See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

ENVELOPE POSTMARK DATE AUG 2 3 2011

SCANNED AUG 3 0 2011

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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 ANDROCLES FOUNDATION, INC.

A Employer identification number: 20-1514742

Number and street (or P O box number if mail is not delivered to street address): C/O LAMB & BARNOSKY LLP, 534 BROADHOLLOW ROAD

Room/suite: 210

B Telephone number (see page 10 of the instructions): (631) 694-2300

City or town, state, and ZIP code: MELVILLE, NY 11747

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) ▶ $ 21,971,456.

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)	3,306,400.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	501,443.	499,900.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	148,265.			
	b Gross sales price for all assets on line 6a 4,238,612.				
	7 Capital gain net income (from Part IV, line 2)		135,329.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-42,853.	351.		ATCH 2
	12 **Total** Add lines 1 through 11	3,913,255.	635,580.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	50,000.	15,000.	0.	35,000.
	b Accounting fees (attach schedule) ATCH 4	8,000.	4,000.	0.	4,000.
	c Other professional fees (attach schedule) *	96,920.	96,920.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	8,802.	7,802.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,672.	0.		8,672.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	3,606.	194.		2,996.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	176,000.	123,916.	0.	50,668.
	25 Contributions, gifts, grants paid	900,000.			900,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,076,000.	123,916.	0.	950,668.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	2,837,255.			
	b **Net investment income** (if negative, enter -0-)		511,664.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED ... OGDEN, UT

14 6

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	2,418,881.	686,035.	686,035.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 8	15,481,568.	19,845,681.	20,959,662.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 9	0.	199,100.	318,000.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 10)	871.	7,759.	7,759.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	17,901,320.	20,738,575.	21,971,456.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	17,901,320.	20,738,575.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	17,901,320.	20,738,575.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	17,901,320.	20,738,575.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,901,320.
2	Enter amount from Part I, line 27a	2	2,837,255.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,738,575.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,738,575.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	135,329.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . .		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	649,000.	13,053,989.	0.049717
2008	730,000.	12,279,506.	0.059449
2007	528,495.	10,838,790.	0.048760
2006	330,000.	6,444,614.	0.051206
2005	300,000.	3,134,882.	0.095697

2	**Total** of line 1, column (d) . . .	2	0.304829
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	0.060966
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . .	4	17,852,045.
5	Multiply line 4 by line 3 . . .	5	1,088,368.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	5,117.
7	Add lines 5 and 6 . . .	7	1,093,485.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	950,668.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ (attach copy of ruling 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			1	10,233.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	10,233.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	10,233.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,245.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	9,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	13,245.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,012.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 3,012. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*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?	1c	N/A	
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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DE,			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LAMB & BARNOSKY LLP Telephone no ▶ 631-694-2300

Located at ▶ 534 BROADHOLLOW ROAD SUITE 210 MELVILLE, NY ZIP + 4 ▶ 11747

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

			Yes	No
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		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ATTACHMENT 11 ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		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
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
ATTACHMENT 13		96,770.
Total number of others receiving over $50,000 for professional services ▶		NONE

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 N/A	
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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
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	17,420,641.
b	Average of monthly cash balances	1b	388,306.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	314,957.
d	**Total** (add lines 1a, b, and c)	1d	18,123,904.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,123,904.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	271,859.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,852,045.
6	**Minimum investment return.** Enter 5% of line 5	6	892,602.

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	892,602.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,233.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,233.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	882,369.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	882,369.
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	882,369.

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	950,668.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	950,668.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	950,668.

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				882,369.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005 . . . 144,039.				
b	From 2006				
c	From 2007 . . . 1,281.				
d	From 2008 . . . 122,828.				
e	From 2009				
f	**Total** of lines 3a through e	268,148.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 950,668.				
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)				
d	Applied to 2010 distributable amount				882,369.
e	Remaining amount distributed out of corpus	68,299.			
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	336,447.			
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				
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)	144,039.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	192,408.			
10	Analysis of line 9				
a	Excess from 2006				
b	Excess from 2007 . . . 1,281.				
c	Excess from 2008 . . . 122,828.				
d	Excess from 2009				
e	Excess from 2010 . . . 68,299.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 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))

N/A

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

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 14				
Total ▶ 3a				900,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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					
4 Dividends and interest from securities			14	499,900.	1,543.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	135,329.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PASS THRU ORDINARY LOSS	523000	-30,268.	01	351.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-30,268.		635,580.	1,543.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 606,855.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Jennifer Perkins FitzGerald Aug 17, 2011 President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Ronald N Finkelstein	Ronald N Finkelstein	8/10/11		P00301744
Firm's name ▶ MARCUM LLP			Firm's EIN ▶ 11-1986323	
Firm's address ▶ 10 MELVILLE PARK RD MELVILLE, NY 11747			Phone no 631 414-4000	

Form **990-PF** (2010)

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization
THE ANDROCLES FOUNDATION, INC.

Employer identification number
20-1514742

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization THE ANDROCLES FOUNDATION, INC.

Employer identification number 20-1514742

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	$ 414,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	$ 2,891,900.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE ANDROCLES FOUNDATION, INC.

Employer identification number 20-1514742

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
2	55,000SH SCRIPPS NETWORKS INTERACT INC	$ 2,891,900.	12/08/2010

(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
		$	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME: UBS 820	13,122.	13,122.
INTEREST INCOME: UBS 308	165,110.	165,110.
INTEREST INCOME: KINDER MORGAN	169.	169.
DIVIDEND INCOME: UBS 820	276,628.	276,628.
DIVIDEND INCOME: UBS 308	37,039.	37,039.
DIVIDEND INCOME: KINDER MORGAN	68.	68.
INTEREST INCOME: ONEOK PARTNERS	5.	5.
TAX-EXEMPT INTEREST INCOME - UBS 820	1,543.	0.
DIVIDEND INCOME: ACCRUED- UBS 308	2,814.	2,814.
DIVIDEND ACCRUED- UBS 820	4,945.	4,945.
TOTAL	501,443.	499,900.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY LOSS: KINDER MORGAN UBT	-12,839.	
ORDINARY LOSS: ONEOK PARTNERS UBT	-30,365.	
ORDINARY INCOME: KINDER MORGAN PASS THRU	351.	351.
TOTALS	-42,853.	351.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	50,000.	15,000.	0.	35,000.
TOTALS	50,000.	15,000.	0.	35,000.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		8,000.	4,000.	0.	4,000.
	TOTALS	8,000.	4,000.	0.	4,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	96,920.	96,920.
TOTALS	96,920.	96,920.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD	7,758.	7,758.
FEDERAL EXCISE TAX	1,000.	0.
FOREIGN TAX WITHHELD: KNDR MRG	44.	44.
TOTALS	8,802.	7,802.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SECTION 59(E)(2) IDC: KNDR MRG	350.	0.	0.
NON DEDUCTIBLE EXP-PASS THRU	66.	0.	0.
STATE FILING FEES	331.	0.	331.
CONFERENCES EXPENSE	2,665.	0.	2,665.
INV INTEREST EXP: KINDER MRGN	94.	94.	0.
BANK CHARGES	100.	100.	0.
TOTALS	3,606.	194.	2,996.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITIES: UBS 820 STMT C	10,988,221.	15,121,429.	16,126,920.
SECURITIES: UBS 308 STMT D	4,493,347.	4,724,252.	4,832,742.
TOTALS	15,481,568.	22,737,581.	20,959,662.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
INV IN ONEOK PARTNERS LP	0.	199,100.	318,000.
TOTALS	0.	199,100.	318,000.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DIVIDEND RECEIVABLE- UBS 308	871.	2,814.	2,814.
DIVIDEND RECEIVABLE- UBS 820	0.	4,945.	4,945.
TOTALS	871.	7,759.	7,759.

THE ANDROCLES FOUNDATION	
EIN: 20-1514742	
YEAR: 12/31/2010	
FORM 990-PF, PART VII-B, LINE 5c	
The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 534945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.	
NAME AND ADDRESS OF GRANTEE.	THE SCRIPPS HOWARD FOUNDATION
	P O BOX 634568
	CINCINNATI, OH 45263-4568
AMOUNT OF GRANT·	$46,500 00
DATE OF GRANT·	12/23/2010
PURPOSE OF GRANT:	PURPOSE OF THE GRANT IS TO SUPPORT THE ROY W. HOWARD ENDOWMENT AT
	INDIANA UNIVERSITY AND THE JACK R HOWARD ENDOWMENT AT COLUMBIA UNIVERSITY
	THE PURPOSE OF THE ROY W. HOWARD ENDOWMENT IS TO SUPPORT STUDENTS
	STUDYING JOURNALISM. THE JACK R HOWARD ENDOWMENT SUPPORTS INTERNATIONAL
	JOURNALSTS PURSUING A MASTER'S DEGREE IN JOURNALISM AT COLUMBIA UNIVERSITY
TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS DIVERTED A PORTION OF FUNDS FROM THE PURPOSE OF THE GRANT· (YES, NO)	NO, TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS
	HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY.
DATES OF REPORTS RECEIVED FROM GRANTEE:	
	THE SCRIPPS HOWARD FOUNDATION HAS NOT FORMALLY ISSUED REPORTS FOR THEIR
	12/31/2010 YEAR END. HOWEVER, THE TRUSTEES OF THE ANDROCLES FOUNDATION
	HAVE BEEN REASSURD THAT THE GRANTS FOR THE ROY W. HOWARD ENDOWMENT AND
	THE JACK R. HOWARD ENDOWMENT HAVE BEEN ISSUED ACCORDING TO THE
	TERMS OF THE AGREEMENT
DATES AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS	THE $46,500 GRANT TO THE ORGANIZATION HAS BEEN UTILIZED EFFECTIVELY.
	NO FURTHER INDEPENDENT VERIFICATION WAS NECESSARY.

