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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.

2010

For calendar year 2010, or tax year beginning

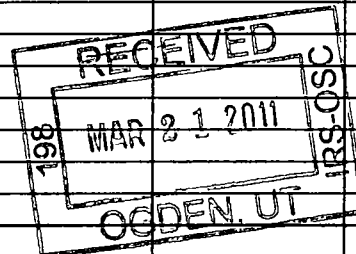
, 2010, and ending

, 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 DUN FOUNDATION		A Employer identification number 20 4463281
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 346	Room/suite	B Telephone number (see page 10 of the instructions) 540 687 6057
City or town, state, and ZIP code Middleburg VA 20118		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,951,054	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	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 ☐

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)
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				
4	Dividends and interest from securities	124,532	124,532		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)	(25,438)			
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)				
12	Total. Add lines 1 through 11	99,094			
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Bookkeeping	24000			
c	Other professional fees (attach schedule) CPA	3000			
17	Interest IRS				
18	Taxes (attach schedule) (see page 14 of the instructions)	1114			
19	Depreciation (attach schedule) and depletion				
20	Occupancy	2005			
21	Travel, conferences, and meetings	3367			
22	Printing and publications				
23	Other expenses (attach schedule) State Corp Comm	150			
24	Total operating and administrative expenses. Add lines 13 through 23	33636			33636
25	Contributions, gifts, grants paid	146750			146750
26	Total expenses and disbursements. Add lines 24 and 25	180386			180386
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	(81292)			
b	Net investment income (if negative, enter -0-)		124,532		
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments			
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4110294	4027538	3951054
	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)				
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)	4110294	4027538	3951054	
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)			
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	4110294	4027538	
	30	Total net assets or fund balances (see page 17 of the instructions)	4110294	4027538	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4110294	4027538	

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	4110294
2	Enter amount from Part I, line 27a	2	(81292)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4029002
5	Decreases not included in line 2 (itemize) ▶ Adjusted to B.V. of investments by Barclays	5	(1464)
6	Total net assets or fund balances at end of year (line 4 minus line 5) + Part II, column (b), line 30	6	4027538

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			
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	(25438)
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	180386		100 %
2008	200057		100 %
2007	201360		100 %
2006	210000		100 %
2005	NOT in Business		

2	Total of line 1, column (d)	2	
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	100 %
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	0
5	Multiply line 4 by line 3	5	0
6	Enter 1% of net investment income (1% of Part I, line 27b) 124,532 x .01	6	1,245
7	Add lines 5 and 6	7	1245
8	Enter qualifying distributions from Part XII, line 4	8	180386

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 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	1245	
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	1245	
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	1245	
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		
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	1245	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax 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?		☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		☒
c Did the foundation file Form 1120-POL for this year?		☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		☒
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
b If "Yes," has it filed a tax return on Form 990-T for this year?		☒
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		☒
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	☒	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	☒	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>VI R G I N I A</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	☒	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		☒
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		☒

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		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 ▶ NONE				
14	The books are in care of ▶ OFFICERS Telephone no. ▶ 540 687 6057			
Located at ▶ 107 Reed Street, Middleburg VA ZIP+4 ▶ 20118				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ▶ —	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	N/A
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	X
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/gOrganizations 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? ☐ 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**

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****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
P. Douglas Fout PLAINS, VA	PRES/TREAS	-0-	-	-
NINA Fout PLAINS, VA	SECRETARY	-0-	-	-
VIRGINIA Fout LOS ANGELES, CA	V.P.	-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
KAREEN MCGHEE Marshall, VA	Administrative Accounting	22500
Mary Deppa Upperville, VA	Accounting	2500
Charles Ballou Alexandria, VA	C.P.A.	3000
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 No Charitable Programs Dun Foundation contributes donations only to 501(c)(3) organizations	NONE
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 No PROGRAM INVESTMENTS	None
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1. Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	All Assets used in
b Average of monthly cash balances	1b	carrying out
c Fair market value of all other assets (see page 25 of the instructions)	1c	charitable
d Total (add lines 1a, b, and c)	1d	purposes
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	
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	
6 Minimum investment return. Enter 5% of line 5	6	

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

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	180386
b Program-related investments—total from Part IX-B	1b	—
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	180,386
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	1245
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	179,141

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				
2. Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3. Excess distributions carryover, if any, to 2010:				
a From 2005	N/A			
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4. Qualifying distributions for 2010 from Part XII, line 4: ► \$ _____				
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				
e Remaining amount distributed out of corpus				
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				
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)				
9. Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10. Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities	N/A				
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).)

Eve D. Font (deceased) - Contributions in 2006

- 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:

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P. Douglas Font; P.O. Box 346, Middleburg, VA 20118 687 6057

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

VARIES

- c** Any submission deadlines:

NO

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

NO

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 Schedule Attached				146,750
Total			3a	146,750
b Approved for future payment NONE				
Total			3b	

