



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.**2010****For calendar year 2010, or tax year beginning****, 2010, and ending****, 20****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 Lorber Foundation		A Employer identification number 23-7003984
Number and street (or P.O. box number if mail is not delivered to street address) 11 Ridgewood Road	Room/suite	B Telephone number (see page 10 of the instructions) 401-289-0331
City or town, state, and ZIP code Barrington, RI 02806-5032		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 751,002.00	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	43.86	43.86		
	4 Dividends and interest from securities <u>STMT 1</u>	23,508.56	23,508.56		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(4,338.54)			
	b Gross sales price for all assets on line 6a <u>30,685.62</u>				
	7 Capital gain net income (from Part IV, line 2)		0		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	19,213.88	23,552.42			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) <u>STMT 2</u>	495.00			495.00
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) <u>STMT 3</u>	1,559.68			0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid	36,500.00			36,500.00
26 Total expenses and disbursements. Add lines 24 and 25	38,554.68			36,995.00	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(19,340.80)				
b Net investment income (if negative, enter -0-)		23,552.42			
c Adjusted net income (if negative, enter -0-)			N/A		

5

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					
	2 Savings and temporary cash investments			108,100 71	51,047 55	51,047 55
	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 (attach schedule) ▶ 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 (attach schedule) <i>STMT 4</i>				49,900 89	49,900 89
	b Investments—corporate stock (attach schedule) . . <i>STMT 5</i>			530,272 99	573,612 26	573,612 26
	c Investments—corporate bonds (attach schedule) . <i>STMT 6</i>			77,898 25	76,441 30	76,441 30
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)					
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item l)			716,271 95	751,002 00	751,002 00
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 (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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			716,271 95	751,002 00	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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 (see page 17 of the instructions)			716,271 95	751,002 00	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)					

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	716,271 95
2 Enter amount from Part I, line 27a	2	(19,340 80)
3 Other increases not included in line 2 (itemize) ▶ See STMT 7 - Unrealized Gain	3	54,070 85
4 Add lines 1, 2, and 3	4	751,002 00
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	751,002 00

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	164 BP PLC ADR	P	1/22/99	6/23/10
b	2245 201 Fidelity GNMA	P	6/10/09	12/16/10
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 5,173.52		6,568.50	(1,394.98)
b 25,512.10		25,049.95	462.15
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			(932.83)
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	(932.83)
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	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 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	32,120.32	629,012.37	.0510646
2008	36,042.39	714,344.49	.0504551
2007	34,304.82	766,153.65	.0447753
2006	32,488.16	679,153.22	.0478362
2005	26,653.45	594,033.57	.0448685

2 Total of line 1, column (d)	2	2389997
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	0477999
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	705,251.50
5 Multiply line 4 by line 3	5	33,710.95
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	235.52
7 Add lines 5 and 6	7	33,946.47
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	36,995.00

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	235	52
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	235	52
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	235	52
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	800	00
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	800	00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	235	52
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	564	48
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax 564 48 Refunded	11	0	

Part VII-A Statements Regarding Activities

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?		Yes	No
1a				✓
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)?	1b		✓
	<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>			
c	Did the foundation file Form 1120-POL for this year?	1c		✓
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>	2		✓
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>	3		✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Rhode Island			
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>	8b	✓	
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)? <i>If "Yes," complete Part XIV</i>	9		✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		✓

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		<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	
Website address ▶ N/A				
14	The books are in care of ▶ Bryan I. Lorber	Telephone no. ▶	401-289-0331	
Located at ▶ 11 Ridgewood Rd., Barrington, RI		ZIP+4 ▶	02806-5032	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year				
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
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 ▶				<input checked="" type="checkbox"/>

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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	<input checked="" type="checkbox"/>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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)? **5b** ☐ Yes ☒ No

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** ☐ Yes ☒ No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b** ☐ Yes ☒ No

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
Bryan I. Lorber 11 Ridgewood Rd., Barrington, RI 02806	Chairman - 0.5 hrs	0.	0	0
Leslie W. Lorber 11 Ridgewood Rd., Barrington, RI 02806	Vice-Chair/Treasurer 0.5 hrs	0	0	0
Jora Rehm-Lorber 145 N. Roosevelt Ave., Fort Collins, CO 80521	Secretary - 0.1 hrs	0	0	0.