THE ANDROCLES FOUNDATION	
EIN: 20-1514742	
YEAR: 12/31/2010	
FORM 990-PF, PART VII-B, LINE 5c	
The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 534945-5(d) to	
demonstrate that the foundation exercised expenditure responsibility in regard to its grants.	
NAME AND ADDRESS OF GRANTEE:	BRADLEY ZANKEL FOUNDATION, INC.
	C/O LAMB & BARNOSKY, LLP
	534 BROADHOLLOW RD, SUITE 210
	MELVILLE, NY 11747
AMOUNT OF GRANT:	$83,250.00
DATE OF GRANT	12/1/2010
PURPOSE OF GRANT:	PURPOSE OF THE GRANT IS TO BE USED USED TO HELP FUND RESEARCH PROJECTS
	WHICH SEEK TO INDENTIFY THE CAUSES OF AND/OR DEVELOP CURES FOR, BRAIN CANCER.
TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS	
DIVERTED A PORTION OF FUNDS FROM THE	
PURPOSE OF THE GRANT: (YES, NO)	NO, TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS
	HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY.
DATES OF REPORTS RECEIVED FROM GRANTEE:	
	THE BRADLEY ZANKEL FOUNDATION HAS NOT FORMALLY ISSUED REPORTS FOR THEIR
	12/31/2010 YEAR END HOWEVER, THE TRUSTEES OF THE ANDROCLES FOUNDATION
	HAVE BEEN REASSURD THAT THE GRANTS FOR THE DEVELOP CURES FOR, BRAIN CANCER
	HAVE BEEN ISSUED ACCORDING TO THE TERMS OF THE AGREEMENT
DATES AND RESULTS OF ANY VERIFICATION	
OF THE GRANTEE'S REPORTS:	THE $83,250 GRANT TO THE ORGANIZATION HAS BEEN UTILIZED EFFECTIVELY.
	NO FURTHER INDEPENDENT VERIFICATION WAS NECESSARY.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JENNIFER PERKINS FITZGERALD C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	PRESIDENT 5.00	0.	0.	0.
ANTHONY PERKINS C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	VICE PRESIDENT	0.	0.	0.
TIMOTHY PERKINS C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SECRETARY/TREASURER 5.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
UBS FINANCIAL SERVICES 677 WASHINGTON BOULEVARD- 4TH FLOOR STAMFORD, CT 06901-3707 FINANCIAL AND INVESTMENT ADVISORY SERVICES		96,770.
TOTAL COMPENSATION		96,770.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT E- ATTACHED	NONE 501(C)3	SEE STATEMENT E- ATTACHED	900,000
		TOTAL CONTRIBUTIONS PAID	900,000

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: THE ANDROCLES FOUNDATION, INC.

Employer identification number: 20-1514742

Note: *Form 5227 filers need to complete* **only** *Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		2,179.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	249,928.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	252,107.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		2,247.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-106,089.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-103,842.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			252,107.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-103,842.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			148,265.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust) , the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: THE ANDROCLES FOUNDATION, INC.

Employer identification number: 20-1514742

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a PUBLICLY TRADED SECURITIES: UBS 820 S/T -	VAR	VAR	2,353,446.	2,137,420.	216,026.
INVESTMENT IN KINDER MORGAN	12/31/2009	04/14/2010	187,749.	166,895.	20,854.
INVESTMENT IN KINDER MORGAN: ORDINARY 4797 UBT	12/31/2009	04/14/2010	13,048.		13,048.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 249,928.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PUBLICLY TRADED SECURITIES: UBS 820 L/T-	VAR	VAR	1,224,820.	1,306,305.	-81,485.
PUBLICLY TRADED SECURITIES: UBS 308 L/T-	VAR	VAR	454,661.	479,615.	-24,954.
INVESTMENT IN ONEOK PARTNERS: LT CAP GAIN PAS	VAR	VAR	462.		462.
INVESTMENT IN ONEOK PARNTERS: SECTION 1231 UB	VAR	VAR		72.	-72.
INVESTMENT IN KINDER MORGAN: SECTION 1231 UBT	VAR	VAR		40.	-40.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-106,089.

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

SHORT-TERM CAPITAL GAIN DIVIDENDS

SHORT TERM CAPITAL GAIN DIVIDENDS: UBS 308	470.	
SHORT TERM CAPITAL GAIN DIVIDENDS: UBS 820	1,709.	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		2,179.

ATTACHMENT 2

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG TERM CAPITAL GAIN DIVIDENDS: UBS 820	2,247.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,247.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,247.

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2010

STATEMENT OF REALIZED GAINS/LOSSES

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss
AIR PROD & CHEMICAL INC	Trade	100 000		12/23/09	09/20/10	8,311 86	8,090 00	221 86
	Trade	2,900 000		01/06/10	09/20/10	241,043 92	237,510 00	3,533 92
	Sub-Total:	**3,000.000**				**249,355.78**	**245,600.00**	**3,755.78**
AMER ELECTRIC POWER CO	Trade	2,000 000		10/26/09	09/01/10	71,998 78	60,655 40	11,343 38
BANK OF NOVA SCOTIA CANADA CAD	Trade	2,000 000		11/20/09	07/12/10	97,998 34	90,480 00	7,518 34
	Trade	100 000		12/11/09	07/12/10	4,899 92	4,465 00	434 92
	Trade	900 000		12/23/09	07/12/10	44,099 25	41,715 00	2,384 25
	Trade	2,000 000		01/07/10	07/12/10	97,998 34	91,000 00	6,998 34
	Sub-Total:	**5,000.000**				**244,995.85**	**227,660.00**	**17,335.85**
BP PLC SPON ADR	Trade	1,000 000		08/26/09	04/30/10	52,129 12	51,390 00	739 12
	Trade	1,000 000		12/11/09	04/30/10	52,129 12	56,450 00	(4,320 88)
	Sub-Total:	**2,000.000**				**104,258 24**	**107,840.00**	**(3,581.76)**
BRITISH SKY BROADCASTING GROUP PLC SPONSORED ADR	Trade	1,000 000		08/25/09	04/05/10	37,449 37	36,000 00	1,449 37
	Trade	1,000 000		12/23/09	04/05/10	37,449 37	35,900 00	1,549 37
	Sub-Total:	**2,000.000**				**74,898.74**	**71,900 00**	**2,998.74**
CONOCOPHILLIPS	Trade	2,000 000		12/23/09	04/14/10	112,998 09	101,000 00	11,998 09
FLUOR CORP NEW	Trade	1,500 000		12/11/09	10/13/10	79,423 66	59,831 25	19,592 41
FREEPORT-MCMORAN COPPER & GOLD INC	Trade	1,000 000		10/13/09	09/20/10	83,268 59	74,250 00	9,018 59
KIMBERLY CLARK CORP	Trade	1,000 000		12/29/09	09/01/10	65,228 90	64,400 00	828 90
	Trade	2,000 000		01/08/10	09/01/10	130,457 79	127,400 00	3,057 79
	Sub-Total:	**3,000.000**				**195,686.69**	**191,800.00**	**3,886.69**
MCDONALDS CORP	Trade	1,800 000		10/14/09	02/03/10	117,664 50	103,950 00	13,714 50
	Trade	1,200 000		12/11/09	02/03/10	78,443 00	74,000 40	4,442 60
	Sub-Total:	**3,000.000**				**196,107.50**	**177,950.40**	**18,157 10**

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2010

STATEMENT OF REALIZED GAINS/LOSSES

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss
MOBILE TELESYSTEMS OJSC SPON ADR	Trade	1,750 000		01/06/10	07/23/10	38,289 35	35,980 00	2,309.35
	Trade	3,250 000		02/04/10	07/23/10	71,108 80	59,904 00	11,204 80
	Sub-Total:	5,000.000				109,398.15	95,884.00	13,514.15
NOVARTIS AG SPON ADR	Trade	1,000 000		08/14/09	02/03/10	54,849 30	45,000 00	9,849 30
PG & E CORP (HOLDING COMPANY)	Trade	1,000 000		01/06/10	07/27/10	45,239 23	44,540 00	699 23
PRAXAIR INC	Trade	1,000 000		11/23/09	09/20/10	88,568 50	83,150 00	5,418 50
QUESTAR CORP	Trade	2,000 000		12/11/09	10/04/10	34,439 42	25,552 83	8,886 59
	Trade	1,000 000		09/20/10	10/04/10	17,219 71	17,429 20	(209.49)
	Sub-Total:	3,000.000				51,659.13	42,982.03	8,677.10
SOUTHERN COPPER CORP	Trade	3,000 000		01/06/10	12/08/10	137,547 68	107,700 00	29,847 68
	Trade	1,000 000		09/20/10	12/08/10	45,849 23	33,580 00	12,269 23
	Sub-Total:	4,000.000				183,396.91	141,280.00	42,116.91
THERMO FISHER SCIENTIFIC INC	Trade	2,000 000		08/13/09	04/28/10	111,998.10	93,100 00	18,898 10
UNTD TECHNOLOGIES CORP	Trade	2,000 000		12/23/09	04/20/10	148,497.49	138,700.00	9,797.49
	Trade	1,000.000		01/06/10	04/20/10	74,248 74	70,140 00	4,108 74
	Sub-Total:	3,000.000				222,746.23	208,840.00	13,906.23
YAHOO INC	Trade	1,000.000		11/20/09	04/14/10	18,149 69	15,530 00	2,819 69
	Trade	2,000 000		12/11/09	04/14/10	36,299 38	31,478 00	4,821 38
	Trade	1,000 000		01/06/10	04/14/10	18,149 69	17,147 50	1,002 19
	Sub-Total:	4,000.000				72,598.76	64,155.50	8,443.26

