoppe	P	2008-07-11	2010-05-21
DT	75 Charming Shoppe	P	2008-09-29	2010-05-21
DU	1525 Charming Shoppe	P	2005-11-15	2010-03-23
DV	1400 Charming Shoppe	P	2005-11-16	2010-03-23
DW	1110 Charming Shoppe	P	2005-11-28	2010-03-23
DX	2760 Charming Shoppe	P	2005-11-29	2010-03-23
DY	190 Charming Shoppe	P	2005-12-20	2010-03-23
DZ	200 Charming Shoppe	P	2005-12-30	2010-03-23
EA	290 Charming Shoppe	P	2006-03-28	2010-03-23
EB	700 Charming Shoppe	P	2006-03-29	2010-03-23
EC	20 Charming Shoppe	P	2006-03-30	2010-03-23
ED	255 Charming Shoppe	P	2005-11-29	2010-04-29
EE	1280 Charming Shoppe	P	2005-11-30	2010-04-29
EF	3205 Charming Shoppe	P	2005-12-05	2010-04-29
EG	1300 Charming Shoppe	P	2005-12-06	2010-04-29
EH	240 Charming Shoppe	P	2006-04-17	2010-04-29
EI	360 Charming Shoppe	P	2006-05-24	2010-04-29
EJ	200 Charming Shoppe	P	2006-06-06	2010-04-29
EK	1440 Charming Shoppe	P	2007-11-07	2010-04-29
EL	300 Charming Shoppe	P	2007-11-07	2010-05-18
EM	1000 Charming Shoppe	P	2007-12-11	2010-05-18
EN	475 Charming Shoppe	P	2007-12-11	2010-06-02
EO	500 Charming Shoppe	P	2007-12-12	2010-06-02
EP	400 Charming Shoppe	P	2007-12-12	2010-06-25
EQ	1525 Charming Shoppe	P	2008-03-17	2010-06-25
ER	185 Charming Shoppe	P	2008-04-15	2010-06-25
ES	2100 Charming Shoppe	P	2008-07-01	2010-06-25
ET	1511 Charming Shoppe	P	2008-01-04	2010-07-13

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)
EU	415 Charming Shoppe	P	2008-04-15	2010-07-13
EV	1500 Charming Shoppe	P	2008-07-11	2010-07-13
EW	1564 Charming Shoppe	P	2009-09-01	2010-12-16
EX	2900 Charming Shoppe	P	2009-09-02	2010-12-16
EY	810 Covidien PLC	P	2006-05-01	2010-01-05
EZ	62 Del Monte Foods	P	2006-05-01	2010-01-06
FA	998 Del Monte Foods	P	2006-05-01	2010-01-07
FB	500 Del Monte Foods	P	2006-05-01	2010-01-08
FC	1938 Del Monte Foods	P	2006-05-01	2010-01-12
FD	700 Del Monte Foods	P	2006-05-01	2010-01-15
FE	700 Del Monte Foods	P	2006-05-01	2010-01-19
FF	137 Del Monte Foods	P	2006-05-01	2010-01-20
FG	363 Del Monte Foods	P	2006-05-01	2010-01-21
FH	1275 Del Monte Foods	P	2007-05-10	2010-01-21
FI	1775 Del Monte Foods	P	2007-05-10	2010-01-22
FJ	1087 Del Monte Foods	P	2007-05-11	2010-01-22
FK	688 Del Monte Foods	P	2007-05-14	2010-01-22
FL	6200 Del Monte Foods	P	2007-05-16	2010-01-22
FM	2112 Del Monte Foods	P	2007-05-17	2010-01-22
FN	588 Del Monte Foods	P	2007-05-15	2010-01-25
FO	977 Del Monte Foods	P	2007-05-16	2010-01-25
FP	2225 Del Monte Foods	P	2007-05-16	2010-01-25
FQ	398 Del Monte Foods	P	2007-05-24	2010-01-25
FR	1400 Del Monte Foods	P	2007-05-30	2010-01-25
FS	102 Del Monte Foods	P	2007-05-31	2010-01-25
FT	1298 Del Monte Foods	P	2006-06-21	2010-01-26
FU	1937 Del Monte Foods	P	2006-06-22	2010-01-26
FV	450 Del Monte Foods	P	2006-06-23	2010-01-26
FW	1935 Del Monte Foods	P	2006-06-28	2010-01-26
FX	270 Del Monte Foods	P	2007-05-31	2010-01-26

