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 , and ending

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

Name of foundation: Whitton - Spector Foundation

A Employer identification number: 20-3926141

Number and street (or P O box number if mail is not delivered to street address): c/o Foundation Source, 501 Silverside Road

Room/suite: 123

B Telephone number (see page 10 of the instructions): (800) 839-1754

City or town, state, and ZIP code: Wilmington DE 19809-1377

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)* ▶ $ 20,939,058

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)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	49	49		
	4 Dividends and interest from securities	138,598	138,598		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-461,724			
	b Gross sales price for all assets on line 6a 1,647,358				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	86,563	60,580		
	12 **Total.** Add lines 1 through 11	-236,514	199,227		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	50,000			50,000
	15 Pension plans, employee benefits	4,363			4,363
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	30,496	30,496		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	96,608	48,031		48,573
	24 **Total operating and administrative expenses.** Add lines 13 through 23	181,467	78,527		102,936
	25 Contributions, gifts, grants paid	840,380			840,380
	26 **Total expenses and disbursements** Add lines 24 and 25	1,021,847	78,527		943,316
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,258,361			
	b **Net investment income** (if negative, enter -0-)		120,700		
	c **Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	428,210	210,809	210,809
	3	Accounts receivable ▶ 118,191			
		Less allowance for doubtful accounts ▶		118,191	118,191
	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)	4,509,013	4,906,703	5,415,963
	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)	12,923,852	11,367,011	15,194,095
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	17,861,075	16,602,714	20,939,058
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	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	17,861,075	16,602,714	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	17,861,075	16,602,714	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	17,861,075	16,602,714	

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	17,861,075
2	Enter amount from Part I, line 27a	2	-1,258,361
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,602,714
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	16,602,714

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 Attached Statement			
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	-456,965
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	867,537	18,883,835	0 045941
2008	1,231,812	17,371,753	0 070909
2007	1,015,778	25,568,242	0 039728
2006	17,129	21,017,378	0 000815
2005	0	19,679,856	0 000000

2 **Total** of line 1, column (d)	2	0 157393
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 031479
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	20,654,101
5 Multiply line 4 by line 3	5	650,170
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,207
7 Add lines 5 and 6	7	651,377
8 Enter qualifying distributions from Part XII, line 4	8	943,316

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,207
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,207
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,207
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,500		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,500
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	293
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 293 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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		X
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
4 a	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	
8 a	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 ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no. ▶ (800) 839-1754

Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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	N/A	
	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 ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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**	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870.*		**6b**	No: X
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
Warren J Spector 501 Silverside Rd #123 Wilmington DE 19809	Pres/Dir/Sec 10 00	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
Sandra Collins 117 Main St , Seymour, CT 06483	Administrator 20 00	50,000	125	0
			0	
		0		

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,833,936
b	Average of monthly cash balances	1b	300,194
c	Fair market value of all other assets (see page 25 of the instructions)	1c	15,834,500
d	**Total** (add lines 1a, b, and c)	1d	20,968,630
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,968,630
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	314,529
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,654,101
6	***Minimum investment return.*** Enter 5% of line 5	6	1,032,705

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,032,705
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,207		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	515		
c	Add lines 2a and 2b			2c	1,722
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,030,983
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	1,030,983
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,030,983

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	943,316
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	943,316
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	1,207
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	942,109

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				1,030,983
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			940,283	
b	Total for prior years. 20 ____, 20 ____, 20 ____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 — 0				
b	From 2006 — 0				
c	From 2007 — 0				
d	From 2008 — 0				
e	From 2009 — 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 943,316				
a	Applied to 2009, but not more than line 2a			940,283	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2010 distributable amount				3,033
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,027,950
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2006 — 0				
b	Excess from 2007 — 0				
c	Excess from 2008 — 0				
d	Excess from 2009 — 0				
e	Excess from 2010 — 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Warren J Spector

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.

