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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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 , 2010, and ending

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

Large Foundation
171 Main Street
Flemington, NJ 08822

A Employer identification number
22-6049246

B Telephone number (see the instructions)
908-782-5315

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, column (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ 12,995,256. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ☒ If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	125.	125.	125.	
4 Dividends and interest from securities	458,711.	458,711.	458,711.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-174,721.			
b Gross sales price for all assets on line 6a	284,058.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	284,115.	458,836.	458,836.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 1	53,982.	26,991.		23,400.
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 2	6,500.	6,500.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 3	567.			567.
24 Total operating and administrative expenses. Add lines 13 through 23	61,049.	33,491.		23,967.
25 Contributions, gifts, grants paid Part XV	373,806.			373,806.
26 Total expenses and disbursements. Add lines 24 and 25	434,855.	33,491.	0.	397,773.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-150,740.			
b Net investment income (if negative, enter 0)		425,345.		
c Adjusted net income (if negative, enter 0)			458,836.	

G14 B

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	157,095.	157,399.	157,399.
	2 Savings and temporary cash investments	1,140,178.	1,134,630.	1,039,992.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,500.	7,543.	
	10a Investments — U S and state government obligations (attach schedule)	224,842.	224,842.	287,017.
	b Investments — corporate stock (attach schedule)	2,156,087.	2,151,141.	9,956,377.
	c Investments — corporate bonds (attach schedule)	816,220.	849,878.	905,597.
L I A B I L I T I E S	11 Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	432,063.	257,812.	222,511.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe See Statement 4)	10,134.	10,134.	426,363.
	16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	4,944,119.	4,793,379.	12,995,256.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
N E T A S S E T S	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
F U N D B A L A N C E S	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,944,119.	4,793,379.	
	30 Total net assets or fund balances (see the instructions)	4,944,119.	4,793,379.	
	31 Total liabilities and net assets/fund balances (see the instructions)	4,944,119.	4,793,379.	

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	4,944,119.
2 Enter amount from Part I, line 27a	2	-150,740.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,793,379.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,793,379.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Morgan Stanley-06285-18-L/T		P	Various	12/31/10
b Morgan Stanley-06289-14-S/T		P	Various	12/31/10
c Morgan Stanley-06289-14-L/T		P	Various	12/31/10
d UBS MW-02810 LW-L/T		P	Various	12/31/10
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 96,256.		87,425.	8,831.
b 5,719.		8,480.	-2,761.
c 82,288.		109,858.	-27,570.
d 99,795.		253,016.	-153,221.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			8,831.
b			-2,761.
c			-27,570.
d			-153,221.
e			

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-174,721.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	-174,721.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	355,873.	7,163,592.	0.049678
2008	463,103.	7,487,447.	0.061851
2007	643,731.	13,329,957.	0.048292
2006	648,134.	11,504,330.	0.056338
2005	545,036.	11,494,705.	0.047416

2 Total of line 1, column (d)	2	0.263575
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052715
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,756,564.
5 Multiply line 4 by line 3	5	408,887.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,253.
7 Add lines 5 and 6	7	413,140.
8 Enter qualifying distributions from Part XII, line 4	8	397,773.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	8,507.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	8,507.
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	8,507.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	7,543.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	7,543.	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	28.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	992.	
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
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ☐ N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Watts, Tice & Skowronek</u> Telephone no <u>908-782-5315</u> Located at <u>171 Main Street Flemington NJ</u> ZIP + 4 <u>08822</u>			
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 <u>15</u>	N/A		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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 5		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		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 Direct contributions to local charitable organizations.	
2	
3	
4	

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

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.

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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	6,147,263.
b	Average of monthly cash balances	1b	1,352,556.
c	Fair market value of all other assets (see instructions)	1c	374,865.
d	Total (add lines 1a, b, and c)	1d	7,874,684.
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	7,874,684.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	118,120.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,756,564.
6	Minimum investment return. Enter 5% of line 5	6	387,828.

