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Form **990-PF**

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 , 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

Bay Branch Foundation

Number and street (or P O box number if mail is not delivered to street address)

1515 South Federal Highway

Room/suite

201

City or town, state, and ZIP code

Boca Raton

FL 33432-7404

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

I Fair market value of all assets at

end of year (from Part II, col. (c),

line 16) ♦ \$ 11,858,542

J Accounting method: ☐ Cash ☐ Accrual☒ Other (specify) Hybrid

(Part I, column (d) must be on cash basis.)

A Employer identification number

22-6054888

B Telephone number (see page 10 of the instructions)

561-395-2600

C If exemption application is pending, check here ♦ ☐D 1. Foreign organizations, check here ♦ ☐

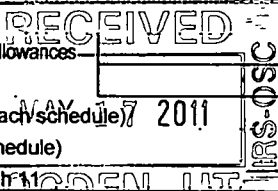
2. Foreign organizations meeting the

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 ♦ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	411,013	411,013		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain		0		
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	411,013	411,013	0	
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 schedule) Stmt 1	1,900			1,900
c Other professional fees (attach schedule) Stmt 2	12,500	1,250		11,250
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 3	4,098			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch) Stmt 4	298			298
24 Total operating and administrative expenses. Add lines 13 through 23	18,796	1,250	0	13,448
25 Contributions, gifts, grants paid	6,244,829			6,244,829
26 Total expenses and disbursements. Add lines 24 and 25	6,263,625	1,250	0	6,258,277
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-5,852,612			
b Net investment income (if negative, enter -0-)		409,763		
c Adjusted net income (if negative, enter -0-)			0	

Operating and Administrative Expenses SCANNED MAY 19 2011



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	404,178	210,262	210,262
	2 Savings and temporary cash investments			
	3 Accounts receivable ♦			
	Less: allowance for doubtful accounts ♦			
	4 Pledges receivable ♦			
	Less: allowance for doubtful accounts ♦			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (att. schedule) ♦			
	Less: allowance for doubtful accounts ♦	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,456	2,358	2,358
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) See Stmt 5	256,565	227,694	11,645,922
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ♦			
Liabilities	Less: accumulated depreciation (attach sch.) ♦			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ♦			
	Less: accumulated depreciation (attach sch.) ♦			
	15 Other assets (describe ♦)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	667,199	440,314	11,858,542
Net Assets or Fund Balances	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ♦)			
	23 Total liabilities (add lines 17 through 22)	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			
	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	667,199	440,314	
Net Assets or Fund Balances	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 (see page 17 of the instructions)	667,199	440,314	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	667,199	440,314	

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	667,199
2 Enter amount from Part I, line 27a	2	-5,852,612
3 Other increases not included in line 2 (itemize) ♦ See Statement 6	3	5,625,727
4 Add lines 1, 2, and 3	4	440,314
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	440,314

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	N/A			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	3,417,803	17,858,257	0.191385
2008	1,034,844	21,590,470	0.047931
2007	945,402	21,560,287	0.043849
2006	806,857	21,305,484	0.037871
2005	725,472	22,276,377	0.032567

2 Total of line 1, column (d)	2	0.353603
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	0.070721
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	12,601,156
5 Multiply line 4 by line 3	5	891,166
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,098
7 Add lines 5 and 6	7	895,264
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18	8	6,258,277

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,098
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	4,098
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	4,098
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,456	
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	6,456	
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	2,358	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☒ 2,358 Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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 ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?		
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 page 19 of the instructions) ☒ FL		
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 on page 27)? 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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ♦ N/A	13	X	
14	The books are in care of ♦ Wold Corporation 1515 S Federal Hwy, Suite 201 Located at ♦ Boca Raton, FL ZIP+4 ♦ 33432-7404 Telephone no. ♦ 561-395-2600			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ♦ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ♦	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ♦	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ♦ 20 20 20 20	☐ 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 page 22 of the 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. ♦ 20 20 20 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ☒		5b
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A ☐ Yes ☐ No		
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? If "Yes" to 6b, file Form 8870.			6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7				

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

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

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

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 page 23 of the instructions). If none, enter "NONE."

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

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

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 The Bay Branch Foundation is not involved in any direct charitable activities. The primary activity is making donations to pre-selected charitable organizations.

