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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	<b>Beginning of year</b>	<b>End of year</b>
			<b>(a) Book Value</b>	<b>(b) Book Value</b>
<b>Assets</b>	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	83,907	133,961
	3	Accounts receivable ►		133,961
		Less allowance for doubtful accounts ►		
	4	Pledges receivable ►		
		Less allowance for doubtful accounts ►		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ►		
		Less allowance for doubtful accounts ►		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10	a Investments—U S and state government obligations (attach schedule)	1,023,026	923,358
	b	Investments—corporate stock (attach schedule)	3,859,829	4,003,048
	c	Investments—corporate bonds (attach schedule)		4,645,140
<b>Liabilities</b>	11	Investments—land, buildings, and equipment basis ►		
		Less accumulated depreciation (attach schedule) ►		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	843,589	578,959
	14	Land, buildings, and equipment basis ►		689,992
		Less accumulated depreciation (attach schedule) ►		
	15	Other assets (describe ► )		
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,810,351	5,639,326
				6,423,658
	17	Accounts payable and accrued expenses		
<b>Net Assets or Fund Balances</b>	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 ► )	0	0
	23	<b>Total liabilities</b> (add lines 17 through 22)		
<b>Net Assets or Fund Balances</b>		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>		
	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	5,810,351	5,639,326
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	5,810,351	5,639,326
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	5,810,351	5,639,326

**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	5,810,351
2	Enter amount from Part I, line 27a	2	-171,025
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	5,639,326
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	5,639,326

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a Publicly-traded Securities</b>				
<b>b GS HEDGE FUND OPP, LTD CLASS A, SERIES 13</b>		P	1/1/2007	7/1/2010
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 3,076,524		3,022,173	54,351	
<b>b</b> 300,000		264,630	35,370	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>			54,351	
<b>b</b>			35,370	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	89,721
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				

**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	363,383	5,574,340	0 065189
2008	418,242	6,277,726	0 066623
2007	304,318	7,977,911	0 038145
2006	0	308,393	0 000000
2005			0 000000

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

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

**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

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2010 estimated tax payments and 2009 overpayment credited to 2010

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

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

8 Enter any **penalty** for underpayment of estimated tax Check here  if Form 2220 is attached

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

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

11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ► 232 Refunded ► 11 0

1	1,904	
2	0	
3	1,904	
4		
5	1,904	
6a	2,136	
6b		
6c	0	
6d		
7	2,136	
8	0	
9	0	
10	232	
11	0	

**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*

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

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

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

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities*

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

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

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

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)?  
*If "Yes," complete Part XIV*

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

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

**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? Website address ► None	13	X
14	The books are in care of ► Foundation Source Located at ► 501 Silverside Road, Suite 123 Wilmington DE	Telephone no ► (800) 839-1754	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	► <input type="checkbox"/>
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 <input type="checkbox"/> No <input checked="" type="checkbox"/>

**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.**

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	1b	X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		6b	X	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	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
SEE ATTACHMENT .....				
.....				
.....				
.....				
.....				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE .....				
.....				
.....				
.....				
.....				
.....				

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

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

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

Expenses

1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	
2	
3	
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	5,085,012
b	Average of monthly cash balances	1b	135,971
c	Fair market value of all other assets (see page 25 of the instructions)	1c	839,581
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,060,564
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	6,060,564
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	90,908
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,969,656
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	298,483

**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	298,483
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,904
b	Income tax for 2010 (This does not include the tax from Part VI )	2b	0
c	Add lines 2a and 2b	2c	1,904
3	Distributable amount before adjustments Subtract line 2c from line 1	3	296,579
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	296,579
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	296,579

**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	361,005
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	3a	
a	Suitability test (prior IRS approval required)	3b	0
b	Cash distribution test (attach the required schedule)	4	361,005
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	1,904
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)	6	359,101
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 Distrbutable amount for 2010 from Part XI, line 7				296,579
2 Undistributed income, if any, as of the end of 2010				0
a Enter amount for 2009 only				0
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	1,764			
e From 2009	87,128			
f Total of lines 3a through e	88,892			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 361,005				0
a Applied to 2009, but not more than line 2a				0
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				296,579
e Remaining amount distributed out of corpus	64,426			
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:	153,318			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	153,318			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	1,764			
d Excess from 2009	87,128			
e Excess from 2010	64,426			