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN BREAST CANCER FOUNDATION 1220B E JOPPA RD STE 332 BALTIMORE MD 21286	N/A	509(a)(1)	General & Unrestricted	100
AMER NAT RED CROSS INTL RESPONSE FUND P O. BOX 37243 WASHINGTON DC 20013	N/A	509(a)(1)	General & Unrestricted	250
ANGEL ANIMAL SHELTER & ADOPTION INC 5570 QUEEN MARY LN JACKSON MS 39209	N/A	509(a)(1)	General & Unrestricted	150
GIFT OF LIFE BONE MARROW FOUNDATION 800 YAMATO RD STE 101 BOCA RATON FL 33431	N/A	509(a)(1)	General & Unrestricted	23,505
HORIZONS GREATER WASHINGTON INC 3000 CATHEDRAL AVE NW WASHINGTON DC 20008	N/A	509(a)(1)	General & Unrestricted	250
INTERNATIONAL FUND FOR ANIMAL WELFARE 290 SUMMER ST YARMOUTHPORT MA 02675	N/A	509(a)(1)	General & Unrestricted	200
INTERNATIONAL TROMBONE ASSOCIATION PO BOX 1764 DENTON TX 76202	N/A	509(a)(2)	General & Unrestricted	100
INTREPID FALLEN HEROES FUND 1 INTREPID SQ NEW YORK NY 10036	N/A	509(a)(2)	General & Unrestricted	1,000
JAZZ AT LINCOLN CENTER INC 33 W 60TH ST FL 11 NEW YORK NY 10023	N/A	509(a)(1)	General & Unrestricted	5,000
JEWISH COMMUNAL FUND 575 MADISON AVE STE 703 NEW YORK NY 10022	N/A	509(a)(1)	Margaret Whitton Charitable Trust Fund	100,000
JEWISH COMMUNAL FUND 575 MADISON AVE STE 703 NEW YORK NY 10022	N/A	509(a)(1)	Warren Spector Charitable Trust Fund	30,000
Total See Attached Statement			▶ 3a	840,380
b *Approved for future payment*				
Total			▶ 3b	0

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			14	49	
4 Dividends and interest from securities			14	138,598	
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	525990	-4,759	18	-456,965	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Federal Tax Refund			01	21,163	
b K-1 Pass-Through Income	525990	4,815	14	60,585	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		56		-236,570	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -236,514

(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

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

▶ Signature of officer or trustee | 11/10/11 Date | ▶ Pres/Dir/Sec Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Jeffrey D. Haskell	Jeffrey D. Haskell	10/19/2011		
	Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶	
	Firm's address ▶ 55 WALLS DRIVE, FAIRFIELD, CT 06824			Phone no	(800) 839-1754

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

		(a) Revenue per Books	(b) Net Investment Income
	TOTAL:	86,563	60,580
1	ACACIA PARTNERS, LP K-1 Pass-Through Share of Partnership Income	65,611	60,446
2	Federal Tax Refund	21,163	0
3	HCP REAL ASSETS FUND II, L P K-1 Pass-Through Share of Partnership Income/(Loss)	-216	134
4	HCP REAL ASSETS FUND II, L P. K-1 Pass-Through of Tax-Exempt Income	5	0
5			
6			
7			
8			
9			
10			

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	30,496	30,496	0	0
1	Fee for investment management services	30,496	30,496		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	96,608	48,031	0	48,573
1	Administrative Fees	46,988	0	0	46,988
2	Bank Charges	36	36		0
3	HCP REAL ASSETS FUND II, L P K-1 Expenses	7,650	7,650		0
4	HCP REAL ASSETS FUND II, L P K-1 Nondeductible Expenses	4	0		0
5	ACACIA PARTNERS, LP K-1 Expenses	40,345	40,345		0
6	Payroll Processing Fees	1,560	0		1,560
7	State or Local Filing Fees	25	0		25
8					
9					
10					

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

	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
		TOTAL:	4,906,703	5,415,963
1	LONGLEAF PARTNERS FUND (LLPFX)	134,538	3,269,279	3,802,057
2	PIMCO TOTAL RETURN FUND (PTTRX)	148,747	1,637,424	1,613,906
3				
4				
5				
6				
7				
8				
9				
10				

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

		(b)	(c)
	TOTAL:	11,367,011	15,194,095
	Asset Description	Book Value	Fair Market Value
1	ACACIA PARTNERS, LP	4,374,774	5,441,424
2	AURELIUS CAPITAL INTERNATIONAL, LTD. CL A SER 2	2,000,000	3,290,913
3	ETON PARK OVERSEAS FUND	1,582,648	2,535,707
4	ETON PARK OVERSEAS FUND CLASS S	519,257	509,476
5	HCP PRIVATE EQUITY FUND IV (CAYMAN) LP	150,000	156,205
6	HCP PRIVATE EQUITY FUND V (CAYMAN) LP	10,000	3,812
7	HCP REAL ASSETS FUND II, L P	63,595	59,706
8	PROSPECT HARBOR INVESTORS LLC	666,737	376,228
9	TACONIC OFFSHRORE CLASS A	679,278	704,426
10	TACONIC OPPORTUNITY OFFSHORE FUND LTD	1,320,722	2,116,198