2

3

4

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

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

Amount

1 N/A

2

All other program-related investments See page 24 of the instructions

3

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,422,839
b	Average of monthly cash balances	1b	370,213
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	12,793,052
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	12,793,052
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	191,896
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,601,156
6	Minimum investment return. Enter 5% of line 5	6	630,058

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	630,058
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,098
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,098
3	Distributable amount before adjustments Subtract line 2c from line 1	3	625,960
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	625,960
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	625,960

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	6,258,277
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	6,258,277
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,098
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,254,179

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				625,960
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	1,484,618			
f Total of lines 3a through e	1,484,618			
4 Qualifying distributions for 2010 from Part XII, line 4: ♦ \$ 6,258,277				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				625,960
e Remaining amount distributed out of corpus	5,632,317			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,116,935			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	7,116,935			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	1,484,618			
e Excess from 2010	5,632,317			

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
Keith C. Wold, Jr. (Director) Prior

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.
 N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

b The form in which applications should be submitted and information and materials they should include
 N/A

c Any submission deadlines:
 N/A

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

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 Schedule Attached				6,244,829
Total			◆ 3a	6,244,829
b Approved for future payment N/A				
Total			◆ 3b	

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Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting	\$ 1,900	\$	\$	\$ 1,900
Total	\$ 1,900	\$ 0	\$ 0	\$ 1,900

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Management Fees	\$ 12,500	\$ 1,250	\$	\$ 11,250
Total	\$ 12,500	\$ 1,250	\$ 0	\$ 11,250

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Excise Tax on Investment Income	\$ 4,098	\$	\$	\$
Total	\$ 4,098	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
Miscellaneous Expense	298			298
Total	\$ 298	\$ 0	\$ 0	\$ 298

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
2,500shs Johnson & Johnson	\$ 129,538	\$ 129,538	Cost	\$ 154,625
625shs Johnson & Johnson	37,662	37,662	Cost	38,656
273,538shs Johnson & Johnson	89,365		Cost	
185,168shs Johnson & Johnson		60,494	Cost	11,452,641
Total	<u>\$ 256,565</u>	<u>\$ 227,694</u>		<u>\$ 11,645,922</u>

Statement 6 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
Appreciation in Stock Donated at Fair Market Value	\$ 5,625,727
Total	<u>\$ 5,625,727</u>

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Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Diana J. Wold 1515 S Federal Hwy, Suite 201 Boca Raton FL 33432-7404	Director	2.00	0	0	0
Keith C. Wold, Jr. 1515 S Federal Hwy, Suite 201 Boca Raton FL 33432-7404	Director	2.00	0	0	0
Elaine J. Wold 1515 S Federal Hwy, Suite 201 Boca Raton FL 33432-7404	Director	2.00	0	0	0
Donald E. Baker 1515 S Federal Hwy, Suite 201 Boca Raton FL 33432-7404	Trustee	3.00	0	0	0
Diana J. Wold 1515 S Federal Hwy, Suite 201 Boca Raton FL 33432-7404	Trustee	3.00	0	0	0
Andrea P. Westergom 1515 S Federal Hwy, Suite 201 Boca Raton FL 33432-7404	Trustee	3.00	0	0	0

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Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
Keith C. Wold, Jr. (Director) Prior	\$ <u> </u>
Total	\$ <u> </u> 0

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Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
Johnson & Johnson	\$ 409,818		14	FL	
Merrill Lynch	1,195		14	FL	
Total	<u>\$ 411,013</u>				

Page 11, Part XV, Line3a, Grants and contributions paid during the year

<u>Address</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
1000+ Club to Benefit Cancer Research One Bay Colony Drive Fort Lauderdale, FL 33308	To benefit general operations	\$1,000.00
Alliance for Lupus Research 145 West 45th Street, Suite 300 New York, NY 10036	To finance fundraising event	\$102,000 00
Alliance for Lupus Research 28 West 44th Street, Suite 1217 New York, NY 10036	To benefit research programs	\$5,000 00
Alzheimer's Community Care Association of Palm Beach & Martin Counties, Inc. 800 Northpoint Parkway, Suite 101-B West Palm Beach, FL 33407	To contribute to on going programs at the facility	\$2,000.00
American Cancer Society 132 West 32nd Street New York, NY 10001	To finance fundraising event	\$10,000.00
American Civil Liberties Union Foundation, Inc. 125 Broad Street, 18th Floor New York, NY 10004	To benefit program development	\$4,000 00
American Heart Association Boca Raton Division 2300 Centre Park West Drive West Palm Beach, FL 33409	To finance fundraising event	\$800.00
American Red Cross P.O. Box 37243 Washington, DC 20013	To finance the Disaster Relief Fund	\$500.00
ASPCA 424 East 92nd Street New York, NY 10128-6804	To finance operations of donee organization	\$4,000.00
Amencares 88 Hamilton Avenue Stamford, CT 06902	To finance the Haitian Disaster Relief Fund	\$500.00