**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					<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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	0	0	0	0
e	Qualifying distributions made directly for active conduct of exempt activities	0				0
	Subtract line 2d from line 2c					0
3	Complete 3a, b, or c for the alternative test relied upon	0	0	0	0	0
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))

Richard F Roberts

Sally Roberts

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
BEACON SLOOP CLUB INC PO BOX 527 BEACON NY 12508	N/A	509(a)(1)	General & Unrestricted	5,000
CENTER FOR CREATIVE EDUCATION 20 THOMAS ST KINGSTON NY 12401	N/A	509(a)(2)	General & Unrestricted	30,000
CENTER FOR CREATIVE EDUCATION 20 THOMAS ST KINGSTON NY 12401	N/A	509(a)(2)	International Youth Festival Documentary	5,000
CENTER FOR CREATIVE EDUCATION 20 THOMAS ST KINGSTON NY 12401	N/A	509(a)(2)	3 Day Institute on Project Based Learning	3,466
CHILDREN INTERNATIONAL 2000 E RED BRIDGE RD KANSAS CITY MO 64131	N/A	509(a)(1)	Establishment of Center, Monitoring, Evaluation and Curriculum	19,740
DIOCESE OF S C PROTESTANT EPISCOPAL PO BOX 20127 CHARLESTON SC 29413	N/A	509(a)(1)	Canterbury House Program	8,728
INSTITUTE FOR POLICY STUDIES 733 15TH ST NW APT 1020 WASHINGTON DC 20005	N/A	509(a)(1)	General & Unrestricted	20,000
LOS ANGELES COUNTY EDUCATION FDN 9300 IMPERIAL HWY RM 106 DOWNEY CA 90242	N/A	509(a)(1)	Blue Sky Meadow Program	5,000
LOS ANGELES COUNTY EDUCATION FDN 9300 IMPERIAL HWY RM 106 DOWNEY CA 90242	N/A	509(a)(1)	Blue Sky Meadow Summer Science Camp 2010 Program	5,000
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVE LOS ANGELES CA 90012	N/A	509(a)(2)	Youth Orchestra L A Program	25,000
LOS ANGELES UNIFIED SCHOOL DISTRICT 333 S BEAUDRY LOS ANGELES CA 90017	N/A	509(a)(1)	Beyond the Bell -- All District H S Honor Band Program	15,000
<b>Total</b>	See Attached Statement			► 3a 295,512
<b>b Approved for future payment</b>				
<b>Total</b>				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments				14	20	
<b>4</b> Dividends and interest from securities				14	143,503	
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	89,721	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e)			0		233,244	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				13	233,244	

**Part XVI.B. Relationship of Activities to the Accomplishment of Exempt Purposes**

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		

**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

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.

**Sign  
Here**

Signature of officer or trustee

4/5/2011

SECRET, TEL 10002

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Jeffrey D. Haskell	Jeffrey D. Haskell	3/18/2011		
	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 16c - Other Professional Fees**

	<b>TOTAL:</b>	<b>68,269</b>	<b>37,041</b>	<b>0</b>	<b>31,228</b>
		<b>(a) Expenses per Books</b>	<b>(b) Net Investment Income</b>	<b>(c) Adjusted Net Income</b>	<b>(d) Charitable Purpose</b>
1	Investment Management Services	37,041	37,041	0	0
2	Administrative Services	30,000	0		30,000
3	After-School Program Consult Services	1,228			1,228
4					
5					
6					
7					
8					
9					
10					

**Form 990-PF, Part I, Line 18 - Taxes**

	<b>TOTAL:</b>	<b>5,503</b>	<b>5,103</b>	<b>0</b>
	<b>(a) Expenses per Books</b>	<b>(b) Net Investment Income</b>	<b>(c) Adjusted Net Income</b>	<b>(d) Charitable Purpose</b>
<b>1</b>	Estimated tax for 2010	400	0	0
<b>2</b>	Foreign Tax Paid	5,103	5,103	0
<b>3</b>				
<b>4</b>				
<b>5</b>				
<b>6</b>				
<b>7</b>				
<b>8</b>				
<b>9</b>				
<b>10</b>				

