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

2010

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

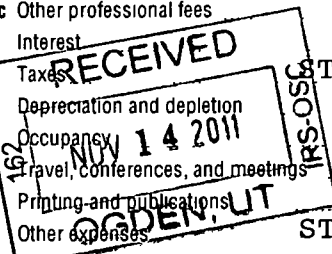
For calendar year 2010, or tax year beginning , and ending

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 PROSPECT FOUNDATION, INC.		A Employer identification number 22-6026241
Number and street (or P O box number if mail is not delivered to street address) C/O MCGRATH, DOYLE & PHAIR, 150 BROADWAY	Room/suite	B Telephone number (212) 410-9614
City or town, state, and ZIP code NEW YORK, NY 10038		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 273,307.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2,267.	2,267.		STATEMENT 1
4 Dividends and interest from securities		2,519.	2,519.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,628.			
b Gross sales price for all assets on line 6a 93,364.					
7 Capital gain net income (from Part IV, line 2)			1,628.		
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 Total. Add lines 1 through 11		6,414.	6,414.		
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 3		1,500.	1,500.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		23.	23.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		115.	0.		115.
24 Total operating and administrative expenses Add lines 13 through 23		1,638.	1,523.		115.
25 Contributions, gifts, grants paid		15,000.			15,000.
26 Total expenses and disbursements. Add lines 24 and 25		16,638.	1,523.		15,115.
27 Subtract line 26 from line 12		-10,224.			
a Excess of revenue over expenses and disbursements			4,891.		
b Net investment income (if negative, enter -0-)					
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		45,003.	2,244.	2,244.
	2	Savings and temporary cash investments		4,791.	37,745.	37,745.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 6	31,154.	31,508.	33,687.	
	b	Investments - corporate stock STMT 7	164,484.	152,790.	161,661.	
	c	Investments - corporate bonds STMT 8	21,986.	32,907.	37,970.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	267,418.	257,194.	273,307.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	267,418.	257,194.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances	267,418.	257,194.		
31	Total liabilities and net assets/fund balances	267,418.	257,194.			

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	267,418.
2	Enter amount from Part I, line 27a	2	-10,224.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	257,194.
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	257,194.

Form 990-PF (2010)

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 STATEMENT			
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 93,364.		91,736.	1,628.

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			1,628.

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	1,628.
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	15,836.	251,275.	.063023
2008	14,457.	308,664.	.046837
2007	6,269.	302,692.	.020711
2006	750.	146,521.	.005119
2005	0.	38,878.	.000000

2 Total of line 1, column (d)	2	.135690
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	.027138
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	247,245.
5 Multiply line 4 by line 3	5	6,710.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	49.
7 Add lines 5 and 6	7	6,759.
8 Enter qualifying distributions from Part XII, line 4	8	15,115.

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)		1	49.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	49.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	49.
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	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	80.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		80.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		31.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☒ 31. Refunded ☒	11		0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.		X
1c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NJ		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2010)

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 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 **▶ MCGRATH, DOYLE AND PHAIR** Telephone no **▶ 212-571-2300**
 Located at **▶ 150 BROADWAY - STE 1915, NEW YORK, NY** ZIP+4 **▶ 10038**

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**

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** **Yes** **No**
X

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country **▶**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c 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	
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

Form 990-PF (2010)

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

☐ Yes ☒ No

(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?

N/A

5b

☒

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)?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

N/A

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
SEE STATEMENT 9		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

Form 990-PF (2010)

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.

Form 990-PF (2010)

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	220,153.
b	Average of monthly cash balances	1b	30,857.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	251,010.
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	251,010.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,765.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	247,245.
6	Minimum investment return. Enter 5% of line 5	6	12,362.

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	12,362.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	49.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	49.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,313.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,313.
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	12,313.

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	15,115.
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	15,115.
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	49.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,066.

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.

Form 990-PF (2010)

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				12,313.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			11,947.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 15,115.				
a Applied to 2009, but not more than line 2a			11,947.	
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				3,168.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
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				9,145.
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)

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(i)(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(i)(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).)

NONE

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		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)					
a Paid during the year					
SEE STATEMENT 10					
Total				► 3a	15,000.
b Approved for future payment					
NONE					
Total				► 3b	0.

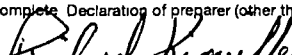
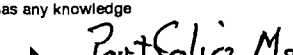
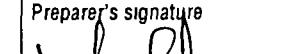
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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.		

