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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

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

Name of foundation: THE HABE FOUNDATION; Employer identification number: 20-1366114; Telephone number: (212) 583-1100; City or town, state, and ZIP code: NEW YORK, NY 10019; Accounting method: Cash; Fair market value of all assets at end of year: \$ 6,060,021

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 (lines 1-12) and Operating and Administrative Expenses (lines 13-26), ending with Excess of revenue over expenses and disbursements (line 27).

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	259,095	235,637	235,637			
	<b>2</b> Savings and temporary cash investments . . . . .						
	<b>3</b> Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	<b>4</b> Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	<b>5</b> Grants receivable . . . . .						
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .						
	<b>7</b> Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	<b>8</b> Inventories for sale or use . . . . .						
	<b>9</b> Prepaid expenses and deferred charges . . . . .						
	<b>10a</b> Investments—U S and state government obligations (attach schedule)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	5,157,183	4,588,279	5,809,201			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .						
	<b>11</b> Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	<b>12</b> Investments—mortgage loans . . . . .						
	<b>13</b> Investments—other (attach schedule) . . . . .						
	<b>14</b> Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
<b>15</b> Other assets (describe <input type="checkbox"/> _____)	<input type="checkbox"/> 18	<input type="checkbox"/> 15,183	<input type="checkbox"/> 15,183				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,416,296	4,839,099	6,060,021				
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .						
	<b>18</b> Grants payable . . . . .						
	<b>19</b> Deferred revenue . . . . .						
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons						
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .						
	<b>22</b> Other liabilities (describe <input type="checkbox"/> _____)						
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .			0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b> Unrestricted . . . . .						
	<b>25</b> Temporarily restricted . . . . .						
	<b>26</b> Permanently restricted . . . . .						
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	5,416,296	4,839,099				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund						
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	0	0					
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	5,416,296	4,839,099					
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	5,416,296	4,839,099					

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	5,416,296
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-577,197
<b>3</b>	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	4,839,099
<b>5</b>	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	4,839,099

**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)
<b>1 a</b> SEE SCHEDULE ATTACHED	D		2010-12-31
<b>b</b> CAPITAL GAIN DISTRIBUTIONS	P		
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 1,131,350		615,715	515,635
<b>b</b>			14,720
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			515,635
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	530,355
<b>3</b> 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		<b>3</b>	

**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	736,862	2,352,347	0.313245
2008	550,691	3,543,257	0.155419
2007	428,299	4,507,470	0.09502
2006	242,464	4,016,948	0.06036
2005	679,774	3,893,682	0.174584

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.798628
<b>3</b> 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.	<b>3</b>	0.159726
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	<b>4</b>	2,547,268
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	406,865
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	5,506
<b>7</b> Add lines 5 and 6.	<b>7</b>	412,371
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	431,414

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	5,506
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	5,506
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	5,506
<b>6</b>	Credits/Payments		
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	5,831
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	1,500
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	7,331
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	1,825
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> 1,825 <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		No
<b>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation  \$ _____ <b>(2)</b> On foundation managers  \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____		
<b>2</b> 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>		No
<b>3</b> 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>		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	<b>6</b> Yes	
<b>7</b> 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>	<b>7</b> Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions)  DE _____		
<b>b</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>	<b>8b</b> Yes	
<b>9</b> 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> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>		
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<b>No</b>		
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<b>13</b>	<b>Yes</b>			
<b>14</b>	The books are in care of ▶ <u>JANET L MULLIGAN</u> Telephone no ▶ <u>(212) 583-1100</u> Located at ▶ <u>37 W57TH STREET 5TH FL NEW YORK NY</u> ZIP+4 ▶ <u>10019</u>					
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <table border="1"><tr><td><b>15</b></td><td></td></tr></table>	<b>15</b>				
<b>15</b>						
<b>16</b>	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? . . . . .	<b>16</b>				

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
<b>1a</b>	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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>	
<b>c</b>	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? . . . . .	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	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>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ). . . . .	<b>2b</b>	<b>No</b>
<b>c</b>	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____		
<b>3a</b>	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>b</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> ) . . . . .	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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><b>(5)</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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 checked="" type="checkbox"/></p> <p><b>c</b> 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><b>6a</b> 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>b</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><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . .</p>	<b>5b</b>	
<b>6b</b>	<b>No</b>	
<b>7b</b>		