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)
FY	530 Dell, Inc	P	2007-06-05	2010-01-26
FZ	650 Dell, Inc	P	2006-06-28	2010-01-27
GA	5625 Dell, Inc	P	2006-06-29	2010-01-27
GB	1900 Dell, Inc	P	2006-06-29	2010-01-28
GC	2125 Dell, Inc	P	2007-02-09	2010-01-28
GD	1650 Dell, Inc	P	2008-05-28	2010-01-28
GE	3850 Dell, Inc	P	2006-11-08	2010-01-29
GF	3100 Dell, Inc	P	2008-05-28	2010-01-29
GG	245 Disney (Walt)	P	2008-01-03	2010-10-14
GH	1125 Disney (Walt)	P	2008-01-15	2010-09-14
GI	590 Disney (Walt)	P	2008-01-17	2010-09-14
GJ	10 Disney (Walt)	P	2008-09-26	2010-09-14
GK	600 Disney (Walt)	P	2008-09-04	2010-11-23
GL	600 Disney (Walt)	P	2008-09-04	2010-11-24
GM	115 Disney (Walt)	P	2008-09-05	2010-11-24
GN	500 H & R Block Inc	P	2008-09-10	2010-11-24
GO	555 H & R Block Inc	P	2008-09-10	2010-12-06
GP	1200 H & R Block Inc	P	2008-09-10	2010-12-06
GQ	1145 H & R Block Inc	P	2008-09-16	2010-12-06

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				-59,280
B				1,111
C				-42,182
D				13,153
E				202,935
F				1,123
G				-25,263
H				92,261
I				77,134
J				51,430
K				-188
L				-282
M	13,921		11,270	2,651
N	19,724		19,498	226
O	8,544		7,548	996
P	155,000		155,025	-25
Q	200,000		200,000	0
R	50,000		50,000	0
S	200,000		200,000	0
T	50,000		50,000	0
U	300,000		300,000	0
V	200,000		200,000	0
W	220,000		220,000	0
X	200,000		200,000	0
Y	200,000		200,113	-113
Z	31,000		31,000	0
AA	31,000		31,000	0
AB	100,000		100,000	0
AC	220,000		220,000	0
AD	15,312		15,096	216

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)
AE	12,260		12,157	103
AF	4,087		4,029	58
AG	188		426	-238
AH	3,013		6,790	-3,777
AI	565		1,258	-693
AJ	1,109		2,977	-1,868
AK	2,014		5,308	-3,294
AL	1,169		3,251	-2,082
AM	311		857	-546
AN	75,935		60,155	15,780
AO	12,371		10,323	2,048
AP	11,323		12,461	-1,138
AQ	45,292		49,865	-4,573
AR	5,888		6,236	-348
AS	47,420		35,687	11,733
AT	2,634		2,083	551
AU	11,727		8,922	2,805
AV	28,478		21,808	6,670
AW	24,594		18,835	5,759
AX	12,162		12,224	-62
AY	16,217		16,342	-125
AZ	199,250		199,905	-655
BA	34,869		34,979	-110
BB	16,347		16,162	185
BC	50,979		47,768	3,211
BD	14,435		12,969	1,466
BE	25,862		22,578	3,284
BF	63,393		52,391	11,002
BG	14,940		11,516	3,424
BH	27,951		23,258	4,693

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	11,858		10,954	904
BJ	16,280		12,705	3,575
BK	33,917		26,659	7,258
BL	30,003		23,856	6,147
BM	678		542	136
BN	4,091		3,383	708
BO	7,671		5,956	1,715
BP	170		132	38
BQ	6,471		5,027	1,444
BR	31,323		8,498	22,825
BS	1,136		316	820
BT	9,969		2,708	7,261
BU	938		262	676
BV	7,268		1,613	5,655
BW	8,022		1,787	6,235
BX	8,431		1,910	6,521
BY	3,908		958	2,950
BZ	6,985		1,643	5,342
CA	7,566		1,780	5,786
CB	1,745		411	1,334
CC	3,993		958	3,035
CD	1,386		342	1,044
CE	6,888		1,683	5,205
CF	2,584		606	1,978
CG	4,008		863	3,145
CH	885		189	696
CI	586		125	461
CJ	4,391		941	3,450
CK	8,293		1,752	6,541
CL	884		186	698

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)
CM	302		63	239
CN	4,006		869	3,137
CO	4,219		881	3,338
CP	4,498		961	3,537
CQ	5,869		1,226	4,643
CR	2,795		607	2,188
CS	4,246		904	3,342
CT	544		114	430
CU	11,003		2,215	8,788
CV	93		17	76
CW	4,826		880	3,946
CX	81,118		54,517	26,601
CY	119,717		87,909	31,808
CZ	1,038		1,018	20
DA	5,191		5,015	176
DB	11,684		2,964	8,720
DC	8,450		2,268	6,182
DD	14,386		3,780	10,606
DE	14,710		3,780	10,930
DF	15,439		3,780	11,659
DG	15,735		3,780	11,955
DH	52,380		12,852	39,528
DI	21,344		19,343	2,001
DJ	17,253		15,639	1,614
DK	13,518		12,079	1,439
DL	40,012		35,602	4,410
DM	43,763		38,308	5,455
DN	34,118		29,301	4,817
DO	23,088		19,790	3,298
DP	45,639		38,218	7,421