[illegible]

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.				
	 Signature of officer or trustee		11/9/11 Date		 Title
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check ☐ if self-employed
	NICHOLAS JACANGELO		 11/3/11		PTIN
	Firm's name ▶ MCGRATH, DOYLE & PHAIR				Firm's EIN ▶
Firm's address ▶ 150 BROADWAY, SUITE 1915 NEW YORK, NY 10038-4499					Phone no 212-571-2300



FILE COPY

Page 2

Form 8868 (Rev. 1-2011)

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

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

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

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization		Employer identification number
	PROSPECT FOUNDATION, INC.		22-6026241
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O MCGRATH, DOYLE & PHAIR, 150 BROADWAY		
City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10038			

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

04

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

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

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.
- 5 For calendar year 2010, or other tax year beginning ☐ , and ending ☐.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension AWAITING ADDITIONAL INFORMATION IN ORDER TO FILE AN ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature ☐ Title ☐ Date ☐ 8/9/11

Form 8868 (Rev. 1-2011)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	PROSPECT FOUNDATION, INC.	22-6026241
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O MCGRATH, DOYLE & PHAIR, 150 BROADWAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10038	

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

04

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

MCGRATH, DOYLE & PHAIR

- The books are in the care of ► 150 BROADWAY, SUITE 1915, NEW YORK, NY - 10038
Telephone No. ► 212-571-2300 FAX No. ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2010 or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

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 SHS GOLDMAN SACHS	P	01/13/10	04/16/10
b	300 SHS INTEL CORP	P	05/17/10	12/09/10
c	25 SHS BANK OF AMERICA CORP	P	03/25/10	05/27/10
d	100 SHS BURLINGTON NOR SANTA FE	P	10/26/09	02/17/10
e	300 SHS CHINA MING YANG WINDPOWER	P	12/06/10	12/29/10
f	400 SHS CHINA MING YANG WINDPOWER	P	12/06/10	12/20/10
g	300 SHS JPMORGAN CHASE	P	05/17/10	12/06/10
h	50 SHS GOLDMAN SACHS	P	03/17/08	01/04/10
i	200 SHS BARRICK GOLD CORP	P	02/05/08	11/30/10
j	500 SHS DOLE FOOD CO INC	P	10/27/09	12/16/10
k				
l				
m				
n				
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 8,422.		8,435.	-13.
b 6,590.		6,610.	-20.
c 24,219.		25,000.	-781.
d 10,000.		7,830.	2,170.
e 3,215.		3,196.	19.
f 4,290.		4,300.	-10.
g 11,915.		11,920.	-5.
h 8,499.		7,260.	1,239.
i 10,224.		11,175.	-951.
j 5,990.		6,010.	-20.
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-13.
b			-20.
c			-781.
d			2,170.
e			19.
f			-10.
g			-5.
h			1,239.
i			-951.
j			-20.
k			
l			
m			
n			
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	1,628.
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
AMERITRADE #785-487570 INTEREST	2,267.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,267.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERITRADE- DIVIDENDS	1,520.	0.	1,520.
LEGACY TREASURY DIRECT	645.	0.	645.
LEGACY TREASURY DIRECT-OID	354.	0.	354.
TOTAL TO FM 990-PF, PART I, LN 4	2,519.	0.	2,519.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,500.	1,500.		0.
TO FORM 990-PF, PG 1, LN 16B	1,500.	1,500.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	23.	23.		0.
TO FORM 990-PF, PG 1, LN 18	23.	23.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	16.	0.		16.	
BANK FEES	44.	0.		44.	
FILING FEES	55.	0.		55.	
TO FORM 990-PF, PG 1, LN 23	115.	0.		115.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US TREASURY BILLS	X		31,508.	33,687.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			31,508.	33,687.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			31,508.	33,687.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STOCKS			152,790.	161,661.
TOTAL TO FORM 990-PF, PART II, LINE 10B			152,790.	161,661.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED - BONDS	32,907.	37,970.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	32,907.	37,970.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN KIXMILLER 1678 8TH AVE. BROOKLYN, NY 11214	PRESIDENT 0.25	0.	0.	0.
JEAN KIXMILLER 503 TRINITY COURT EVANSTON, IL 60201	TREASURER 0.25	0.	0.	0.
DAN KIXMILLER 976 HARBOR TOWN DR VENICE, FL 34292	SECRETARY 0.25	0.	0.	0.
RICHARD F. KIXMILLER 14 EAST 96TH STREET, APT. #14 NEW YORK, NY 101280781	PORTFOLIO MGR 0.50	0.	0.	0.
ROBERT COCKREN 101 JFK PARKWAY SHORT HILLS, NJ 07078	GENERAL COUNSEL 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COLLEGE MENS CLUB OF WESTFIELD 424 E 92ND STREET NEW YORK, NY 10128	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	250.
CENTER FOR FAMILY LIFE 345 43RD STREET BROOKLYN, NY 11232	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	2,000.
CHURCH OF ST. HELEN 1600 RAHWAY AVENUE WESTFIELD, NJ 07090	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	500.
EARTH JUSTICE 426 17TH STREET OAKLAND, CA 94612	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	1,000.
FIRST UNITED METHODIST CHURCH 1630 HINKMAN AVENUE EVANSTON, IL 60201	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	4,000.
UNITARIAN UNIVERSALIST CHURCH OF CHARLOTTE 234 NORTH SHARON AMITY RD CHARLOTTE, NC 28211	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	500.
CHAPEL OF ST. BERNADETTE	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	500.
KEAN UNIVERSITY FOUNDATION 1000 MORRIS AVENUE UNION, NJ 07083	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	750.