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Account QuickReport

January through December 2010

20 4463281

Type	Date	Num	Name	Memo	Split	Amount
Contributions						
Nina L. Fout donations						
Check	3/9/2010	252	Upperville Colt & Horse	Nina 2010	Lehman Broth...	2,500.00
Check	3/16/2010	257	Windy Hill Foundation	Nina 2010	Lehman Broth...	5,000.00
Check	6/1/2010	280	Equestrian Land Conserva	Nina 2010	Lehman Broth...	2,500.00
Check	6/1/2010	281	Coldwater Conserva	Nina 2010	Lehman Broth...	2,500.00
Check	6/15/2010	282	National Audubon Soc	Nina 2010	Lehman Broth...	2,500.00
Check	7/13/2010	286	MOC Pony Club	Nin 2010	Lehman Broth...	10,000.00
Check	8/10/2010	291	Earthjustice	2010Nina	Lehman Broth...	1,000.00
Check	8/10/2010	290	The Nature Conserva	2010 Nina	Lehman Broth...	1,500.00
Check	8/24/2010	293	Paws for Life	Nina 2010	Lehman Broth...	2,500.00
Check	10/29/2010	307	Carolina Horse Part	Nina Fout	Lehman Broth...	1,000.00
Check	11/26/2010	310	The American Ches...	Nina L Fout	Lehman Broth ..	1,000.00
Check	11/30/2010	312	Windy Hill Foundation	Nina 2010	Lehman Broth...	5,000.00
Check	11/30/2010	313	Earthjustice	Nina L Fout 2...	Lehman Broth...	2,500.00
Check	11/30/2010	314	Paws for Life	Nina L Fout 2...	Lehman Broth...	2,500.00
Check	11/30/2010	315	Middleburg Human	Nina L Fout 2...	Lehman Broth...	1,000.00
Check	11/30/2010	316	Rainbow Therapeuti	Nina L Fout 2...	Lehman Broth...	1,000.00
Check	11/30/2010	317	Amy Grieco Consult...	Nina Fout 2010	Lehman Broth...	1,000.00
Check	12/3/2010	318	Potomac Riverkeeper	Nina L Fout 2...	Lehman Broth...	250.00
Check	12/3/2010	319	Waterkeeper Alliance	2010 Nina L ...	Lehman Broth.	250.00
Total Nina L. Fout donations						45,500.00
Paul Douglas Fout Donations						
Check	2/23/2010	231	Saint James School	Doug. 2010	Lehman Broth. .	10,000.00
Check	2/23/2010	232	Boys & Girls Club of	Doug 2010	Lehman Broth...	1,000.00
Check	2/23/2010	233	National Steeplechase	Doug 2010	Lehman Broth...	5,000.00
Check	3/2/2010	247	Windy Hill Foundation	D.Fout. The ...	Lehman Broth...	5,000.00
Check	3/9/2010	251	Bull Run Mountain	Doug 2010	Lehman Broth...	7,500.00
Check	3/9/2010	253	The Hill School	Doug 2010	Lehman Broth..	10,000.00
Check	4/20/2010	266	Middleburg Spring	Doug 2010	Lehman Broth...	12,500.00
Total Paul Douglas Fout Donations						51,000.00
Virginia W. Fout donations						
Check	2/23/2010	234	Los Angeles Conse...	Virginia 2010	Lehman Broth .	500.00
Check	2/23/2010	238	National Show Hunt...	Virginia 2010	Lehman Broth...	250.00
Check	2/23/2010	235	Horses in the Hood	Virginia 2010	Lehman Broth...	3,500.00
Check	2/23/2010	237	National Sporting Li...	Virginia 2010	Lehman Broth...	1,000.00
Check	2/23/2010	242	The Trust for Public...	Virginia 2010	Lehman Broth...	500.00
Check	3/9/2010	250	The Nature Conser...	Virginia 2010	Lehman Broth...	200.00
Check	3/9/2010	252	Upperville Colt & H...	Virginia 2010	Lehman Broth .	5,000.00
Check	3/16/2010	256	Elton John Aids Fo...	Virginia 2010	Lehman Broth...	4,500.00
Check	3/16/2010	257	Windy Hill Foundation	Virginia 2010	Lehman Broth...	2,500.00
Check	3/23/2010	259	The Devon Horse S...	Virginia 2010	Lehman Broth ..	1,500.00
Check	3/23/2010	260	Oldfields School	Virginia 2010	Lehman Broth...	2,500.00
Check	3/23/2010	261	LA Animal Services	Virginia 2010	Lehman Broth...	1,000.00
Check	3/30/2010	262	The Hill School	Virginia 2010	Lehman Broth...	500.00
Check	3/30/2010	263	American Heart Ass...	Virginia 2010	Lehman Broth...	200.00
Check	3/30/2010	264	The Elephant Sanctu	Virginia 2010	Lehman Broth...	1,500.00
Check	4/20/2010	267	AIDS Walk New York	Virginia 2010	Lehman Broth...	500.00
Check	4/20/2010	268	Buffalo Therapeuti...	Virginia 2010	Lehman Broth...	2,500.00
Check	4/20/2010	269	World Championsh...	Virginia 2010	Lehman Broth...	1,000.00
Check	5/4/2010	272	Return to Freedom	Virginia 2010	Lehman Broth...	500.00
Check	5/4/2010	273	Equestrian Land Co...	Virginia 2010	Lehman Broth...	1,000.00
Check	5/4/2010	274	The Marine Mamma...	Virginia 2010	Lehman Broth...	1,000.00
Check	5/18/2010	275	Wildlife Conserv.Ne...	Virginia 2010	Lehman Broth..	500.00
Check	5/18/2010	276	Washington Internat	Virginia 2010	Lehman Broth...	2,350.00
Check	5/18/2010	277	Danny & Ron's Res...	Virginia 2010	Lehman Broth...	500.00
Check	6/1/2010	278	Syracuse Invitat. Sp...	Virginia 2010	Lehman Broth...	5,000.00
Check	6/29/2010	284	Middleburg Classic	Virginia 2010	Lehman Broth...	2,500.00
Check	7/13/2010	285	USET	Virginia 2010	Lehman Broth...	300.00
Check	7/20/2010	287	Warrenton Horse S...	Virginia 2010	Lehman Broth...	500.00
Check	8/24/2010	292	Wildlife Conserv.Ne...	Virginia 2010	Lehman Broth...	250.00
Check	8/31/2010	294	Land Trust of Virginia	Virginia 2010	Lehman Broth...	1,000.00
Check	8/31/2010	295	Upperville Colt & H...	Virginia 2010	Lehman Broth..	1,000.00
Check	9/27/2010	297	PilotsnPaws	Virginia Fout	Lehman Broth...	1,000.00
Check	10/8/2010	300	Virginia Tech Found.	Victor M. duP...	Lehman Broth...	2,500.00
Check	10/14/2010	302	Strongheart Fellows...	Gin Gavran's ..	Lehman Broth	500.00
Check	10/18/2010	303	Oldfields School	Virginia Fout ...	Lehman Broth...	250.00