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)
DQ	2,864		2,382	482
DR	36,916		30,673	6,243
DS	39,794		35,544	4,250
DT	5,522		5,063	459
DU	6,056		6,848	-792
DV	6,056		6,748	-692
DW	8,652		9,765	-1,113
DX	6,532		7,197	-665
DY	8,652		9,618	-966
DZ	2,596		2,875	-279
EA	4,888		5,531	-643
EB	6,056		6,852	-796
EC	12,113		13,423	-1,310
ED	14,493		14,728	-235
EE	6,566		6,572	-6
EF	7,504		7,374	130
EG	6,566		6,396	170
EH	15,947		15,963	-16
EI	4,690		4,582	108
EJ	6,566		6,327	239
EK	17,401		16,636	765
EL	7,694		8,475	-781
EM	8,589		9,119	-530
EN	18,865		20,270	-1,405
EO	6,074		6,510	-436
EP	5,166		5,561	-395
EQ	15,218		15,231	-13
ER	6,247		6,133	114
ES	13,416		13,505	-89
ET	41,932		41,675	257

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)
EU	29,275		29,642	-367
EV	19,025		18,668	357
EW	61,857		48,133	13,724
EX	14,139		11,000	3,139
EY	4,166		4,470	-304
EZ	5,455		5,811	-356
FA	2,693		2,861	-168
FB	5,309		5,587	-278
FC	4,306		4,470	-164
FD	3,497		3,621	-124
FE	4,593		4,693	-100
FF	1,952		2,011	-59
FG	1,902		1,985	-83
FH	3,238		3,338	-100
FI	187		194	-7
FJ	212		218	-6
FK	2,549		2,612	-63
FL	875		878	-3
FM	5,523		5,545	-22
FN	217		213	4
FO	1,569		1,535	34
FP	1,886		1,851	35
FQ	217		211	6
FR	1,086		1,034	52
FS	70		66	4
FT	6,887		6,454	433
FU	1,722		1,608	114
FV	4,304		4,019	285
FW	9,108		8,443	665
FX	1,653		1,584	69

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)
FY	1,291		1,213	78
FZ	360		335	25
GA	2,640		2,458	182
GB	9,387		8,714	673
GC	3,868		3,430	438
GD	1,358		1,196	162
GE	5,152		4,251	901
GF	361		318	43
GG	200,000		191,962	8,038
GH	44,521		39,983	4,538
GI	12,070		10,679	1,391
GJ	25,525		23,242	2,283
GK	22,485		16,811	5,674
GL	749		560	189
GM	21,541		16,051	5,490
GN	33,903		24,453	9,450
GO	30,293		20,670	9,623
GP	27,128		18,508	8,620
GQ	3,168		2,082	1,086

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		(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			-59,280
B			1,111
C			-42,182
D			13,153
E			202,935
F			1,123
G			-25,263
H			92,261
I			77,134
J			51,430
K			-188
L			-282
M			2,651
N			226
O			996
P			-25
Q			0
R			0
S			0
T			0
U			0
V			0
W			0
X			0
Y			-113
Z			0
AA			0
AB			0
AC			0
AD			216

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
AE			103
AF			58
AG			-238
AH			-3,777
AI			-693
AJ			-1,868
AK			-3,294
AL			-2,082
AM			-546
AN			15,780
AO			2,048
AP			-1,138
AQ			-4,573
AR			-348
AS			11,733
AT			551
AU			2,805
AV			6,670
AW			5,759
AX			-62
AY			-125
AZ			-655
BA			-110
BB			185
BC			3,211
BD			1,466
BE			3,284
BF			11,002
BG			3,424
BH			4,693

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) FM 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				904
BJ				3,575
BK				7,258
BL				6,147
BM				136
BN				708
BO				1,715
BP				38
BQ				1,444
BR				22,825
BS				820
BT				7,261
BU				676
BV				5,655
BW				6,235
BX				6,521
BY				2,950
BZ				5,342
CA				5,786
CB				1,334
CC				3,035
CD				1,044
CE				5,205
CF				1,978
CG				3,145
CH				696
CI				461
CJ				3,450
CK				6,541
CL				698

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) FM V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
CM			239
CN			3,137
CO			3,338
CP			3,537
CQ			4,643
CR			2,188
CS			3,342
CT			430
CU			8,788
CV			76
CW			3,946
CX			26,601
CY			31,808
CZ			20
DA			176
DB			8,720
DC			6,182
DD			10,606
DE			10,930
DF			11,659
DG			11,955
DH			39,528
DI			2,001
DJ			1,614
DK			1,439
DL			4,410
DM			5,455
DN			4,817
DO			3,298
DP			7,421