**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
NANCY K SIMPKINS C/O TANTON CO LLP NEW YORK, NY 10019	PRESIDENT 5 0	0	0	0
THOMAS D KLINGENSTEIN C/O TANTON CO LLP NEW YORK, NY 10019	VP & SECRETARY 0 0	0	0	0
ANDREW D KLINGENSTEIN C/O TANTON CO LLP NEW YORK, NY 10019	TREASURER 0 0	0	0	0

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

**Total** number of others receiving over \$50,000 for professional services. . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
<b>1</b> 	
<b>2</b> 	
<b>3</b> 	
<b>4</b> 	

**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
<b>1</b> 	
<b>2</b> 	
<b>3</b> All other program-related investments See page 24 of the instructions	

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	2,400,120
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	185,939
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,586,059
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,586,059
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	<b>4</b>	38,791
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,547,268
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	127,363

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	127,363
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5. . . . .	<b>2a</b>	5,506
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	5,506
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	121,857
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	121,857
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	121,857

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	431,414
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	431,414
<b>5</b>	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). . . . .	<b>5</b>	5,506
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	425,908

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				121,857
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only. . . . .				
<b>b</b> Total for prior years 2008, 2007, 2006				
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005. . . . .	529,240			
<b>b</b> From 2006. . . . .	44,453			
<b>c</b> From 2007. . . . .	221,036			
<b>d</b> From 2008. . . . .	378,858			
<b>e</b> From 2009. . . . .	623,253			
<b>f</b> Total of lines 3a through e. . . . .	1,796,840			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 $\blacktriangleright$ \$ 431,414				
<b>a</b> Applied to 2009, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .				
<b>d</b> Applied to 2010 distributable amount. . . . .				121,857
<b>e</b> Remaining amount distributed out of corpus	309,557			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,106,397			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . . . .				
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. . . . .				
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	529,240			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a. . . . .	1,577,157			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006. . . . .	44,453			
<b>b</b> Excess from 2007. . . . .	221,036			
<b>c</b> Excess from 2008. . . . .	378,858			
<b>d</b> Excess from 2009. . . . .	623,253			
<b>e</b> Excess from 2010. . . . .	309,557			

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)

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; 2b 85% of line 2a; 2c Qualifying distributions from Part XII...; 2d Amounts included in line 2c not used directly...; 2e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; 3a 'Assets' alternative test; 3b 'Endowment' alternative test; 3c 'Support' alternative test.

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) )

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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 429,183
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b>





## TY 2010 Accounting Fees Schedule

**Name:** THE HABE FOUNDATION

**EIN:** 20-1366114

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TANTON & CO	2,500	625	0	1,875

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

## TY 2010 Depreciation Schedule

**Name:** THE HABE FOUNDATION

**EIN:** 20-1366114

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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# TY 2010 Land, Etc. Schedule

**Name:** THE HABE FOUNDATION

**EIN:** 20-1366114

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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## TY 2010 Other Assets Schedule

**Name:** THE HABE FOUNDATION

**EIN:** 20-1366114

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME	18		

## TY 2010 Other Expenses Schedule

**Name:** THE HABE FOUNDATION

**EIN:** 20-1366114

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS FEES	64	64		
INVESTMENT ADVISORY FEES	55,394	55,394		
STATE FILING FEES	356			356