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Dun Foundation 20 4463281
Account QuickReport
January through December 2010

Type	Date	Num	Name	Memo	Split	Amount
Check	10/18/2010	304	SPCALA	Virginia Fout	Lehman Broth...	350.00
Check	10/18/2010	305	Guide Dogs for The...	Virginia Fout	Lehman Broth...	100.00
Total Virginia W. Fout donations						50,250.00
Total Contributions						146,750.00
TOTAL						146,750.00

Barclays Wealth
REALIZED GAINS AND LOSSES
Account 835-63823-1-0-060
DUN FOUNDATION
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-07-08	01-11-10	570.125	**Neuberger & Berman Equity Fds Intl Large	6,556.44		5,000.00		-1,556.44
01-02-50	02-16-10	100,000	Bellsouth Corp 5.200% Due 09-15-14	96,630	0.00	107,603.00		107,603.00 + 10973
01-02-50	02-16-10	200,000	Goldman Sachs Group Inc 5.250% Due 10-15-13	198,806	0.00	211,146.00		211,146.00 + 12330
01-02-50	02-16-10	200,000	***J P Morgan Chase & Co Global Sr Note 5.250% Due 05-01-15	191,338	0.00	207,704.00		207,704.00 + 16326
01-02-50	02-16-10	200,000	Morgan Stanley Sr Nts 5.750% Due 10-18-16	194,934	0.00	204,000.00		204,000.00 + 9066
01-02-50	02-16-10	400,000	United States Treasury Note 4.750% Due 02-15-10	399,437	0.00	400,000.00		400,000.00 + 563
01-02-50	02-18-10	200,000	International Lease Fin Corp Medium Term Nts 5.625% Due 09-20-13	198,076	0.00	166,000.00		166,000.00 - 32176
TOTAL GAINS							0.00	1,296,453.00
TOTAL LOSSES							0.00	-1,556.44
TOTAL REALIZED GAIN/LOSS							0.00	1,294,896.56 + 15526

Schedule 1-1

This report has been produced as a courtesy to Barclays Wealth clients and does not take the place of your customer account statement(s) which officially report your positions as shown on the books and records of the firm. This report contains additional portfolio information (including, but not limited to, accrued interest, amortization, accretion and FASB 155 considerations) that is provided as a supplement to your monthly statement. This report contains information (including, but not limited to, prices, quotes and statistics) obtained from various outside sources. We do not represent that this information is accurate or complete and it should not be relied upon as such. To the extent there is a conflict between your customer account statement or your trade confirmation and this report, the customer account statement or trade confirmation will control. This report is not intended for tax purposes, please consult your tax advisor. Please consult with your accounting advisor for the accounting treatment and financial statement presentation of Auction Rate Securities under Generally Accepted Accounting Principles.

Barclays Wealth is the wealth management division of Barclays Bank PLC including Barclays Capital Inc. in the United States. Barclays Capital Inc., an affiliate of Barclays Bank PLC, is a U.S. registered broker-dealer and regulated by the Securities & Exchange Commission. The registered office of Barclays Capital Inc. is 200 Park Avenue, New York, NY 10166. Barclays Bank PLC is registered in England and Wales (registered no. 1026167) with a registered office at 1 Churchill Place, London E14 5HP, United Kingdom. Barclays Bank PLC is authorized and regulated by the Financial Services Authority.

