Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 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
THE DEBORAH LOEB BRICE FOUNDATION

A Employer identification number 23-7065499

Number and street (or P O box number if mail is not delivered to street address)
C/O LEVIN CAPITAL STRATEGIES, LP
595 MADISON AVENUE - 17TH FLOOR

Room/suite

B Telephone number (see page 10 of the instructions) (212) 259-0800

City or town, state, and ZIP code
NEW YORK, NY 10022

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 32,363,787.

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

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

Revenue

		(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)	1,000,000.	ATCH 1		
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	46,362.	46,362.		ATCH 2
4	Dividends and interest from securities	343,852.	343,852.		ATCH 3
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	1,242,177.			
b	Gross sales price for all assets on line 6a 9,678,414.				
7	Capital gain net income (from Part IV, line 2)		1,242,177.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-55,839.	-52,260.		ATCH 4
12	**Total** Add lines 1 through 11	2,576,552.	1,580,131.		

Operating and Administrative Expenses

		(a)	(b)	(c)	(d)
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)				
c	Other professional fees (attach schedule) *	122,428.	122,428.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	20,767.	5,767.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	875.			875.
24	**Total operating and administrative expenses** Add lines 13 through 23	144,070.	128,195.		875.
25	Contributions, gifts, grants paid	1,262,038.			1,262,038.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,406,108.	128,195.		1,262,913.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	1,170,444.			
b	**Net investment income** (if negative, enter -0-)		1,451,936.		
c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see page 30 of the instructions. *ATCH 5 JSA ** ATCH 6

G 17

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	51,676.	23,763.	23,763.
	2	Savings and temporary cash investments	2,440,517.	5,088,722.	5,088,722.
	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			
	10 a	Investments - U S and state government obligations (attach schedule) **	12,601,241.	1,757,780.	1,755,113.
	b	Investments - corporate stock (attach schedule) ATCH 9	10,540,792.	19,253,588.	23,488,389.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	1,016,479.	1,697,296.	2,007,800.
	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 I)	26,650,705.	27,821,149.	32,363,787.
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.	
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	26,650,705.	27,821,149.	
	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)	26,650,705.	27,821,149.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	26,650,705.	27,821,149.	

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	26,650,705.
2	Enter amount from Part I, line 27a	2	1,170,444.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	27,821,149.
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	27,821,149.

**ATCH 8

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	SEE PART IV SCHEDULE			
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	1,242,177.
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	1,523,108.	25,862,833.	0.058892
2008	1,835,612.	27,687,295.	0.066298
2007	1,630,190.	28,242,941.	0.057720
2006	1,565,059.	26,753,816.	0.058499
2005	1,656,206.	25,812,867.	0.064162

2 Total of line 1, column (d)	2	0.305571
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	0.061114
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	29,213,830.
5 Multiply line 4 by line 3	5	1,785,374.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,519.
7 Add lines 5 and 6	7	1,799,893.
8 Enter qualifying distributions from Part XII, line 4	8	1,262,913.

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

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 ruling 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	29,039.
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	
3	Add lines 1 and 2			3	29,039.
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	29,039.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	16,784.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	41,784.
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	12,745.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 12,745. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NEW YORK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ALEXA MODEL Telephone no ▶ 212-259-0864

Located at ▶ C/O LEVIN 595 MADISON AVENUE - 17TH FL NEW YORK, NY ZIP + 4 ▶ 10022

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

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

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

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

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

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
ATTACHMENT 11		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 . . . . ▶

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 . . . ▶ NONE

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 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
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 1			a	25,388,779.
b	Average of monthly cash balances			1b	2,575,775.
c	Fair market value of all other assets (see page 25 of the instructions)			1c	1,694,157.
d	**Total** (add lines 1a, b, and c)			1d	29,658,711.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	29,658,711.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)			4	444,881.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	29,213,830.
6	**Minimum investment return.** Enter 5% of line 5			6	1,460,692.

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	1,460,692.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	29,039.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	29,039.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,431,653.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,431,653.
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	1,431,653.

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	1,262,913.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,262,913.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,262,913.

