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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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

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

Name of foundation
THE RESOURCE FOUNDATION, INC.

A Employer identification number
22-2870501

Number and street (or P O box number if mail is not delivered to street address)
C/O A. J. SIGNORILE 10 PARK AVENUE

Room/suite

B Telephone number
(212)683-9280

City or town, state, and ZIP code
NEW YORK, NY 10016

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 10,043,404.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	64.	64.		STATEMENT 1
	4 Dividends and interest from securities	307,570.	307,570.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	118,103.			
	b Gross sales price for all assets on line 6a 6,665,239.				
	7 Capital gain net income (from Part IV, line 2)		118,103.		
	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)				
	11 Other income	-12,950.	-12,950.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	412,787.	412,787.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	14,828.	2,966.		11,862.
	c Other professional fees STMT 5	44,753.	44,753.		0.
	17 Interest				
	18 Taxes STMT 6	8,883.	2,033.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	165.	165.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	68,629.	49,917.		11,862.
	25 Contributions, gifts, grants paid	243,671.			243,671.
	26 **Total expenses and disbursements.** Add lines 24 and 25	312,300.	49,917.		255,533.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	100,487.			
	b **Net investment income** (if negative, enter -0-)		362,870.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	35,881.	51,408.	51,408.
	2	Savings and temporary cash investments	61,235.	400,261.	400,261.
	3	Accounts receivable ▶ 1,024.			
		Less allowance for doubtful accounts ▶	1,890.	1,024.	1,024.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,956.		
	10a	Investments - U S and state government obligations STMT 8	314,380.	273,900.	279,343.
	b	Investments - corporate stock STMT 9	8,109,720.	8,164,563.	8,942,468.
	c	Investments - corporate bonds STMT 10	342,625.	51,125.	55,125.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	235,009.	268,324.	313,775.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	9,102,695.	9,210,605.	10,043,404.
Liabilities	17	Accounts payable and accrued expenses	940.	8,363.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	940.	8,363.	
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	9,101,755.	9,202,242.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	9,101,755.	9,202,242.	
	31	**Total liabilities and net assets/fund balances**	9,102,695.	9,210,605.	

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	9,101,755.
2	Enter amount from Part I, line 27a	2	100,487.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,202,242.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,202,242.

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	SEE ATTACHED STATEMENTS			
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	6,665,239.		6,547,136.	118,103.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
a				
b				
c				
d				
e				118,103.

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 } 2 118,103.

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)
If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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	320,691.	8,764,639.	.036589
2008	406,090.	9,813,927.	.041379
2007	531,943.	10,549,296.	.050425
2006	380,667.	9,250,414.	.041151
2005	293,285.	4,991,853.	.058753

2 Total of line 1, column (d)	2	.228297
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	.045659
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,415,327.
5 Multiply line 4 by line 3	5	429,894.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,629.
7 Add lines 5 and 6	7	433,523.
8 Enter qualifying distributions from Part XII, line 4	8	255,533.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	7,257.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	7,257.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,257.
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	495.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	6,495.
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	762.
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ROY B. SIMPSON Telephone no ▶ (212) 683-9280

Located at ▶ 50 VISTA DR., GREENWICH, CT ZIP+4 ▶ 06830

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 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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** X

If "Yes" to 6b, file Form 8870.

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

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

(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
ROY B. SIMPSON 50 VISTA DRIVE GREENWICH, CT 06830	CHMN/DIRECTOR 0.00	0.	0.	0.
EDITH J. SIMPSON 50 VISTA DRIVE GREENWICH, CT 06830	PRES/DIRECTOR 0.00	0.	0.	0.
ROY B. SIMPSON, JR. 4112 GOSHEN ROAD NEWTOWN SQUARE, PA 19073	TREA/DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	9,140,445.
b	Average of monthly cash balances			1b	417,161.
c	Fair market value of all other assets			1c	1,102.
d	**Total** (add lines 1a, b, and c)			1d	9,558,708.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	9,558,708.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	143,381.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	9,415,327.
6	**Minimum investment return** Enter 5% of line 5			6	470,766.

Part XI Distributable Amount (see 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	470,766.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,257.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,257.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	463,509.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	463,509.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	463,509.

Part XII Qualifying Distributions (see 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	255,533.
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	
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	255,533.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	255,533.

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 instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					463,509.
2 Undistributed income, if any, as of the end of 2010.					
a Enter amount for 2009 only				0.	
b Total for prior years ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006	26,596.				
c From 2007	11,588.				
d From 2008					
e From 2009					
f Total of lines 3a through e		38,184.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $	255,533.				
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					255,533.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		38,184.			38,184.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					169,792.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009					
e Excess from 2010					

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

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

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

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

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

SEE STATEMENT 12

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	243,671.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	64.	
4 Dividends and interest from securities			14	307,570.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-12,950.	
8 Gain or (loss) from sales of assets other than inventory			18	118,103.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		412,787.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 412,787.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE

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

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

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

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

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
N/A		

Sign Here

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

Roy A. Simpson — Signature of officer or trustee

Sept 29, 2011 — Date

Chairman / Director — Title

Paid Preparer Use Only

Print/Type preparer's name A. J. SIGNORILE	Preparer's signature	Date SEP 22 2011	Check ☐ if self-employed	PTIN P0 1467129
Firm's name ▶ A. J. SIGNORILE & CO. 10 PARK AVENUE			Firm's EIN ▶ 11-6194531	
Firm's address ▶ NEW YORK, N. Y. 10016			Phone no 212-683-9280	