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Angels at Risk At Visions/115 Barrington Walk Los Angeles, CA 90049	To finance operations of donee organization	\$1,000.00
Boca Helping Hands 1500 NW 1st Court Boca Raton, FL 33432	To finance operations of donee organization	\$500.00
Boca Raton Regional Hospital Foundation 745 Meadows Road Boca Raton, FL 33432	To finance operations of donee organization and fundraising events	\$91,000.00
Boca Raton Historical Society 71 North Federal Highway Boca Raton, FL 33432	To finance fundraising events	\$20,000.00
Boca Raton Humane Society Foundation, Inc. P.O. Box 4050 Boca Raton, FL 33429	To finance operations of donee organization	\$500.00
The Brody Hazen Foundation, Inc. The Greenbrier Clinic, Inc. 320 West Main Street White Sulphur Springs, WV 24986	To finance operations of donee organization	\$500.00
Caldwell Theatre 7873 North Federal Highway Boca Raton, FL 33487	To finance program development	\$2,000.00
Caring Hearts Auxiliary 777 Glades Road, Building AZ-79 Boca Raton, FL 33431	To finance operations of donee organization	\$10,000.00
Claire Booth Luce Policy Institute 112 Elden Street, Suite P Herndon, VA 20170	To finance program development	\$7,500.00
The Children's Place at Home Safe 2840 Sixth Avenue, South Lake Worth, FL 33461	To finance program development	\$500.00
Children's Museum 498 Crawford Boulevard Boca Raton, FL 33432	To finance capital improvements	\$1,000.00

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Deaf Service Center of Palm Beach County, Inc. 3111 South Dixie Highway, Suite 237 West Palm Beach, FL 33405-1548	To finance program development	\$500.00
Debbie-Rand Memorial Service League, Inc. 800 Meadows Road Boca Raton, FL 33486	To finance general operations fund	\$15,000.00
Doctors without Borders USA, Inc. 333 Seventh Avenue, 2nd Floor New York, NY 10001	To finance ongoing programs and special projects	\$5,000.00
The Ethel Walker School Bushey Hill Road Simsbury, CT 06070	To finance scholarship fund	\$1,000.00
FAU Foundation, Inc. 777 Glades Road, ADM #295 Boca Raton, FL 33431	To establish Peace Studies Endowment at FAU	\$200,050.75 (See Schedule M)
FAU Foundation, Inc. 777 Glades Road, ADM #295 Boca Raton, FL 33431	To establish Peace Studies Endowment at FAU	\$1,832.00
Feed the Children, Inc. P.O. Box 36 Oklahoma City, OK 73101	To finance operations of donee organization	\$500.00
Florence Fuller Child Development Centers 200 NE 14th Street Boca Raton, FL 33432	To finance fundraising events	\$1,000.00
Food for the Poor, Inc. 6401 Lyons Road Coconut Creek, FL 33073	To finance program development	\$3,000.00
GFWC Royale Women's Club P.O. Box 1077 Boca Raton, FL 33429	To finance fundraising events	\$6,500.00
George Washington University 2100 M Street, NW, Suite 310 Washington, DC 20052	To contribute to the Mount Vernon Annual Giving Fund	\$4,000.00
Grandfather Home for Children, Inc. P.O. Box 98 Banner Elk, NC 28604	To finance the construction of the Norma H. Campbell College	\$5,000.00

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Greater Banner Elk Heritage Foundation P.O. Box 2261 630 Shawneehaw Avenue Banner Elk, NC 28604	To contribute to the capital campaign	\$2,000.00
Grounds for Sculpture 18 Fairgrounds Road Hamilton, NJ 08619	To underwrite event planning at the organization	\$8,000.00
Gulf Stream School 3600 Gulf Stream Road Gulf Stream, FL 33483	To finance program development	\$1,000.00
South Palm Beach County Habitat for Humanity 100 East Linton Boulevard, Suite 203A Delray Beach, FL 33483	To assist with special housing projects	\$5,000.00
The Haven, Inc. 21441 Boca Rio Road Boca Raton, FL 33433	To finance program development	\$500.00
Heifer International 1018 Louisiana Street Little Rock, AR 72202	To finance general operating fund	\$5,000.00
Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20002-4999	To finance general operating fund	\$5,000.00
Holy Cross Hospital 4725 North Federal Highway Fort Lauderdale, FL 33308	To finance building fund	\$2,000.00
Hospice & Homecare by the Sea, Inc. 1531 West Palmetto Park Road Boca Raton, FL 33486-3395	To finance operations of donee organization	\$2,000.00
Humane Society of Broward County 2070 Griffin Road Fort Lauderdale, FL 33312	To finance operations of donee organization	\$500.00
Insight for the Blind, Inc. 1401 NE 4th Avenue Fort Lauderdale, FL 33304	To finance operations of donee organization	\$1,000.00
Junior League of Boca Raton 261 NW 13th Street Boca Raton, FL 33487	To finance endowment fund and fundraising events	\$11,000.00
Juvenile Diabetes Foundation International 432 Park Avenue South, 15th Floor New York, NY 10016	To finance operations of donee organization	\$1,000.00