TOTAL SHORT TERM GAINS/LOSSES	$ 2,353,446	$ 2,137,420	$ 216,026

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2010

STATEMENT OF REALIZED GAINS/LOSSES

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss
BP PLC SPON ADR	Trade	250 000		06/29/07	04/30/10	13,032 28	18,025 00	(4,992.72)
	Trade	250 000		07/12/07	04/30/10	13,032 28	18,482 50	(5,450 22)
	Trade	500 000		09/19/07	04/30/10	26,064 56	35,200 00	(9,135 44)
	Trade	1,000 000		11/09/07	04/30/10	52,129 12	75,450 00	(23,320 88)
	Sub-Total:	**2,000.000**				**104,258.24**	**147,157.50**	**(42,899.26)**
BRITISH SKY BROADCASTING GROUP PLC SPONSORED ADR	Trade	2,000 000		01/12/06	04/05/10	74,898 73	74,000 00	898 73
CHINA MOBILE LTD SPON ADR	Trade	500 000		11/09/07	10/07/10	26,574 55	43,400 00	(16,825 45)
CONOCOPHILLIPS	Trade	1,000 000		08/08/06	04/14/10	56,499 04	67,990 00	(11,490 96)
FLUOR CORP NEW	Trade	2,000 000		04/07/08	10/13/10	105,898 21	150,500 00	(44,601 79)
	Trade	1,000 000		08/27/09	10/13/10	52,949 10	53,350.00	(400 90)
	Trade	500 000		09/02/09	10/13/10	26,474 55	25,700 00	774 55
	Sub-Total:	**3,500.000**				**185,321.86**	**229,550.00**	**(44,228.14)**
INTEL CORP	Trade	2,000 000		07/27/06	09/16/10	37,439 36	35,200 00	2,239 36
MEDICAL PROPERTIES TRUST INC REIT	Trade	2,000 000		02/23/07	07/27/10	20,599 65	31,200 00	(10,600 35)
	Trade	2,000 000		03/13/08	07/27/10	20,599 65	23,520 00	(2,920 35)
	Sub-Total:	**4,000.000**				**41,199.30**	**54,720.00**	**(13,520.70)**
NOVARTIS AG SPON ADR	Trade	300 000		07/10/06	02/03/10	16,454 79	16,470 00	(15 21)
	Trade	1,200 000		08/11/06	02/03/10	65,819 16	66,480 00	(660 84)
	Trade	500.000		08/14/06	02/03/10	27,424 65	27,975 00	(550 35)
	Sub-Total:	**2,000.000**				**109,698.60**	**110,925.00**	**(1,226.40)**
QUESTAR CORP	Trade	400 000		05/02/07	10/04/10	6,887 88	6,459 91	427 97
	Trade	1,600 000		11/09/07	10/04/10	27,551 53	28,887 74	(1,336 21)
	Sub-Total:	**2,000.000**				**34,439.41**	**35,347.65**	**(908.24)**
SCRIPPS NETWORKS INTERACT INC CL A	Trade	4,000 000		01/14/05	11/19/10	211,596 41	178,957 95	32,638 46
	Trade	1,050 000		01/14/05	12/10/10	54,861 57	46,976 46	7,885 11
	Trade	1,950 000		01/18/05	12/10/10	101,885 78	87,296 16	14,589 62
	Sub-Total:	**7,000.000**				**368,343.76**	**313,230.57**	**55,113.19**

THE ANDROCLES FOUNDATION, INC.
EIN: 20-151-4742
FOR THE YEAR ENDED DECEMBER 31, 2010

STATEMENT OF REALIZED GAINS/LOSSES

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss
THERMO FISHER SCIENTIFIC INC	Trade	1,200.000		06/29/07	04/28/10	67,198 86	62,400 00	4,798 86
	Trade	800.000		11/09/07	04/28/10	44,799 24	46,164 00	(1,364 76)
	Trade	1,000 000		12/28/07	04/28/10	55,999 05	58,150 00	(2,150 95)
	Sub-Total:	**3,000.000**				**167,997.15**	**166,714.00**	**1,283.15**
YAHOO INC	Trade	400 000		07/27/06	04/14/10	7,259 88	10,796 00	(3,536 12)
	Trade	600 000		08/23/06	04/14/10	10,889 82	17,274 00	(6,384 18)
	Sub-Total:	**1,000.000**				**18,149.70**	**28,070.00**	**(9,920.30)**
Total Long-Term Gain/Loss						**1,224,819.70**	**1,306,304.72**	**(81,485.02)**

STATEMENT A: SCHEDULE OF REALIZED GAINS/LOSSES

EIN: 20-1514742

ANDROCLES FOUNDATIN
REALIZED GAINS/LOSSES- 00308 SR
FOR THE YEAR ENDED 2010

SHARES/FACE VALUE	SECURITY	PURCHASE DATE	PROCEEDS	ADJ TO COST	G/L	DATE OF SALE
10000	UBS 100% PPN- ADS PEAK s&p500	7/15/2008	100,000 00	102,044 60	(2,044 60)	1/22/2010
1000SH	WILLBROS GROUP	11/15/2007	12,660 77	34,000 00	(21,339 23)	4/19/2010
67K	TEXTRON FINANCIAL CORP 4 6% 5/3/2010	9/18/2008	67,000 00	67,753 92	(753 92)	5/3/2010
150K	BANK HAPOALIM 4% 7/2/2024	6/19/2009	150,000 00	150,000 00	-	7/2/2010
50K	AMERICAN GENERAL CORP 7 5% 8/11/2010	7/10/2009	50,000 00	50,067 75	(67 75)	8/11/2010
25K	AMERICAN EXPRESS CREDIT 5% 12/2/2010	7/10/2009	25,000 00	25,748 75	(748 75)	12/2/2010
50K	WELLS FARGO BANK NA	7/10/2009	50,000 00	50,000 00	-	12/31/2010
	TOTAL CAPITAL GAINS (LOSSES)		454,660 77	479,615 02	(24,954 25)	

STATEMENT B: SCHEDULE OF REALIZED GAINS/LOSSES

Common stock

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
ABBOTT LABS						
Symbol: ABT Exchange. NYSE						
EAI. $7,040 Current yield. 3.67%	Oct 26, 09	3,000.000	50.650	151,950.00	47.910	143,730.00
	Apr 14, 10	1,000.000	51.990	51,990.00	47.910	47,910.00
Security total		4,000.000		203,940 00		191,640 00
ACE LTD CHF						
Symbol. ACE Exchange NYSE						
EAI $5,280 Current yield 2 12%	Nov 9, 07	3,000 000	59 400	178,200 00	62.250	186,750.00
	Jan 6, 10	1,000 000	47 600	47,600 00	62.250	62,250 00
Security total		4,000.000		225,800.00		249,000 00
AETNA INC						
Symbol AET Exchange. NYSE						
EAI: $200 Current yield 0 13%	Jan 12, 05	2,400 000	31.450	75,480 00	30 510	73,224 00
	Jan 17, 06	400.000	44 500	17,800.00	30.510	12,204 00
	Aug 14, 06	200 000	35.400	7,080.00	30 510	6,102 00
	Nov 20, 09	600.000	28.580	17,148.00	30.510	18,306.00
	Apr 14, 10	1,400 000	31.892	44,649.87	30.510	42,714.00
Security total		5,000 000		162,157 87		152,550 00

Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
APACHE CORP						
Symbol. APA Exchange NYSE						
EAI $1,800 Current yield 0 50%	Dec 23, 09	300.000	103 900	31,170 00	119 230	35,769.00
	Dec 28, 09	700.000	105 500	73,850.00	119.230	83,461.00
	Feb 4, 10	1,000 000	99.600	99,600.00	119.230	119,230 00
	Mar 16, 10	100.000	104 240	10,424 00	119 230	11,923.00
	Oct 4, 10	900.000	96 700	87,030 00	119 230	107,307 00
Security total		3,000.000		302,074.00		357,690 00
APPLE INC						
Symbol AAPL Exchange. OTC	Dec 23, 09	1,000 000	201.500	201,500 00	322 560	322,560 00
	Jan 15, 10	1,000 000	206.750	206,750.00	322 560	322,560 00
Security total		2,000.000		408,250.00		645,120.00
ASTRAZENECA PLC SPON ADR						
Symbol. AZN Exchange. NYSE						
EAI $9,640 Current yield 5 22%	Oct 26, 09	3,300 000	45 250	149,325 00	46 190	152,427 00
	Jan 6, 10	700 000	45 990	32,193 00	46 190	32,333 00
Security total		4,000 000		181,518 00		184,760 00
AT&T INC						
Symbol· T Exchange NYSE						
EAI $8,600 Current yield 5 85%	Aug 14, 09	4,000.000	25 350	101,400.00	29.380	117,520.00
	Oct 26, 09	1,000.000	25.300	25,300.00	29.380	29,380.00
Security total		5,000.000		126,700 00		146,900 00
AVON PRODUCTS INC						
Symbol AVP Exchange NYSE						
EAI $5,280 Current yield. 3.03%	Aug 13, 09	1,700 000	32 380	55,046 00	29.060	49,402.00
	Aug 14, 09	300.000	32.400	9,720 00	29 060	8,718 00
	Oct 1, 09	1,000 000	32 650	32,650 00	29.060	29,060 00
	Oct 14, 09	2,000.000	33 980	67,960.00	29.060	58,120.00
	Dec 23, 09	1,000.000	32 000	32,000 00	29.060	29,060 00
Security total		6,000 000		197,376 00		174,360 00
BERKSHIRE HATHAWAY INC NEW						
CL B						
Symbol: BRK.B Exchange NYSE	Dec 17, 07	5,000 000	91 100	455,500.00	80 110	400,550.00

Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
BEST BUY CO INC						
Symbol BBY Exchange NYSE						
EAI $1,800 Current yield 1 75%	Jan 11, 06	2,000 000	47.900	95,800.00	34 290	68,580 00
	Dec 11, 09	1,000.000	44.298	44,298 50	34 290	34,290.00
Security total		3,000.000		140,098 50		102,870 00
CHEVRON CORP						
Symbol. CVX Exchange NYSE						
EAI $20,160 Current yield. 3.16%	Apr 14, 10	2,000.000	80 250	160,500.00	91.250	182,500.00
	Apr 30, 10	5,000 000	82 530	412,650.00	91 250	456,250 00
Security total		7,000.000		573,150 00		638,750 00
CHINA MOBILE LTD SPON ADR						
Symbol CHL Exchange NYSE						
EAI. $3,326 Current yield 3.35%	Jan 4, 08	500 000	83.800	41,900 00	49.620	24,810.00
	Jan 12, 10	1,500 000	48 800	73,200 00	49 620	74,430 00
Security total		2,000 000		115,100.00		99,240.00
CLOROX CO						
Symbol: CLX Exchange NYSE						
EAI: $8,800 Current yield: 3.48%	Jan 5, 07	1,000 000	64 040	64,040 00	63 280	63,280 00
	Aug 25, 09	1,000 000	58 980	58,980.00	63.280	63,280.00
	Oct 14, 09	2,000.000	58.100	116,200.00	63.280	126,560.00
Security total		4,000 000		239,220 00		253,120 00
COGNIZANT TECH SOLUTIONS CRP						
Symbol. CTSH Exchange: OTC	Oct 26, 09	300 000	40.100	12,030.00	73.290	21,987 00
	Oct 28, 09	700.000	40.000	28,000.00	73 290	51,303 00
	Nov 20, 09	1,000 000	43.480	43,480 00	73.290	73,290.00
	Dec 18, 09	2,000.000	44.336	88,673 00	73.290	146,580.00
Security total		4,000 000		172,183 00		293,160.00
CSX CORPORATION						
Symbol: CSX Exchange. NYSE						
EAI. $3,120 Current yield. 1.61%	Dec 23, 09	2,400.000	49 206	118,096.00	64.610	155,064.00
	Jan 15, 10	600.000	49 990	29,994.00	64 610	38,766.00
Security total		3,000.000		148,090 00		193,830.00

Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
E ON AG SPON ADR						
Symbol EONGY Exchange. OTC						
EAI $3,490 Current yield. 4.59%	Oct 26, 09	364 000	39 697	14,449 98	30.410	11,069.24
	Oct 28, 09	636.000	40 033	25,461 08	30.410	19,340 76
	Dec 28, 09	1,500.000	41 750	62,625 00	30.410	45,615 00
Security total		2,500 000		102,536.06		76,025.00
EW SCRIPPS CO CL A						
Symbol SSP Exchange: NYSE	Jan 14, 05	5,349 000	10 741	57,458 77'	10 150	54,292.35
	Jan 18, 05	1,151.000	10 738	12,360.44'	10.150	11,682 65
	Feb 1, 05	13,500 000	10.775	145,465.44'	10 150	137,025.00
Security total		20,000 000		215,284.65		203,000 00
FREEPORT-MCMORAN COPPER & GOLD INC						
Symbol. FCX Exchange: NYSE						
EAI. $8,000 Current yield. 1.67%	Oct 13, 09	400 000	74.250	29,700 00	120.090	48,036 00
	Oct 14, 09	1,600 000	76 100	121,760 00	120 090	192,144 00
	Dec 18, 09	2,000 000	76 563	153,127 15	120 090	240,180 00
Security total		4,000 000		304,587.15		480,360.00
GENL DYNAMICS CORP						
Symbol GD Exchange: NYSE						
EAI: $5,040 Current yield 2 37%	Sep 19, 07	600 000	83.000	49,800 00	70 960	42,576.00
	Sep 28, 07	200.000	85.100	17,020 00	70.960	14,192.00
	Nov 9, 07	1,200.000	88.350	106,020 00	70 960	85,152.00
	Dec 23, 09	1,000 000	68 000	68,000.00	70 960	70,960.00
Security total		3,000.000		240,840 00		212,880 00
GENL MILLS INC						
Symbol GIS Exchange. NYSE						
EAI. $4,480 Current yield: 3.15%	Oct 14, 09	4,000.000	32 325	129,300 00	35 590	142,360 00
GILEAD SCIENCES INC						
Symbol. GILD Exchange: OTC	Oct 26, 09	2,500.000	43.250	108,125 00	36.240	90,600.00
	Dec 18, 09	1,500 000	42 957	64,436 25	36 240	54,360 00
Security total		4,000.000		172,561.25		144,960 00

Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
HARRIS CORP DELA						
Symbol. HRS Exchange: NYSE						
EAI. $3,000 Current yield. 2 21%	Jan 7, 10	1,000.000	48.600	48,600 00	45 300	45,300 00
	Feb 4, 10	2,000.000	44.500	89,000.00	45 300	90,600.00
Security total		3,000 000		137,600.00		135,900.00
HSBC HOLDINGS PLC NEW GB SPON ADR						
Symbol. HBC Exchange NYSE						
EAI $3,400 Current yield 3 33%	Jan 5, 10	1,000 000	59.250	59,250 00	51 040	51,040 00
	Feb 4, 10	1,000 000	51 800	51,800 00	51 040	51,040 00
Security total		2,000 000		111,050.00		102,080.00
HUNT J B TRANS SVCS INC						
Symbol. JBHT Exchange OTC						
EAI $1,920 Current yield. 1 18%	Dec 23, 09	3,300.000	33.100	109,230 00	40.810	134,673 00
	Feb 4, 10	700 000	30.500	21,350 00	40.810	28,567 00
Security total		4,000 000		130,580 00		163,240 00
JOHNSON & JOHNSON COM						
Symbol JNJ Exchange NYSE						
EAI. $6,480 Current yield: 3 49%	Feb 4, 10	2,000 000	63.100	126,200 00	61.850	123,700 00
	Apr 14, 10	1,000 000	65.207	65,207.50	61 850	61,850.00
Security total		3,000 000		191,407.50		185,550.00
LINCOLN NATL CORP IND						
Symbol LNC Exchange NYSE						
EAI $1,000 Current yield 0 72%	Jan 12, 06	1,500 000	54 300	81,450.00	27 810	41,715 00
	May 5, 06	500.000	58.700	29,350 00	27.810	13,905 00
	Jan 5, 10	2,000.000	26.430	52,860 00	27 810	55,620 00
	Oct 7, 10	1,000 000	24 399	24,399 90	27.810	27,810.00
Security total		5,000.000		188,059.90		139,050 00
MCDONALDS CORP						
Symbol MCD Exchange NYSE						
EAI: $4,880 Current yield 3 18%	Apr 14, 10	2,000 000	69.100	138,200 00	76 760	153,520 00
MICROSOFT CORP						
Symbol. MSFT Exchange: OTC						
EAI: $3,200 Current yield. 2 29%	Aug 5, 05	1,000 000	27.800	27,800.00	27.910	27,910.00

Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
	Jan 17, 06	1,000 000	27.100	27,100 00	27.910	27,910.00
	Feb 4, 10	2,000 000	28 050	56,100.00	27.910	55,820 00
	Oct 4, 10	1,000 000	23 800	23,800 00	27 910	27,910.00
Security total		5,000 000		134,800.00		139,550.00
MONSANTO CO NEW Symbol MON Exchange NYSE EAI $5,600 Current yield. 1.61%	Aug 13, 09	2,000 000	83 950	167,900 00	69 640	139,280.00
	Oct 14, 09	1,000 000	77.750	77,750 00	69 640	69,640 00
	Dec 18, 09	2,000 000	80 411	160,822 00	69 640	139,280 00
Security total		5,000 000		406,472 00		348,200 00
NEWFIELD EXPLORATION COS Symbol: NFX Exchange: NYSE	Apr 14, 10	800 000	53.550	42,840.00	72.110	57,688 00
	Apr 15, 10	1,200 000	54 100	64,920.00	72.110	86,532.00
	Apr 20, 10	1,000 000	54.100	54,100.00	72.110	72,110.00
Security total		3,000.000		161,860.00		216,330 00
OCCIDENTAL PETROLEUM CRP Symbol. OXY Exchange. NYSE EAI $4,560 Current yield. 1.55%	Oct 1, 09	1,500.000	75 950	113,925 00	98 100	147,150 00
	Oct 14, 09	1,500 000	81 044	121,566.00	98.100	147,150.00
Security total		3,000.000		235,491 00		294,300.00
P T TELEKOMUNIKASI INDONESIA SPON ADR Symbol TLK Exchange NYSE EAI· $3,252 Current yield: 3.04%	Dec 23, 09	2,000.000	40 600	81,200 00	35 645	71,290.00
	Jan 5, 10	1,000.000	40 850	40,850 00	35.645	35,645 00
Security total		3,000.000		122,050 00		106,935.00
PEPSICO INC Symbol: PEP Exchange. NYSE EAI $5,760 Current yield 2.94%	Oct 13, 09	2,000 000	60.700	121,400 00	65 330	130,660 00
	Oct 4, 10	1,000.000	66.700	66,700.00	65.330	65,330 00
Security total		3,000.000		188,100 00		195,990 00
POSCO SPON ADR Symbol PKX Exchange· NYSE EAI $3,266 Current yield. 1.52%	Jan 15, 10	1,000.000	130 900	130,900.00	107 690	107,690 00

Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
	Oct 4, 10	1,000 000	115.050	115,050 00	107 690	107,690 00
Security total		2,000.000		245,950 00		215,380 00
PRAXAIR INC						
Symbol· PX Exchange NYSE						
EAI $9,000 Current yield. 1.89%	Nov 23, 09	3,000.000	83.150	249,450.00	95.470	286,410 00
	Dec 11, 09	2,000.000	81.400	162,800.00	95 470	190,940 00
Security total		5,000 000		412,250 00		477,350 00
PROCTER & GAMBLE CO						
Symbol: PG Exchange. NYSE						
EAI $3,854 Current yield· 3.00%	Nov 20, 09	1,300.000	61 500	79,950 00	64 330	83,629 00
	Dec 23, 09	700.000	60 900	42,630 00	64 330	45,031.00
Security total		2,000 000		122,580.00		128,660 00
PRUDENTIAL FINANCIAL INC						
Symbol. PRU Exchange NYSE						
EAI $4,600 Current yield. 1 96%	Dec 19, 05	1,000 000	74 990	74,990 00	58 710	58,710.00
	Nov 9, 07	2,000.000	94.500	189,000.00	58.710	117,420.00
	Aug 25, 09	1,000 000	51.600	51,600 00	58 710	58,710.00
Security total		4,000 000		315,590.00		234,840 00
QEP RES INC COM						
Symbol QEP Exchange NYSE						
EAI. $320 Current yield 0 22%	May 2, 07	400.000	33 400	13,360 09	36 310	14,524.00
	Nov 9, 07	1,600 000	37 340	59,744 26	36.310	58,096 00
	Dec 11, 09	2,000 000	26 423	52,847.17	36 310	72,620 00
Security total		4,000 000		125,951.52		145,240.00
ROYAL KPN N V. SPON ADR						
Symbol KKPNY Exchange. OTC						
EAI $1,646 Current yield. 5 61%	Nov 7, 06	2,000 000	13 600	27,200.00	14 670	29,340.00
SCRIPPS NETWORKS INTERACT INC						
CL A						
Symbol. SNI Exchange NYSE						
EAI $21,000 Current yield 0.58%	Jan 18, 05	1,500.000	44 767	67,150 90'	51 750	77,625.00
	Jan 20, 05	13,500 000	44 489	249,988	51 750	698,625.00
	Jan 21, 05	8,295 000	44 887	436,151	51.750	429,266.25

Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
	Jan 24, 05	1,705 000	44.646	89,648.90	51 750	88,233.75
	Jan 24, 05	738 000	44.646	38,804.04	51.750	38,191.50
	Feb 1, 05	44,200.000	44 878	2,324,036.00	51.750	2,287,350 00
	Feb 27, 07	62.000	44 443	3,259.96	51 750	3,208 50
SECURITY TOTAL		70,000 000		3,209,038.90		3,622,500 00
TELEFONICA S A SPON ADR						
Symbol. TEF Exchange NYSE						
EAI $12,528 Current yield 6 10%	Dec 23, 09	2,000.000	84.350	168,700.00	68 420	136,840 00
	Jan 5, 10	1,000.000	85.500	85,500.00	68 420	68,420.00
Security total		3,000 000		254,200.00		205,260 00
UGI CORP NEW						
Symbol. UGI Exchange. NYSE						
EAI. $4,000 Current yield. 3.17%	Jan 24, 06	300.000	21.570	6,471.00	31.580	9,474 00
	Nov 28, 06	200.000	27.430	5,486 00	31.580	6,316 00
	Dec 5, 06	500.000	28 050	14,025 00	31.580	15,790.00
	Mar 13, 08	1,000.000	25.290	25,290 00	31.580	31,580.00
	Dec 18, 09	2,000.000	24.657	49,314 00	31.580	63,160.00
Security total		4,000.000		100,586 00		126,320 00
VISA INC CL A						
Symbol. V Exchange NYSE						
EAI. $1,800 Current yield. 0.85%	Dec 23, 09	1,500.000	85.750	128,625.00	70.380	105,570.00
	Jan 15, 10	500 000	86.177	43,088.75	70 380	35,190 00
	Oct 7, 10	1,000.000	73.750	73,750 00	70 380	70,380 00
Security total		3,000 000		245,463.75		211,140 00
WAL MART STORES INC						
Symbol WMT Exchange NYSE						
EAI $2,420 Current yield 2.24%	Oct 13, 09	2,000 000	50 500	101,000.00	53 930	107,860 00
3M CO						
Symbol. MMM Exchange NYSE						
EAI $6,300 Current yield: 2.43%	Dec 23, 09	2,000.000	81 550	163,100 00	86.300	172,600.00
	Sep 20, 10	1,000 000	87 000	87,000 00	86 300	86,300.00
Security total		3,000 000		250,100.00		258,900 00

Closed end funds & Exchange traded products

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
KAYNE ANDERSON ENERGY DEVELOPMENT CO Symbol: KED Exchange: NYSE EAI $1,560 Current yield. 6.66%	Sep 20, 06	1,300.000	25.000	32,500.00	18.010	23,413 00
SPDR S&P 500 ETF TR Symbol SPY Exchange AMEX EAI. $9,068 Current yield. 1.80%	May 20, 10	900 000	109.447	98,502.75	125 750	113,175 00
	May 25, 10	1,000 000	105.600	105,600.00	125.750	125,750 00
	Jun 29, 10	1,100 000	104.200	114,620 00	125.750	138,325 00
	Sep 20, 10	1,000 000	113.550	113,550 00	125.750	125,750 00
Security total		4,000 000		432,272.75		503,000 00
Total				**$464,772.75**		**$526,413.00**

Mutual funds

–

Holding	Number of shares	Purchase price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
FEDERATED KAUFMAN SMALL CAP FUND CLASS A Symbol FKASX Trade date Jan 12, 05	932 535	19 780	18,445.54	18,445.54	26.190	24,423 09

Mutual funds (continued)

Holding	Number of shares	Purchase price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
Trade date: Nov 8, 05	2,338.000	21.390	50,009 82	50,009 82	26 190	61,232.22
Trade date Aug 11, 06	1,526.000	21.620	32,992 12	32,992.12	26.190	39,965.94
Trade date Jan 6, 10	3,900 536	20.510	80,000 00	80,000 00	26 190	102,155 04
Total reinvested	917 225	23 935		21,954 63	26 190	24,022 12
Security total	9,614.296		181,447.48	203,402.11		251,798.41
HENDERSON GLOBAL						
INVESTORS INTL						
OPPORTUNITIES FUND A						
Symbol HFOAX						
Trade date. Nov 9, 07	7,001.000	28 570	200,018 57	200,018 57	21 090	147,651.08
Total reinvested	669 520	25.593		17,135.53	21.090	14,120.18
EAI $1,043 Current yield 0 64%						
Security total	7,670.520		200,018.57	217,154 10		161,771.26
OPPENHEIMER DEVELOPING						
MARKETS FUND CL A						
Symbol ODMAX						
Trade date. Nov 9, 07	909 000	55.060	50,049.54	50,049 54	36 470	33,151 23
Trade date Nov 12, 07	2,813.000	53 330	150,017.29	150,017 29	36 470	102,590.11
Total reinvested	2,784.307	20.838		58,020 72	36 470	101,543 67
EAI $319 Current yield 0 13%						
Security total	6,506 307		200,066 83	258,087 55		237,285 01
Total			**$581,532.88**	**$678,643.76**		**$650,854.68**

THE ANDROCLES FOUNDATION, INC.
EIN· 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2010

Corporate bonds and notes

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)
DIAGEO CAP PLC CALL@M/W+15BP RATE 05.500% MATURES 09/30/16 ACCRUED INTEREST $1,375 00 ISIN US25243YAJ82 Moody A3 S&P. A- EAI $5,500 Current yield 4 90%	Mar 06, 09	100,000 000	100 600	100,600.00	112.179	112,179.00
INTL BUSINESS MACH NTS MW+50BP RATE 07.625% MATURES 10/15/18 ACCRUED INTEREST $3,219.44 CUSIP 459200GM7 Moody: Aa3 S&P: A+ EAI $15,250 Current yield. 5 99%	Oct 10, 08	200,000,000	102.293	204,591.25	127 296	254,592 00

Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)
ANHEUSER BUSCH COS NTS CALL@M/W+25BP RATE 05.000% MATURES 03/01/19 ACCRUED INTEREST $416 66 CUSIP 035229CW1 Moody. Baa2 S&P BBB+ EAI. $1,250 Current yield: 4.72%	Aug 30, 10	25,000 000	108 950	27,237.50	105 894	26,473.50
Total		**$325,000.000**		**$332,428.75**		**$393,244.50**