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	14563.107 SHS. BBH BROAD MARKET FUND CL N	P	10/07/09	02/25/10
b	4968.143 SHS. BBH BROAD MARKET FUND CL N	P	10/07/09	07/30/10
c	100 SHS. VULCAN MATERIALS CO	P	11/17/09	08/17/10
d	100 SHS. VULCAN MATERIALS CO	P	11/19/09	08/17/10
e	300 SHS. MICROSOFT CORP	P	05/26/06	01/15/10
f	100 SHS. MICROSOFT CORP	P	06/12/06	01/15/10
g	1,000 SHS. MICROSOFT CORP	P	10/08/08	01/15/10
h	128 SHS. CADBURY PLC SPONS ADR	P	01/04/06	01/25/10
i	720 SHS. CADBURY PLC SPONS ADR	P	03/08/06	01/25/10
j	50 SHS. CADBURY PLC SPONS ADR	P	09/16/08	01/25/10
k	1350 SHS. BED BATH & BEYOND INC	P	07/19/06	03/01/10
l	150 SHS. BED BATH & BEYOND INC	P	07/05/07	03/01/10
m	50 SHS. BED BATH & BEYOND INC	P	07/06/07	03/01/10
n	250 SHS. XTO ENERGY INC	P	03/08/06	04/06/10
o	1,125 SHS. XTO ENERGY INC	P	05/23/06	04/06/10

	(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	150,000.		149,126.	874.
b	51,619.		50,874.	745.
c	3,862.		5,025.	-1,163.
d	3,862.		4,959.	-1,097.
e	9,287.		7,118.	2,169.
f	3,096.		2,192.	904.
g	30,956.		23,261.	7,695.
h	6,824.		5,657.	1,167.
i	38,384.		32,589.	5,795.
j	2,666.		2,222.	444.
k	56,389.		43,331.	13,058.
l	6,265.		5,451.	814.
m	2,088.		1,830.	258.
n	11,936.		8,207.	3,729.
o	53,711.		36,549.	17,162.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				874.
b				745.
c				-1,163.
d				-1,097.
e				2,169.
f				904.
g				7,695.
h				1,167.
i				5,795.
j				444.
k				13,058.
l				814.
m				258.
n				3,729.
o				17,162.

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	
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) If (loss), enter "-0-" in Part I, line 8		3	

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	150 SHS. XTO ENERGY INC	P	06/11/08	04/06/10
b	200 SHS. XTO ENERGY INC	P	07/22/08	04/06/10
c	100 SHS. XTO ENERGY INC	P	08/08/08	04/06/10
d	500 SHS. PEPSICO INC	P	04/07/06	07/22/10
e	14281.135 SHS. BBH BROAD MARKET FUND CL N	P	04/09/08	07/30/10
f	700 SHS. COCA-COLA CO	P	09/15/08	08/03/10
g	1200 SHS. INTUIT INC	P	09/18/07	08/03/10
h	250 SHS. INTUIT INC	P	10/31/07	08/03/10
i	439 SHS. VULCAN MATERIALS CO	P	05/20/08	08/05/10
j	46 SHS. VULCAN MATERIALS CO	P	05/19/08	08/09/10
k	43 SHS. VULCAN MATERIALS CO	P	05/20/08	08/09/10
l	172 SHS. VULCAN MATERIALS CO	P	05/19/08	08/12/10
m	50 SHS. VULCAN MATERIALS CO	P	05/19/08	08/17/10
n	200 SHS. VULCAN MATERIALS CO	P	06/12/08	08/17/10
o	100 SHS. VULCAN MATERIALS CO	P	06/11/09	08/17/10

	(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	7,161.		10,276.	-3,115.
b	9,549.		10,622.	-1,073.
c	4,774.		4,362.	412.
d	32,106.		28,970.	3,136.
e	148,381.		142,954.	5,427.
f	39,514.		38,690.	824.
g	48,428.		34,536.	13,892.
h	10,089.		7,931.	2,158.
i	18,294.		35,641.	-17,347.
j	1,912.		3,723.	-1,811.
k	1,787.		3,491.	-1,704.
l	6,661.		13,919.	-7,258.
m	1,931.		4,046.	-2,115.
n	7,724.		13,792.	-6,068.
o	3,862.		4,100.	-238.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				-3,115.
b				-1,073.
c				412.
d				3,136.
e				5,427.
f				824.
g				13,892.
h				2,158.
i				-17,347.
j				-1,811.
k				-1,704.
l				-7,258.
m				-2,115.
n				-6,068.
o				-238.

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	
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) If (loss), enter "-0-" in Part I, line 8	3	

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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	100 SHS. VULCAN MATERIALS CO	P	06/12/09	08/17/10
b	500 SHS. VULCAN MATERIALS CO	P	06/17/09	08/17/10
c	600 SHS. INTUIT INC	P	09/18/07	08/20/10
d	300 SHS. INTUIT INC	P	09/18/07	09/08/10
e	300 SHS. INTUIT INC	P	07/08/08	09/08/10
f	350 SHS. INTUIT INC	P	07/07/08	09/20/10
g	100 SHS. INTUIT INC	P	07/08/08	09/20/10
h	350 SHS. INTUIT INC	P	07/09/08	09/20/10
i	800 SHS. EBAY INC	P	10/23/08	11/01/10
j	800 SHS. EBAY INC	P	10/23/08	12/13/10
k	CLASS ACTION PROCEEDS - AOL	P	VARIOUS	01/27/10
l	CLASS ACTION PROCEEDS - QWEST	P	VARIOUS	04/14/10
m	CLASS ACTION PROCEEDS - WORLD COM	P	VARIOUS	05/03/10
n	CLASS ACTION PROCEEDS - RENAISSANCE RE	P	VARIOUS	07/23/10
o	CLASS ACTION PROCEEDS - LUCENT TECH.	P	VARIOUS	08/ /10

	(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	3,862.		4,354.	-492.
b	19,310.		22,504.	-3,194.
c	25,798.		17,268.	8,530.
d	13,390.		8,634.	4,756.
e	13,390.		8,450.	4,940.
f	15,926.		9,745.	6,181.
g	4,551.		2,817.	1,734.
h	15,926.		9,585.	6,341.
i	23,513.		11,983.	11,530.
j	24,362.		11,983.	12,379.
k	39.			39.
l	107.			107.
m	13.			13.
n	62.			62.
o	15.			15.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				-492.
b				-3,194.
c				8,530.
d				4,756.
e				4,940.
f				6,181.
g				1,734.
h				6,341.
i				11,530.
j				12,379.
k				39.
l				107.
m				13.
n				62.
o				15.