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	387,828.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,507.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,507.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	379,321.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	379,321.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	379,321.

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	397,773.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	397,773.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	397,773.

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				379,321.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006	35,804.			
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	35,804.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 397,773.				
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				379,321.
e Remaining amount distributed out of corpus	18,452.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	54,256.			
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 instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	54,256.			
10 Analysis of line 9				
a Excess from 2006	35,804.			
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	18,452.			

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
<i>a Paid during the year</i> See Attached Schedule ,			Funds to be used for their stated purpose	373,806.
Total				373,806.
<i>b Approved for future payment</i>				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a None					
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					125.
4 Dividends and interest from securities					458,711.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-174,721.
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)					284,115.
13 Total. Add line 12, columns (b), (d), and (e)					284,115.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Statement 1
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Smith Barney	\$ 7,182.	\$ 3,591.		
Watts, Tice & Skowronek	46,800.	23,400.		\$ 23,400.
Total	<u>\$ 53,982.</u>	<u>\$ 26,991.</u>	<u>\$ 0.</u>	<u>\$ 23,400.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	\$ 6,500.	\$ 6,500.		
Total	<u>\$ 6,500.</u>	<u>\$ 6,500.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	\$ 10.			\$ 10.
Dues	495.			495.
Postage	62.			62.
Total	<u>\$ 567.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 567.</u>

Statement 4
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Interest in 7th Paragraph Trust	\$ 10,134.	\$ 426,363.
Total	<u>\$ 10,134.</u>	<u>\$ 426,363.</u>

Statement 5
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
C. Gregory Watts 171 Main Street Flemington, NJ 08822	President 1.00	\$ 0.	\$ 0.	\$ 0.
Cheryl Copeland PO Box 177 Sergeantsville, NJ 08557	Vice President 1.00	0.	0.	0.
Richard L. Tice 171 Main Street Flemington, NJ 08822	Secretary 2.00	0.	0.	0.
Paul C. Sauerland, Jr. PO Box 102 Stanton, NJ 08885	Treasurer 2.00	0.	0.	0.
John F. Danziger 117 Main Street Flemington, NJ 08822	Assistant Sec'y 1.00	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 6
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	Large Foundation
Name:	C. Gregory Watts
Care Of:	Watts, Tice & Skowronek
Street Address:	171 Main Street
City, State, Zip Code:	Flemington, NJ 08822
Telephone:	
Form and Content:	Letter
Submission Deadlines:	August of each year.
Restrictions on Awards:	Must be non-profit 501(c)(3) - Hunterdon County Organizations given preference.

**THE LARGE FOUNDATION
2010**

Ms. Mary Anne Adams ALEXANDRIA TOWNSHIP HISTORICAL SOCIETY PO Box 234 Frenchtown NJ 08825	790.00
Mr. David Dunay, Executive Director AMERICAN RED CROSS - HUNTERDON COUNTY CHAPTER 349 State Route 31, Suite 501 Flemington NJ 08822	3,465.00
AMWELL VALLEY - RINGOES RESCUE SQUAD P.O. Box 147 Ringoes, NJ 08551	1,444.30
Ms. Leslie Lukas ANDERSON HOUSE PO Box 134 Whitehouse Station NJ 08889	11,550.00
Mr. Thomas J. McKenna, Executive Director ARC OF HUNTERDON COUNTY 1322 State Route 31, Suite 5 Annandale NJ 08801	2,887.50
Mr. Richard Avery, Jr. Director of Development BOY SCOUTS OF AMERICA, CENTRAL NEW JERSEY COUNCIL 4315 U.S. Highway 1 South Monmouth Junction NJ 08852	5,775.00
Ms. Ginny Fiess BRITESIDE ADULT DAY CENTERS, INC. 16 Sandhill Road Flemington NJ 08822	8,662.50
Ms. Joan Lorah, Area Director CATHOLIC CHARITIES, DIOCESE OF METUCHEN 700 Sayre Avenue Phillipsburg NJ 08865-3326	3,465.00
CENTER FOR EDUCATIONAL ADVANCEMENT 11 Minneakoning Road Flemington NJ 08822	18,400.00