Form 990-PF, Part IV, Line 1 - Capital Gains and Losses for Tax on Investment Income

	(a) Description of Property Sold	Shares	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain or Loss
					TOTAL:	1,647,358	0	2,223,683	-456,965
1	Publicly-traded Securities					350,000	0	340,909	9,091
2	Passthrough K1 Capital Gain								119,360
3	ETON PARK OVERSEAS FUND	2	P	1/30/2006	3/31/2010	2,454	0	1,669	785
4	ETON PARK OVERSEAS FUND	1	P	1/30/2006	4/30/2010	519	0	343	176
5	ETON PARK OVERSEAS FUND	2	P	1/30/2006	6/30/2010	3,103	0	2,030	1,073
6	ETON PARK OVERSEAS FUND	2	P	1/30/2006	7/30/2010	2,756	0	1,824	932
7	ETON PARK OVERSEAS FUND	26	P	1/30/2006	9/1/2010	39,250	0	26,173	13,077
8	ETON PARK OVERSEAS FUND	3	P	1/30/2006	10/29/2010	4,838	0	3,163	1,675
9	ETON PARK OVERSEAS FUND	12	P	1/30/2006	12/1/2010	19,026	0	12,290	6,736
10	ETON PARK OVERSEAS FUND CLASS S	1	P	3/31/2006	5/31/2010	700	0	419	281
11	ETON PARK OVERSEAS FUND CLASS S	2	P	3/31/2006	11/30/2010	1,285	0	1,599	-314
12	PROSPECT HARBOR INVESTORS LLC	1	P	6/30/2006	7/12/2010	1,203,296	0	1,794,532	-591,236
13	PROSPECT HARBOR INVESTORS LLC	38731	P	6/30/2006	10/20/2010	20,130	0	38,731	-18,601

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

Recipient(s) paid during the year

Name				
JEWISH FEDERATION OF PALM BEACH COUNTY INC				
Street				
4601 COMMUNITY DR				
City		**State**	**Zip Code**	**Foreign Country**
WEST PALM BEACH		FL	33417	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
General & Unrestricted				10,000

Name				
JEWISH FEDERATION OF PALM BEACH COUNTY INC				
Street				
4601 COMMUNITY DR				
City		**State**	**Zip Code**	**Foreign Country**
WEST PALM BEACH		FL	33417	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
2010 Campaign				1,000

Name				
JUNIOR TENNIS CHAMPIONS CENTER INC				
Street				
2401 KALORAMA RD NW				
City		**State**	**Zip Code**	**Foreign Country**
WASHINGTON		DC	20008	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
General & Unrestricted				5,000

Name				
LONGHORN FOUNDATION				
Street				
1601 LONGHORN DR				
City		**State**	**Zip Code**	**Foreign Country**
VISTA		CA	92081	
Relationship	**Foundation Status**			
N/A	509(a)(2)			
Purpose of grant/contribution				**Amount**
Ladies Field Hockey Fund				250

Name				
MARTHAS VINEYARD HOSPITAL INC				
Street				
PO BOX 1477				
City		**State**	**Zip Code**	**Foreign Country**
OAK BLUFFS		MA	02557	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Building Campaign				200,000

Name				
MATT'S PROMISE				
Street				
P O BOX 854				
City		**State**	**Zip Code**	**Foreign Country**
MILLBURN		NJ	07041	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
General & Unrestricted				1,000

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

Recipient(s) paid during the year

Name
MS HOPE FOR A CURE INC
Street
2250 BROADWAY APT 1K

City	State	Zip Code	Foreign Country
NEW YORK	NY	10024	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	5,000

Name
MUSIC OUTREACH-LEARNING THROUGH MUSIC INC
Street
677 W END AVE

City	State	Zip Code	Foreign Country
NEW YORK	NY	10025	

Relationship	Foundation Status
N/A	509(a)(2)

Purpose of grant/contribution	Amount
General & Unrestricted	250

Name
NEW YORK SHAKESPEARE FESTIVAL
Street
425 LAFAYETTE ST

City	State	Zip Code	Foreign Country
NEW YORK	NY	10003	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	250,000

Name
PAGUS INC
Street
619 W WASHINGTON ST

City	State	Zip Code	Foreign Country
NORRISTOWN	PA	19401	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	250