## TY 2010 Other Income Schedule

**Name:** THE HABE FOUNDATION

**EIN:** 20-1366114

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
federal refunds			

# TY 2010 Taxes Schedule

**Name:** THE HABE FOUNDATION

**EIN:** 20-1366114

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	1,524	1,524		

The Habe Foundation  
 12/31/2010  
 Capital Gain Schedule - Book Basis

<u>Description</u>		<u>Purchase Date</u>	<u>Sale Date</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/Loss</u>
2500 shs Berkshire Hathaway Inc Cl B	D	7/28/2004	3/11/2010	204,278.15	146,154.00	58,124.15
1000 shs Berkshire Hathaway Inc Cl B	D	7/28/2004	3/12/2010	82,192.45	58,462.00	23,730.45
2000 shs Plains Expl & Prodtn Co	D	7/28/2004	3/12/2010	65,446.16	70,310.91	(4,864.75)
2000 shs Akamai Technologies	P	7/27/2007	4/16/2010	67,496.52	76,119.00	(8,622.48)
500 shs Akamai Technologies	P	8/8/2007	4/16/2010	16,874.13	17,408.85	(534.72)
500 shs Akamai Technologies	P	10/4/2007	4/16/2010	16,874.13	15,782.25	1,091.88
2000 shs Berkshire Hathaway Inc Cl B	D	7/28/2004	6/28/2010	162,133.47	116,923.25	45,210.22
3548.75 shs Plains Expl & Prodtn Co.	D	7/28/2004	8/10/2010	88,828.32	124,766.73	(35,938.41)
4451.25 shs Plains Expl & Prodtn Co.	D	7/28/2004	8/10/2010	111,418.68	170,057.91	(58,639.23)
4000 shs Applied Materials Inc	P	8/11/2005	10/19/2010	46,995.07	71,807.00	(24,811.93)
1000 shs Applied Materials Inc.	P	8/19/2005	10/19/2010	11,748.77	17,439.70	(5,690.93)
1000 shs Applied Materials Inc	P	12/30/2005	10/19/2010	11,748.76	18,598.10	(6,849.34)
1500 shs Hartford Finl Svcs Grp	P	7/29/2004	10/20/2010	35,610.69	96,340.00	(60,729.31)
1800 shs Medtronic Inc.	P	10/5/2005	10/20/2010	61,939.79	96,409.24	(34,469.45)
200 shs Medtronic Inc	P	9/26/2006	10/20/2010	6,882.20	9,443.72	(2,561.52)
500 shs Medtronic Inc.	P	12/29/2006	10/20/2010	17,205.49	26,640.00	(9,434.51)
900 Hartford Finl Svcs Grp	D	3/28/2005	10/21/2010	21,938.30	61,735.50	(39,797.20)
2500 Cameco Corp	P	8/10/2007	11/8/2010	84,782.14	96,648.50	(11,866.36)
500 Cameco Corp	P	10/4/2007	11/8/2010	16,956.43	21,006.45	(4,050.02)
				<u>1,131,349.65</u>	<u>1,312,053.11</u>	<u>(180,703.46)</u>

Tax Basis

Klingenstein, Fields & Co. LLC  
**REALIZED GAINS AND LOSSES**  
 Habe Foundation  
 ABA52000  
 From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
11-05-80	03-11-10	2,500	Berkshire Hathaway Inc C1 B	78.55		204,278.15		204,199.60
12-15-86	03-12-10	2,000	Plains Exploration & Production Co	9,385.51		65,446.16		56,060.65
11-05-80	03-12-10	1,000	Berkshire Hathaway Inc C1 B	31.42		82,192.45		82,161.03
07-27-07	04-16-10	2,000	Akamai Technologies Inc	76,119.00		67,496.52		-8,622.48
08-08-07	04-16-10	500	Akamai Technologies Inc	17,408.85		16,874.13		-534.72
10-04-07	04-16-10	500	Akamai Technologies Inc	15,782.25		16,874.13		1,091.88
11-05-80	06-28-10	2,000	Berkshire Hathaway Inc C1 B	62.84		162,133.47		162,070.63
12-15-86	08-10-10	3,549	Plains Exploration & Production Co	16,653.42		88,828.32		72,174.90
05-02-90	08-10-10	4,451	Plains Exploration & Production Co	18,431.25		111,418.68		92,987.43
08-08-05	10-19-10	4,000	Applied Materials Inc	71,807.00		46,995.07		-24,811.93
08-16-05	10-19-10	1,000	Applied Materials Inc	17,439.70		11,748.77		-5,690.93
12-27-05	10-19-10	1,000	Applied Materials Inc	18,598.10		11,748.76		-6,849.34
07-29-04	10-20-10	1,500	Hartford Financial Services Group	96,340.00		35,610.69		-60,729.31
09-30-05	10-20-10	1,800	Medtronic Inc	96,409.24		61,939.79		-34,469.45
09-21-06	10-20-10	200	Medtronic Inc	9,443.72		6,882.20		-2,561.52
12-29-06	10-20-10	500	Medtronic Inc	26,640.00		17,205.49		-9,434.51
12-26-95	10-21-10	900	Hartford Financial Services Group	7,428.95		21,938.30		14,509.35
08-10-07	11-08-10	2,500	Cameco Corp	96,648.50		84,782.14		-11,866.36
10-04-07	11-08-10	500	Cameco Corp	21,006.45		16,956.43		-4,050.02
TOTAL GAINS							0.00	685,255.47
TOTAL LOSSES							0.00	-169,620.57
TOTAL REALIZED GAIN/LOSS				515,634.90			0.00	515,634.90
CAPITAL GAIN DISTRIBUTIONS								



