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Form 990-PF

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

OMB No 1545-0052

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

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE GAIL L & ARTHUR E BENJAMIN
FOUNDATION

A Employer identification number
20-0200319

Number and street (or P O box number if mail is not delivered to street address)
10062 SOUTH STONE MOUNTAIN COVE

Room/suite

B Telephone number (see page 10 of the instructions)
(801) 944-3023

City or town, state, and ZIP code
SANDY, UT 84092

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,316,261

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

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)	33,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,644	4,644	4,644	
	4 Dividends and interest from securities.	15,163	15,163	15,163	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	42,487			
	b Gross sales price for all assets on line 6a _____ 1,407,895				
	7 Capital gain net income (from Part IV, line 2)		42,487		
	8 Net short-term capital gain			13,451	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	280			
	12 Total. Add lines 1 through 11	95,574	62,294	33,258	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	270			
	b Accounting fees (attach schedule)	3,035	3,035		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	38	1		
	19 Depreciation (attach schedule) and depletion . . .	0			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	29,947	5,878		21,569
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	33,290	8,914		21,569
	25 Contributions, gifts, grants paid	354,000			354,000
	26 Total expenses and disbursements. Add lines 24 and 25	387,290	8,914		375,569
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-291,716			
	b Net investment income (if negative, enter -0-)		53,380		
	c Adjusted net income (if negative, enter -0-)			33,258	

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

Cat No 11289X

Form 990-PF (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			-1,558
	2	Savings and temporary cash investments	649,653	214,808	139,808
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	1,841		
	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) ▶ 540,000 Less allowance for doubtful accounts ▶ _____	50,000	540,000	600,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	51,754		
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).	386,409		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	461,050	554,181	578,011
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	2	2		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,600,709	1,308,991	1,316,261	
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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,600,709	1,308,991	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,600,709	1,308,991	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,600,709	1,308,991	

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)	11,600,709
2	Enter amount from Part I, line 27a	-291,716
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	1,308,993
5	Decreases not included in line 2 (itemize) ▶ _____	2
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,308,991

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	42,487
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	13,451

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	177,051	1,680,538	0 10535
2008	223,531	1,820,361	0 12280
2007	166,310	1,940,141	0 08572
2006	120,339	2,031,225	0 05925
2005	146,400	2,003,097	0 07309

2	Total of line 1, column (d).	2	0 44620
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 08924
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	1,157,072
5	Multiply line 4 by line 3.	5	103,257
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	534
7	Add lines 5 and 6.	7	103,791
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18	8	375,569

Part VIExcise 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 ☐ 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 ☒ 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-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6

Credits/Payments

a

2010 estimated tax payments and 2009 overpayment credited to 2010

6a

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

1,500

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2011 estimated tax 965 | Refunded

1

534

2

3

534

4

5

534

7

1,500

8

1

9

10

965

11

Part VII-AStatements 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?

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.

c

Did the foundation file Form 1120-POL for this year?

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____

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.

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

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b

If "Yes," has it filed a tax return on Form 990-T for this year?

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

8a

Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) _____

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 .

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

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes

No

1a

No

1b

No

1c

No

2

No

3

No

4a

No

4b

No

5

No

6

No

7

Yes

8b

Yes

9

No

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 MARCIA CUSTER Telephone no (801) 944-3023 Located at 10062 SOUTH STONE SANDY UT ZIP+4 84092			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.		15	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
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?			
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(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	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
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			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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.				

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
NONE		
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.	

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	607,304
b	Average of monthly cash balances.	1b	567,388
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	1,174,692
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	
3	Subtract line 2 from line 1d.	3	1,174,692
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	17,620
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,157,072
6	Minimum investment return. Enter 5% of line 5.	6	57,854

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	57,854
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	534
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	534
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	57,320
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	57,320
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	57,320

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	375,569
b	Program-related investments—total from Part IX-B.	1b	
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	375,569
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	534
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	375,035
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				57,320
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2010				
a From 2005.	43,877			
b From 2006.	20,205			
c From 2007.				
d From 2008.	133,647			
e From 2009.	93,102			
f Total of lines 3a through e.	290,831			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 375,569				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				57,320
e Remaining amount distributed out of corpus	318,249			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	609,080			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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 . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	43,877			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	565,203			
10 Analysis of line 9				
a Excess from 2006.	20,205			
b Excess from 2007.				
c Excess from 2008.	133,647			
d Excess from 2009.	93,102			
e Excess from 2010.	318,249			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary 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))

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	354,000
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments				14		4,644
4 Dividends and interest from securities.				14		15,163
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						280
8 Gain or (loss) from sales of assets other than inventory					1,743	40,744
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e). .					1,743	60,831
13 Total. Add line 12, columns (b), (d), and (e).						62,574

[illegible]

Part XVII

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

1

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

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

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

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.