Barclays Wealth
REALIZED GAINS AND LOSSES
Account 835-64456-1-2-292
DUN FOUNDATION EPOCH INVESTMENT PARTNERS
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-05-08	01-22-10	35	Fiserv Inc	1,851.50		1,605.93		-245.57
05-05-08	01-22-10	35	Laboratory Corp Amer Hldgs New	2,654.75		2,534.08		-120.67
06-18-08	01-22-10	80	Safeway Inc	2,387.32		1,823.56		-563.76
07-17-08	01-22-10	105	Safeway Inc	2,804.27		2,393.42		-410.85
05-05-08	01-25-10	55	Microsoft Corp	1,632.40		1,620.06		-12.34
05-05-08	01-27-10	5	Apple Inc	922.05		1,034.95		112.90
05-05-08	01-29-10	210	Boston Scientific Corp	2,767.96		1,818.26		-949.70
05-05-08	02-01-10	415	Boston Scientific Corp	5,470.03		3,522.06		-1,947.97
05-05-08	02-02-10	50	Oneok Inc New	2,398.52		2,163.03		-235.49
08-05-09	02-02-10	25	Wisconsin Energy Corp	1,081.59		1,231.01	149.42	
08-06-09	02-02-10	5	Wisconsin Energy Corp	220.47		246.20	25.73	
05-05-08	02-03-10	50	Oneok Inc New	2,398.52		2,147.80		-250.72
05-05-08	02-04-10	15	Oneok Inc New	719.56		625.79		-93.77
09-18-08	02-04-10	35	Oneok Inc New	1,245.90		1,460.17		214.27
09-18-08	02-16-10	15	Oneok Inc New	533.96		634.20		100.24
10-02-08	02-16-10	40	Oneok Inc New	1,324.73		1,691.19		366.46
05-05-08	02-23-10	40	Davita Inc	2,124.83		2,447.48		322.65
05-05-08	02-23-10	235	Western Union Co	5,467.01		3,779.01		-1,688.00
05-05-08	03-11-10	5	***Everest Re Group Ltd	455.79		413.64		-42.15
05-05-08	03-11-10	30	Actna Inc New	1,320.30		966.88		-353.42
12-16-09	03-11-10	5	Anadarko Petroleum Corp	314.46		360.14	45.68	
05-05-08	03-11-10	5	Automatic Data Processing Inc	215.65		219.24		3.59
05-05-08	03-11-10	15	Boeing Co	1,279.98		1,044.80		-235.18
07-17-08	03-11-10	10	Cameron International Corporation	508.55		438.76		-69.79
05-05-08	03-11-10	15	Comcast Corporation New Spl Class A	318.90		250.79		-68.11
05-05-08	03-11-10	5	Diamond Offshore Drilling Inc	648.70		446.19		-202.51
05-05-08	03-11-10	5	E I Du Pont De Nemours & Co	247.60		176.09		-71.51
10-22-09	03-11-10	10	Ebay Inc	235.95		254.09	18.14	
05-05-08	03-11-10	10	Electronic Arts Inc	522.00		178.19		-343.81
05-05-08	03-11-10	5	Hudson City Bancorp Inc	96.10		68.34		-27.76
05-05-08	03-11-10	5	Laboratory Corp Amer Hldgs New	379.25		367.94		-11.31
05-08-09	03-11-10	5	Methlife Inc	172.63		209.19	36.56	
05-05-08	03-11-10	5	Nstar	165.85		174.54		8.69
05-05-08	03-11-10	20	Oracle Corp	432.20		500.79		68.59
05-05-08	03-11-10	5	Praxair Inc	462.17		395.64		-66.53
02-02-10	03-11-10	710	Qwest Communications International Inc	3,138.61		3,422.15	283.54	
10-21-09	03-11-10	20	Tjx Companies Inc New	791.65		836.98	45.33	
05-05-08	03-11-10	5	Thermo Fisher Scientific Inc	291.35		252.78		-38.57
11-23-09	03-11-10	25	Unitedhealth Group Inc	726.90		826.48	99.58	
05-05-08	03-11-10	5	Ventas Inc	242.20		228.34		-13.86
05-05-08	03-11-10	10	Visa Inc Cl A Common Stock	844.30		922.38		78.08
05-05-08	03-11-10	5	Waste Management Inc Del	181.79		166.19		-15.60
05-05-08	03-11-10	10	Western Union Co	232.64		167.09		-65.55
05-05-08	03-24-10	130	Western Union Co	3,024.31		2,191.77		-832.54
10-15-08	03-24-10	75	Western Union Co	1,462.73		1,264.48		-198.25
10-21-08	03-24-10	70	Western Union Co	1,203.82		1,180.19		-23.63