Closed end funds & Exchange traded products

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
ISHARES BARCLAYS AGGREGATE BOND FUND Symbol AGG Exchange AMEX EAI. $3,319 Current yield: 3.49%	Oct 15, 10	900.000	108.000	97,200 00	105.750	95,175 00

Mutual funds

Holding	Number of shares	Purchase price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
FT TEMPLETON GLOBAL BOND A Symbol. TPINX Trade date. Aug 23, 10 EAI. $4,338 Current yield. 4.27%	7,479.432	13.370	100,000 00	100,000 00	13.590	101,645.48
LOOMIS SAYLES STRATEGIC INCOME FUND CLASS A Symbol NEFZX						

Mutual funds (continued)

Holding	Number of shares	Purchase price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
Trade date Feb 2, 05	7,092.199	14.100	100,000 00	100,000.00	14 790	104,893 62
Trade date. Sep 14, 07	2,202 937	14.980	33,000.00	33,000.00	14.790	32,581.44
EAI $7,678 Current yield. 5.59%						
Security total	9,295.136		133,000 00	133,000.00		137,475 06
OPPENHEIMER INTL BOND FD CL A						
Symbol OIBAX						
Trade date: Nov 9, 07	30,093.671	6.670	200,724 79	200,724 79	6 560	197,414.48
EAI. $8,125 Current yield. 4.12%						
PIMCO LOW DURATION FUND CL A						
Symbol PTLAX						
Trade date: Aug 23, 10	9,460.738	10.570	100,000.00	100,000.00	10.390	98,297 07
Total reinvested	174.169	10.350		1,802 65	10 390	1,809.62
EAI $1,638 Current yield. 1.64%						
Security total	9,634 907		100,000 00	101,802 65		100,106.68
PIONEER GLOBAL HIGH						
YIELD FD CL A						
Symbol. PGHYX						
Trade date Dec 31, 07	8,526 000	11 730	100,009 98	100,009 98	10.550	89,949 30
Trade date. Dec 18, 09	6,250.000	9.600	60,000.00	60,000 00	10 550	65,937.50
EAI $11,333 Current yield. 7.27%						
Security total	14,776 000		160,009 98	160,009 98		155,886 80
WESTCORE PLUS BOND FUND						
Symbol. WTIBX						
Trade date. Oct 12, 06	10,506.000	10.470	109,997.82	109,997 82	10.720	112,624.32
Trade date. Mar 14, 07	18,797 000	10.640	200,000 08	200,000 08	10.720	201,503.84
Trade date: Aug 23, 10	9,132.420	10.950	100,000.00	100,000 00	10.720	97,899 54
EAI. $17,065 Current yield 4.14%						
Security total	38,435.420		409,997.90	409,997 90		412,027 70
Total			**$1,103,732.67**	**$1,105,535.32**		**$1,104,556.20**
FEDERATED MUNI & STOCK ADVANTAGE FUND CLASS A				$ 71,002.22		$ 70,116.37
GRAND TQTAL- PORTFOLIO HOLDINGS - UBS 820				$15,121,429.00		$ 16,126,920.00

THE ANDROCLES FOUNDATION, INC
EIN 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2010

Closed end funds & Exchange traded products

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
ISHARES TRUST RUSSELL 2000						
INDEX FUND						
Symbol IWM Exchange NYSE						
EAI $1,788 Current yield 1 14%	Apr 14, 10	700 000	71 780	50,695 90	78 240	54,768 00
	Apr 15, 10	500 000	72 420	36,595 49	78 240	39,120 00
	Apr 28, 10	300 000	72 130	21,880 45	78 240	23,472 00
	Jun 3, 10	500 000	66 950	33,852 17	78 240	39,120 00
Security total		2,000 000		143,024 01		156,480 00
ISHARES MSCI EAFE INDEX FUND						
Symbol EFA Exchange NYSE						
EAI $2,794 Current yield 2 40%	Aug 14, 09	541 000	50 950	27,844 96	58 220	31,497 02
	Aug 24, 09	659 000	52 350	34,885 46	58 220	38,366 98
	Aug 24, 10	800 000	49 650	40,142 63	58 220	46,576 00
Security total		2,000 000		102,873 05		116,440 00
SPDR S&P 500 ETF TR						
Symbol SPY Exchange AMEX						
EAI $6,801 Current yield 1 80%	Jan 12, 10	500 000	113 400	57,098 92	125 750	62,875 00
	Jan 22, 10	500 000	110 100	55,448 92	125 750	62,875 00

Your assets › **Equities** › **Closed end funds & Exchange traded products** (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
	Feb 3, 10	1,000 000	109 600	110,318 24	125 750	125,750 00
	Aug 19, 10	1,000 000	107 598	108,610 65	125 750	125,750 00
Security total		3,000 000		331,476 73		377,250 00
Total				**$577,373.79**		**$650,170.00**

purposes

Holding	Number of shares	Purchase price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)
FIDELITY ADVISOR NEW							
INSIGHTS FUND CLASS T							
Symbol FNITX							
Trade date Nov 16, 07	13,832 000	21 690	300,021 33	300,021 33	19 740	273,043 68	-26,977 65
Total reinvested	361 013	20 722		7,481 24	19 740	7,126 40	-354 84
Security total	14,193 013		300,021 33	307,502 57		280,170 07	-27,332 49

Fixed income

Certificates of deposit

Cost basis has been adjusted for accreted original issue discount (OID) on long-term (more than 1 year) CDs

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)
GOLDMAN SACHS BK UT US RATE 05 1000% MAT 08/20/2015 FIXED RATE CD ACCRUED INTEREST $1,672 52 CUSIP 381426MM4 EAI $4,590 Current yield 4 54%	Oct 27, 09	90,000 000	107 780	97,002 00	112 372	101,134 80
DISCOVER BK DE US RATE 05 0000% MAT 12/03/2015 FIXED RATE CD ACCRUED INTEREST $191 78 CUSIP 25469JA58 EAI $2,500 Current yield 4 49%	Jun 26, 09	50,000 000	106 222	53,111 44	111 268	55,634 00
Total		**$140,000 000**		**$150,113.44**		**$156,768 80**

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)
CATERPILLAR FIN SVS CORP NTS B/E RATE 04 400% MATURES 02/15/11 ACCRUED INTEREST $1,662 22 CUSIP 14912HNF3 Moody A2 S&P A EAI $2,200 Current yield 4 38%	Feb 10, 09	100,000 000	100 000	100,000 00	100 358	100,358 00

Holding	Trade date	Total face value at matunty ($)	Purchase pnce ($)	Cost basis ($)	Pnce on Dec 31 ($)	Value on Dec 31 ($)
J P MORGAN CHASE & CO NTS RATE 05 600% MATURES 06/01/11 ACCRUED INTEREST $466 67 CUSIP 46625HGG9 Moody Aa3 S&P A+ EAI $2,800 Current yield 5 48%	Jun 18, 09	100,000 000	106 526	106,531 25	102 136	102,136 00
ANHEUSER BUSCH COS INC CALL @ M/W+20BP RATE 04 700% MATURES 04/15/12 ACCRUED INTEREST $496 11 CUSIP 035229CX9 Moody Baa2 S&P BBB+ EAI $2,350 Current yield 4 50%	Jul 10, 09	50,000 000	103 163	51,586 75	104 432	52,216 00
GE CAPITAL INTERNOTES NTS B/E RATE 05 350% MATURES 10/15/12 ACCRUED INTEREST $1,129 44 CUSIP 36966R2J4 Moody Aa2 S&P AA+ EAI $5,350 Current yield 5 10%	Sep 26, 08	100,000 000	100 000	100,000 00	104 818	104,818 00
WELLS FARGO & CO NEW RATE.05 250% MATURES 10/23/12 ACCRUED INTEREST $991 67 CUSIP 949746NW7 Moody A1 S&P AA- EAI $5,250 Current yield 4 90%	Jul 10, 09	100,000 000	105 620	105,625 25	107 208	107,208 00
KELLOGG CO CALL@M/W+30BP NTS RATE 04 250% MATURES 03/06/13 ACCRUED INTEREST $1,357 64 CUSIP 487836BA5 Moody A3 S&P BBB+ EAI $4,250 Current yield 4 00%	Oct 27, 09	100,000 000	106 739	106,744 25	106 140	106,140 00

Holding	Trade date	Total face value at matunty ($)	Purchase pnce ($)	Cost basis ($)	Pnce on Dec 31 ($)	Value on Dec 31 ($)
BERKSHIRE HATHWAY INC CALL@MW +20BP RATE 04 600% MATURES 05/15/13 ACCRUED INTEREST $587 78 CUSIP 084664BD2 Moody Aa2 S&P AA+ EAI $4,600 Current yield 4 28%	Jun 26, 09	100,000 000	105 880	105,885 25	107 564	107,564 00
DOW CHEMICAL CO NTS B/E CALLABLE RATE 06 000% MATURES 10/15/13 ACCRUED INTEREST $1,266 67 CUSIP 26054LFF5 Moody Baa3 S&P BBB- EAI $6,000 Current yield 5 97%	Sep 26, 08	100,000 000	100 000	100,000 00	100 474	100,474 00
ENCANA CORP MW+15BP NTS FOREIGN SECURITY RATE 04 750% MATURES 10/15/13 ACCRUED INTEREST $1,002 78 ISIN US292505AB00 Moody Baa2 S&P BBB+ EAI $4,750 Current yield 4 40%	Oct 27, 09	100,000 000	106 430	106,435 25	107 970	107,970 00
HSBC FIN CORP INTERNOTES NTS B/E RATE 05 250% MATURES 07/15/14 ACCRUED INTEREST $2,420 83 CUSIP 40429XVS2 Moody A3 S&P A EAI $5,250 Current yield 5 07%	Jul 10, 09	100,000 000	100 000	100,000 00	103 621	103,621 00
HSBC FIN CORP INTRNTS MED TERM NTS RATE 05 500% MATURES 07/15/14 ACCRUED INTEREST $2,536 11 CUSIP 40429XVQ6 Moody A3 S&P A EAI $5,500 Current yield 5 27%	Jun 29, 09	100,000 000	100 000	100,000 00	104 433	104,433 00