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					1,431,653.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only					
b	Total for prior years 20 08 ,20 07 ,20 06					
3	Excess distributions carryover, if any, to 2010					
a	From 2005	385,205.				
b	From 2006	260,380.				
c	From 2007	262,831.				
d	From 2008	470,549.				
e	From 2009	242,810.				
f	**Total** of lines 3a through e		1,621,775.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,262,913.					
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					1,262,913.
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).)*		168,740.			168,740.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,453,035.			
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)		216,465.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,236,570.			
10	Analysis of line 9					
a	Excess from 2006	260,380.				
b	Excess from 2007	262,831.				
c	Excess from 2008	470,549.				
d	Excess from 2009	242,810.				
e	Excess from 2010					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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))

N/A

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE SCHEDULE ATTACHED				1,262,038.
Total . . . . ▶ **3a**				1,262,038.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	46,362.	
4 Dividends and interest from securities			14	343,852.	
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			18	1,242,177.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 12		-3,579.		-52,260.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-3,579.		1,580,131.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,576,552.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee

Date 11·2·11

Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name Michael J Alesco CPA

Preparer's signature Michael J Alesco CPA

Date 11·2·11

Check ☐ if self-employed

PTIN P00097267

Firm's name ▶ LCS TAX, LLC

Firm's EIN ▶ 27-2951973

Firm's address ▶ 595 MADISON AVENUE - 16TH FLOOR
NEW YORK, NY 10022

Phone no 212-259-0813

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization
THE DEBORAH LOEB BRICE FOUNDATION

Employer identification number
23-7065499

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE DEBORAH LOEB BRICE FOUNDATION

Employer identification number 23-7065499

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DEBORAH L. BRICE C/O LEVIN CAPITAL 595 MADISON AVE 17 FL NEW YORK, NY 10022	$ 1,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE SCHEDULE ATTACHED					VARIOUS	VARIOUS
8,965,833.		8,437,898.					527,935.	
		CAPITAL GAIN DISTRIBUTIONS					VARIOUS	VARIOUS
1,661.							1,661.	
		THRU PARTNERSHIPS					VARIOUS	VARIOUS
712,581.							712,581.	
TOTAL GAIN(LOSS)		....					1,242,177.	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
DEBORAH L. BRICE C/O LEVIN CAPITAL 595 MADISON AVE 17 FL NEW YORK, NY 10022	11/29/2010	1,000,000.
TOTAL CONTRIBUTION AMOUNTS		1,000,000.

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN (US GOV'T INTEREST)	32,296.	32,296.
FIRST MANHATTAN	54.	54.
FIRST MANHATTAN (US GOV'T INTEREST)	120.	120.
THRU PARTNERSHIP INVESTMENTS	13,892.	13,892.
TOTAL	46,362.	46,362.

ATTACHMENT 3

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN		214,685.	214,685.
SCHWAB		16,813.	16,813.
GABELLI & CO		63,167.	63,167.
FIRST MANHATTAN		31,950.	31,950.
THRU PARTNERSHIP INVESTMENTS		17,237.	17,237.
	TOTAL	343,852.	343,852.

ATTACHMENT 4

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SEC 988/ORDIN INCOME - THRU PARTNERSHIPS	-52,260.	-52,260.
UBIT/FORM 990T INCOME - THRU PARTNERSHPS	-3,579.	
TOTALS	-55,839.	-52,260.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	122,428.	122,428.
TOTALS	122,428.	122,428.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES WITHHELD	5,767.	5,767.
FEDERAL TAXES	15,000.	
TOTALS	20,767.	5,767.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FILING FEES	750.	750.
AD/PUBLICATION	125.	125.
TOTALS	875.	875.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TREASURY BILLS	1,074,708.	1,074,855.
TREASURY BONDS	683,072.	680,258.
TIPS		
US OBLIGATIONS TOTAL	1,757,780.	1,755,113.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCK	18,805,638.	22,894,697.
FOREIGN STOCK	62,060.	168,903.
MUTUAL FUNDS	210,674.	231,389.
WARRANTS	175,216.	193,400.
TOTALS	19,253,588.	23,488,389.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PARTNERSHIPS	1,697,296.	2,007,800.
TOTALS	1,697,296.	2,007,800.