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Barclays Wealth
REALIZED GAINS AND LOSSES
Account 835-64456-1-2-292
DUN FOUNDATION EPOCH INVESTMENT PARTNERS
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Gain Or Loss		
						Proceeds	Short Term	Long Term
05-05-08	04-06-10	65	Visa Inc Cl A Common Stock	5,487.97		6,026.97		539.00
05-05-08	04-14-10	10	Alliant Techsystems Inc	1,118.20		800.88		-317.32
05-05-08	04-15-10	30	Alliant Techsystems Inc	3,354.60		2,375.38		-979.22
05-05-08	04-15-10	85	Diamond Offshore Drilling Inc	11,027.90		7,775.21		-3,252.69
05-05-08	04-16-10	20	Alliant Techsystems Inc	2,236.40		1,555.37		-681.03
05-05-08	04-23-10	10	Apple Inc	1,844.10		2,698.96		854.86
07-17-08	04-29-10	45	Cameron International Corporation	2,288.47		1,782.25		-506.22
10-22-09	05-05-10	180	Ebay Inc	4,247.16		4,075.66	-171.50	
05-05-08	05-17-10	70	Visa Inc Cl A Common Stock	5,910.12		5,400.24		-509.88
05-05-08	05-18-10	60	Fiserv Inc	3,174.00		2,973.41		-200.59
12-16-09	06-01-10	70	Anadarko Petroleum Corp	4,402.48		3,058.17	-1,344.31	
12-17-09	06-01-10	75	Anadarko Petroleum Corp	4,649.85		3,276.61	-1,373.24	
05-05-08	06-08-10	215	Bank New York Mellon Corp	9,694.35		5,410.44		-4,283.91
07-08-08	06-08-10	40	Bank New York Mellon Corp	1,445.78		1,006.59		-439.19
07-17-08	06-08-10	35	Bank New York Mellon Corp	1,240.05		880.77		-359.28
05-08-09	06-08-10	15	Bank New York Mellon Corp	471.04		377.47		-93.57
09-21-09	06-08-10	20	Bank New York Mellon Corp	593.80		503.30	-90.50	
03-11-10	06-08-10	15	Bank New York Mellon Corp	440.55		377.47	-63.08	
11-12-08	08-02-10	55	Deere & Co	1,843.38		3,685.41		1,842.03
11-20-08	08-02-10	10	Deere & Co	311.06		670.07		359.01
05-05-08	08-05-10	50	Alliant Techsystems Inc	5,591.00		3,465.15		-2,125.85
11-20-08	08-05-10	30	Deere & Co	933.18		2,050.14		1,116.96
05-18-10	08-09-10	85	Fidelity National Information Services Inc	2,325.42		2,465.00	139.58	
08-09-10	08-11-10	85	Fidelity National Information Services Inc	2,465.00		2,465.00	0.00	
05-05-08	08-17-10	160	Automatic Data Processing Inc	6,900.80		6,469.82		-430.98
05-05-08	08-17-10	35	E I Du Pont De Nemours & Co	1,733.20		1,447.88		-285.32
11-20-08	09-03-10	15	Deere & Co	466.59		1,028.43		561.84
03-09-10	09-03-10	50	Deere & Co	2,964.30		3,428.09	463.79	
03-11-10	09-03-10	5	Deere & Co	285.30		342.81	57.51	
08-04-10	10-08-10	10	Mosaic Co	496.02		658.02	162.00	
05-05-08	10-12-10	15	***Everest Re Group Ltd	1,367.38		1,232.13		-135.25
05-05-08	11-11-10	25	***Weatherford International Ltd Switzerland	1,038.75		492.00		-546.75
09-08-08	11-11-10	115	***Weatherford International Ltd Switzerland	3,727.75		2,263.20		-1,464.55
11-30-09	11-11-10	130	***Weatherford International Ltd Switzerland	2,151.92		2,558.39	406.47	
03-11-10	11-11-10	5	***Weatherford International Ltd Switzerland	86.30		98.40	12.10	
05-11-09	11-18-10	50	Entergy Corp New	3,678.48		3,644.16		-34.32
03-11-10	11-18-10	5	Entergy Corp New	396.80		364.42	-32.38	
TOTAL GAINS							1,945.43	6,549.18
TOTAL LOSSES							-3,075.00	-25,844.84
						160,311.19	0.00	139,885.95
TOTAL REALIZED GAIN/LOSS							-1,129.58	-19,295.67
								-20,425.24

Schedule 1-2

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Barclays Wealth
REALIZED GAINS AND LOSSES
Account 835-64457-1-1-292
DUN FOUNDATION PINNACLE ASSOCIATES LTD
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Gain Or Loss	
						Proceeds	Short Term Long Term
05-05-08	01-05-10	6	Aol Inc	162.06		150.15	-11.91
05-06-08	01-05-10	7	Aol Inc	186.84		173.54	-13.30
12-17-08	01-11-10	20	Massey Energy Corp	298.34		954.17	655.83
05-06-08	01-28-10	300	Bj Services Co	8,631.00		6,271.82	-2,359.18
09-23-08	01-28-10	90	Bj Services Co	1,905.18		1,881.54	-23.64
05-05-08	02-10-10	80	Regeneron Pharmaceuticals Inc	1,679.20		2,066.03	386.83
05-06-08	02-16-10	0	Madison Square Garden Inc Cl A	8.42		9.95	1.53
07-01-09	02-24-10	200	Covanta Holding Corporation	3,412.53		3,300.32	-112.21
05-06-08	03-30-10	90	***Cameco Corp	3,281.40		2,471.35	-810.05
05-06-08	03-30-10	82	Madison Square Garden Inc Cl A	1,380.74		1,783.07	402.33
10-31-08	04-22-10	10	***Agrium Inc	371.96		632.82	260.85
11-17-08	04-22-10	30	***Agrium Inc	932.40		1,898.47	966.07
12-10-08	04-22-10	70	***Agrium Inc	2,014.99		4,429.76	2,414.77
10-16-08	05-19-10	35	Coca Cola Co	1,534.05		1,846.73	312.68
10-17-08	05-19-10	15	Coca Cola Co	683.91		791.45	107.54
12-17-08	05-19-10	200	Massey Energy Corp	2,983.38		6,077.90	3,094.52
05-05-08	05-19-10	190	Unitedhealth Group Inc	6,294.70		5,678.02	-616.68
08-04-08	05-19-10	50	Unitedhealth Group Inc	1,447.00		1,494.22	47.22
05-05-08	06-17-10	100	Cbs Corp New Class B	2,391.00		1,509.94	-881.06
05-05-08	06-17-10	10	Centurylink Inc	354.40		346.89	-7.51
05-05-08	06-17-10	60	Emc Corp-Mass	955.20		1,159.18	203.98
05-06-08	06-17-10	30	Gilead Sciences Inc	1,615.80		1,076.08	-539.72
01-29-09	06-29-10	240	Charles Schwab Corp New	3,360.00		3,465.25	105.25
05-28-09	06-29-10	50	Charles Schwab Corp New	846.00		721.93	-124.07
05-06-08	07-12-10	135	Quest Diagnostics Inc	6,699.70		6,668.75	-30.95
02-10-10	07-30-10	230	Symantec Corporation	3,908.05		2,966.06	-941.99
05-05-08	08-18-10	410	Yahoo Inc	9,991.70		5,715.30	-4,276.40
04-02-09	08-31-10	70	Dr Pepper Snapple Group Inc	1,328.46		2,580.83	1,252.37
05-05-08	09-23-10	110	United States Cellular Corporation	6,464.70		4,896.95	-1,567.75
10-24-08	09-23-10	60	United States Cellular Corporation	1,804.29		2,671.06	866.77
01-29-09	10-26-10	1	Exxon Mobil Corp	25.12		37.62	12.50
07-30-09	11-24-10	60	Las Vegas Sands Corp	680.40		3,016.26	2,335.86
TOTAL GAINS						0.00	13,426.91
TOTAL LOSSES						-1,054.20	-11,262.22
TOTAL REALIZED GAIN/LOSS						-1,054.20	2,164.69