1a(1)

1a(2)

1b(1)

1b(2)

1b(3)

1b(4)

1b(5)

1b(6)

1c

Yes

No

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

checked

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

2011-11-11

Date

Title

Paid Preparer's Use Only

Preparer's Signature

SCOTT H MURRI CPA

Firm's name

MURRI HULME & BARTON LLC

2180 S 1300 E STE 330

Firm's address

SALT LAKE CITY, UT 841067807

Date

Check if self-employed

PTIN

Firm's EIN

Phone no

Form 990-PF (2010)

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

<div>Name of organization</div> <div>THE GAIL L & ARTHUR E BENJAMIN FOUNDATION</div>	<div>Employer identification number</div> <div>20-0200319</div>
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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

General Rule—

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE GAIL L & ARTHUR E BENJAMIN FOUNDATION	Employer identification number 20-0200319
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Stephen Brewster 8339 NW 125 Lane Parkland, FL 33076	\$ 33,000	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	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 GAIL L & ARTHUR E BENJAMIN FOUNDATION	Employer identification number 20-0200319
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Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE GAIL L & ARTHUR E BENJAMIN FOUNDATION	Employer identification number 20-0200319
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

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

TY 2010 Accounting Fees Schedule

Name: THE GAIL L & ARTHUR E BENJAMIN
FOUNDATION

EIN: 20-0200319

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NELSON MURRI	3,035	3,035	0	0

TY 2010 Investments - Other Schedule

Name: THE GAIL L & ARTHUR E BENJAMIN
FOUNDATION

EIN: 20-0200319

Software ID: 10000105

Software Version: 2010v3.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HIGHBRIDGE DYNAMIC COMMODITIES	AT COST	4,754	6,214
EATON VANCE MUT FDS TR	AT COST	13,105	13,004
ARBITAGE FUNDS 1	AT COST	13,258	12,954
GS BREN SPX 07/08/11	AT COST	15,000	16,795
CS BREN ASIA BSKT 090811	AT COST	10,000	11,089
DREYFUS LAUREL FDS TR	AT COST	12,435	12,449
VANGUARD FIXED INCOME SECS F	AT COST	25,398	25,761
JP MORGAN SHORT DURATION BOND FUND	AT COST	231,795	233,712
JPMORGAN STRATEGIC INCOME	AT COST	12,875	12,955
JP MORGAN INTERNATIONAL CURRENCY	AT COST	6,291	6,583
Eaton Vance Mut FDS TR	AT COST	29,570	30,053
ishares Varclays Tips Bond Fund	AT COST	33,599	32,794
Harbor high Yield Bond Fund Ins	AT COST	12,888	13,008
Vanguard Emerging Market ETF	AT COST	6,062	6,018
SPDR Gold Trust	AT COST	5,100	6,104
Manning and Napier fund	AT COST	10,873	11,444
Laudus Mondrian International Equity	AT COST	6,475	6,588
Aberdeen Asia Pacific Ex Japan	AT COST	14,595	18,799
Professionally Managed Portfolios	AT COST	14,551	16,137
JP Morgan Realty Income Fund	AT COST	9,984	10,038
Ishares S&P Mid Cap 400 Index	AT COST	18,985	23,307
SPDR S&P 500 ETF Trust	AT COST	18,319	20,497
Legg Mason Partners Appreciation	AT COST	10,742	12,429
JP Morgan US Equity Fund	AT COST	11,061	11,985
Gateway Fund -Y	AT COST	6,466	6,483
HEWLETT PACKARD	AT COST		

TY 2010 Legal Fees Schedule

Name: THE GAIL L & ARTHUR E BENJAMIN
FOUNDATION

EIN: 20-0200319

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	270	0	0	0

TY 2010 Other Assets Schedule

Name: THE GAIL L & ARTHUR E BENJAMIN
FOUNDATION

EIN: 20-0200319

Software ID: 10000105

Software Version: 2010v3.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Rounding	2	2	

TY 2010 Other Decreases Schedule

Name: THE GAIL L & ARTHUR E BENJAMIN
FOUNDATION

EIN: 20-0200319

Software ID: 10000105

Software Version: 2010v3.2

Description	Amount
ROUNDING	2

TY 2010 Other Expenses Schedule

Name: THE GAIL L & ARTHUR E BENJAMIN
FOUNDATION

EIN: 20-0200319

Software ID: 10000105

Software Version: 2010v3.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER	1,148			1,148
Misc	2,500			
MARKETING	4,500			4,500
inVESTMENT EXPENSE	69	69		
Expense reimbursement	15,921			15,921
BROKER FEES	5,417	5,417		
BANK CHARGES	392	392		