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

	<b>TOTAL:</b>	<b>30,259</b>	<b>720</b>	<b>(c)</b>	<b>0</b>	<b>(d)</b>
	<b>(a)</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>			<b>Charitable Purpose</b>
	<b>Expenses per Books</b>					
1	Administrative Fees	29,435	0			29,435
2	Bank Charges	720	720			0
3	Equipment Purchase and Maintenance	104	0			104
4						
5						
6						
7						
8						
9						
10						

**Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations**

	Description/Symbol/CUSIP Number	TOTAL:	875,000	923,358	954,565
			Shares	(b) Book Value	(c) Fair Market Value
1	FHLB - 3 875% - 06/14/2013 (31339X2M5)		100,000	100,848	107,135
2	FHLB - 4 875% - 11/18/2011 (3133XHPH9)		100,000	100,870	103,887
3	FHLB - 5 250% - 06/18/2014 (3133X7FK5)		200,000	216,014	226,242
4	FHLMC - 3.0000% - 07/28/2014 (3137EACD9)		175,000	176,130	184,219
5	FHLMC - 4 750% - 11/17/2015 (3134A4VG6)		100,000	110,940	111,576
6	FNMA - 5 250% - 09/15/2016 (31359MW41)		100,000	113,331	114,350
7	FNMA - 5 750% - 05/15/2012 (3133MINVV0)		100,000	105,225	107,156
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: 4,003,048	4,645,140
1	ADIDAS-SALOMON AG (ADDYY PK)	246	6,937	8,044		
2	ADOBE SYSTEMS, INC (ADBE)	699	19,707	21,515		
3	AETNA INC NEW (AET)	638	19,787	19,465		
4	AFLAC INC (AFL)	368	15,090	20,766		
5	AIR PRODS & CHEM INC. (APD)	278	19,469	25,284		
6	ALCON INC (ACL)	122	18,413	19,935		
7	AMAZON COM (AMZN)	131	14,114	23,580		
8	AMERICA MOVIL SA (AMX)	390	19,737	22,363		
9	AMERICAN ELECTRIC POWER INC. (AEP)	564	18,797	20,293		
10	APPLE INC. (AAPL)	158	19,356	50,964		
11	ARCHER DANIELS MIDLND (ADM)	535	14,302	16,093		
12	ARM HLDS PLC SPDR ADR (ARMMHY PK)	325	1,385	6,744		
13	ASSA ABLOY UNSP/ADR (ASAZY PK)	593	8,164	8,421		
14	BANCO BRADESCO SA SPONS ADR NEW (BBD)	452	7,591	9,171		
15	BANCO ITAU HOLDING FINANCIERA (ITUB)	319	4,930	7,659		
16	BANK NEW YORK MELLON CORP COM (BK)	1,293	36,270	39,049		
17	BANK OF AMERICA CORP (BAC)	2,601	29,282	34,697		
18	BAXTER INTERNATIONAL INC (BAX)	532	27,845	26,930		
19	BAYER AG SPONSORED ADR (BAYRY PK)	76	4,948	5,575		
20	BAYERISCHE MOTOREN WERKE (BAMXY PK)	313	5,011	8,166		
21	BG GROUP PLC ADS (BRGYY PK)	189	15,830	19,278		
22	BHP BILLITON LIMITED (BHP)	209	16,958	19,420		
23	BIOGEN IDEC INC (BIIB)	367	17,414	24,607		
24	BNP PARIBAS SPONS ADR (BNPQY PK)	609	21,349	19,458		
25	BOEING CO (BA)	632	40,369	41,244		
26	BORG WARNER INC (BWA)	420	19,447	30,391		
27	BRITISH AMERICAN TOBACCO PLC (BTI)	91	6,305	7,071		
28	BRITISH SKY BROADCASTING ADR (BSYBY PK)	194	5,876	9,011		
29	BUNZL PLC SPONSORED ADR NEW (BZLFY PK)	139	8,247	7,942		
30	CANADIAN NATL RAILWAY CO (CNI)	270	14,649	17,947		
31	CANADIAN NATURAL RESOURCES LTD (CNQ)	210	6,132	9,328		
32	CANON INC. (CAJ)	363	14,281	18,636		
33	CARNIVAL CORP (CCL)	410	14,635	18,905		
34	CBS CORP CL B (CBS)	1,221	20,566	23,260		
35	CENOVUS ENERGY INC (CVE)	95	2,822	3,158		
36	CENTRICA PLC S/ADR (CPYYY PK)	436	7,786	8,999		
37	CHEUNG KONG HLDS LTD ADR (CHEUY PK)	582	7,869	8,963		
38	CHINA MERCHANTS LTD ADR (CMHHY PK)	252	8,551	9,987		
39	CISCO SYSTEMS INC (CSCO)	1,374	31,339	27,796		
40	CNOOC LTD ADS (CEO)	125	20,105	29,796		
41	COCA-COLA AMATL LTD ADR (CCLAY PK)	274	5,954	6,121		