Schedule 1-3

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Barclays Wealth
REALIZED GAINS AND LOSSES
Account 835-64458-1-0-292
DUN FOUNDATION KEELEY ASSET MGMT CORP
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Gain Or Loss		
						Proceeds	Short Term	Long Term
05-02-08	01-21-10	160	Brinks Home Security Holdings Inc	6,047.86		6,615.57		567.71
05-02-08	03-09-10	420	Wendy S/arby S Group Inc	2,881.20		1,957.51		-923.69
05-02-08	03-25-10	160	Goodrich Petroleum Corp New	5,228.80		2,497.73		-2,731.07
12-28-09	03-25-10	120	Goodrich Petroleum Corp New	3,148.61		1,873.29	-1,275.32	
05-02-08	05-05-10	60	Flowserve Corp	7,405.80		6,409.91		-995.89
05-02-08	07-07-10	390	Covanta Holding Corporation	10,749.00		6,473.73		-4,275.27
05-02-08	08-10-10	610	Mueller Water Products Inc Com Ser A	5,292.80		1,738.47		-3,554.33
09-14-09	08-27-10	130	Investment Technology Group	3,295.63		1,803.07	-1,492.56	
05-02-08	09-10-10	500	Newalliance Bancshares Inc	6,715.00		6,281.74		-433.26
05-02-08	09-16-10	70	Bucyrus International Inc	4,524.86		4,832.96		308.10
05-02-08	10-15-10	25	John Bean Technologies Corp	357.51		441.74		84.23
04-21-09	10-15-10	73	Walter Investment Management Corp	618.37		1,306.60		688.23
04-21-09	10-15-10	23	Walter Investment Management Corp	192.83		407.45		214.62
05-02-08	11-03-10	220	Exco Resources Inc	5,026.07		4,153.30		-872.77
05-02-08	11-16-10	140	Exco Resources Inc	3,198.41		2,570.52		-627.89
05-02-08	11-16-10	60	Joy Global Inc	4,615.20		4,493.57		-121.63
04-23-10	11-19-10	80	Artio Global Investors Inc Cl A	1,940.79		1,079.45	-861.34	
06-22-10	11-19-10	130	Artio Global Investors Inc Cl A	2,294.79		1,754.11	-540.68	
05-02-08	11-19-10	110	Bucyrus International Inc	7,110.49		9,806.55		2,696.06
08-10-09	11-19-10	250	Pultegroup Inc	3,088.88		1,636.02		-1,452.86
05-02-08	12-14-10	260	Bankfinancial Corporation	4,165.97		2,481.91		-1,684.06
05-02-08	12-15-10	40	Walter Energy Inc New	2,925.20		4,720.71		1,795.51
05-02-08	12-29-10	50	Joy Global Inc	3,846.00		4,367.41		521.41
TOTAL GAINS							0.00	6,875.87
TOTAL LOSSES							-4,169.90	-17,672.72
				94,670.07	0.00	79,703.32	-4,169.90	-10,796.85
TOTAL REALIZED GAIN/LOSS			-14,966.75					