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		

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 (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	658,299 73
b	Average of monthly cash balances	1b	57,691 64
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	715,991 37
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	715,991 37
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	10,739 87
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	705,251 50
6	Minimum investment return. Enter 5% of line 5	6	35,262 58

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	35,262 58
2a	Tax on investment income for 2010 from Part VI, line 5	2a	235 52
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	235 52
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,027 06
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	35,027 06
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	32,027 06

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	36,995 00
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	36,995 00
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	235 52
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,759 48

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				35,027 06
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			26,588 45	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	0			
b From 2006	0			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 36,995 00				
a Applied to 2009, but not more than line 2a			26,588 45	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				10,406 55
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:				
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 page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				24,620.51
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)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

N/A

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 ▶

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).)

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Statement 1 - Form 990-PF, Part I, Line 4 - Dividends and Interest

<u>DESCRIPTION</u>	(A) <u>EXPENSES</u> <u>PER BOOKS</u>	(B) <u>NET INVESTMENT</u> <u>INCOME</u>	(C) <u>ADJUSTED</u> <u>NET INCOME</u>	(D) <u>CHARITABLE</u> <u>PURPOSES</u>
Cash (Invstmt) Dividends	\$18,981.44	\$18,981.44		
Total Capital Gains	\$ 62.95	\$ 62.95		
Corporate Bond Interest	\$ 4,464.17	\$ 4,464.17		
TOTAL:	\$23,508.56	\$23,508.56		

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

<u>DESCRIPTION</u>	(A) <u>EXPENSES</u> <u>PER BOOKS</u>	(B) <u>NET INVESTMENT</u> <u>INCOME</u>	(C) <u>ADJUSTED</u> <u>NET INCOME</u>	(D) <u>CHARITABLE</u> <u>PURPOSES</u>
(6/6)ASF Dues:	\$495.00			\$495.00
TOTAL:	\$495.00			\$495.00

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

<u>DESCRIPTION</u>	(A) <u>EXPENSES</u> <u>PER BOOKS</u>	(B) <u>NET INVESTMENT</u> <u>INCOME</u>	(C) <u>ADJUSTED</u> <u>NET INCOME</u>	(D) <u>CHARITABLE</u> <u>PURPOSES</u>
(3/17) Excise Tax for 2009:	\$759.68			\$0
(5/8) Est. Tax for 2010:	\$200.00			\$0
(6/9) Est. Tax for 2010:	\$200.00			\$0
(9/5) Est. Tax for 2010:	\$200.00			\$0
(12/10) Est. Tax for 2010:	\$200.00			\$0
TOTAL:	\$1,559.68			\$0

Statement 4 - Form 990-PF, Part II, Line 10a - US & State Obligations

<u>DESCRIPTION</u>	<u>Beginning</u> <u>of Year</u>		<u>End of</u> <u>Year</u>	<u>Fair Market</u> <u>Value</u>
Purchased in 2010:	<u>Cost</u>			
4,955.401 Ridgeworth US Gov Sec (purch 1/26)	<u>0</u>	<u>\$50,000.00</u>	<u>\$49,900.89</u>	<u>\$49,900.89</u>
Totals:	<u>0</u>	<u>\$50,000.00</u>	<u>\$49,900.89</u>	<u>\$49,900.89</u>