**THE LARGE FOUNDATION
2010**

DELAWARE RIVER MILL SOCIETY AT STOCKTON PO Box 298 Stockton NJ 08559	2,500.00
Mr. Bob Spielberg EAST WHITEHOUSE FIRE DEPT., INC. PO Box 151 Whitehouse NJ 08888	1,444.30
FISHERMANS MARK 89 North Main Street Lambertville, NJ 08530	385.00
Ms. Madelyn Alessandrini, President FLEMINGTON AREA FOOD PANTRY PO Box 783 Flemington NJ 08822	9,240.00
FLEMINGTON-RARITAN FIRST AID & RESCUE SQUAD Highway 12 Flemington NJ 08822	3,938.00
Mr. Douglas G. Watson, Chairman Board of Trustees FREEDOM HOUSE FOUNDATION PO Box 367 Glen Gardner NJ 08826-0367	2,310.00
Jeannie Avery, Executive Director FRIENDSHIP CENTER FOR NEW BEGINNINGS 162 Main Street Flemington NJ 08822	2,887.50
FRIENDS OF FLEMING CASTLE c/o Robert B. Hauck Borough Hall 38 Park Avenue Flemington NJ 08822	2,625.00
FRIENDS OF HIGH BRIDGE REFORM CHURCH PO Box 162 High Bridge NJ 08829	2,000.00

THE LARGE FOUNDATION

2010

Ms. Allison Ryan, Development Director GOOD NEWS HOME FOR WOMEN 33 Bartles Corner Road Flemington NJ 08822	1,155.00
GROW-A-ROW 150 Pittstown Road Pittstown NJ 08867	1,000.00
HAR, Inc. 4 Walter E. Foran Boulevard Flemington, NJ 08822	4,125.00
HOLCOMBE-JIMISON FARMSTEAD, INC. 1605 Daniel Bray Highway Lambertville NJ 08530	2,100.00
Ms. Renee Drell HOMESHARING, INC. 120 Finderne Avenue Bridgewater NJ 08807	2,888.60
Ms. Roxanne Carkhuff, Secretary HUNTERDON COUNTY HISTORICAL SOCIETY 114 Main Street Flemington NJ 08822	4,463.00
Ms. Martha Gonzalez, Director HUNTERDON COUNTY LEGAL SERVICES CORPORATION 82 Park Avenue Flemington NJ 08822	2,310.00
HUNTERDON COUNTY MEDICATION ACCESS PARTNERSHIP PO Box 2156 Flemington NJ 08822	577.50
HUNTERDON COUNTY YMCA 1410 Route 22 West Annandale, NJ 08801	23,100.00
Ms Sue D. Morrow, Executive Director HUNTERDON DRUG AWARENESS PROGRAM, INC. 8 Main Street Flemington NJ 08822	11,550.00

**THE LARGE FOUNDATION
2010**

Ms. Jeanne Cassano, Executive Director HUNTERDON HELPLINE, INC. PO Box 246 Flemington NJ 08822	2,310.00
Ms. Margaret Waldock, Executive Director HUNTERDON LAND TRUST ALLIANCE 3037 Route 29 Frenchtown NJ 08825	2,625.00
Ms. Kelly Ospina, Executive Director HUNTERDON HISPANOS PO Box 2444 47 East Main Street Flemington NJ 08822	1,000.00
Charles F. Speierl, Ed.D., Execurtive Director HUNTERDON HISTORICAL MUSEUM P.O. Box 5005 Clinton NJ 08809	2,625.00
Ms. Joan Grady, Executive Director HUNTERDON HOSPICE c/o Hunterdon Medical Center 2100 Wescott Drive Flemington NJ 08822	33,000.00
Ms. G. Meredith Betz, Executive Vice President HUNTERDON MEDICAL CENTER 2100 Wescott Drive Flemington NJ 08822	57,750.00
Ms. Marjorie Frankel Nathanson, Executive Director HUNTERDON MUSEUM OF ART 7 Lower Center Street Clinton NJ 08809	2,625.00
Ms. Karen A. Widico, Executive Director HUNTERDON PREVENTION RESOURCES NCADD P.O. Box 2298 Flemington NJ 08822	4,620.00