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	
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) If (loss), enter "-0-" in Part I, line 8	3	

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	NATURAL RESOURCE PARTNERS - K-1	P	VARIOUS	12/31/10
b	BLACKSTONE GROUP LP - K-1	P	VARIOUS	06/30/10
c	ALLIANCE BERNSTEIN HLDG - K-1	P	VARIOUS	11/21/10
d	1,500 SHS. ANNALY CAP MGMT INC	P	09/15/09	01/05/10
e	6,980.3740 SHS. VANGUARD GNMA FUND	P	12/08/09	01/12/10
f	1,500 SHS. ISHARES TR BARCLAY'S	P	12/08/09	02/19/10
g	1,500 SHS. ISHARES TR BARCLAY'S	P	02/18/09	02/19/10
h	250 SHS. ISHARES TR BARCLAY'S	P	02/18/09	03/01/10
i	1,500 SPDR GOLD TRUST	P	02/19/10	03/01/10
j	250 SHS. ISHARES TR BARCLAY'S	P	02/18/09	03/05/10
k	1,000 SHS. ISHARES TR BARCLAY'S	P	11/04/08	03/05/10
l	17,996.6057 SHS. VANGUARD GNMA FUND	P	12/08/09	03/05/10
m	4,503.3943 SHS. VANGUARD GNMA FUND	P	02/23/09	03/05/10
n	5,013.9410 SHS. VANGUARD GNMA FUND	P	02/23/09	03/25/10
o	1,500 SHS. ANNALY CAP MGMT INC	P	09/15/09	03/25/10

	(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	2,629.			2,629.
b	220.			220.
c	84.			84.
d	25,933.		27,213.	-1,280.
e	74,690.		75,807.	-1,117.
f	155,334.		157,725.	-2,391.
g	155,334.		149,860.	5,474.
h	25,955.		24,977.	978.
i	161,422.		165,130.	-3,708.
j	25,953.		24,977.	976.
k	103,813.		93,995.	9,818.
l	194,003.		195,443.	-1,440.
m	48,547.		47,511.	1,036.
n	53,950.		52,897.	1,053.
o	26,733.		27,213.	-480.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				2,629.
b				220.
c				84.
d				-1,280.
e				-1,117.
f				-2,391.
g				5,474.
h				978.
i				-3,708.
j				976.
k				9,818.
l				-1,440.
m				1,036.
n				1,053.
o				-480.

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	
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) If (loss), enter "-0-" in Part I, line 8		3	

CONTINUATION FOR 990-PF, PART IV
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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	4,500 SHS. ANNALY CAP MGMT INC	P	03/01/10	03/25/10
b	30,167.91 SHS. VANGUARD GNMA FUND	P	02/23/09	03/30/10
c	10,000 SHS. CHIMERA INVT. CORP	P	10/02/09	04/06/10
d	12,012.27 SHS. VANGUARD INTERTERM FUN	P	12/08/09	04/08/10
e	14,985.9150 SHS. VANGUARD GNMA FUND	P	02/23/09	04/06/10
f	3,192.7877 SHS. VANGUARD GNMA FUND	P	02/23/09	04/08/10
g	3,813.7543 SHS. VANGUARD GNMA FUND	P	02/25/09	04/08/10
h	12,000 SHS. VANGUARD INTERTERM FUN	P	12/08/09	04/09/10
i	7,000 SHS. VANGUARD GNMA FUND	P	02/25/09	04/09/10
j	$100,000 FED HOME LOAN BANKS, 5.5%, DUE 04-13-17	P	01/23/08	04/13/10
k	10,880.1480 SHS. VANGUARD INTERTERM FUN	P	12/08/09	04/20/10
l	25,377.0301 SHS. VANGUARD INTERTERM FUN	P	02/19/09	04/20/10
m	9,224.1964 SHS. VANGUARD GNMA FUND	P	02/25/09	04/26/10
n	19,661.38 SHS. VANGUARD GNMA FUND	P	08/07/08	04/26/10
o	1,500 SHS. ENERGY TRANSFER PARTNERS, LP	P	10/02/09	05/05/10

	(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	80,200.		81,290.	-1,090.
b	323,400.		318,271.	5,129.
c	38,821.		38,842.	-21.
d	117,480.		117,240.	240.
e	159,600.		158,101.	1,499.
f	34,163.		33,684.	479.
g	40,807.		40,197.	610.
h	117,360.		117,120.	240.
i	74,900.		73,780.	1,120.
j	100,000.		104,900.	-4,900.
k	107,278.		106,190.	1,088.
l	250,218.		218,750.	31,468.
m	99,068.		97,223.	1,845.
n	211,163.		199,956.	11,207.
o	70,494.		54,832.	15,662.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				-1,090.
b				5,129.
c				-21.
d				240.
e				1,499.
f				479.
g				610.
h				240.
i				1,120.
j				-4,900.
k				1,088.
l				31,468.
m				1,845.
n				11,207.
o				15,662.

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

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)
If (loss), enter "-0-" in Part I, line 8 } 3

CONTINUATION FOR 990-PF, PART IV
THE RESOURCE FOUNDATION, INC. 22-2870501 PAGE 6 OF 9

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	775 SHS. ENTERPRISE PRODUCTS PARTNERS, LP	P	04/06/10	05/06/10
b	2,000 SHS. ENERGY TRANSFER EQUITIY PTNRS., LP	P	12/08/09	05/06/10
c	1,500 SHS. GENERAL MILLS, INC.	P	03/05/10	06/24/10
d	1,000 SHS. SPDR GOLD TRUST	P	04/09/10	06/24/10
e	500 SHS. SPDR GOLD TRUST	P	04/08/10	06/24/10
f	2,000 SHS. VALE A ADR	P	03/29/10	06/24/10
g	$100,000 FEDERAL NATL MTGE 6.150%, DUE 06-28-22	P	01/29/08	06/28/10
h	500 SHS. MCDONALDS CORP.	P	04/08/10	06/30/10
i	5,000 SHS. MICRON TECHNOLOGY INC.	P	04/06/10	06/30/10
j	3,000 SHS. BLACKSTON GROUP, LP	P	10/02/09	06/30/10
k	500 SHS. CDN IMPERIAL BANK OF COMMERCE	P	01/11/10	06/30/10
l	1,000 SHS. DANAHER CORP.	P	03/29/10	06/30/10
m	1,000 SHS. PEPSICO INC.	P	03/05/10	06/30/10
n	250 SHS. ETFA PLATINUM TRUST	P	04/06/10	06/30/10
o	1,500 SHS. WESTERN DIGITAL CORP.	P	04/06/10	06/30/10