**Investment Detail - Equities (continued)**

Accounting Method  
Equities First In First Out (FIFO)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
<b>AMERICAN EXPRESS COMPANY</b>	<b>3,000,000</b>	<b>42.9200</b>	<b>128,760.00</b>	<b>2%</b>	<b>(11,251.20)</b>	<b>1.67%</b>	<b>2,160.00</b>
SYMBOL AXP	2,000,000	43.7696	87,539.20 <sup>†</sup>	07/29/04	(1,699.20)	2346	Long-Term
Cost Basis	1,000,000	52.4720	52,472.00 <sup>†</sup>	12/27/05	(9,552.00)	1830	Long-Term
			140,011.20				
<b>BARRICK GOLD CORP F</b>	<b>8,828,000</b>	<b>53.1800</b>	<b>469,473.04</b>	<b>8%</b>	<b>219,582.24</b>	<b>1.65%</b>	<b>7,768.64</b>
SYMBOL ABX	1,000,000	25.1678	25,167.80 <sup>†</sup>	02/28/05	28,012.20	2132	Long-Term
	2,000,000	26.7625	53,525.00 <sup>†</sup>	11/30/05	52,835.00	1857	Long-Term
	1,000,000	27.5650	27,565.00 <sup>†</sup>	12/27/05	25,615.00	1830	Long-Term
Cost Basis	4,828,000	29.7500	143,633.00 <sup>†</sup>	01/25/06	113,120.04	1801	Long-Term
			249,890.80				
<b>BERKSHIRE HATHAWAY B NEW</b>	<b>2,000,000</b>	<b>80.1100</b>	<b>160,220.00</b>	<b>3%</b>	<b>140,178.96</b>	<b>0.00%</b>	<b>0.00</b>
CLASS B	50,000	0.0314	1.57 <sup>a</sup>	11/05/80	4,003.93	11013	Long-Term
SYMBOL BRKB	1,950,000	10.2766	20,039.47 <sup>a</sup>	05/02/90	136,175.03	7548	Long-Term
Cost Basis			20,041.04				
<b>CHEVRON CORPORATION</b>	<b>1,500,000</b>	<b>91.2500</b>	<b>136,875.00</b>	<b>2%</b>	<b>25,894.90</b>	<b>3.15%</b>	<b>4,320.00</b>
SYMBOL CVX	1,500,000	73.9867	110,980.10	03/12/10	25,894.90	294	Short-Term
<b>CHICAGO BRIDGE &amp; IRON F</b>	<b>7,000,000</b>	<b>32.9000</b>	<b>230,300.00</b>	<b>4%</b>	<b>128,656.45</b>	<b>0.00%</b>	<b>0.00</b>
N Y REGISTRY SHS	1,000,000	13.2208	13,220.85 <sup>a</sup>	10/21/03	19,679.15	2628	Long-Term
1 NY SH REP 1 ORD	6,000,000	14.7371	88,422.70 <sup>a</sup>	07/29/04	108,977.30	2346	Long-Term
SYMBOL CBI			101,643.55				
Cost Basis							
<b>CISCO SYSTEMS INC</b>	<b>6,000,000</b>	<b>20.2300</b>	<b>121,380.00</b>	<b>2%</b>	<b>(460.50)</b>	<b>0.00%</b>	<b>0.00</b>
SYMBOL CSCO	5,000,000	20.8611	104,305.50 <sup>†</sup>	07/29/04	(3,155.50)	2346	Long-Term
Cost Basis	1,000,000	17.5350	17,535.00 <sup>†</sup>	12/27/05	2,695.00	1830	Long-Term
			121,840.50				
<b>COLGATE-PALMOLIVE CO</b>	<b>1,000,000</b>	<b>80.3700</b>	<b>80,370.00</b>	<b>1%</b>	<b>19,649.00</b>	<b>2.63%</b>	<b>2,120.00</b>
SYMBOL CL	1,000,000	60.7210	60,721.00	04/02/09	19,649.00	638	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