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>Fair Market Value</u>
1000 AT&T	\$28,030.00	\$29,380.00	\$29,380.00
200 Ameriprise Financial Inc.	\$ 7,764.00	\$11,510.00	\$11,510.00
167 Ashland	\$ 6,616.54	\$ 8,493.62	\$ 8,493.62
226 Bank of America Corp.	\$ 3,403.56	\$ 3,014.84	\$ 3,014.84
1000 Bristol Myers Squibb	\$25,250.00	\$26,480.00	\$26,480.00
600 Chevron Corp	\$46,194.00	\$54,750.00	\$54,750.00
506.9970 Dodge & Cox Intl Stock	\$16,147.85	\$18,104.86	\$18,104.86
500 Dow Chemical Corp	\$13,815.00	\$17,070.00	\$17,070.00
2,000 Duke Energy Corp.	\$34,420.00	\$35,620.00	\$35,620.00
410 Exxon Mobil Corp	\$27,957.90	\$29,979.20	\$29,979.20
3346 General Electric Co.	\$50,624.98	\$61,198.34	\$61,198.34
700 I N G Groep NV Adr F	\$ 6,867.00	\$ 6,853.00	\$ 6,853.00
500 International Flavors & Frag	\$20,570.00	\$27,795.00	\$27,795.00
400 IShares Dow Jones Select	\$17,564.00	\$19,944.00	\$19,944.00
400 Kimberly-Clark Corp.	\$25,484.00	\$25,216.00	\$25,216.00
1000 Microsoft Corp.	\$30,480.00	\$27,910.00	\$27,910.00
420 Pfizer, Inc.	\$ 7,639.80	\$ 7,354.20	\$ 7,354.20
300 Regions Financial CP	\$ 1,587.00	\$ 2,100.00	\$ 2,100.00
500 Sysco Corp	\$13,970.00	\$14,700.00	\$14,700.00
500 Southern Co.	\$16,660.00	\$19,115.00	\$19,115.00
300 Vanguard European	\$14,544.00	\$14,727.00	\$14,727.00
600 Vanguard Total Stock Mkt	\$33,822.00	\$38,958.00	\$38,958.00
800 Wal-mart Stores, Inc.	\$42,760.00	\$43,144.00	\$43,144.00
280 Windstream Corp	<u>\$ 3,077.20</u>	<u>\$ 3,903.20</u>	<u>\$ 3,903.20</u>
Subtotals:	\$495,248.83	\$547,320.26	\$547,320.26
Purchased in 2010:	<u>Cost</u>		
600 NuCor Corp.(pur 11/26)	<u>0</u>	\$22,736.52	\$26,292.00
Subtotals:	<u>0</u>	<u>\$22,736.52</u>	<u>\$26,292.00</u>
Sold in 2010:	<u>Sales Price</u>		
164 BP PLC ADR (sold 6/23)	\$ 9,507.08	\$ 5,173.52	0
2248.201 Fid GNMA (sold 12/15)	<u>\$25,517.08</u>	<u>\$25,512.10</u>	<u>0</u>
Subtotals:	<u>\$35,024.16</u>	<u>\$30,685.62</u>	<u>0</u>
Totals:	<u>\$530,272.99</u>	<u>\$573,612.26</u>	<u>\$573,612.26</u>

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>DESCRIPTION</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
25000 GE Capital Bond	\$26,377.60	\$26,206.80	\$26,206.80
50000 Dow Chem Co Bond	\$51,520.65	\$50,234.50	\$50,234.50
Totals:	\$77,898.25	\$76,441.30	\$76,441.30

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Change in unrealized gain: \$54,070.85 $(\$49,900.89 + \$573,612.26 + \$76,441.30) -$
 $(\$50,000.00 + \$530,272.99 - \$35,024.16 + \$22,736.52 + \$77,898.25)$