	(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	24,768.		11,555.	13,213.
b	62,746.		54,926.	7,820.
c	56,654.		54,487.	2,167.
d	120,874.		113,815.	7,059.
e	60,437.		56,378.	4,059.
f	53,910.		63,302.	-9,392.
g	100,000.		105,580.	-5,580.
h	33,152.		34,393.	-1,241.
i	42,490.		52,411.	-9,921.
j	28,891.		39,887.	-10,996.
k	31,129.		32,358.	-1,229.
l	37,029.		38,625.	-1,596.
m	60,979.		64,233.	-3,254.
n	38,144.		42,666.	-4,522.
o	45,274.		61,365.	-16,091.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				13,213.
b				7,820.
c				2,167.
d				7,059.
e				4,059.
f				-9,392.
g				-5,580.
h				-1,241.
i				-9,921.
j				-10,996.
k				-1,229.
l				-1,596.
m				-3,254.
n				-4,522.
o				-16,091.

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	
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) If (loss), enter "-0-" in Part I, line 8	3	

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	1,500 SHS. ALLIANCE BERNSTEIN HLDGS	P	03/01/10	06/30/10
b	500 SHS. SPDR GOLD TRUST	P	06/30/10	07/16/10
c	1,000 SHS. US BANCORP	P	04/08/10	07/19/10
d	250 SHS. SPDR GOLD TRUST	P	06/30/10	07/19/10
e	4,000 SHS. BANK OF AMERICA CORP.	P	03/25/10	07/19/10
f	750 SHS. SPDR GOLD TRUST	P	06/30/10	07/30/10
g	1,000 SHS. JPMORGAN CHASE & CO.	P	03/25/10	08/12/10
h	3,000 SHS. INTEL CORP.	P	03/29/10	08/12/10
i	1,000 SHS. JPMORGAN CHASE & CO.	P	03/25/10	08/24/10
j	2,500 SHS. ANNALY CAPITAL MGMT INC.	P	06/01/10	08/24/10
k	2,000 SHS. US BANCORP	P	03/05/10	08/24/10
l	1,000 SHS. US BANCORP	P	07/30/10	08/24/10
m	2,500 SHS. MICROSOFT CORP.	P	04/09/10	08/24/10
n	1,000 SHS. HEWLETT PACKARD CO.	P	03/05/10	08/24/10
o	1,000 SHS. CISCO SYSTEMS INC.	P	08/12/10	08/26/10

	(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	39,131.		39,126.	5.
b	58,244.		60,879.	-2,635.
c	22,750.		27,172.	-4,422.
d	28,871.		30,440.	-1,569.
e	53,584.		72,322.	-18,738.
f	86,657.		91,319.	-4,662.
g	37,797.		45,705.	-7,908.
h	58,511.		67,156.	-8,645.
i	36,440.		45,705.	-9,265.
j	43,527.		42,787.	740.
k	42,559.		49,798.	-7,239.
l	21,279.		23,960.	-2,681.
m	60,289.		75,334.	-15,045.
n	38,501.		51,984.	-13,483.
o	20,704.		21,566.	-862.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				5.
b				-2,635.
c				-4,422.
d				-1,569.
e				-18,738.
f				-4,662.
g				-7,908.
h				-8,645.
i				-9,265.
j				740.
k				-7,239.
l				-2,681.
m				-15,045.
n				-13,483.
o				-862.

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	
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) If (loss), enter "-0-" in Part I, line 8	3	

THE RESOURCE FOUNDATION, INC.

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	$50,000 RANGE RESOURCE CORP., 7.374%, DUE 07-15-1	P	11/17/09	08/27/10
b	$100,000 RANGE RESOURCE CORP., 7.374%, DUE 07-15-	P	08/13/09	08/27/10
c	2,500 SHS. ANNALY CAPITAL MGMT INC.	P	06/01/10	09/29/10
d	999.1410 SHS. PIMCO TOTAL RETURN FUND	P	08/12/10	10/05/10
e	1,500 SHS. HEWLETT PACKARD CO.	P	08/09/10	10/05/10
f	250 SHS. ENBRIDGE INC.	P	01/11/10	10/07/10
g	500 SHS. SPDR GOLD TRUST	P	04/08/10	10/07/10
h	15,000 SHS. CHIMERA INVESTMENT CORP.	P	06/23/10	10/27/10
i	$5,000 NYC HSG DEV, 6.420%, DUE 11-01-27	P	03/01/10	11/02/10
j	1,500 SHS. ALLIANCE BERNSTEIN HLDGS	P	03/01/10	11/02/10
k	100 SHS. SPDR GOLD TRUST	P	02/19/10	11/02/10
l	1,250 EOG RESOURCES INC.	P	09/29/10	11/04/10
m	$50,000 LEUCADIA NATL CORP, 7.0%, DUE 08-15-13	P	12/10/09	11/04/10
n	$50,000 LEUCADIA NATL CORP, 7.0%, DUE 08-15-13	P	01/16/08	11/04/10
o	300 SHS. ISHARES MSCI CANADA	P	03/29/10	11/10/10

	(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	50,615.		51,250.	-635.
b	101,229.		100,000.	1,229.
c	45,712.		42,787.	2,925.
d	11,630.		11,440.	190.
e	60,929.		64,574.	-3,645.
f	13,413.		11,376.	2,037.
g	65,164.		56,378.	8,786.
h	59,853.		55,929.	3,924.
i	5,000.		5,000.	0.
j	36,312.		38,671.	-2,359.
k	13,227.		11,009.	2,218.
l	108,914.		116,594.	-7,680.
m	53,563.		50,250.	3,313.
n	53,563.		48,750.	4,813.
o	8,994.		8,328.	666.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				-635.
b				1,229.
c				2,925.
d				190.
e				-3,645.
f				2,037.
g				8,786.
h				3,924.
i				0.
j				-2,359.
k				2,218.
l				-7,680.
m				3,313.
n				4,813.
o				666.