PROSPECT FOUNDATION, INC.

22-6026241

MANASOTA - 88 P.O. BOX 1728 NOKOMIS, FL 34274	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	500.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	1,000.
ZEN STUDIES SOCIETY 223 E 67 STREET NEW YORK, NY 10065	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	2,000.
LIBERTY HALL MUSEUM 1003 MORRIS AVENUE UNION, NJ 07083	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	750.
CHILDRENS SPECIALIZED HOSPITAL 150 NEW PROVIDENCE RD MOUNTAINSIDE, NJ 07092	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	250.
COVENANT HOUSE 330 WASHINGTON STREET NEWARK , NJ 07102	NO INDIVIDUALS GENERAL SUPPORT	ALL 501 (C)3 CHARITIES	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

15,000.

Statement for Account # 785-487570

12/01/10 - 12/31/10

Income Summary Detail*

Description	Current	Year to Date
Interest Income - Securities	\$ 473.76	\$ 2,246.91
Interest Income Credit Balance	0.00	0.01
Foreign Dividend Tax Withheld	(8.64)	(22.91)
Qualified Dividends	410.16	1,709.57
IDA Interest	2.18	20.40

*This section displays current and year to date taxation values for this account. The current totals may not equate to the total payments listed on this statement as corrections to tax reporting may also be included. These corrections can include changes made to previous payments and removal of payments reportable in a previous tax year (spillover dividends). The year to date totals will accurately reflect your cumulative amount for the year.

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
ABB LTD COM	ABB	500	\$ 22.45	\$ 11,225.00	05/10/10	\$ 9,259.99	\$ 18.52	\$ 1,965.01	\$ 237.00	2.1%
AMERICA MOVIL S.A.B. AMX DE C.V.	AMX	100	57.34	5,734.00	07/09/08	5,009.99	50.10	724.01	51.00	0.9%
ADR SERIES L										
APPLIED MATERIALS INC	AMAT	400	14.05	5,620.00	11/21/07	7,039.94	17.60	(1,419.94)	112.00	2.0%
COM										
CDC CORPORATION COM CLASS A	CHINA	1,000	3.51	3,510.00	07/08/09	4,119.99	4.12	(609.99)		
CHINA MING YANG WIND POWER GRP COM	MY	300	11.50	3,450.00	12/06/10	3,196.02	10.65	253.98		
CISCO SYSTEMS INC COM	CSCO	200	20.23	4,046.00	06/26/08	4,809.99	24.05	(763.99)		
CME GROUP INC COM	CME	10	321.75	3,217.50	03/07/08	4,918.53	491.85	(1,701.03)	46.00	1.4%
CORNING INC CM	GLW	300	19.32	5,796.00	04/03/08	7,509.99	25.03	(1,713.99)	60.00	1.0%
FIRST SOLAR INC COM	FSLR	50	130.14	6,507.00	01/23/08	7,504.99	150.10	(997.99)		

Statement for Account # 785-437570
12/01/10 12/31/10

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
FRESH DEL MONTE PRODUCE INC COM	FDP	300	24.95	7,485.00	11/16/07	8,609.98	28.70	(1,124.98)	60.00	0.8%
GOOGLE INC CL A	GOOG	10	593.97	5,939.70	09/22/08	4,314.99	431.50	1,624.71		
HEXCEL CORP COM	HXL	500	18.09	9,045.00	06/23/09	4,499.99	9.00	4,545.01		
INTL BUSINESS MACHINES COM	IBM	50	146.76	7,338.00	03/02/09	4,559.99	91.20	2,778.01	130.00	1.8%
JOHNSON & JOHNSON COM	JNJ	200	61.85	12,370.00	03/26/07	12,219.98	61.10	150.02	432.00	3.5%
KYOCERA CORP ADR	KYO	100	102.18	10,218.00	10/02/08	7,476.99	74.77	2,741.01	128.90	1.3%
MEMC ELECTRONICS MATERIALS COM	WFR	100	11.26	1,126.00	01/17/08	6,309.99	63.10	(5,183.99)		
MICRON TECHNOLOGY INC COM	MU	1,000	8.02	8,020.00	09/10/10	6,509.99	6.51	1,510.01		
NIKE INC CL B	NKE	100	85.42	8,542.00	06/26/08	6,009.99	60.10	2,532.01	124.00	1.5%
RESEARCH IN MOTION RIMM COMMON- CANADIAN		100	58.13	5,813.00	09/25/08	8,009.99	80.10	(2,196.99)		
STILLWATER MINING CO COM	SWC	500	21.35	10,675.00	03/10/08	6,938.87	13.88	3,736.13		
SUNPOWER CORPORATIONS COM	SPWRA	200	12.83	2,566.00	04/06/09	4,909.99	24.55	(2,343.99)		
TETRA TECH INC NEW COM	TTEK	300	25.06	7,518.00	07/01/08	6,609.99	22.03	908.01		