Statement 8 - Form 990-PF, Part XV, Line 3a - Contributions - page 1

<u>Organization</u>	<u>Relationship</u>	<u>Type of Organization</u>	<u>Purpose</u>	<u>Amount Given</u>
2nd Story Theater, Warren, RI	None	Public Charity	to support overall mission	\$ 500.00
ACTS - Retirement Life Communities, Boca Raton, FL	None	Public Charity	to support overall mission	\$ 1,000.00
Adventure Cycling Association, Missoula, MT	None	Public Charity	to support overall mission	\$ 100.00
Alzheimer's Association, Providence, RI	None	Public Charity	to support overall mission	\$ 50.00
American Heart Association, Providence, RI	None	Public Charity	to support overall mission	\$ 500.00
American Visionary Art Museum, Baltimore, MD	None	Public Charity	to support overall mission	\$ 500.00
Audubon Society of RI, Smithfield, RI	None	Public Charity	to support overall mission	\$ 500.00
Barrington Preservation Society, Barrington, RI	None	Public Charity	to support overall mission	\$ 100.00
Bikes Belong Foundation, Boulder, CO	None	Public Charity	to support overall mission	\$ 100.00
Center for Food Safety, Washington, DC	None	Public Charity	to support overall mission	\$ 100.00
Center for Science in the Public Interest, Washington, DC	None	Public Charity	to support overall mission	\$ 100.00
Eaglebrook School, Deerfield, MA	None	School	annual fund & scholarship fund	\$ 6,000.00
Eldridge St. Project, Inc., New York, NY	None	Public Charity	to support overall mission	\$ 100.00
Flower Power, Inc., Barrington, RI	None	Public Charity	annual fund drive	\$ 100.00
Friends of the Field, Inc., Carlsborg, WA	None	Public Charity	to support overall mission	\$ 200.00
Grier School, Tyrone, PA	None	School	annual fund drive	\$ 1,000.00
Guatemala Aid Fund, Arlington, MA	None	Public Charity	to support overall mission	\$ 1,000.00
Homeward Bound CLT, Port Angeles, WA	None	Public Charity	to support mission to help homeless	\$ 200.00
Jefferson Land Trust, Port Townsend, WA	None	Public Charity	to support overall mission	\$ 100.00
Key City Public Theatre Players, Inc., Port Townsend, WA	None	Public Charity	to support overall mission	\$ 200.00
KPTZ Radio, Port Townsend, WA	None	Public Charity	to support overall mission	\$ 200.00
KSER Radio, Everett, WA	None	Public Charity	to support overall mission	\$ 200.00
Meals on Wheels of RI, Providence, RI	None	Public Charity	to support mission to feed needy	\$ 1,000.00
Narrows Center, Fall River, MA	None	Public Charity	to support overall mission in the arts	\$ 1,000.00

Statement 8 - Form 990-PF, Part XV, Line 3a - Contributions -page 2

<u>Organization</u>	<u>Relationship</u>	<u>Type of Organization</u>	<u>Purpose</u>	<u>Amount Given</u>
National Alliance on Mental Illness, Arlington, VA	None	Public Charity	to support overall mission	\$ 100.00
Natural Resources Defense Council, New York, NY	None	Public Charity	to support overall mission	\$ 500.00
Oxfam America, Boston, MA	None	Public Charity	to support overall mission	\$ 1,000.00
Pine Island Camp, Belgrade Lakes, ME	None	Public Charity	to support overall mission	\$ 100.00
Port Angeles Fine Arts Center Fdn, Port Angeles, WA	None	Public Charity	to support overall mission	\$ 200.00
Port Townsend Marine Science Society, Port Townsend, WA	None	Public Charity	to support overall mission	\$ 100.00
Rhode Island Community Food Bank, Providence, RI	None	Public Charity	to support mission to feed the needy	\$ 2,000.00
Rhode Island Zoological Society, Providence, RI	None	Public Charity	to support overall mission	\$ 2,000.00
St. Andrews South, ACT (paramedic fund), Boca Raton, FL	None	Public Charity	to support overall mission	\$ 50.00
St. Andrews School, Barrington, RI	None	School	annual fund	\$ 5,000.00
Southside Community Land Trust, Providence, RI	None	Public Charity	to support overall mission	\$ 1,000.00
TAP-IN, Inc., Barrington, RI	None	Public Charity	to support mission to help the needy	\$ 1,000.00
Temple Habonim, Barrington, RI	None	Synagogue	to support overall mission	\$ 5,700.00
US Holocaust Memorial Museum, Washington, DC	None	Public Charity	to support overall mission	\$ 200.00
WGBH Educational Foundation, Boston, MA	None	Public Charity	to support overall mission	\$ 200.00
Wildland Firefighter Foundation, Boise, ID	None	Public Charity	to support overall mission	\$ 500.00
The Wolf School, East Providence, RI	None	School	annual fund	\$ 2,000.00
Total:				\$ 36,500.00