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Lees-McRae College P.O. Box 128 Banner Elk, NC 28604-0128	To finance program development	\$2,000.00
Lighthouse for the Blind of the Palm Beaches 7810 South Dixie Highway West Palm Beach, FL 33405	To finance program development	\$500.00
Lupus Foundation of America Southeast Florida Chapter 75 NE 6th Avenue, Suite 105 Delray Beach, FL 33483	To finance fundraising event	\$6,000.00
Lynn University 3601 North Military Trail Boca Raton, FL 33431-5598	To finance scholarship fund and other operations of the donee organization	\$2,300,172.61 (See Schedule J)
Lynn University 3601 North Military Trail Boca Raton, FL 33431-5598	To finance scholarship fund and other operations of the donee organization	\$919,683.61 (See Schedule K)
Lynn University 3601 North Military Trail Boca Raton, FL 33431-5598	To finance scholarship fund and other operations of the donee organization	\$580,072.52 (See Schedule L)
Lynn University 3601 North Military Trail Boca Raton, FL 33431-5598	To finance scholarship fund and other operations of the donee organization	\$1,654,618.00 (See Schedule N)
Lynn University 3601 North Military Trail Boca Raton, FL 33431-5598	To finance scholarship fund and other operations of the donee organization	\$63,500.00
Media Research Center 325 S Patrick Street Alexandria, VA 22314	To finance program development	\$15,000.00

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Mercatus Center at George Mason University 3301 North Fairfax Drive Arlington, VA 22201-4433	To finance program development	\$7,500.00
Mill Reef Fund P.O. Box 715303 Columbus, OH 43271	To benefit educational needs for the children of Antigua	\$1,000.00
New York Studio School of Drawing, Painting and Sculpture 8 West 8th Street New York, NY 10011	To finance program development	\$4,000.00
The National Museum of the Morgan Horse P.O. Box 700 Shelburne, Vermont 05482	To finance general operating fund	\$5,000.00
The Nature Conservancy - Florida Chapter 222 South Westmonte Drive, Suite 300 Altamone Springs, FL 32714	To finance program development	\$10,000.00
New Milford Hospital Foundation 28 Elm Street New Milford, CT 06776	To benefit the project of renovating the Hospital's cafeteria	\$2,000.00
Nova Southeastern University 3301 College Avenue Fort Lauderdale, FL 33314	To finance Henry Kinney Journalistic Scholarship	\$1,000.00
Ocean Research and Conservation Association, Inc. Duerr Laboratory for Marine Constructions 1420 Seaway Drive, 2nd Floor Fort Pierce, FL 34949	To finance program development	\$5,000.00
Oxfam America 226 Causeway Street, 5th Floor Boston, MA 02114	To finance program development	\$5,000.00
Planned Parenthood of South Florida and Treasure Coast 2300 North Florida Mango Road West Palm Beach, FL 33409	To finance program development	\$5,000.00

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Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	To finance program development	\$5,000.00
Rodeheaver Boys' Ranch, Inc. P.O. Drawer RBR Palatka, FL 32077	To finance program development	\$500.00
The Rotary Club of Boca Raton 129 NW 13th Street, Suite 20 Boca Raton, FL 33432	To finance fundraising event	\$1,000.00
The Salvation Army P.O. Box 310 Boca Raton, FL 33429-0310	To finance operations of donee organization	\$100.00
Stony Brook-Millstone Watershed Association 31 Titus Mill Road Pennington, NJ 08534	To finance operations of donee organization	\$5,000.00
Saint Jude Church 21689 Toledo Road Boca Raton, FL 33433	To finance fundraising event	\$10,000.00
Saint Paul's Lutheran Church 701 West Palmetto Park Road Boca Raton, FL 33486	To finance operations of church and school	\$45,000.00
Studio Incamminati 340 North 12th Street, Suite 500 Philadelphia, PA 19107	To finance operations of donee organization	\$7,000.00
Symphony of the Americas Society 2425 East Commercial Boulevard Fort Lauderdale, FL 33308	To finance fundraising event	\$500.00
Tri County Humane Society 21287 Boca Rio Road Boca Raton, FL 33433	To finance operations of donee organization	\$3,000.00
University of Florida College of Veterinary Medicine P.O. Box 100125 Gainesville, FL 32610	To finance fundraising event	\$1,000.00
UND Foundation P.O. Box 8157 Grand Forks, ND 58202	To finance scholarship fund	\$2,000.00