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

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)
If (loss), enter "-0-" in Part I, line 8 } 3

CONTINUATION FOR 990-PF, PART IV

THE RESOURCE FOUNDATION, INC. 22-2870501 PAGE 9 OF 9

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	1,000 SHS. PIMCO INCOME FUND	P	07/01/10	11/10/10
b	6,507.1230 SHS. PIMCO INCOME FUND	P	07/01/10	11/19/10
c	4,483.1075 SHS. PIMCO INCOME FUND	P	04/26/10	11/19/10
d	5,507.2493 SHS. PIMCO INCOME FUND	P	04/26/10	11/23/10
e	3,492.7507 SHS. PIMCO INCOME FUND	P	02/24/10	11/23/10
f	511.2334 SHS. PIMCO INCOME FUND	P	02/24/10	12/07/10
g	10,040.1606 SHS. PIMCO INCOME FUND	P	12/16/09	12/07/10
h	4,013.9594 SHS. PIMCO TOTAL RETURN FUND	P	08/12/10	12/07/10
i	486.0406 SHS. PIMCO TOTAL RETURN FUND	P	07/01/10	12/07/10
j	4,749.9997 SHS. PIMCO TOTAL RETURN FUND	P	07/01/10	12/08/10
k	7,556.444 SHS. DOUBLELINE TOTAL RETURN BOND FUND	P	07/01/10	12/09/10
l	10,574.1093 SHS. DOUBLELINE TOTAL RETURN BOND FUN	P	04/20/10	12/09/10
m	$50,000 LEUCADIA NATL CORP, 7.0%, DUE 08-15-13	P	01/05/09	11/04/10
n	CAPITAL GAINS DIVIDENDS			
o				

	(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	11,390.		10,530.	860.
b	73,270.		68,520.	4,750.
c	50,480.		46,490.	3,990.
d	62,177.		57,110.	5,067.
e	39,433.		35,067.	4,366.
f	5,700.		5,133.	567.
g	111,948.		100,000.	11,948.
h	45,759.		45,960.	-201.
i	5,541.		5,468.	73.
j	51,300.		53,437.	-2,137.
k	83,348.		80,325.	3,023.
l	116,632.		108,385.	8,247.
m	53,562.		41,250.	12,312.
n	8,326.			8,326.
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				860.
b				4,750.
c				3,990.
d				5,067.
e				4,366.
f				567.
g				11,948.
h				-201.
i				73.
j				-2,137.
k				3,023.
l				8,247.
m				12,312.
n				8,326.
o				

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	118,103.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BBH MONEY MARKET FUND	23.
JPMORGAN CHASE BANK-CHECKING	41.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	64.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALLIANCE BERNSTEIN HLDG LP	158.	0.	158.
ANNALY MORTGAGE MGMT.	5,650.	0.	5,650.
AUTOMATIC DATA PROCESSING	1,972.	0.	1,972.
BANK OF AMERICA CORP.	40.	0.	40.
BAXTER INTERNATIONAL INC.	1,203.	0.	1,203.
BBH BROAD MKT FD CL N	50,164.	0.	50,164.
BBH INTL EQUITY FD C LN	7,420.	0.	7,420.
BLACKSTONE GROUP LP	582.	0.	582.
CANADIAN IMPERIAL BANK OF COMMERCE	2,121.	0.	2,121.
CHIMERA INVESTMENT CORP.	6,100.	0.	6,100.
CHUBB CORP.	3,139.	0.	3,139.
CME GROUP INC.	288.	0.	288.
COCA-COLA CO.	2,904.	0.	2,904.
COMCAST CORP - CL A	2,363.	0.	2,363.
CONOCO PHILLIPS	550.	0.	550.
COSTCO WHOLESALE CORP.	1,351.	0.	1,351.
CROWN CASTLE INT'L 9% DUE 01-15-15	4,500.	0.	4,500.
DANAHER CORP.	60.	0.	60.
DENTSPLY INT'L INC.	460.	0.	460.
DIAGEO PLC SPONS ADR	3,782.	0.	3,782.
DOUBLELINE TOTAL RETURN BD FD	23,743.	0.	23,743.
ECOLAB INC.	635.	0.	635.
ENBRIDGE INC.	1,932.	0.	1,932.
ENERGY TRANSFER EQUITY LP	8.	0.	8.
ENERGY TRANSFER PARTNERS LP	19.	0.	19.
ENTERPRISE PRODS PTNRS	27.	0.	27.
EOG RESOURCES INC.	475.	0.	475.
EOG RESOURCES INC.	194.	0.	194.
FEDL HOME LN BK, 5.50%, 4/13/17	2,750.	0.	2,750.
FEDL NATL MTG, 6.15%, 6/28/22	3,075.	0.	3,075.
FREEPORT MCMORAN COPPER & GOLD	750.	0.	750.
GENERAL MILLS INC.	368.	0.	368.
GRAINGER (W.W.) INC	1,144.	0.	1,144.
HEWLETT-PACKARD CO	280.	0.	280.
I B M CORP.	325.	0.	325.
INTEL CORP.	945.	0.	945.
ISHARES BARCLAY'S TIPS BOND FD	2,017.	0.	2,017.
ISHARES MSCI AUSTRALIA INDEX FUND	2,491.	0.	2,491.
ISHARES MSCI BRAZIL INDEX FUND	3,261.	0.	3,261.
ISHARES MSCI CANADA INDEX FUND	1,400.	0.	1,400.
JOHNSON & JOHNSON	2,743.	0.	2,743.
JOHNSON & JOHNSON	540.	0.	540.
JPMORGAN CHASE & CO.	200.	0.	200.
LEUCADIA NATL, 7%, 8/15/13	12,950.	0.	12,950.