THE DEBORAH LOEB BRICE FOUNDATION 23-7065499

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DEBORAH L BRICE C/O LEVIN CAPITAL STRATEGIES, LP 595 MADISON AVENUE - 17TH FLOOR NEW YORK, NY 10022	TRUSTEE	0.	0.	0.
JEROME A MANNING C/O STROOCK & STROOCK & LAVAN 180 MAIDEN LANE NEW YORK, NY 10038	TRUSTEE	0.	0.	0.
TARAN DAVIES C/O LEVIN CAPITAL STRATEGIES, LP 595 MADISON AVENUE - 17TH FLOOR NEW YORK, NY 10022	TRUSTEE	0.	0.	0.
JOHN A LEVIN C/O LEVIN CAPITAL STRATEGIES, LP 595 MADISON AVENUE - 17TH FLOOR NEW YORK, NY 10022	TRUSTEE	0.	0.	0.
ALEXA MODEL C/O LEVIN CAPITAL STRATEGIES, LP 595 MADISON AVENUE - 17TH FLOOR NEW YORK, NY 10022	TRUSTEE	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

THE DEBORAH LOEB BRICE FOUNDATION 23-7065499

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SEC 988/ORDINARY INCOME - THRU PARTNERSHIPS	523920	-3,579.	14		
TOTALS		-3,579.		-52,260.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust: THE DEBORAH LOEB BRICE FOUNDATION

Employer identification number: 23-7065499

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,242,177.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	1,242,177.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

JSA
0F1210 2 000

	Part III **Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		**(1)** Beneficiaries' (see instr)	**(2)** Estate's or trust's	**(3)** Total
13	**Net short-term gain or (loss)**	**13**			1,242,177.
14	**Net long-term gain or (loss):**				
a	Total for year	**14a**			
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	**14b**			
c	28% rate gain	**14c**			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	**15**			1,242,177.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** **b** $3,000 **16** ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			**17**			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	**18**					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	**19**					
20	Add lines 18 and 19	**20**					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	**21**					
22	Subtract line 21 from line 20 If zero or less, enter -0-			**22**			
23	Subtract line 22 from line 17 If zero or less, enter -0-			**23**			
24	Enter the **smaller** of the amount on line 17 or $2,300			**24**			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			**25**			
26	Subtract line 25 from line 24			**26**			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			**27**			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			**28**			
29	Subtract line 28 from line 27			**29**			
30	Multiply line 29 by 15% (15)					**30**	
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					**31**	
32	Add lines 30 and 31					**32**	
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					**33**	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					**34**	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: THE DEBORAH LOEB BRICE FOUNDATION

Employer identification number: 23-7065499

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	SEE SCHEDULE ATTACHED	VARIOUS	VARIOUS	8,965,833.	8,437,898.	527,935.
	CAPITAL GAIN DISTRIBUTIONS	VARIOUS	VARIOUS	1,661.		1,661.
	THRU PARTNERSHIPS	VARIOUS	VARIOUS	712,581.		712,581.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 1,242,177.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