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)
HSBC FIN CORP INTERNOTES NTS B/E RATE 05 000% MATURES 07/15/14 ACCRUED INTEREST $222 22 CUSIP 40429XVV5 Moody A3 S&P A EAI $5,000 Current yield 4 86%	Jul 22, 09	100,000 000	100 000	100,000 00	102 832	102,832 00
HSBC FIN CORP INTERNOTES MED TERM NTS RATE 04 750% MATURES 08/15/14 ACCRUED INTEREST $211 11 CUSIP 40429XVY9 Moody A3 S&P A EAI $4,750 Current yield 4 66%	Aug 14, 09	100,000 000	100 000	100,000 00	101 971	101,971 00
PRUDENTIAL FINCL INC NTS BE RATE 05 000% MATURES 09/15/14 ACCRUED INTEREST $1,472 22 CUSIP 74432AYR5 Moody Baa2 S&P A EAI $5,000 Current yield 5 11%	Sep 18, 08	100,000 000	100 000	100,000 00	97 913	97,913 00
HSBC FIN CORP INTRNTS B/E RATE 04 250% MATURES 10/15/14 ACCRUED INTEREST $2,243 05 CUSIP 40429XWN2 Moody A3 S&P A EAI $10,625 Current yield 4 26%	Oct 08, 09	100,000 000	100 000	100,000 00	99 829	99,829 00
	Oct 13, 09	150,000 000	100 000	150,000 00	99 829	149,743 50
Security total		250,000 000		250,000 00		249,572 50
DOW CHEMICAL CO INTRNTS NTS B/E RATE 04 150% MATURES 12/15/14 ACCRUED INTEREST $184 44 CUSIP 26054LHQ9 Moody Baa3 S&P BBB- EAI $4,150 Current yield 4 10%	Dec 22, 09	100,000 000	100 000	100,000 00	101 232	101,232 00

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)
BANK OF AMER INTERNOTES NTS B/E RATE 04 400% MATURES 06/15/15 ACCRUED INTEREST $146 67 CUSIP 06050WCZ6 Moody A2 S&P A EAI $3,300 Current yield 4 44%	Jun 07, 10	75,000 000	100 000	75,000 00	99 012	74,259 00
GE CPTL CORP INTRNTS NTS RATE 05 000% MATURES 06/15/15 ACCRUED INTEREST $222 22 CUSIP 36966R3L8 Moody Aa2 S&P AA+ EAI $5,000 Current yield 4 82%	Jun 18, 09	100,000 000	100 000	100,000 00	103 787	103,787 00
SIMON PPTY GROUP LP TS B/E RATE 05 100% MATURES 06/15/15 ACCRUED INTEREST $79 33 CUSIP 828807BM8 Moody A3 S&P A- EAI $1,785 Current yield 4 70%	Oct 27, 09	35,000 000	102 777	35,977 20	108 540	37,989 00
HSBC FIN CORP NTS RATE 05 500% MATURES 01/19/16 ACCRUED INTEREST $2,475 00 CUSIP 40429CFN7 Moody A3 S&P A EAI $5,500 Current yield 5 06%	Jun 26, 09	100,000 000	97 306	97,311 25	108 632	108,632 00
MERRILL LYNCH & CO MW+20BP RATE 06 050% MATURES 05/16/16 ACCRUED INTEREST $1,134 37 CUSIP 5901884M7 Moody A3 S&P A- EAI $9,075 Current yield 5 87%	Oct 27, 09	150,000 000	101 933	152,904 75	103 031	154,546 50

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
ANHEUSER BUSCH COS INC CALL@M/W+20BP RATE 05 600% MATURES 03/01/17 ACCRUED INTEREST $2,800 00 CUSIP 035229DB6 Moody Baa2 S&P BBB+ EAI $8,400 Current yield 5 04%	Jun 18, 09	150,000 000	104 823	157,239 75	111 219	166,828 50		
BANK OF AMER INTERNOTES NTS B/E RATE 06 000% MATURES 08/15/17 ACCRUED INTEREST $4,533 34 CUSIP 06050WBR5 Moody A2 S&P A EAI $12,000 Current yield 5 86%	Aug 20, 09	200,000 000	100 000	200,000 00	102 382	204,764 00		
BANK OF AMER INTERNOTES NTS B/E RATE 05 100% MATURES 11/15/17 ACCRUED INTEREST $651 67 CUSIP 06050WBX2 Moody A2 S&P A EAI $5,100 Current yield 5 25%	Oct 27, 09	100,000 000	100 000	100,000 00	97 171	97,171 00		
GE CAPITAL INTERNOTES NTS B/E RATE 06 750% MATURES 04/15/18 ACCRUED INTEREST $1,425 00 CUSIP 36966R3B0 Moody Aa2 S&P AA+ EAI $6,750 Current yield 6 10%	Apr 21, 09	100,000 000	100 000	100,000 00	110 664	110,664 00		
MORGAN STANLEY STEP-UP 4 000% 073020 DTD073010 FC013011 MED TERM NTS ACCRUED INTEREST $1,666 67 CUSIP 61745EZ61 Moody A2 S&P A EAI $4,000 Current yield 4 02%	Jul 28, 10	100,000 000	100 000	100,000 00	99 454	99,454 00		

Your assets › **Fixed income** › **Corporate bonds and notes** (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)
JPMORGAN CHASE & CO MED TERM NTS RATE 03 500% MATURES 07/28/25 INTEREST EARNED FROM 07/28/10 1ST INTEREST PAYMENT 01/28/11 CALLABLE ACCRUED INTEREST $1,859 37 CUSIP 48124AWG8 Moody Aa3 S&P A+ EAI $4,375 Current yield 3 65%	Jul 23, 10	125,000 000	100 000	125,000 00	96 005	120,006 25
MORGAN STANLEY STEP UP NTS B/E RATE 05 000% MATURES 08/31/25 INTEREST EARNED FROM 08/31/10 1ST INTEREST PAYMENT 02/28/11 CALLABLE ACCRUED INTEREST $1,666 67 CUSIP 61745E5Q0 Moody A2 S&P A EAI $5,000 Current yield 5 03%	Aug 26, 10	100,000 000	100 000	100,000 00	99 331	99,331 00
Total		**$3,035,000.000**		**$3,076,240.95**		**$3,127,890 75**

Closed end funds & Exchange traded products

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
ISHARES IBOXX $ INVT GRA DE CORPORATE BOND FUND Symbol LQD Exchange NYSE EAI $10,562 Current yield 4 87%	Aug 14, 09	1,000 000	103 250	103,941 80	108 440	108,440 00
	Aug 26, 09	1,000 000	104 500	105,197 00	108 440	108,440 00
Security total		2,000 000		209,138 80		216,880 00

Holding	Number of shares	Purchase price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)
AMERICAN FUNDS CAPITAL							
WORLD BOND FUND CL A							
Symbol CWBFX							
Trade date Nov 16, 07	14,300 000	20 980	300,019 25	300,019 25	20 420	292,006 00	-8,013 25
Total reinvested	43 910	19 539		858 00	20 420	896 64	38 64
EAI $10,328 Current yield 3 53%							
Security total	14,343 910		300,019 25	300,877 25		292,902 64	-7,974 61

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)
US BANCORP DEL SER D 7 875% PREFERRED CLBL PAR VALUE - 25 00 USD						
Symbol USB PRL Exchange NYSE						
EAI $8,052 Current yield 7 46%	Mar 14, 08	4,000 000	25 250	103,005 25	26 990	107,960 00

TOTAL SECURITIES- UBS 0308 $4,724,252 $ 4,832,742

THE ANDROCLES FOUNDATION
EIN: 20-1514742
CHARITABLE GRANTS- 2010

RECIPIENT	RELATIONSHIP TO ANY FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
Ashoka 1700 North Moore St Suite 2000 Arlington, VA 22209	NONE	501 (c)(3)	CHARITABLE GRANT	$ 10,000 00
Audubon New Mexico (for benefit of Randall Davey Audubon Center) P O Box 9314 Santa Fe, NM 87504-9314	NONE	501 (c)(3)	CONSERVATION AND RESTORATION OF THE NATURAL ECOSYSTEM	20,000 00
Bradley Zankel Foundation, Inc c/o Lamb & Barnosky, LLP 534 Broadhollow Rd Suite 210 Melville, NY 11747	NONE	501 (c)(3)- PRIVATE NON OPERATING FOUNDATION- EXERCISED EXPENDITURE RESPONSIBILITY	MEDICAL/ CANCER GRANT	83,250 00
Catholic Charities of the Diocese of Santa Rosa P O Box 4900 Santa Rosa, CA 95402	NONE	501 (c)(3)	RELIGIOUS/ CHARITABLE GRANT	15,000 00
Center for Latin American Studies- School of Foreign Service- Georgetown University P O Box 571026 Washington, DC 20057-1026	NONE	501 (c)(3)	EDUCATIONAL GRANT	6,875 00
Centro Laboral de Graton (checks payable to Community Action Partnership) P O Box 42 Graton, CA 95444	NONE	501 (c)(3)	COMMUNITY OUTREACH AND SOCIAL JUSTICE	10,000 00