MARKET VECTORS AGRIBUSINESS ETF	492.	0.	492.
MCDONALDS CORP.	1,985.	0.	1,985.
MICROSOFT CORP	935.	0.	935.
MICROSOFT CORP	650.	0.	650.
NESTLE SA SPONS ADR	4,828.	0.	4,828.
NOVARTIS AG SPON ADR	4,189.	0.	4,189.
NYC HSG DEV 6.42%, 11-1-27	1,351.	0.	1,351.
OCCIDENTAL PETROLEUM	1,917.	0.	1,917.
PEPSICO INC	2,225.	0.	2,225.
PEPSICO INC	480.	0.	480.
PIMCO INC. FD	13,364.	0.	13,364.
PIMCO TOTAL RETURN FUND	28,036.	6,130.	21,906.
PROGRESSIVE CORP, OHIO	5,865.	0.	5,865.
RANGE RESOURCES 7.375%, 7-15-13	10,396.	0.	10,396.
ROCKWELL AUTOMATION INC.	350.	0.	350.
TCW TOTAL RETURN BD FD-I	28,982.	1,316.	27,666.
US BANCORP	722.	0.	722.
US BANCORP	250.	0.	250.
VALE SA ADR	485.	0.	485.
VANGUARD GNMA FUND	17,280.	880.	16,400.
VANGUARD INTER TRM - ADM	12,799.	0.	12,799.
VULCAN MATERIALS	925.	0.	925.
WAL-MART STORES	3,127.	0.	3,127.
WALGREEN CO	1,629.	0.	1,629.
WASTE MANAGEMENT	5,702.	0.	5,702.
WILL, IL, CCSD, TXBL, 5.6%, 10/1/17	5,600.	0.	5,600.
WISDOMTREE EMERG MKTS EQUITY INC.	2,030.	0.	2,030.
WISDOMTREE EMERG MKTS LOCAL DEBT FD	1,767.	0.	1,767.
XTO ENERGY, INC.	456.	0.	456.
TOTAL TO FM 990-PF, PART I, LN 4	315,896.	8,326.	307,570.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE GROUP L.P.	-297.	-297.	
ENTERPRISE PRODUCTS PARTNERS	-4,480.	-4,480.	
NATURAL RESOURCE PTNRS L.P.	101.	101.	
ENERGY TRANSFER PARTNERS L.P.	-2,119.	-2,119.	
ENERGY TRANSFER EQUITY L.P.	-2,691.	-2,691.	
ALLIANCE BERNSTEIN HOLDINGS LP	-212.	-212.	
ENBRIDGE ENERGY PARTNERS, LP	-2,767.	-2,767.	
PAA NATURAL GAS STORAGE, LP	-485.	-485.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-12,950.	-12,950.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX SERVICES	14,828.	2,966.		11,862.
TO FORM 990-PF, PG 1, LN 16B	14,828.	2,966.		11,862.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	42,556.	42,556.		0.
CUSTODY FEES	2,197.	2,197.		0.
TO FORM 990-PF, PG 1, LN 16C	44,753.	44,753.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
U. S. EXCISE TAX	6,800.	0.		0.
BIENNIAL FEE	50.	0.		0.
TAXES WITHHELD AT SOURCE	2,033.	2,033.		0.
TO FORM 990-PF, PG 1, LN 18	8,883.	2,033.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	115.	115.		0.
ADR FEES	50.	50.		0.
TO FORM 990-PF, PG 1, LN 23	165.	165.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
$100,000 WILL, IL, CCSD, TXBL, 5.6%, 10/1/17		X	103,900.	109,821.
$70,000 NYC HSG DEV 6.42 11-1-27		X	70,000.	68,043.
$100,000 NYS MUN BD BK 6.636, 4-1-25		X	100,000.	101,479.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			273,900.	279,343.
TOTAL TO FORM 990-PF, PART II, LINE 10A			273,900.	279,343.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,300 SHS. JOHNSON & JOHNSON	81,090.	80,405.
825 SHS. PEPSICO INC.	42,619.	53,897.
1,350 SHS. OCCIDENTAL PETROLEUM	52,020.	132,435.
1,450 SHS. AUTOMATIC DATA PROCESSING	57,957.	67,106.
1,600 SHS. DIAGEO PLC - SPONS ADR	93,034.	118,928.
1,700 SHS. COSTCO WHOLESALE	83,015.	122,757.
3,200 SHS. WALGREEN CO	98,626.	124,672.
15,000 SHS. CHIMERA INVESTMT	60,408.	61,650.
1,300 SHS. COCA-COLA CO.	65,221.	85,501.
2,150 SHS. CHUBB CORP.	107,980.	128,226.
2,150 SHS. NOVARTIS AG-ADR	116,257.	126,742.
2,300 SHS. DENTSPLY INTL INC	63,318.	78,591.
2,300 SHS. LIBERTY GLOBAL - SE	50,752.	81,374.
4,850 SHS. US BANCORP	111,028.	130,804.
2,650 SHS. WAL-MART STORES	121,637.	142,915.
207,144 SHS. BBH BROAD MKT FD-CL N	2,057,046.	2,156,369.
1,700 SHS. MICROSOFT CORP.	37,261.	47,447.
3,500 SHS. NESTLE SA SPONS ADR	100,166.	205,870.
2,200 SHS. EBAY INC	26,229.	61,226.
37,231 SHS BBH INTL EQUITY FD CL N	490,647.	486,237.
4,525 SHS. WASTE MANAGEMENT	147,224.	166,837.
5,050 SHS. PROGRESSIVE CORP OHIO	89,403.	100,343.
5,150 SHS. DELL INC	129,884.	69,783.
5,550 SHS. LIBERTY MEDIA INTERACTIVE A	102,353.	87,523.
2,700 SHS. BERKSHIRE HATHAWAY - CL B	158,979.	216,297.
550 SHS. GRAINGER (W.W.) INC	41,024.	75,961.
6,250 SHS. COMCAST CORP-CL A	161,456.	137,313.
1,000 SHS. EOG RESOURCES INC.	93,428.	91,410.
1,150 SHS. ECOLAB INC.	45,421.	57,983.
31,479 SHS. PIMCO TOTAL RETURN FUND	348,445.	341,549.
2,200 SHS. BAXTER INTL INC.	103,704.	111,364.
1,900 SHS. SOUTHWESTERN ENERGY	69,843.	71,117.
1,400 SHS. VISA INC. - CL A	104,319.	98,532.
24,358 SHS. DOUBLELINE TOT RET BD FD	249,665.	266,229.
37,594 SHS. TCW TOT RET MBS BD FD	378,200.	372,935.
2,000 SHS. WISDOM TREE EMRG MKTS LOCAL	100,963.	104,028.
1,000 SHS. JOHNSON & JOHNSON	63,956.	61,850.
1,000 SHS. MCDONALDS CORP.	68,786.	76,760.
1,000 SHS. ROCKWELL AUTOMATION	62,236.	71,710.
150 SHS. GOOGLE INC. CL A	88,526.	89,096.
1,500 SHS. DANAHER CORP.	58,950.	70,755.
250 SHS. APPLE INC.	79,701.	80,640.
750 SHS. I B M CORP	108,659.	110,070.
1,500 SHS. CONOCO PHILLIPS	89,484.	102,150.
750 SHS. FREEPORT MCMORAN COPPER/GOLD	76,232.	90,067.
400 SHS. CME GROUP INC.	126,839.	128,700.
7,600 SHS. MFA FINANCIAL INC.	60,294.	62,016.