Schedule 1-4

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Barclays Wealth
REALIZED GAINS AND LOSSES
Account 835-64460-1-6-292
DUN FOUNDATION MARTIN CURRIE INC
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-07-09	01-06-10	79	***Arcelormittal Sa Luxembourg New Ny Regi	2,161.93		3,749.77	1,587.84	
02-26-09	01-06-10	652	***Hennes & Mauritz Ab Adr	4,920.46		7,307.43	2,386.97	
12-08-08	01-21-10	104	***China Life Insurance Co Lid Sponsored A	4,802.39		7,228.22		2,425.83
05-05-09	01-22-10	582	csuscgly	6,583.21		6,960.62	377.41	
07-06-09	01-22-10	16	csuscgly	165.92		191.36	25.44	
06-19-08	01-26-10	325	***Bac Systems Plc Sponsored Adr	11,087.87		7,413.15		-3,674.72
08-05-08	01-26-10	56	***Bac Systems Plc Sponsored Adr	2,039.83		1,277.34		-762.49
05-02-08	01-26-10	61	***Bp P L C Sponsored Adr (Frm Bp Amoco Pl	4,419.45		3,587.75		-831.70
05-22-09	02-01-10	167	***Netease com Inc Sponsored Adr	5,512.74		5,453.83	-58.91	
05-07-09	02-10-10	142	***Arcelormittal Sa Luxembourg New Ny Regi	3,885.99		5,318.64	1,432.65	
09-16-09	02-16-10	244	***Temium S A Sponsored Adr	6,449.52		7,719.82	1,270.30	
10-22-08	02-17-10	76	***Toyota Motor Corp-Adr New Repstg 2 Com	5,244.92		5,587.65		342.73
12-29-08	02-17-10	48	***Toyota Motor Corp-Adr New Repstg 2 Com	3,071.05		3,529.04		457.99
01-26-09	02-17-10	20	***Toyota Motor Corp-Adr New Repstg 2 Com	1,258.80		1,470.44		211.64
07-21-09	02-17-10	17	***Toyota Motor Corp-Adr New Repstg 2 Com	1,316.65		1,249.87	-66.78	
07-29-08	03-04-10	204	***Gdf Suez Sponsored Adr	13,020.50		7,384.70		-5,635.80
10-21-09	03-10-10	443	***Barclays Plc-Adr	10,720.57		9,188.77	-1,531.80	
05-02-08	03-16-10	51	***Bp P L C Sponsored Adr (Frm Bp Amoco Pl	3,694.95		2,906.54		-788.41
03-06-09	03-16-10	85	***Glaxosmithkline Plc Sponsored Adr(Frm G	2,447.58		3,207.53		759.95
05-02-08	03-17-10	41	***Petroleo Brasileiro Sa (Petrobras)-Spon	2,141.84		1,730.30		-411.54
11-10-08	03-17-10	104	***Petroleo Brasileiro Sa (Petrobras)-Spon	2,384.06		4,389.06		2,005.00
08-26-09	03-18-10	186	***P T Telekomunikasi Indonesia Sponsored	6,286.74		6,700.12	413.38	
10-13-08	03-26-10	332	***Unilever Plc Sponsored Adr New	7,906.15		9,476.72		1,570.57
08-13-09	04-14-10	66	***Bhp Billiton Plc Sponsored Adr	3,495.39		4,653.33	1,157.94	
10-06-09	04-14-10	298	***Wm Morrison Supermarkets Plc Unsponsor	6,628.53		6,844.94	216.41	
01-22-10	04-14-10	59	***Wm Morrison Supermarkets Plc Unsponsor	1,413.05		1,355.21	-57.84	
04-08-09	04-26-10	345	***France Telecom Sponsored Adr	7,742.77		7,794.37		51.60
03-06-09	04-26-10	129	***Glaxosmithkline Plc Sponsored Adr(Frm G	3,714.56		5,002.90		1,288.34
01-22-10	04-26-10	99	***Glaxosmithkline Plc Sponsored Adr(Frm G	4,070.04		3,839.44	-230.60	

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Barclays Wealth
REALIZED GAINS AND LOSSES
Account 835-64460-1-6-292
DUN FOUNDATION MARTIN CURRIE INC
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
04-09-09	04-27-10	164	***Atlas Copeo Ab-Sponsored Adr New Repstg	1,377.01		2,718.55		1,341.54
09-17-09	04-27-10	390	***Ing Groep Nv-Sponsored Adr	6,475.04		3,744.10	-2,730.94	
01-26-10	04-27-10	355	***Ing Groep Nv-Sponsored Adr	3,384.33		3,408.10	23.77	
03-23-10	04-27-10	149	***Ing Groep Nv-Sponsored Adr	1,455.34		1,430.44	-24.90	
05-02-08	04-29-10	58	***Bp P L C Sponsored Adr (Frm Bp Amoco Pl	4,202.10		3,070.29		-1,131.81
11-18-09	05-06-10	64	***Vale S A Adr Repstg Pfd	1,618.91		1,558.91	-60.00	
05-02-08	05-24-10	663	***Banco Santander S A Adr	14,440.14		6,999.57		-7,440.57
11-26-08	05-24-10	43	***Banco Santander S A Adr	346.58		453.97		107.39
01-26-09	05-24-10	246	***Banco Santander S A Adr	1,798.26		2,597.13		798.87
10-06-09	05-24-10	249	***Carlsberg As Sponsored Adr Representing	3,453.63		3,736.97	283.34	
10-06-09	06-01-10	245	***Carlsberg As Sponsored Adr Representing	3,398.15		3,718.53	320.38	
02-04-09	06-01-10	56	***Rio Tinto Plc Sponsored Adr	1,490.82		2,599.10		1,108.28
05-02-08	06-03-10	45	***Siemens A G Sponsored Adr	5,356.35		4,143.30		-1,213.05
05-02-08	06-08-10	85	***Bp P L C Sponsored Adr (Frm Bp Amoco Pl	6,158.25		2,931.76		-3,226.49
05-02-08	06-15-10	85	***Bp P L C Sponsored Adr (Frm Bp Amoco Pl	6,158.25		2,601.40		-3,556.85
05-06-10	06-15-10	46	***Bp P L C Sponsored Adr (Frm Bp Amoco Pl	2,347.05		1,407.81	-939.24	
02-04-09	06-29-10	148	***Rio Tinto Plc Sponsored Adr	3,940.01		6,806.27		2,866.26
01-06-10	06-29-10	60	***Rio Tinto Plc Sponsored Adr	3,499.53		2,759.30	-740.23	
11-18-09	06-30-10	195	***Vale S A Adr Repstg Pfd	4,932.60		4,238.24	-694.36	
01-06-10	06-30-10	53	***Vale S A Adr Repstg Pfd	1,399.73		1,151.93	-247.80	
05-02-08	07-16-10	267	***E On Ag Sponsored Adr	17,531.22		7,502.32		-10,028.90
05-02-08	08-06-10	464	***Taiwan Semiconductor Mfg Co Ltd-Sponsor	5,136.03		4,595.86		-540.17
07-21-09	08-06-10	181	***Taiwan Semiconductor Mfg Co Ltd-Sponsor	1,804.57		1,792.78		-11.79
05-02-08	08-11-10	24	***British American Tobacco Plc Sponsored	1,832.88		1,665.00		-167.88
02-10-10	08-11-10	12	***Cnooc Ltd Sponsored Adr Rep 100 Shs Cl	1,870.90		1,995.89	124.99	
03-15-10	08-11-10	46	***Suncor Energy Inc New	1,402.80		1,492.85	90.05	
05-02-08	08-11-10	253	***United Overseas Bank Ltd Sponsored Adr	7,868.30		6,914.91		-953.39
08-20-09	09-20-10	74	***Asml Holding N V New York Registry Shar	1,932.91		2,124.57		191.66
08-20-09	10-12-10	41	***Asml Holding N V New York Registry Shar	1,070.94		1,244.73		173.79
02-10-10	10-12-10	6	***Cnooc Ltd Sponsored Adr Rep 100 Shs Cl	935.45		1,245.77	310.32	