THE LARGE FOUNDATION

2010

Ms. Eileen G. Lewis, President Board of Trustees INTERFAITH HOSPITALITY NETWORK OF HUNTERDON COUNTY 10 East Main Street Flemington NJ 08822	2,310.00
Mr. Allan F. Niebuhr KINGWOOD TOWNSHIP VOLUNTEER FIRE COMPANY NO. 1 Baptistown NJ 08803	1,444.30
KINGWOOD TOWNSHIP FIRST AID & RESCUE SQUAD Baptistown NJ 08803	1,444.30
Ms. Shirley Skillman, Chair LAMBERTVILLE-NEW HOPE AMBULANCE & RESCUE SQUAD PO Box 237 Lambertville NJ 08530	1,444.30
LESLIE WATTS MEMORIAL SCHOLARSHIP Delaware Township PTA Delaware Township School Sergeantsville NJ 08557	750.00
FRIENDS OF LOCKTOWN STONE CHURCH 136 Locktown-Flemington Road Flemington NJ 08822	1,000.00
Ms. Monica Strenk, Executive Director MEALS ON WHEELS IN HUNTERDON, INC. PO Box 358 Quakertown NJ 08868	16,500.00
Mr. Warren W. Buckleitner Mediatech Foundation 118 Main Street Flemington NJ 08822	2,887.50
Mr Richard A. Sgritta, Executive Director NEW JERSEY MUSEUM OF AGRICULTURE PO Box 7788 North Brunswick NJ 08902-7788	4,500.00

THE LARGE FOUNDATION

2010

Ms. Karen Brauss and Mr. Michael Brauss PEACEFUL MOUNTAIN HORSE RESCUE, INC. 350 Hackett Road Hampton NJ 08827	263.00
Mr. Jeffrey B. Brand, President and CEO PLANNED PARENTHOOD OF GREATER NORTHERN NJ, INC. 196 Speedwell Avenue Morristown NJ 07960-3889	9,817.50
Ms. Deb Cortellesi, Treasurer QUAKERTOWN VOLUNTEER EMERGENCY MEDICAL SERVICE, INC. PO Box 225 Pittstown NJ 08867	1,444.30
Mr. Michael Newman, Co-Music Director Ms. Laura Oltman, Co-Music Director RARITAN RIVER CONCERTS Box 454 Oldwick NJ 08858-0454	525.00
Mr. Jim Swain, Corresponding Secretary RARITAN TOWNSHIP FIRE COMPANY 303 South Main Street Flemington NJ 08822	1,444.30
READINGTON VOLUNTEER FIRE COMPANY 6 Hillcrest Road PO Box 44 Readington NJ 08870-0044	1,444.30
Ms. Elizabeth R. Danner, Director Foundation Gifts RECORDING FOR THE BLIND & DYSLEXIC 20 Roszel Road Princeton NJ 08540	865.70