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

	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value	TOTAL: 4,003,048	4,645,140
42	COCA-COLA HELLEN ADS (CCH)	397	10,724	10,282		
43	COMCAST CORP CLA (CMCSA)	1,896	36,910	41,655		
44	COMPASS GROUP PLC ADR (CMPGY PK)	1,266	10,478	11,799		
45	CONSOL ENERGY INC. (CNX)	456	19,467	22,225		
46	COVIDIEN LTD (COV)	441	16,329	20,136		
47	CSL LTD UNSP ADR (CMXHY PK)	530	8,936	10,017		
48	CSX CORP (CSX)	361	18,986	23,324		
49	CVS CAREMARK CORP (CVS)	676	23,384	23,505		
50	DASSAULT SYSTES SA SPN ADR (DASTY.PK)	91	4,453	6,963		
51	DELL INC. (DELL)	793	10,898	10,745		
52	DENSO CORP ADR (DNZOY PK)	280	4,057	4,802		
53	DISH NETWORK CORP (DISH)	982	16,021	19,306		
54	DOW CHEMICAL PV (DOW)	860	23,716	29,360		
55	EMBRAER EMPRESA BR (ERJ)	326	8,202	9,584		
56	EMC CORP-MASS (EMC)	2,357	45,559	53,975		
57	EMERSON ELECTRIC CO (EMR)	569	22,133	32,530		
58	ENCANA CORP (ECA)	95	3,035	2,766		
59	ENTERGY CORP (ETR)	247	22,197	17,495		
60	ERICSSON LM TEL CO (ERIC)	309	3,376	3,563		
61	FANUC LIMITED UNSPONSORED (FANUY PK)	867	14,107	22,230		
62	FEDEX CORPORATION COMMON STOCK (FDX)	310	25,166	28,833		
63	FLSMIDTH & CO A/S SIADR (FLDLY PK)	765	4,242	7,344		
64	FOMENTO ECONOMICO MEXICANO (FMX)	69	3,256	3,858		
65	FORD MOTOR COMPANY (F)	1,215	16,897	20,400		
66	FRANKLIN RES INC (BEN)	184	11,776	20,463		
67	FREEPORT-MCMORAN COPPER & GOLD INC. (FCX)	89	7,471	10,688		
68	FRESENIUS MED CAR AG (FMS)	309	13,655	17,826		
69	GENERAL ELECTRIC CO (GE)	3,892	65,329	71,185		
70	GENERAL MILLS (GIS)	678	23,973	24,130		
71	GENERAL MOTORS (GM)	302	10,621	11,132		
72	GILEAD SCIENCES INC (GILD)	490	16,927	17,758		
73	GOLDCORP INC NEW (GG)	410	17,871	18,852		
74	GOLDMAN SACHS HIGH YIELD FUND INSTITUTIONAL SHARES (GSHIX)	34,153	212,300	249,320		
75	GOODRICH CORPORATION (GR)	303	15,744	26,685		
76	GOOGLE INC CL A (GOOG)	93	44,004	55,239		
77	GROUPE DANONE ADS (DANOY PK)	519	7,081	6,565		
78	GRUPO TELEVISA (ADR) (TV)	344	8,661	8,920		
79	GS CORE FIXED INC A (GCFIX)	70,247	667,215	688,416		
80	GS LOCAL EMERGING MARKET'S DEBT FUND CLA (GAMDX)	1,691	16,000	16,101		
81	HALLIBURTON COMPANY (HAL)	555	14,173	22,661		
82	HANG LUNG PROPERTIES-SP ADR (HLPPY.PK)	332	4,160	7,852		