Statement for Account # 785-487570

12/01/10 - 12/31/10

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Cash										
TRINITY INDS INC DEL COM	TRN	200	26.61	5,322.00	09/19/08	6,430.01	32.15	(1,108.01)	64.00	1.2%
WABTEC COM	WAB	200	52.89	10,578.00	07/08/09	6,009.99	30.05	4,568.01	8.00	0.1%
Total Stocks				\$161,661.20		\$152,790.16		\$8,871.04	\$1,452.90	0.9%
Fixed Income - Cash										
ARCELORMITTAL CLA SR UNSEC CALL @ MAKE WHOLE 5.375% 06/01/2013	03938LAC8	5	\$ 106.295	\$5,314.75	04/27/09	\$ 4,463.70	\$ -	\$ 851.05	\$ 268.75	5.1%
CYTEC INDUSTRIES INC NT 6%15 6% 10/01/2015	232820AG5	5	109.538	5,476.90	04/27/09	4,236.75	-	1,240.15	300.00	5.5%
INTERNATIONAL PAPER CO SR UNSECURED CALL @ MAKE WHOLE 5.25% 04/01/2016	460146BZ5	5	106.488	5,324.40	04/27/09	3,766.90	-	1,557.50	262.50	4.9%
INTERNATIONAL PAPER CO SR UNSEC NT 7.4%14 MAKE WHOLE 7.4% 06/15/2014	460146CB7	5	113.454	5,672.70	04/27/09	4,626.45	-	1,046.25	370.00	6.5%
RR DONNELLEY & SONS SR UNSECURED 5.625% 5.625% 01/15/2012	257867AS0	5	102.405	5,120.25	07/09/09	4,892.20	-	228.05	281.25	5.5%
RR DONNELLEY & SONS NT 8.6%16 8.6% 08/15/2016	257867AV3	5	114.865	5,743.25	05/27/10	5,644.70	-	98.55	430.00	7.5%

Statement for Account # 785-437570
12/01/10 - 12/31/10

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Purchase Value Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Estimated Yield
Fixed Income - Cash									
TELECOM ITALIA CAPITAL CO GUARNT CALL @ MAKE WHOLE 6.175% 06/18/2014	87927VAW8	5	106.347	5,317.35 05/27/10	5,275.80	-	41.55	308.75	5.8%
Total Fixed Income				\$37,969.60	\$32,906.50		\$5,063.10	\$2,221.25	5.9%
Yields displayed for fixed income products are the estimated current yield. Income displayed for fixed income products is the estimated yearly income and may not take into account certain features of bonds such as variable rate bonds, maturing bonds or called bonds.									
Total Cash Account				\$199,630.80	\$185,696.66		\$13,934.14	\$3,674.15	1.8%

Account Activity

Trade Date	Settle Date	Acct Type	Transaction/ Cash Activity*	Description	Symbol/ CUSIP	Quantity	Price	Amount	Balance
Opening Balance 12/01/10	12/01/10	Cash	Div/Int - Income	ARCELORMITTAL CLA SR UNSEC CALL @ MAKE WHOLE 5.375% 06/01/2013 Payable: 12/01/2010 Taxable Int Credited 134.38	03938LAC8		\$ 0.00	\$ 134.38	\$ 0.00 134.38
12/01/10	12/01/10	Cash	Div/Int - Income	INTEL CORP COM Payable: 12/01/2010 QUALIFIED DIVIDENDS 47.25	INTC		0.00	47.25	181.63
12/01/10	12/01/10	Cash	Journal - Other	PURCHASE FDIC INSURED DEPOSIT ACCOUNT	-		0.00	(181.63)	0.00
12/01/10	12/01/10	Cash	Div/Int - Income	AMERICA MOVIL S.A.B. DE C.V. AMX ADR SERIES L Payable: 12/01/2010 QUALIFIED DIVIDENDS 25.97			0.00	25.97	25.97
12/02/10	12/02/10	Cash	Journal - Other	PURCHASE FDIC INSURED DEPOSIT ACCOUNT	-		0.00	(25.97)	0.00