**Investment Detail - Equities (continued)**

Accounting Method  
Equities: First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Holding Days	Estimated Annual Income
<b>DISNEY WALT CO</b>	<b>5,000.0000</b>	<b>37.5100</b>	<b>187,550.00</b>	<b>3%</b>	<b>72,896.64</b>	<b>1.06%</b>		<b>2,000.00</b>
SYMBOL DIS	4,000.0000	22.6566	90,626.66 <sup>†</sup>	07/29/04	59,413.34	2346		Long-Term
Cost Basis	1,000.0000	24.0267	24,026.70 <sup>†</sup>	12/27/05	13,483.30	1830		Long-Term
			114,653.36					
<b>E M C CORP MASS</b>	<b>8,000.0000</b>	<b>22.9000</b>	<b>183,200.00</b>	<b>3%</b>	<b>79,551.20</b>	<b>0.00%</b>		<b>0.00</b>
SYMBOL EMC	6,000.0000	13.4339	80,603.80 <sup>†</sup>	01/11/06	56,796.20	1815		Long-Term
Cost Basis	2,000.0000	11.5225	23,045.00 <sup>†</sup>	09/21/06	22,755.00	1562		Long-Term
			103,648.80					
<b>EMERSON ELECTRIC CO</b>	<b>3,000.0000</b>	<b>57.1700</b>	<b>171,510.00</b>	<b>3%</b>	<b>42,533.60</b>	<b>2.41%</b>		<b>4,140.00</b>
SYMBOL EMR	2,400.0000	42.6576	102,378.40 <sup>†</sup>	10/26/06	34,829.60	1527		Long-Term
Cost Basis	600.0000	44.3300	26,598.00 <sup>†</sup>	12/28/06	7,704.00	1464		Long-Term
			128,976.40					
<b>FEDEX CORPORATION</b>	<b>1,500.0000</b>	<b>93.0100</b>	<b>139,515.00</b>	<b>2%</b>	<b>4,918.16</b>	<b>0.51%</b>		<b>720.00</b>
SYMBOL FDX	1,200.0000	85.0565	102,067.84 <sup>†</sup>	07/22/05	9,544.16	1988		Long-Term
Cost Basis	300.0000	108.4300	32,529.00 <sup>†</sup>	12/29/06	(4,626.00)	1463		Long-Term
			134,596.84					
<b>GENERAL ELECTRIC COMPANY</b>	<b>4,000.0000</b>	<b>18.2900</b>	<b>73,160.00</b>	<b>1%</b>	<b>59,116.70</b>	<b>3.06%</b>		<b>2,240.00</b>
SYMBOL GE	4,000.0000	3.5108	14,043.30 <sup>†</sup>	05/02/90	59,116.70	7548		Long-Term
<b>GOOGLE INC CLASS A</b>	<b>200.0000</b>	<b>593.9700</b>	<b>118,794.00</b>	<b>2%</b>	<b>16,189.74</b>	<b>0.00%</b>		<b>0.00</b>
SYMBOL GOOG	200.0000	513.0213	102,604.26	02/08/08	16,189.74	1057		Long-Term
<b>HESS CORPORATION</b>	<b>2,250.0000</b>	<b>76.5400</b>	<b>172,215.00</b>	<b>3%</b>	<b>153,281.05</b>	<b>0.52%</b>		<b>900.00</b>
SYMBOL HES	2,250.0000	8.4150	18,933.95 <sup>†</sup>	05/02/90	153,281.05	7548		Long-Term

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Charles Schwab Institutional is a registered broker-dealer and member of the SIPC. The information provided herein is for informational purposes only and does not constitute an offer of securities. The information is not intended to be used as a basis for investment decisions. The information is not intended to be used as a basis for investment decisions. The information is not intended to be used as a basis for investment decisions.