1,500 SHS. MKT VECTORS AGRI-BUSINESS	69,883.	80,310.
5,000 SHS. PROSHS ULTRA SHT LEHMAN 20+	195,312.	185,200.
1,400 SHS. SPDR GOLD TRUST	154,121.	194,208.
2,000 SHS. WISDOMTREE EMG MKTS EQ INC.	102,067.	119,380.
3,000 SHS. GLOBAL X BRAZIL MID CAP	55,827.	55,470.
3,000 SHS. ISHARES MSCI AUS INDEX FD	71,431.	76,320.
1,250 SHS. ISHARES MSCI BRAZ INDEX FD	89,762.	96,750.
500 SHS. CANADIAN IMP BK OF COMM	32,358.	39,200.
1,000 SHS. ENBRIDGE INC.	45,506.	56,400.
2,700 SHS. ISHARES MSCI CAN INDEX FD	74,211.	83,700.
3,500 SHS. IVANHOE MINES LTD.84462	84,462.	80,220.
2,000 SHS. VALE SA ADR	65,338.	69,140.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,164,563.	8,942,468.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
$50,000 CROWN CASTLE INTL 9% 1-15-15	51,125.	55,125.
TOTAL TO FORM 990-PF, PART II, LINE 10C	51,125.	55,125.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1,500 UTS ENTERPRISE PRODS PTNRS	FMV	38,022.	62,415.
2,500 UTS NATURAL RESOURCE PTNRS	FMV	76,403.	83,000.
1,500 UTS. ENBRIDGE ENERGY PTNRS	FMV	79,170.	93,570.
3,000 UTS. PAA NATURAL GAS STORAGE	FMV	74,729.	74,790.
TOTAL TO FORM 990-PF, PART II, LINE 13		268,324.	313,775.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

ROY B. SIMPSON
EDITH J. SIMPSON
ROY B. SIMPSON, JR.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICARES 88 HAMILTON AVE STAMFORD, CT 06902	N/A GENERAL PURPOSES	PUBLIC	5,000.
AMOGERONE VOLUNTEER FIRE CO. NO. 1 P. O. BOX 121 GREENWICH, CT 06836	N/A GENERAL PURPOSES	PUBLIC	1,250.
BROOKLYN TECH ALUMNI FOUNDATION, INC. 29 FORT GREENE PLACE BROOKLYN, NY 11217	N/A GENERAL PURPOSES	PUBLIC	5,000.
BRUCE MUSEUM ONE MUSEUM DRIVE GREENWICH, CT 068307100	N/A GENERAL PURPOSES	PUBLIC	5,800.
C.O.P. INC. PO BOX 1611 GREENWICH, CT 06836	N/A GENERAL PURPOSES	PUBLIC	250.
CARE USA 151 ELLIS ST, NE ATLANTA, GA 30303	N/A GENERAL PURPOSES	PUBLIC	1,250.
CENTER FOR NEW AMERICAN MEDIA 589 EIGHTH AVENUE NEW YORK, NY 10018	N/A GENERAL PURPOSES	PUBLIC	1,000.
CHILDREN'S CANCER & BLOOD FOUNDATION 333 EAST 38 STREET SUITE 830 NEW YORK, NY 10016	N/A GENERAL PURPOSES	PUBLIC	2,000.

COMMON CAUSE 55 OAK STREET HARTFORD, CT 06106	N/A GENERAL PURPOSES	PUBLIC	2,500.
CONNECTICUT FOOD BANK P. O. BOX 8686 NEW HAVEN, CT 06531	N/A GENERAL PURPOSES	PUBLIC	5,500.
CONNECTICUT PUBLIC BROADCASTING 1049 ASYLUM AVENUE HARTFORD, CT 06105	N/A GENERAL PURPOSES	PUBLIC	500.
DELTA SOCIETY 875-124TH AVE, NE, SUITE 101 BELLEVUE, WA 98005	N/A GENERAL PURPOSES	PUBLIC	1,000.
DOCTORS WITHOUR BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A GENERAL PURPOSES	PUBLIC	500.
EQUINE ANGELS 214 CANDLEWOOD MTN. ROAD NEW MILFORD, CT 06776	N/A GENERAL PURPOSES	PUBLIC	5,000.
ERIC CARLE MUSEUM OF PICTURE BOOK ART 125 WEST BAY ROAD AMHERST, MA 01002	N/A GENERAL PURPOSES	PUBLIC	5,000.
FAMILY CENTERS, INC. 40 ARCH STREET GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	12,000.
FAMILY REENTRY INC. 9 MOTT AVENUE SUITE 104 NORWALK, CT 06850	N/A GENERAL PURPOSES	PUBLIC	3,500.
FIRST CHURCH OF CHRIST SCIENTIST 11 PARK PLACE GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	2,500.