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	
DQ			482
DR			6,243
DS			4,250
DT			459
DU			-792
DV			-692
DW			-1,113
DX			-665
DY			-966
DZ			-279
EA			-643
EB			-796
EC			-1,310
ED			-235
EE			-6
EF			130
EG			170
EH			-16
EI			108
EJ			239
EK			765
EL			-781
EM			-530
EN			-1,405
EO			-436
EP			-395
EQ			-13
ER			114
ES			-89
ET			257

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
EU			-367
EV			357
EW			13,724
EX			3,139
EY			-304
EZ			-356
FA			-168
FB			-278
FC			-164
FD			-124
FE			-100
FF			-59
FG			-83
FH			-100
FI			-7
FJ			-6
FK			-63
FL			-3
FM			-22
FN			4
FO			34
FP			35
FQ			6
FR			52
FS			4
FT			433
FU			114
FV			285
FW			665
FX			69

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) FM V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
FY			78
FZ			25
GA			182
GB			673
GC			438
GD			162
GE			901
GF			43
GG			8,038
GH			4,538
GI			1,391
GJ			2,283
GK			5,674
GL			189
GM			5,490
GN			9,450
GO			9,623
GP			8,620
GQ			1,086

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANE F CLARK ONE ROCKEFELLER PLAZA 31TH FL New York, NY 100202102	PRES /DIR 0 00	0	0	0
EDWARD WSTACK ONE ROCKEFELLER PLAZA 31TH FL New York, NY 100202102	VP/ DIR 0 00	0	0	0
KEVIN S MOORE ONE ROCKEFELLER PLAZA 31TH FL New York, NY 100202102	TREAS/DIR 0 00	0	0	0
KATHLEEN F KESTLER ONE ROCKEFELLER PLAZA 31TH FL New York, NY 100202102	SEC / 0 00	0	0	0
RICHARD C VANISON ONE ROCKEFELLER PLAZA 31TH FL New York, NY 100202102	ASSIST TREAS 0 00	0	0	0

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>				
THE ROTARY CLUB PO BOX 993 COOPERSTOWN, NY 13326	NONE		GENERAL	500
CLARA WELCH THANKSGIVING HOME 48 GROVE STREET COOPERSTOWN, NY 13326	NONE		GENERAL	100,000
COOPERSTOWN FIRE DEPT PO BOX 1 COOPERSTOWN, NY 13326	NONE		GENERAL	15,000
NYS TROOPER FOUNDATION 3 AIRPORT PARK BLVD LATHAM, NY 12110	NONE		GENERAL	25,000
HYDE HALL INC PO BOX 721 COOPRESTOWN, NY 13326	NONE		GENERAL	2,500
OTSEGO COUNTY CONSERVATION ASSOC PO BOX 931 COOPERSTOWN, NY 13326	NONE		GENERAL	10,000
NATIONAL BASEBALL HALL OF FAME & MUSEUM 25 MAIN ST COOPERSTOWN, NY 13326	NONE		GENERAL	134,750
SUSQUEHANNA SPCA 4841 STATE HIGHWAY 28 COOPERSTOWN, NY 13326	NONE		GENERAL	15,000
STERLING AND FRANCINE CLARK ART INSTITUTE 225 SOUTH STREET WILLIAMSTOWN, MA 01267	NONE		GENERAL	200,000
Total			3a	502,750

TY 2010 Accounting Fees Schedule

Name: FERNLEIGH FOUNDATION

EIN: 13-7027378

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	15,300	15,300		0

**TY 2010 Investments Corporate
Bonds Schedule**

Name: FERNLEIGH FOUNDATION

EIN: 13-7027378

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS AND NOTES	1,724,731	1,754,308

**TY 2010 Investments Corporate
Stock Schedule**

Name: FERNLEIGH FOUNDATION

EIN: 13-7027378

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	6,565,964	8,210,630

TY 2010 Investments - Other Schedule

Name: FERNLEIGH FOUNDATION

EIN: 13-7027378

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PRIVATE EQUITY SECURITIES	FMV	1,276,536	1,095,951

TY 2010 Other Expenses Schedule

Name: FERNLEIGH FOUNDATION

EIN: 13-7027378

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	684	684		0
MISCELANEOUS	0	38,855		0
PARTNERSHIP BOOK EXPENSES	330,153	0		0

TY 2010 Other Professional Fees Schedule

Name: FERNLEIGH FOUNDATION

EIN: 13-7027378

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEE	94,000	94,000		0
BANK CUSTODY	6,902	6,902		0
NY FILING FEE	750	750		0

TY 2010 Taxes Schedule

Name: FERNLEIGH FOUNDATION

EIN: 13-7027378

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INC TAX GROSS UP	0	1,275		0
EXCISE TAX	6,000	0		0