**Investment Detail - Equities (continued)**

Accounting Method  
Equities: First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Holding Days	Estimated Annual Income	Holding Period
<b>HONEYWELL INTERNATIONAL</b>	<b>4,000.0000</b>	<b>53.1600</b>	<b>212,640.00</b>	<b>4%</b>	<b>71,191.30</b>	<b>2.27%</b>		<b>4,840.00</b>	
SYMBOL: HON	1,000,000	29.0314	29,031.40 <sup>†</sup>	10/27/03	24,128.60	2622		Long-Term	
	2,000,000	36.9325	73,865.00 <sup>†</sup>	11/30/05	32,455.00	1857		Long-Term	
	1,000,000	38.5523	38,552.30 <sup>†</sup>	12/27/05	14,607.70	1830		Long-Term	
Cost Basis			141,448.70						
<b>ICICI BANK LTD ADR F</b>	<b>2,500.0000</b>	<b>50.6400</b>	<b>126,600.00</b>	<b>2%</b>	<b>10,264.40</b>	<b>0.00%</b>		<b>0.00</b>	
SPONSORED ADR	2,000,000	46.7507	93,501.40	06/13/07	7,778.60	1297		Long-Term	
1 ADR REP 2 ORD	500,000	45.6684	22,834.20	07/27/07	2,485.80	1253		Long-Term	
SYMBOL: IBN			116,335.60						
Cost Basis									
<b>ILLINOIS TOOL WORKS INC</b>	<b>1,200.0000</b>	<b>53.4000</b>	<b>64,080.00</b>	<b>1%</b>	<b>5,706.28</b>	<b>2.54%</b>		<b>1,632.00</b>	
SYMBOL: ITW	1,200,000	48.6447	58,373.72	11/09/10	5,706.28	52		Short-Term	
<b>INDIA FUND INC</b>	<b>4,000.0000</b>	<b>35.1100</b>	<b>140,440.00</b>	<b>2%</b>	<b>(12,612.15)</b>	<b>0.28%</b>		<b>400.00</b>	
SYMBOL: IFN	1,500,000	40.4307	60,646.05 <sup>†</sup>	09/21/05	(7,981.05)	1927		Long-Term	
	500,000	37.8885	18,944.25 <sup>†</sup>	09/23/05	(1,389.25)	1925		Long-Term	
	500,000	39.8437	19,921.85 <sup>†</sup>	09/30/05	(2,366.85)	1918		Long-Term	
	500,000	39.0800	19,540.00 <sup>†</sup>	11/30/05	(1,985.00)	1857		Long-Term	
	1,000,000	34.0000	34,000.00 <sup>†</sup>	08/04/06	1,110.00	1610		Long-Term	
Cost Basis			153,052.15						
<b>INTL BUSINESS MACHINES</b>	<b>600.0000</b>	<b>146.7600</b>	<b>88,056.00</b>	<b>1%</b>	<b>26,566.84</b>	<b>1.77%</b>		<b>1,560.00</b>	
SYMBOL: IBM	600,000	102.4819	61,489.16	05/21/09	26,566.84	589		Long-Term	
<b>JOHNSON &amp; JOHNSON</b>	<b>2,500.0000</b>	<b>61.8500</b>	<b>154,625.00</b>	<b>3%</b>	<b>9,465.00</b>	<b>3.49%</b>		<b>5,400.00</b>	
SYMBOL: JNJ	1,500,000	55.7166	83,575.00 <sup>†</sup>	07/29/04	9,200.00	2346		Long-Term	
	500,000	62.3300	31,165.00 <sup>†</sup>	11/30/05	(240.00)	1857		Long-Term	
	500,000	60.8400	30,420.00 <sup>†</sup>	12/27/05	505.00	1830		Long-Term	
Cost Basis			145,160.00						

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**Investment Detail - Equities (continued)**