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

	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value	TOTAL: 4,003,048	4,645,140
83	HARTFORD FINANCIAL SERVICES GROUP (HIG)	932	21,791	24,689		
84	HENNES & MAURITZ AB (HNNMY PK)	2,024	9,162	13,581		
85	HEWLETT PACKARD CO (HPQ)	486	19,397	20,461		
86	HONEYWELL INTERNATIONAL INC (HON)	1,141	43,015	60,656		
87	HONG KONG EX&CL UNISPIRAC (HKXCY PK)	466	3,878	10,648		
88	HUTCHISON WHAMPOA LTD ADR (HUUHY PK)	183	6,689	9,408		
89	ILLUMINA INC COM (ILMN)	259	5,471	16,405		
90	IMPERIAL TOBACCO GRO (ITYBY PK)	197	12,163	12,165		
91	INDUSTRIAL & COM UNISP/ADR (IDCBY PK)	1,127	16,409	17,638		
92	INFOSYS TECH LTD SPD ADR (INFY)	223	10,847	16,966		
93	INTEL CORP (INTC)	769	16,105	16,172		
94	INTERNATIONAL BUSINESS MACHINES (IBM)	111	15,347	16,290		
95	INTERNATIONAL POWER (IPRPFY PK)	215	11,128	14,846		
96	ISHARES MSCI EMERGING MARKETS INDEX FD (EEM)	1,637	62,103	77,987		
97	ISHARES MSCI-JAPAN (EWJ)	5,545	59,941	60,496		
98	ISHARES RUSSELL 2000 (IWM)	1,910	149,943	149,438		
99	ISHARES S&P GLOBAL ENERGY SECTOR (IXC)	1,695	62,492	66,207		
100	JOHNSON CONTROLS INC (JCI)	547	12,536	20,895		
101	JP MORGAN CHASE & CO (JPM)	1,190	51,563	50,480		
102	JULIUS BAER GROUP LTD (JBAXY PK)	967	5,642	9,109		
103	KBW BANK ETF (KBE)	2,367	60,003	61,329		
104	KEPPEL CORP LTD ADR (KPELY PK)	541	7,228	9,549		
105	KINGFISHER PLC (KGFFHY PK)	2,475	16,096	20,196		
106	KOMATSU LTD (KMTUY PK)	805	12,956	24,528		
107	KONINKLIJKE AHOOLD (AHONY PK)	435	6,064	5,738		
108	LAFARGE ADS (LFRGY PK)	605	10,232	9,535		
109	LAS VEGAS SANDS CORP (LVS)	529	15,184	24,308		
110	LOGITECH INTERNATIONAL (LOGI)	564	8,219	10,462		
111	LULULEMON ATHLETICA INC (LULU)	63	2,642	4,310		
112	LVMH MOET HENN UNISP (LYMUY PK)	496	5,487	16,442		
113	MAN GROUP PLC UNISP ADR (MNGPY PK)	1,828	6,606	8,573		
114	MANULIFE FIN CORP (MFC)	1,234	16,876	21,200		
115	MARVELL TECH GROUP (MRVL)	1,088	19,415	20,182		
116	MERCK & CO INC. (MRK)	1,092	40,500	39,356		
117	MITSUBISHI TOKYO FIN (MTU)	1,555	9,727	8,413		
118	NATL OILWELL VARCO (NOV)	403	10,450	27,102		
119	NESTLE S A (NSRGY PK)	458	17,418	26,940		
120	NEW ORIENTAL ED & TECHNOLOGY GROUP INCSPONSORED AD (EDU)	75	5,623	7,892		
121	NEWFIELD EXPLORATION CO (NFX)	416	19,761	29,998		
122	NIIDEC CORPORATION ADR (NU)	502	12,837	12,645		
123	NIKE INC-CL B (NKE)	314	23,510	26,822		