**THE LARGE FOUNDATION
2010**

Ms. Ethel Thau, President ROLLING HILLS GIRL SCOUT COUNCIL 1171 U.S. Highway 28 North Branch NJ 08876	5,775.00
Ms. Joyce Murphy, Treasurer ROUND VALLEY YOUTH CENTER P.O. Box 424 Lebanon NJ 08833	5,775.00
THE SALVATION ARMY, Flemington Corps. 24 Central Avenue Flemington NJ 08822	5,775.00
SERGEANTSVILLE VOLUNTEER FIRE COMPANY Sergeantsville NJ 08557	1,444.30
Ms. Fran Varacalli, Executive Director SOUTH BRANCH WATERSHED ASSOCIATION 41 Lilac Drive Flemington NJ 08822	10,395.00
THREE BRIDGES VOLUNTEER FIRE CO. 467 Main Street PO Box 127 Three Bridges NJ 08887	1,444.30
Ms. Colleen Rountree, Executive Director THE YOUTH CENTER 16 Hampton Road PO Box 92 Glen Gardner NJ 08826	2,887.50
Mr. James Hyman, Chair, HRCH & Ms. Joan Grady, Executive Director, HRCH VISITING HEALTH AND SUPPORTIVE SERVICES 5 Bartles Corner Road Flemington NJ 08822	31,350.00
WHITEHOUSE FIRST AID & RESCUE SQUAD Whitehouse NJ 08888	1,444.30

THE LARGE FOUNDATION
2009

Ms. Nancy L. Connor, Executive Director 12,705.00
WOMEN'S CRISIS SERVICES
47 East Main Street
Flemington NJ 08822

WOMEN'S ASSOCIATION OF FLEMINGTON PRESBYTERIAN CHURCH 288.20
10 East Main Street
Flemington, NJ 08822

Mr. James Farrelly, Executive Director 1,444.30
VOLUNTEER GUARDIANSHIP ONE-ON-ONE, INC.
117 Main Street
Flemington NJ 08822

Sub - TOTAL 372,405.60

Briteside Adult Day Centers, Inc 1,400.00

TOTAL 373,805.60

Month	06285-18			06289-14			Commerce			Due From Seventh Para Value of 5831shares
	Smith Barney Money Fund	Smith Barney Investment	Smith Barney Money Fund	Smith Barney Investment	UBS Cash	UBS Investment	From Bank			
January	51,625.00	1,069,987.00	36,384.00	783,601.00	1,063,676.00	3,989,263.00	149,484.00	375,691.00		
February	55,869.00	1,075,604.00	38,075.00	808,986.00	1,083,616.00	4,015,662.00	143,786.00	379,015.00		
March	62,453.00	1,080,218.00	113.00	887,534.00	1,098,512.00	4,251,260.00	138,757.00	390,560.00		
April	53,022.00	1,100,983.00	23.00	901,688.00	1,105,371.00	4,351,209.00	138,762.00	395,167.00		
May	60,524.00	1,094,153.00	0.00	824,552.00	1,118,472.00	4,016,212.00	135,168.00	352,542.00		
June	63,264.00	1,099,627.00	155.00	782,740.00	1,148,628.00	3,849,450.00	129,573.00	332,775.00		
July	67,238.00	1,118,550.00	0.00	828,179.00	1,154,976.00	4,102,411.00	125,984.00	347,994.00		
August	84,772.00	1,117,660.00	45,381.00	736,596.00	1,174,129.00	4,013,013.00	184,853.00	344,670.00		
September	54,489.00	1,163,883.00	155.00	853,746.00	1,189,883.00	4,299,941.00	178,773.00	360,297.00		
October	61,282.00	1,167,271.00	0.00	885,848.00	1,196,804.00	4,400,235.00	175,188.00	387,703.00		
November	68,723.00	1,154,391.00	27,120.00	860,921.00	1,209,520.00	4,382,999.00	171,602.00	405,604.00		
December	71,399.00	1,150,782.00	29,206.00	910,246.00	926,479.00	4,637,761.00	157,399.00	426,363.00		
Total	754,660.00	13,393,109.00	176,612.00	10,064,637.00	13,470,066.00	50,309,416.00	1,829,329.00	4,498,381.00		
Average Bal	62,888.33	1,116,092.42	14,717.67	838,719.75	1,122,505.50	4,192,451.33	152,444.08	374,865.08		
							Total Monthly Average Balance	\$7,874,684.17		