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Barclays Wealth
REALIZED GAINS AND LOSSES
Account 835-64460-1-6-292
DUN FOUNDATION MARTIN CURRIE INC
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-21-10	10-12-10	24	***Ctrip com Intl Ltd	863.78		1,118.54	254.76	
07-15-09	10-12-10	686	American Dep Shs					
			***Nomura Holdings Inc	5,337.07		3,654.69		-1,682.38
07-21-09	10-12-10	164	Sponsored Adr	1,351.36		873.72		-477.64
			***Nomura Holdings Inc					
02-22-10	10-12-10	139	Sponsored Adr	996.63		740.53	-256.10	
			***Nomura Holdings Inc					
03-26-10	10-12-10	211	Sponsored Adr	1,557.78		1,124.11	-433.67	
			***Cnooc Ltd Sponsored Adr					
02-10-10	10-14-10	17	Rep 100 Shs Cl	2,650.44		3,616.48	966.04	
02-22-10	10-14-10	11	***Cnooc Ltd Sponsored Adr	1,728.90		2,340.07	611.17	
			Rep 100 Shs Cl					
03-26-10	10-14-10	9	***Cnooc Ltd Sponsored Adr	1,471.74		1,914.61	442.87	
			Rep 100 Shs Cl					
04-09-09	10-18-10	414	***Atlas Copco	3,476.11		8,330.73		4,854.62
			Ab-Sponsored Adr New					
			Repstg					
08-20-09	10-21-10	148	***Asml Holding N V New	3,865.82		4,792.90		927.08
			York Registry Shar					
01-06-10	11-23-10	904	***Nippon Yusen Kabushiki	6,102.00		7,639.42	1,537.42	
			Kaisha Sponsored					
02-22-10	11-23-10	217	***Nippon Yusen Kabushiki	1,587.40		1,833.80	246.40	
			Kaisha Sponsored					
03-20-09	12-14-10	362	***Zurich Financial Services	5,627.91		9,180.16		3,552.25
			Spons Adr					
01-19-10	12-15-10	223	***Cninsure Inc Sponsored	4,569.89		3,678.05	-891.84	
			Adr					
07-20-10	12-15-10	67	***Cninsure Inc Sponsored	1,602.83		1,105.06	-497.77	
			Adr					
08-13-09	12-20-10	33	***Bhp Billiton Plc	1,747.69		2,577.00		829.31
			Sponsored Adr					
04-27-10	12-20-10	187	***Gold Fields Ltd New	2,396.30		3,345.79	949.49	
			Sponsored Adr					
05-22-09	12-22-10	73	***Teva Pharmaceutical	3,271.88		3,745.22		473.34
			Industries Ltd-Adr					
TOTAL GAINS							15,029.34	26,338.05
TOTAL LOSSES							-9,462.78	-42,535.58
TOTAL REALIZED GAIN/LOSS				307,411.06	0.00	296,780.09	5,566.56	-16,197.53

Schedule 1-5

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Dun Foundation Stock Account Quarterly Summary

	Acct #	12/31/10	10/31/10	12/31/09
Dun Foundation	63823	285,513.96	282,091.00	1,563,754.00
Dolan McEniry	66803	1,257,438.62	1,282,869.00	0.00
Epoch	64456	523,246.56	496,108.00	463,895.00
Kantor	00472	517,740.77	481,674.00	451,813.00
Keeley	64458	430,854.17	379,112.00	354,331.00
Martin Currie	64460	450,232.20	442,152.00	437,470.00
Pinnacle	64457	486,028.05	450,171.00	411,730.00
TOTALS		\$ 3,951,054.33	\$ 3,814,177.00	\$ 3,682,993.00