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

	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
124	NOVARTIS AG ADR (NVS)	440	21,691	25,938
125	NOVO NORDISKA S (NVO)	235	11,182	26,454
126	DAO GAZPROM SPONS GDR (OGZPY PK)	534	16,513	13,585
127	OCCIDENTAL PETE CORP (OXY)	566	37,977	55,526
128	ORACLE CORP (ORCL)	1,004	19,985	31,425
129	PEABODY ENERGY CORP (BTU)	381	15,507	24,376
130	PEPSICO INC (PEP)	360	22,587	23,519
131	PETROLEO BRASILEIRO (PBR)	146	6,386	5,525
132	PG & E CORP (PCG)	532	24,279	25,451
133	PHILIPPINE LONG DISTANCE ADR (PHL)	145	8,148	8,449
134	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	53	4,475	8,206
135	PRICELINE.COM INCORPORATED (PCLN)	27	11,106	10,788
136	PRUDENTIAL FINCL INC (PRU)	555	28,937	32,584
137	PUBLICIS GROUPE SA (PUBGY PK)	533	11,853	13,954
138	QUALCOMM INC (QCOM)	466	18,502	23,062
139	RANGE RESOURCES CORP DEL (RRC)	539	25,649	24,244
140	RECKITT BENCKISER GRP PLC ADR (RBGPY PK)	1,302	11,588	14,608
141	REED ELSEVIER PLC (RUK)	221	7,210	7,417
142	ROCHE HOLDING LTD ADR (RHHBY PK)	366	15,239	13,414
143	ROYAL DUTCH SHELL PLC SPONS ADR B (RDS-B)	106	6,217	7,067
144	ROYAL KPN N.V. (KKPNY PK)	402	5,670	5,897
145	SABMILLER PLC S/ADR (SBMRY PK)	244	4,322	8,701
146	SAP AKTIENGESELLADS (SAP)	497	20,840	25,153
147	SCHLUMBERGER LTD (SLB)	378	24,391	31,563
148	SHARP CORP ADR (SHCAY PK)	480	7,044	4,877
149	SHIRE PHARMACEUTICALS, INC (SHPGY PK)	157	10,393	11,364
150	SLIM CORP (SLM)	1,755	25,693	22,095
151	SMITH & NEPHEW PLC ADR (SNN)	224	10,903	11,771
152	SOUTHERN COPPER CORP (SCCO)	136	3,431	6,629
153	SPRINT NXTTEL CP (S)	6,410	35,694	27,114
154	SUNCOR ENERGY INC (SU)	601	16,117	23,012
155	SUNTRUST BKS INC (STI)	580	16,087	17,116
156	SYNGENTA AG ADS (SYT)	112	5,637	6,583
157	TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	865	9,221	10,847
158	TALISMAN ENERGY INC (TLM)	188	3,252	4,172
159	TARGET CORPORATION (TGT)	450	16,657	27,059
160	TELEFONICA S AADR (TEF)	180	11,936	12,316
161	TENCENT HOLDINGS LIMITED (TCEHY PK)	292	5,904	6,404
162	TESCO PLC ADR (TSCDY PK)	1,251	25,859	25,245
163	TEVA PHARMACEUTICAL SP ADR (TEVA)	1,027	52,221	53,538
164	TNT N.V. ADS (TNTTY PK)	226	6,954	5,957