Name
PALM BEACH COUNTRY CLUB FOUNDATION INC
Street
760 N OCEAN BLVD

City	State	Zip Code	Foreign Country
PALM BEACH	FL	33480	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	1,000

Name
ROCKERS AGAINST DRUNK DRIVERS RADD
Street
4370 TUJUNGA AVE

City	State	Zip Code	Foreign Country
STUDIO CITY	CA	91604	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	200

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

Recipient(s) paid during the year

Name					
SAMUEL WAXMAN CANCER RESEARCH FOUNDATION					
Street					
1249 5TH AVE					
City		**State**	**Zip Code**	**Foreign Country**	
NEW YORK		NY	10129		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					10,000

Name					
SENSE OF WONDER CREATIONS INC					
Street					
PO BOX 1558					
City		**State**	**Zip Code**	**Foreign Country**	
VINEYARD HVN		MA	02568		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					3,000

Name					
SHRINERS HOSPITALS FOR CHILDREN					
Street					
2900 N ROCKY POINT DR					
City		**State**	**Zip Code**	**Foreign Country**	
TAMPA		FL	33607		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					125

Name					
ST JOHNS COLLEGE					
Street					
PO BOX 2800					
City		**State**	**Zip Code**	**Foreign Country**	
ANNAPOLIS		MD	21404		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					60,000

Name					
THE MAYORS FUND TO ADVANCE NEW YORK CITY					
Street					
253 BROADWAY FL 8					
City		**State**	**Zip Code**	**Foreign Country**	
NEW YORK		NY	10007		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					30,000

Name					
TOWN OF PALM BEACH UNITED WAY INC					
Street					
44 COCOANUT ROW STE 201					
City		**State**	**Zip Code**	**Foreign Country**	
PALM BEACH		FL	33480		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					1,000

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

Recipient(s) paid during the year

Name					
UNITED CHILDRENS FUND INC					
Street					
PO BOX 20341					
City		**State**	**Zip Code**	**Foreign Country**	
BOULDER		CO	80308		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					125

Name					
UNITED JEWISH APPEAL FED OF JEWISH PHILANTHROPIES OF NY INC					
Street					
130 E 59TH ST					
City		**State**	**Zip Code**	**Foreign Country**	
NEW YORK		NY	10022		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					100,000

Name					
UNITED STATES BRIDGE FEDERATION					
Street					
200 E DELAWARE					
City		**State**	**Zip Code**	**Foreign Country**	
CHICAGO		IL	60611		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
World Championships in Philadelphia					1,000

Name					
UNITED STATES FUND FOR UNICEF					
Street					
125 MAIDEN LN 10TH FLR					
City		**State**	**Zip Code**	**Foreign Country**	
NEW YORK		NY	10038		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					125

Name					
V G C FOUNDATION					
Street					
100 CLUBHOUSE LN PO BOX 9					
City		**State**	**Zip Code**	**Foreign Country**	
EDGARTOWN		MA	02539		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					500

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**
					0

SCHEDULE D (Form 1120)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.

▶See separate instructions.

OMB No 1545-0123

2010

Name: Whitton - Spector Foundation

Employer identification number: 20-3926141

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

(a) Description of property (Example 100 shares of Z Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) (Subtract (e) from (d))
1					

2	Short-term capital gain from installment sales from Form 6252, line 26 or 37	2	
3	Short-term gain or (loss) from like-kind exchanges from Form 8824	3	
4	Unused capital loss carryover (attach computation)	4	( )
5	Net short-term capital gain or (loss) Combine lines 1 through 4	5	0

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

(a) Description of property	(b) Date acquired	(c) Date sold	(d) Sales price	(e) Cost or other basis	(f) Gain or (loss)
6 Passthrough K-1 Capital Loss					-4,759

7	Enter gain from Form 4797, line 7 or 9	7	
8	Long-term capital gain from installment sales from Form 6252, line 26 or 37	8	
9	Long-term gain or (loss) from like-kind exchanges from Form 8824	9	
10	Capital gain distributions (see instructions)	10	
11	Net long-term capital gain or (loss) Combine lines 6 through 10	11	-4,759

Part III Summary of Parts I and II

12	Enter excess of net short-term capital gain (line 5) over net long-term capital loss (line 11)	12	0
13	Net capital gain Enter excess of net long-term capital gain (line 11) over net short-term capital loss (line 5)	13	0
14	Add lines 12 and 13. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns	14	0

Note. *If losses exceed gains, see* ***Capital losses*** *in the instructions*