Accounting Method  
Equities: First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Holding Days	Estimated Annual Income
<b>MANPOWER INC</b>	2,000,0000	62.7600	125,520.00	2%	35,522.40	1.17%		1,480.00
SYMBOL: MAN	2,000,0000	44.9988	89,997.60	03/07/05	35,522.40	2125		Long-Term
<b>MEDTRONIC INC</b>	2,500,0000	37.0900	92,725.00	2%	5,768.94	2.42%		2,250.00
SYMBOL: MDT	2,500,0000	34.7824	86,956.06	11/22/10	5,768.94	39		Short-Term
<b>METLIFE INC</b>	1,500,0000	44.4400	66,660.00	1%	5,986.45	1.66%		1,110.00
SYMBOL: MET	1,500,0000	40.4490	60,673.55	10/20/10	5,986.45	72		Short-Term
<b>NEWMONT MINING CORP</b>	3,000,0000	61.4300	184,290.00	3%	64,216.20	0.97%		1,800.00
SYMBOL: NEM	2,000,0000	39.2275	78,455.00	07/29/04	44,405.00	2346		Long-Term
	500,0000	40.9300	20,465.00	03/14/07	10,250.00	1388		Long-Term
	500,0000	42.3076	21,153.80	07/31/07	9,561.20	1249		Long-Term
Cost Basis			120,073.80					
<b>PEPSICO INCORPORATED</b>	1,200,0000	65.3300	78,396.00	1%	19,372.72	2.93%		2,304.00
SYMBOL: PEP	1,200,0000	49.1860	59,023.28	05/04/09	19,372.72	606		Long-Term
<b>ROCKWELL COLLINS INC</b>	2,000,0000	58.2600	116,520.00	2%	(17,500.20)	1.64%		1,920.00
SYMBOL: COL	2,000,0000	67.0101	134,020.20	01/09/08	(17,500.20)	1087		Long-Term
<b>ROYAL DUTCH SHELL A ADRF</b>	1,200,0000	66.7800	80,136.00	1%	5,008.00	5.03%		4,032.00
SPONSORED ADR	1,200,0000	62.6066	75,128.00	11/23/10	5,008.00	38		Short-Term
1 ADR REPS 2 CL A ORD								
SYMBOL: RDSA								
<b>SCHLUMBERGER LTD F</b>	1,800,0000	83.5000	150,300.00	2%	43,645.52	1.00%		1,512.00
SYMBOL: SLB	1,500,0000	58.2302	87,345.40	01/11/07	37,904.60	1450		Long-Term
	300,0000	64.3636	19,309.08	03/14/07	5,740.92	1388		Long-Term
Cost Basis			106,654.48					

**Investment Detail - Equities (continued)**

Accounting Method  
Equities, First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Holding Days	Estimated Annual Income
<b>SIEMENS A G ADR F</b>	<b>1,200.0000</b>	<b>124.2500</b>	<b>149,100.00</b>	<b>2%</b>	<b>20,778.00</b>	<b>0.00%</b>		<b>0.00</b>
1 ADR REP 1 ORD	1,000 0000	102 5640	102,564 00	03/14/07	21,686 00	1388		Long-Term
SYMBOL SI	200 0000	128 7900	25,758 00	07/31/07	(908 00)	1249		Long-Term
Cost Basis			128,322.00					
<b>SYSCO CORPORATION</b>	<b>4,000.0000</b>	<b>29.4000</b>	<b>117,600.00</b>	<b>2%</b>	<b>(14,764.00)</b>	<b>3.40%</b>		<b>4,000.00</b>
SYMBOL SY	4,000 0000	33 0910	132,364 00	10/29/07	(14,764 00)	1159		Long-Term
<b>TEXAS INSTRUMENTS INC</b>	<b>5,000.0000</b>	<b>32.5000</b>	<b>162,500.00</b>	<b>3%</b>	<b>52,008.60</b>	<b>1.60%</b>		<b>2,600.00</b>
SYMBOL TXN	1,000.0000	26 2264	26,226 40	05/11/04	6,273 60	2425		Long-Term
Cost Basis	4,000 0000	21 0662	84,265 00	07/29/04	45,735 00	2346		Long-Term
			110,491 40					
<b>UNION PACIFIC CORP</b>	<b>1,500.0000</b>	<b>92.6600</b>	<b>138,990.00</b>	<b>2%</b>	<b>67,808.35</b>	<b>1.64%</b>		<b>2,280.00</b>
SYMBOL UNP	1,500 0000	47 4544	71,181 65	12/18/08	67,808 35	743		Long-Term
<b>UNITED PARCEL SERVICE B</b>	<b>1,500.0000</b>	<b>72.5800</b>	<b>108,870.00</b>	<b>2%</b>	<b>1,582.64</b>	<b>2.59%</b>		<b>2,820.00</b>
CLASS B	1,200 0000	72 0495	86,459 44	01/31/07	636 56	1430		Long-Term
SYMBOL UPS	300.0000	69 4264	20,827 92	03/14/07	946 08	1388		Long-Term
Cost Basis			107,287 36					
<b>UNITED TECHNOLOGIES CORP</b>	<b>2,000.0000</b>	<b>78.7200</b>	<b>157,440.00</b>	<b>3%</b>	<b>45,995.66</b>	<b>2.15%</b>		<b>3,400.00</b>
SYMBOL UTX	600 0000	39 3925	23,635 54	10/01/03	23,596 46	2648		Long-Term
	1,000 0000	62 6488	62,648 80	09/21/06	16,071 20	1562		Long-Term
Cost Basis	400 0000	62 9000	25,160 00	12/29/06	6,328 00	1463		Long-Term
			111,444 34					