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

	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value	<b>TOTAL:</b> 4,003,048	<b>4,645,140</b>
165	TOTAL FINA ELF S A (TOT)	97	5,953	5,188		
166	TOYOTA MTR CORP (TM)	234	18,865	18,399		
167	TRANSCANADA CORP (TRP)	224	8,386	8,521		
168	TRAVELERS COMPANIES INC (THE) (TRV)	269	11,829	14,986		
169	TREND MICRO INCORPORATED - AMERICAN DEPOSITORY SHA (TMICY PK)	120	4,328	3,980		
170	TURKIYE GARANTI BANK (TKGBY PK)	2,110	9,435	10,867		
171	UNILEVER N V N Y (UN)	186	4,495	5,840		
172	UNITED TECHNOLOGIES CORP (UTX)	349	24,447	27,473		
173	US BANCORP DEL NEW (USB)	1,234	28,818	33,281		
174	VESTAS WIND SYS UNSP/ADR (VWDRY.PK)	517	12,026	5,444		
175	VIACOM INC CL B (VIA-B)	578	14,533	22,895		
176	VIMPELCOM LTD (VIP)	283	4,969	4,256		
177	VODAFONE GROUP PLC (VOD)	390	9,005	10,312		
178	VOLKSWAGEN AG (VLKPY PK)	235	5,093	7,746		
179	VOLVO AB/ADR B (VOLVY PK)	185	3,005	3,258		
180	WAL-MART DE MEX V SP/ADR (WMMVY.PK)	400	4,394	11,432		
181	WALT DISNEY HOLDINGS CO (DIS)	711	21,362	26,670		
182	WARNER CHILCOTT PLC IRELAND SHS-A (WCRX)	926	24,089	20,891		
183	WEATHERFORD INTL NEW (WFT)	1,984	37,034	45,235		
184	WELLPOINT INC (WLP)	373	14,846	21,209		
185	WELLS FARGO & CO (WFC)	613	15,868	18,997		
186	WPP GROUP PLC (WPPGY PK)	140	7,446	8,676		

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

<b>TOTAL:</b>		
	(b) Book Value	(c) Fair Market Value
1 GS HEDGE FUND OPP, LTD CLASS A, SERIES 13 (GSHFA13)	578,959	689,992
2		
3		
4		
5		
6		
7		
8		
9		
10		

**Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers**

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
1	Sally Roberts	7222 Cirrus Way	West Hills	CA	91307	Co-Chairman / Director	1	0	0	0
2	Terry Lloyd	7222 Cirrus Way	West Hills	CA	91307	Director / Secretary / Treasurer	1	0	0	0
3	Jon-Paul Cowen	7222 Cirrus Way	West Hills	CA	91307	Director / Vice-Chairman	1	0	0	0
4	Richard F Roberts	7222 Cirrus Way	West Hills	CA	91307	President / Chairman / Director	1	0	0	0
5										
6										
7										
8										
9										
10										

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name**

NEW VISION PARTNERS INC

**Street**

2750 NEW YORK DR

**City**

PASADENA

**State**

CA

**Zip Code**

91107

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Women Initiative Network in Malawi

**Amount**

13,356

**Name**

NEW VISION PARTNERS INC

**Street**

2750 NEW YORK DR

**City**

PASADENA

**State**

CA

**Zip Code**

91107

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Institute for Healing of Memories

**Amount**

40,000

**Name**

REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES

**Street**

10920 WILSHIRE BLVD STE 620

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90024

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

High Tech High School

**Amount**

20,000

**Name**

THE AFTER-SCHOOL CORPORATION

**Street**

1440 BROADWAY FL 16

**City**

NEW YORK

**State**

NY

**Zip Code**

10018

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Chicago Meeting

**Amount**

16,075

**Name**

THE U C DAVIS FOUNDATION

**Street**

550 ALUMNI LN UC DAVIS CONF CTR 2ND

**City**

DAVIS

**State**

CA

**Zip Code**

95616

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

High Tech High School

**Amount**

20,000

**Name**

VERDUGO YOUNG MUSICIANS A CALIFORNIA NON-PROFIT CORP

**Street**

PO BOX 8343

**City**

LA CRESCENTA

**State**

CA

**Zip Code**

91224

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

VYMA Music Project at Longfellow Elementary School

**Amount**

20,000

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

Recipient(s) paid during the year

**Name**

VISTA DEL MAR CHILD AND FAMILY SERVICES

**Street**

3200 MOTOR AVE

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90034

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Home Safe for My Friends Place

**Amount**

24,147

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

0

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

0