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University of Vermont - UVM Morgan Horse Farm 74 Battell Drive Weybridge, VT 05753-0844	To finance general operating fund	\$5,000.00
Watuga County Hospital Intensive Care Unit P.O. Box 1072 Boone, NC 28607	Donna Price Winebarger Memorial Fund to Benefit the Seby Jones Cancer Center and Watuga County Hospital Intensive Care Unit	\$500.00
The Willow School 1150 Pottersville Road Gladstone, NJ 07934	To finance general operating fund	\$20,000.00
YMCA of Boca Raton - Peter Blum Center 6631 Palmetto Circle South Boca Raton, FL 33433	To finance program development	\$500.00
TOTAL		<u>\$6,244,829.49</u>

All above donees are listed in Publication 78, Cumulative List of Organizations.

As to the relationship of the donees, the donees are not related by blood, marriage, adoption or employment, to any person or corporation having an interest in the Bay Branch Foundation.

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SCHEDULE J

Distribution of Property Valued at Fair Market Value

- | | |
|--|--|
| 1. Date of distribution: | January 12, 2010 |
| 2. Description of property: | 35,735 shares Johnson & Johnson
common stock |
| 3. Book value of property: | \$11,674.64 |
| Method for determining
book value: | Fair market value on the date
the property was donated to
the Foundation |
| 4. Fair Market Value: | \$2,300,172.61 |
| Method for determining
Fair Market Value: | Average of high and low quoted
price on the New York Stock
Exchange on January 12, 2010,
the date the stock was contri-
buted to Lynn University |

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SCHEDULE K

Distribution of Property Valued at Fair Market Value

- | | |
|--|---|
| 1. Date of distribution: | February 12, 2010 |
| 2. Description of property: | 14,702 shares Johnson & Johnson
common stock |
| 3. Book value of property: | \$4,803.15 |
| Method for determining
book value: | Fair market value on the date
the property was donated to
the Foundation |
| 4. Fair Market Value: | \$919,683.61 |
| Method for determining
Fair Market Value: | Average of high and low quoted
price on the New York Stock
Exchange on February 12, 2010,
the date the stock was contri-
buted to Lynn University |

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SCHEDULE L

Distribution of Property Valued at Fair Market Value

- | | |
|--|---|
| 1. Date of distribution: | February 12, 2010 |
| 2. Description of property: | 9,273 shares Johnson & Johnson
common stock |
| 3. Book value of property: | \$3,029.49 |
| Method for determining
book value: | Fair market value on the date
the property was donated to
the Foundation |
| 4. Fair Market Value: | \$580,072.52 |
| Method for determining
Fair Market Value: | Average of high and low quoted
price on the New York Stock
Exchange on February 12, 2010,
the date the stock was contri-
buted to Lynn University |

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SCHEDULE M

Distribution of Property Valued at Fair Market Value

- | | |
|--|--|
| 1. Date of distribution: | February 18, 2010 |
| 2. Description of property: | 3,110 shares Johnson & Johnson
common stock |
| 3. Book value of property: | \$1,016.04 |
| Method for determining
book value: | Fair market value on the date
the property was donated to
the Foundation |
| 4. Fair Market Value: | \$200,050.75 |
| Method for determining
Fair Market Value: | Average of high and low quoted
price on the New York Stock
Exchange on February 18, 2010,
the date the stock was contri-
buted to FAU Foundation, Inc. |

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SCHEDULE N

Distribution of Property Valued at Fair Market Value

- | | |
|--|--|
| 1. Date of distribution: | March 18, 2010 |
| 2. Description of property: | 25,550 shares Johnson & Johnson
common stock |
| 3. Book value of property: | \$8,347.19 |
| Method for determining
book value: | Fair market value on the date
the property was donated to
the Foundation |
| 4. Fair Market Value: | \$1,654,618.00 |
| Method for determining
Fair Market Value: | Average of high and low quoted
price on the New York Stock
Exchange on March 18, 2010,
the date the stock was contri-
buted to Lynn University |