THE ANDROCLES FOUNDATION
EIN: 20-1514742
CHARITABLE GRANTS- 2010

Ceres Community Project P O Box 1562 Sebastopol CA 95473	NONE	501 (c)(3)	COMMUNITY OUTREACH BY TEACHING HEALTHY COUNSUMPTION FOR PEOPLE, COMMUNITIES AND THE PLANET THROUGH ORGANIC FOODS	25,000 00
Challenged Athletes Foundation 9591 Waple St San Diego CA 92191	NONE	501 (c)(3)	SUPPORT PHYSICALLY DISABLED PURSUING PHYSICAL FITNESS AND COMPETITIVE ATHLETICS	51,000 00
Christ the Savior Orthodox Church (under Orthodox Church of America) 340 East 71st St New York NY 10021	NONE	501 (c)(3)	RELIGIOUS GRANT	15,000 00
City Harvest, Inc 575 Eight Avenue 4th Floor New York NY 10018	NONE	501 (c)(3)	PREVENTION OF HUNGER	10,000 00
DeLancey Street Foundation 600 Embarcadero St San Francisco CA 94107	NONE	501 (c)(3)	RESIDENTIAL EDUCATION CENTER	15,000 00
Doctors Without Borders P O Box 5030, Hagerstown, MD 21741	NONE	501 (c)(3)	MEDICAL GRANT	70,750 00
Fairfax Library Foundation 12000 Government Center Parkway Fairfax, VA 22035-0021	NONE	501 (c)(3)	EDUCATIONAL GRANT	6,875 00
Feeding America (formerly known as America's Second Harvest) P O Box 96749, Washington DC 20090-6749	NONE	501 (c)(3)	FIGHTING DOMESTIC HUNGER RELIEF	10,000 00
Food Animal Concerns Trust P O Box 14599 Chicago IL 60614	NONE	501 (c)(3)	PUBLIC HEALTH CONCERNS	20,000 00
Freer Gallery of Art and Arthur M Sackler Gallery Smithsonian Institution 1050 Independence Ave SW P O Box 37012, MRC 707 Washington, D C 20013-7012	NONE	501 (c)(3)	ART EDUCATION, EXHIBITION AND PUBLIC PROGRAMS	49,500 00
Gallery North 90 North Country Road Setauket, NY 11733	NONE	501 (c)(3)	CONTEMPORARY ART MUSEUM	33,875 00
Grameen Foundation USA 1101 15th St NW 3rd Floor Washington DC 20005	NONE	501 (c)(3)	MICRO FINANCE AND INNOVATIVE TECHNOLOGY TO FIGHT GLOBAL POVERTY	10,000 00
Habitat for Humanity of NYC	NONE	501 (c)(3)	HOUSING FOR THE NEEDY	15,000 00

STATEMENT E SCHEDULE OF CHARITABLE CONTRIBUTIONS PAID

THE ANDROCLES FOUNDATION
EIN: 20-1514742
CHARITABLE GRANTS- 2010

111 John Street 23rd Floor New York, NY 10038				
Habitat for Humanity of Ouachita 1220 North 18th St Suite 303 Monroe, LA 71207-2182	NONE	501 (c)(3)	HOUSING FOR THE NEEDY IN MONROE, LA	10,000 00
Habitat for Humanity of Sonoma County 3273 Airway Dr Suite E Santa Rosa CA 95403	NONE	501 (c)(3)	HOUSING FOR THE NEEDY IN SONOMA CTY, CA	20,000 00
Iconofile, Inc P O Box 112 Willits CA 95490	NONE	501 (c)(3)	ART EDUCATION	5,000 00
Indiana University Foundation Attn. Depositor Post Office Box 500 Bloomington, IN 47402	NONE	501 (c)(3)	EDUCATIONAL GRANT	35,750 00
Integrity in Natural Resources P O Box 208 Sebastopol, CA 95473	NONE	501 (c)(3)	CHARITABLE GRANT	5,000 00
Orthodox Peace Fellowship P O Box 6009 Raleigh NC 27628-6009	NONE	501 (c)(3)	RELIGIOUS GRANT	15,000 00
Palm Drive Healthcare Foundation 652 Petaluma Ave Suite E Sebastopol CA 95472	NONE	501 (c)(3)	PROMOTE WELLNESS, AFFORDABLE AND ACCESSIBLE HEALTH CARE	20,000 00
Redwood Empire Food Bank 3320 Industrial Drive Santa Rosa CA 95402	NONE	501 (c)(3)	ENDING COMMUNITY HUNGER	20,000 00
Redwood Gospel Mission P O Box 493 Santa Rosa, CA 95402	NONE	501 (c)(3)	ENDING COMMUNITY HUNGER	15,000 00
Sanctuary for Families PO Box 1406 Wall Street Station New York, NY 10268	NONE	501 (c)(3)	CRISIS INTERVENTION, EMERGENCY AND TRANSITIONAL HOUSING FOR DOMESTIC VIOLENCE VICTIMS AND THEIR CHILDREN	75,000 00
Santa Fe Animal Shelter 100 Caja del Rio Rd Sante Fe, NM 87507	NONE	501 (c)(3)	REDUCE ANIMAL SUFFERING	10,000 00
Save a Pet Animal Rescue, Inc 608 Route 112 Port Jefferson Station NY 11776	NONE	501 (c)(3)	ANIMAL RESCUE SHELTER AND ADOPTION CENTER	30,000 00
Scripps Howard Foundation- for the Roy W Howard Endowment at IU & the Jack R. Howard Endowment at Columbia University P O Box 634568 Cincinnati, OH 45263-4568	NONE	501 (c)(3)- PRIVATE NON OPERATING FOUNDATION- EXERCISED EXPENDITURE RESPONSIBILITY	PROMOTE FREE PRESS, FOSTER JOURNALISM AND MEDIA EDUCATION	46,500 00

Senior Living Foundation 1716 N Street, NW Washington, DC 20036-2902	NONE	501 (c)(3)	ASSISTANCE TO THE ELDERY RETIRED FROM THE AMERICAN FOREIGN SERVICES	35,750 00
Starcross Community 34500 Annapolis Road Annapolis, CA 95412	NONE	501 (c)(3)	RELIGIOUS GRANT	10,000 00
St. Gregory of Sinai Monastery (Backhoe Fund) 8252 Harrington Flat Rd Kelseyville CA 95451	NONE	501 (c)(3)	RELIGIOUS GRANT	30,000 00
The Field (f/b/o Rain Worthington) 161 Sixth Avenue New York, NY 10013	NONE	501 (c)(3)	CULTIVATING AND FOSTERING THE PERFORMING ARTS	8,000 00
The Spanish Mustang Foundation P O Box 849 Estancia NM 87016	NONE	501 (c)(3)	PRESERVATION AND HISTORY	20,000 00
Todos Juntos 3704 Scenic View Dr SE Salem OR 97302	NONE	501 (c)(3)	PUBLIC HEALTH, EDUCATIONAL ASSISTANCE FOR CHILDREN IN GUATEMALA	5,000 00
Washington International School, Upper School 3100 Macomb St NW Washington DC 20008	NONE	501 (c)(3)	EDUCATIONAL GRANT	6,875 00

TOTAL CHARITABLE CONTRIBUTIONS $ 900,000 00

Form **8868** (Rev January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only** Part I and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing ***(e-file).*** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization THE ANDROCLES FOUNDATION, INC.	**Employer identification number** 20-1514742
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions MELVILLE, NY 11747	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0][4]

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ LAMB & BARNOSKY LLP

Telephone No ▶ 631 694-2300 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 10 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 13,245.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 4,245.
c	**Balance Due** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 9,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print		
File by the extended due date for filing your return See instructions	Name of exempt organization: THE ANDROCLES FOUNDATION, INC.	Employer identification number: 20-1514742
	Number, street, and room or suite no If a P O box, see instructions: C/O LAMB & BARNOSKY LLP	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: MELVILLE, NY 11747	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ LAMB & BARNOSKY LLP
  Telephone No. ▶ 631 694-2300 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 11

5 For calendar year 2010 , or other tax year beginning ______, 20___ , and ending ______, 20___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ALL INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 13,245.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 13,245.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ MARCUM LLP CPAs Date ▶ 8/10/11

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					2,179.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,247.	
		PUBLICLY TRADED SECURITIES: UBS 820 S/T					VAR	VAR
2,353,446.		2,137,420.					216,026.	
		PUBLICLY TRADED SECURITIES: UBS 820 L/T-					VAR	VAR
1,224,820.		1,306,305.					-81,485.	
		INVESTMENT IN KINDER MORGAN					12/31/2009	04/14/2010
187,749.		166,895.					20,854.	
		PUBLICLY TRADED SECURITIES: UBS 308 L/T-					VAR	VAR
454,661.		479,615.					-24,954.	
		INVESTMENT IN ONEOK PARTNERS: LT CAP GAI					VAR	VAR
462.							462.	
TOTAL GAIN (LOSS)							135,329.	