FIRST CHURCH OF CHRIST SCIENTIST 2331 POST ROAD DARIEN, CT 06820	N/A GENERAL PURPOSES	PUBLIC	5,000.
FRIENDS OF NATHANIEL WITHERELL 70 PARSONAGE ROAD GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	2,000.
FRIENDS OF THE FAMILY CENTRE, INC PO BOX 1284 BRONX, NY 10471	N/A GENERAL PURPOSES	PUBLIC	3,000.
GLOBAL WORKERS JUSTICE ALLIANCE 789 WASHINGTON AVENUE BROOKLYN, NY 11238	N/A GENERAL PURPOSES	PUBLIC	5,000.
GREENWICH ACADEMY 200 NORTH MAPLE AVENUE GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	1,000.
GREENWICH ADULT DAY CARE, INC. 125 RIVER ROAD EXTENSION COS COB, CT 06807	N/A GENERAL PURPOSES	PUBLIC	24,175.
GREENWICH CHAPLAINCY SERVICES 70 PARSONAGE ROAD GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	1,000.
GREENWICH CHAPTER - AMERICAN RED CROSS 99 INDIAN FIELD ROAD GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	1,000.
GREENWICH EMERGENCY MEDICAL SERVICES, INC. 1111 EAST PUTNAM AVENUE RIVERSIDE, CT 06878	N/A GENERAL PURPOSES	PUBLIC	1,000.
GREENWICH GREEN & CLEAN 113 PEMBERWICK ROAD GREENWICH, CT 06831	N/A GENERAL PURPOSES	PUBLIC	1,000.

GREENWICH HOSPITAL 5 PERRYRIDGE ROAD GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	500.
GREENWICH LAND TRUST, INC. 132 EAST PUTNAM AVE, 2 EAST STE D COS COB, CT 06807	N/A GENERAL PURPOSES	PUBLIC	1,000.
GREENWICH POLICE SILVER SHIELD ASSOCIATION P.O. BOX 1123 GREENWICH, CT 06836	N/A GENERAL PURPOSES	PUBLIC	1,500.
GREENWICH SYMPHONY P. O. BOX 35 GREENWICH, CT 06836	N/A GENERAL PURPOSES	PUBLIC	600.
HISTORICAL SOCIETY OF GREENWICH 39 STRICKLAND ROAD COS COB, CT 06807	N/A GENERAL PURPOSES	PUBLIC	10,000.
IN THE LIFE MEDIA 184 FIFTH AVENUE, 4TH FLOOR NEW YORK, NY 10010	N/A GENERAL PURPOSES	PUBLIC	5,000.
LAUREL HOUSE 1616 WASHINGTON BLVD STAMFORD, CT 06902	N/A GENERAL PURPOSES	PUBLIC	1,000.
MEALS-ON-WHEELS OF GREENWICH 89 MAPLE AVE. GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	500.
MEDIA MATTERS FOR AMERICA 445 MASS. AVE.NW, SUITE 600 WASHINGTON, DC 20001	N/A GENERAL PURPOSES	PUBLIC	15,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	N/A GENERAL PURPOSES	PUBLIC	550.

MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	N/A GENERAL PURPOSES	PUBLIC	1,201.
NEW LIFE OF NYC INC. 87 COLUMBIA STREET, SUITE 13G NEW YORK, NY 10002	N/A GENERAL PURPOSES	PUBLIC	500.
OPIN INC. - OUTREACH TO PETS IN NEED 201 MAGEE AVENUE STAMFORD, CT 06902	N/A GENERAL PURPOSES	PUBLIC	3,000.
OUR COMPANIONS - DOMESTIC ANIMAL SANCTUARY P. O. BOX 673 BLOOMFIELD, CT 06002	N/A GENERAL PURPOSES	PUBLIC	500.
PAGL FOUNDATION, INC. PO BOX 4001 OLD LYME, CT 06371	N/A GENERAL PURPOSES	PUBLIC	2,500.
PALLADIUM MUSICUM INC. 6 STANWICH ROAD GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	1,000.
PATHWAYS, INC. 175 MILBANK ROAD GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	2,500.
PUPPIES BEHIND BARS 10 EAST 40 STREET - 19TH FL NEW YORK, NY 10016	N/A GENERAL PURPOSES	PUBLIC	3,000.
RUSSIAN ARTS FOUNDATION 1001 BRIDGEWAY #430 SAUSALITO, CA 94965	N/A GENERAL PURPOSES	PUBLIC	500.
SOUND OF AMERICA 50 BROOKWOOD AVENUE CARLISLE, PA 17015	N/A 2010 EUROPEAN CONCERT TOUR	PUBLIC	1,500.

SPCA OF WESTCHESTER 590 NORTH STATE ROAD BRIARCLIFF MANOR, NY 10510	N/A GENERAL PURPOSES	PUBLIC	2,500.
SPECIAL OLYMPICS CONNECTICUT, INC. 2666 STATE STREET, SUITE 1 HAMDEN, CT 06517	N/A GENERAL PURPOSES	PUBLIC	500.
ST. BARNABAS EPISCOPAL CHURCH 954 LAKE AVENUE GREENWICH, CT 06831	N/A GENERAL PURPOSES	PUBLIC	20,600.
ST. BART'S MUSIC FESTIVAL 6847 JUNIATA PLACE PITTSBURGH, PA 15208	N/A GENERAL PURPOSES	PUBLIC	2,000.
STUDIO IN A SCHOOL ASSOCIATION 410 WEST 59TH STREET NEW YORK, NY 10019	N/A GENERAL PURPOSES	PUBLIC	35,000.
THIRTEEN WNET 450 WEST 33RD STREET NEW YORK, NY 10001	N/A GENERAL PURPOSES	PUBLIC	6,000.
TRICKLE UP PROGRAM 104 W. 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	N/A GENERAL PURPOSES	PUBLIC	1,000.
U.S. SQUASH 555 EIGHTH AVE, SUITE 1102 NEW YORK, NY 10018	N/A GENERAL PURPOSES	PUBLIC	350.
UNIFORM PROFESSIONAL FIREFIGHTERS ASSOC. OF CT. P. O. BOX 447 HARTFORD, CT 06141	N/A GENERAL PURPOSES	PUBLIC	25.
UNITED WAY OF GREENWICH ONE LAFAYETTE COURT GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	15,000.

WNYC RADIO 160 VARICK STREET NEW YORK, NY 10013	N/A GENERAL PURPOSES	PUBLIC	5,000.
WOUNDED WARRIOR PROJECT 370 SEVENTH AVENUE NEW YORK, NY 10001	N/A GENERAL PURPOSES	PUBLIC	120.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			243,671.