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**Investment Detail - Equities (continued)**

Accounting Method  
Equities First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Holding Days	Estimated Annual Income
<b>3M COMPANY</b>	<b>1,500,0000</b>	<b>86.3000</b>	<b>129,450.00</b>	<b>2%</b>	<b>13,308.91</b>	<b>2.43%</b>		<b>3,150.00</b>
SYMBOL - MMM	1,200 0000	77 0452	92,454.28 †	04/19/05	11,105 72	2082		Long-Term
	300 0000	78 9560	23,686 81 †	12/27/05	2,203 19	1830		Long-Term
Cost Basis			116,141 09					

*Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.*

**Investment Detail - Other Assets**

Accounting Method  
Other Assets First In First Out [FIFO]

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
<b>ISHARES FTSE CHINA 25</b>	<b>3,000.0000</b>	<b>43.0900</b>	<b>129,270.00</b>	<b>2%</b>	<b>67,574.65</b>		
FTSE CHINA 25 INDEX FD	1,500 0000	20 7502	31,125.35 †	08/23/05	33,509 65	1956	Long-Term
SYMBOL - FXI	1,500 0000	20 3800	30,570.00 †	11/30/05	34,065 00	1857	Long-Term
Cost Basis			61,695 35				
<b>ISHARES MSCI EMRG MKT FD</b>	<b>2,500.0000</b>	<b>47.6420</b>	<b>119,105.00</b>	<b>2%</b>	<b>18,220.90</b>		
EMERGING MARKETS INDX FD	1,500 0000	39 6697	59,504 60	11/06/09	11,958 40	420	Long-Term
SYMBOL - EEM	1,000 0000	41 3795	41,379 50	03/12/10	6,262 50	294	Short-Term
Cost Basis			100,884 10				

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**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 20-1366114  
**Name:** THE HABE FOUNDATION

**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)				
<b>a</b> <i>Paid during the year</i>				
RAWANDA EDUCATIONAL ASSISTANCE PROGRAM C/O ED BALLEEN 5 SAMUEL PURDY LANE KATONAH, NY 10536	NONE	SEC 501(C) (3)	GENERAL PURPOSE	13,350
MISS PORTERS SCHOOL 60 MAIN STREET FARMINGTON, CT 06032	NONE	SEC 501(C) (3)	GENERAL PURPOSE	230,000
NATURAL HISTORY MUSEUM OF THE ADIRONDACKS 45 MUSEUM DRIVE TUPPER LAKE, NY 12986	NONE	SEC 501(C) (3)	GENERAL PURPOSE	125,000
GREENWICH HOSPITAL 5 PERRYRIDGE ROAD GREENWICH, CT 06830	NONE	SEC 501(C) (3)	GENERAL PURPOSE	5,000
DOCKS TO DOORWAYS PO BOX 551 BELGRADE LAKES ASSOCIATI BELGRADE LAKES, ME 04918	NONE	SEC 501(C) (3)	GENERAL PURPOSE	33,333
COLUMBIA UNIVERSITY 622 W113TH STREET NEW YORK, NY 10025	NONE	SEC 501(C) (3)	GENERAL PURPOSE	12,500
NEW CANAAN COUNTRY SCHOOL 545 PONUS RIDGE PO BOX 997 NEW CANAAN, CT 06840	NONE	SEC 501(C) (3)	GENERAL PURPOSE	5,000
TRICHOTILLOMANIA LEARNING CENTER 207 MCPHERSON STREET SUITE H SANTA CRUZ, CA 950605863	NONE	SECTION 501(C)(3)	GENERAL PURPOSE	5,000
<b>Total . . . . .</b>			<b>3a</b>	429,183