TY 2010 Other Income Schedule

Name: THE GAIL L & ARTHUR E BENJAMIN
FOUNDATION

EIN: 20-0200319

Software ID: 10000105

Software Version: 2010v3.2

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
Other Investment Income	280		

TY 2010 Taxes Schedule

Name: THE GAIL L & ARTHUR E BENJAMIN
FOUNDATION

EIN: 20-0200319

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1	1		
FEDERAL TAXES	37			

Additional Data

Software ID: 10000105

Software Version: 2010v3.2

EIN: 20-0200319

Name: THE GAIL L & ARTHUR E BENJAMIN
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				
B	Capital Gain Dividends			
C	60 JPMORGAN CHASE & CO	P	2009-12-16	2010-02-18
D	40 JOHNSON & JOHNSON	P	2009-12-16	2010-02-18
E	20 INTERNATIONAL BUSINESS MACHS CORP	P	2009-12-16	2010-02-18
F	60 INTEL CORP	P	2009-12-16	2010-02-18
G	50 HEWLETT PACKARD CO	P	2009-12-16	2010-02-18
H	10 GOLDMAN SACHS GROUP INC	P	2009-12-16	2010-02-18
I	40 GILEAD SCIENCES INC	P	2009-12-16	2010-02-18
J	40 EXXON MOBIL CORPORATION	P	2009-12-16	2010-02-18
K	20 DANAHER CORP	P	2009-12-16	2010-02-18
L	60 CVS/CAREMARK CORPORATION	P	2009-12-16	2010-02-18
M	30 COCA COLA CO	P	2009-12-16	2010-02-18
N	100 CISCO SYSTEMS IN	P	2009-12-16	2010-02-18
O	40 CHEVRON CORP	P	2009-12-16	2010-02-18
P	40 AT & T INC	P	2009-12-16	2010-02-18
Q	10 APPLE COMPUTER IN COM	P	2009-12-16	2010-02-18
R	40 NESTLE S A REGISTERED SHARES -ADR	P	2009-12-16	2010-02-18
S	10 APACHE CORPORATION COM	P	2009-12-16	2010-02-18
T	30 AMPHENOL CORP NEW	P	2009-12-16	2010-02-18
U	40 AFLAC INC	P	2009-12-16	2010-02-18
V	30 ADOBE SYS INC	P	2009-12-16	2010-02-18
W	20 ABBOTT LABORATORIES	P	2009-12-16	2010-02-18
X	30 SCHLUMBERGER LTD	P	2009-12-16	2010-02-18
Y	30 PETROLEO BRASILEIRO S A -COMM -ADR	P	2009-12-16	2010-02-18
Z	30 ACCENTURE PLC	P	2009-12-16	2010-02-18
AA	20 PROCTER & GAMBLE CO	P	2009-12-16	2010-01-12
AB	30 COLGATE PALMOLIVE CO	P	2009-12-16	2010-01-04

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				1,743
B				
C	2,424		2,464	-40
D	2,580		2,597	-17
E	2,555		2,573	-18
F	1,246		1,171	75
G	2,539		2,547	-8
H	1,556		1,638	-82
I	1,978		1,816	162
J	2,636		2,784	-148
K	1,507		1,457	50
L	2,045		1,909	136
M	1,674		1,774	-100
N	2,422		2,355	67
O	2,945		3,111	-166
P	1,007		1,110	-103
Q	2,029		1,950	79
R	1,893		1,924	-31
S	1,034		997	37
T	1,259		1,323	-64
U	1,952		1,883	69
V	996		1,108	-112
W	1,098		1,086	12
X	1,972		1,880	92
Y	1,276		1,464	-188
Z	1,238		1,249	-11
AA	1,217		1,250	-33
AB	2,476		2,549	-73


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	
A			
B			
C			-40
D			-17
E			-18
F			75
G			-8
H			-82
I			162
J			-148
K			50
L			136
M			-100
N			67
O			-166
P			-103
Q			79
R			-31
S			37
T			-64
U			69
V			-112
W			12
X			92
Y			-188
Z			-11
AA			-33
AB			-73


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
JOSEPH BENJAMIN	Treasurer 0 00	0		
3068 E BRANBURY RD SALT LAKE CITY,UT 84121				
BRENT ANDERSON	Trustee 0 00	0		
522 SOUTH 400 WEST SALT LAKE CITY,UT 84101				
PATRICIA ANN RHEIN	Trustee 0 00	0		
25-28 URBAN PLACE FAIRLAWN,NJ 07410				
LEE M BROWER	Trustee 0 00	0		
801 NORTH 500 WEST BOUNTIFUL,UT 84010				
ARTHUR E BENJAMIN	Trustee 0 00	0		
7508 HIGHMONT STREET DALLAS,TX 75230				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
American Dog Rescue 10062 Stone Mountain Cr Sandy, UT 84092		501C3	support	10,000
Wayside Waifs 3901 Martha Truman Rd Kansas City, MO 64137	NONE	501C3	Support	2,500
Utah Food Bank 3150 S 900 W Salt Lake City, UT 84119	NONE	501C3	Support	2,500
The Hinckley Institute of Politics 260 SO Central Campus Dr 253 Salt LAke City, UT 84112	NONE	501C3	Support	4,500
The Consequences Charity 832 S Greenway Drive Coral Gables, FL 33134	NONE	501C3	Support	25,000
Ruth Rales Jewish Family Service 21300 Ruth Baron Coleman Blvd Boca Raton, FL 33428	NONE	501C3	Support	10,000
Royal Dames of Cancer Research 6278 North Federal HWY 378 FT Lauderdale, FL 33308	NONE	501C3	Support	10,000
Religious Assoc of Kirovograd Evang Ternopilska st 26/21 Kirovograd, Kirovograd 250078 UP	NONE		Support	11,000
No More Homeless Pets 8029 South 700 East Sandy, UT 84070	NONE	501C3	Support	5,000
Holy Spirit Catholic Church 11300 W 103rd St Overland Park, KS 66214	NONE	501C3	Support	3,000
HOBY of Utah 628 South 1350 East Provo, UT 84606	NONE	501C3	Support	2,500
Don Betts Evangelistic Assoc 100 Denwood Trail Clayton, OH 45315	NONE	501C3	Support	21,000
Dallas Film society 1155 Brown St Dallas, TX 75202	NONE	501C3	Support	45,000
City Union Mission 1100 East 11th st Kansas City, MO 64105	NONE	501C3	Support	1,000
Chain of Hope 258 W 3rd Street Kansas City, MO 64105	NONE	501C3	Support	500
Total  3a				354,000

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Name and address (home or business)				
a Paid during the year				
Cancer Relief Fund PO Box 959 Cibolo, TX 78108	NONE	501C3	Support	5,000
Boys and Girls Club of Broward Coun 877 NW 61 Street Ft Lauderdale, FL 33309	NONE	501C3	Support	50,000
Archbishop' Call to Share 125615 Parallel Pkwy Kansas City, KS 66109	NONE	501C3	Support	2,000
TRICOUNTY HUMANE SOCIETY 21287 BOCA RIO RD BOCA RATON, FL 33433	NONE		FOOD, CARE, ADOPTION	5,000
LE LYCEE FRANCAIS LOS ANGELES 3261 OVERLAND AVE LOS ANGELES, CA 90034	NONE		EDUCATIONAL PROGRAM	10,000
KOSTOPULOS DREAM FOUNDATION 2500 EMIGRATION CANYON SALT LAKE CITY, UT 84108	NONE	501C3	SUMMER CAMP FOR THE DISABLED	6,000
HUMANE SOCIETY OF UNITED STATES 3515 B LONGMIRE DRIVE PMB 301 COLLEGE STATION, TX 77845	NONE		FOOD, CARE, ADOPTION	32,500
Humane Society of Broward County 2070 Griffin Rd Fort Lauderdale, FL 33312	NONE		FOSTER, CARE, SURGERY, FOOD	7,500
IJ JEANNE WAGNER JEWISH COMM CENTER 2 NORTH MEDICAL DRIVE SALT ALKE CITY, UT 84113	NONE		SUPPORT	4,000
THE JIMMY FUND 10 Brookline Place West 6TH FLOOR BROOKLINE, MA 02445	NONE		CANCER RESEARCH	500
THE CHURCH OF JESUS CHRIST OF LDS 50 E North Temple SALT LAKE CITY, UT 84111	NONE		HUMANITARIAN	20,000
PAWS IN THE CITY 3506 CEDAR SPRINGS DALLAS, TX 75219	NONE		FOSTER, NEUTER/SPAY, SURGERY, CARE	3,500
IMAGE REBORN FOUNDATION 6300 NORTH SAGEWOOD DRIVE H238 PARK CITY, UT 84098	NONE		Support	9,000
CHABAD LUBAVITCH OF UTAH 1760 SOUTH 1100 EASR SALT LAKE CITY, UT 84105	NONE		SUPPORT	35,500
Best Buddies Florida 2701 W Oakland Park Blvd Suite 414 Fort Lauderdale, FL 33311			Support	10,000
Total  3a				354,000