JSA
0F1221 1 000

REALIZED GAINS AND LOSSES

From 01-01-10 Through 12-31-10

						Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
01-24-01	01-11-10	600	AMERICAN EXPRESS CO	24,472	24,653		181
12-30-08	01-21-10	250	FREEPORT-MCMORAN COP&G CL B	5,899	19,449		13,550
06-05-09	01-26-10	1,700	COVIDIEN PLC SHS	61,397	86,195	24,798	
10-31-03	01-27-10	240	TEMPLE INLAND INC COM	3,879	4,303		424
05-04-09	01-27-10	1,000	PLAINS EXPL & PRODTN COM	22,299	34,859	12,560	
08-22-02	01-27-10	31	AOL INC COM	763	726		-37
10-29-08	01-27-10	3,400	ABB LTD SPONSORED ADR	41,236	63,463		22,227
04-24-09	01-28-10	350	THERMO FISHER SCIENTIF COM	11,848	16,311	4,463	
06-07-06	01-28-10	320	CADBURY SCHWEPPES PLC ADR	14,003	17,216		3,213
02-01-10	02-12-10	1,500	DOW CHEMICAL CO COM	41,782	40,736	-1,047	
03-16-07	02-12-10	284	CADBURY SCHWEPPES PLC ADR	15,491	14,110		-1,381
03-16-07	02-12-10	356	CADBURY SCHWEPPES PLC ADR	19,419	17,688		-1,731
01-27-98	02-16-10	1,500	PEPSIAMERICAS INC COM	23,520	44,169		20,649
04-24-09	02-22-10	1,450	THERMO FISHER SCIENTIF COM	49,087	69,235	20,149	
08-28-00	03-02-10	500	LOCKHEED MARTIN CORP	14,587	39,741		25,154
01-27-98	03-02-10	119	LIBERTY MEDIA CORP LIBERTY STARZ	1,246	6,082		4,836
11-26-02	03-02-10	5	LIBERTY MEDIA CORP LIBERTY STARZ	51	256		204
06-21-00	03-02-10	1,000	MODINE MFG CO COM	26,380	9,783		-16,596
07-09-07	03-02-10	200	MODINE MFG CO COM	4,725	1,957		-2,768
03-28-02	03-02-10	570	NORTHROP GRUMMAN CORP	27,455	35,886		8,431
09-29-06	03-02-10	1,000	WOODWARD GOVERNOR CO COM	16,885	29,502		12,617
05-21-08	03-05-10	0	TOOTSIE ROLL INDS INC	2	2		0
01-06-10	03-12-10	800	ASTRAZENECA PLC	36,925	35,155	-1,770	
11-21-08	03-15-10	750,000	UNITED STATES TREAS NTS 0 625% Due 04-15-13	691,900	768,733		76,833
01-12-09	03-15-10	350,000	UNITED STATES TREAS NTS 0 625% Due 04-15-13	338,869	358,742		19,873
06-30-09	03-15-10	9,599	INFLATION FACTOR ADJUSTMENT FOR	9,599	9,599	0	
09-30-09	03-15-10	12,240	INFLATION FACTOR ADJUSTMENT FOR	12,240	12,240	0	
12-31-09	03-15-10	4,511	INFLATION FACTOR ADJUSTMENT FOR	4,511	4,511	0	
03-08-07	04-01-10	300	CANADIAN NATURAL RESOURCES	15,410	22,995		7,585
12-05-07	04-01-10	1,000	CANADIAN NATURAL RESOURCES	65,299	76,650		11,351
12-30-08	04-01-10	130	FREEPORT-MCMORAN COP&G CL B	3,068	11,129		8,062
11-28-08	04-01-10	1,575	GENERAL ELECTRIC CO	25,960	28,793		2,833
02-17-10	04-01-10	1,575	GENERAL ELECTRIC CO	25,519	28,793	3,274	
06-05-09	04-01-10	1,300	COVIDIEN PLC SHS	46,951	65,925	18,974	
10-22-03	04-05-10	97	GREATER CHINA FD INC RIGHTS	45	31		-14
10-23-03	04-05-10	210	GREATER CHINA FD INC RIGHTS	95	67		-28
12-16-05	04-05-10	63	GREATER CHINA FD INC RIGHTS	22	20		-1
12-16-05	04-05-10	33	GREATER CHINA FD INC RIGHTS	11	11		-1
12-16-05	04-05-10	100	GREATER CHINA FD INC RIGHTS	34	32		-2
12-16-05	04-05-10	20	GREATER CHINA FD INC RIGHTS	7	6		0
12-16-05	04-05-10	20	GREATER CHINA FD INC RIGHTS	7	6		0
12-16-05	04-05-10	3	GREATER CHINA FD INC RIGHTS	1	1		0
12-16-05	04-05-10	34	GREATER CHINA FD INC RIGHTS	12	11		-1
12-16-05	04-05-10	70	GREATER CHINA FD INC RIGHTS	24	22		-2
12-23-05	04-05-10	2,250	GREATER CHINA FD INC RIGHTS	859	720		-140
08-04-08	04-05-10	656	GREATER CHINA FD INC RIGHTS	250	210		-40
12-30-08	04-05-10	600	GREATER CHINA FD INC RIGHTS	139	192		53
06-29-09	04-06-10	1,500	RENAISSANCE RE HLDGS COM	70,596	84,936	14,340	
05-04-07	04-09-10	200	PROCTER & GAMBLE CO	12,508	12,451		-57
06-05-08	04-12-10	7,000	SARA LEE CORP	96,827	99,424		2,597
04-20-07	04-13-10	1,500	WASHINGTON R EST IN TR SH BEN IN	58,527	46,970		-11,557

REALIZED GAINS AND LOSSES

From 01-01-10 Through 12-31-10

						Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
08-22-08	04-15-10	400	MGM GRAND INC COM	11,645	5,872		-5,773
02-24-10	04-21-10	1,700	FPL GROUP INC	79,964	85,003	5,039	
08-25-09	04-21-10	300	SIGMA ALDRICH CORP COM	15,681	16,976	1,296	
09-11-09	04-21-10	800	SIGMA ALDRICH CORP COM	40,446	45,271	4,825	
09-22-09	04-22-10	528	BAXTER INTL INC	30,802	26,005	-4,798	
10-12-09	04-22-10	972	BAXTER INTL INC	56,509	47,872	-8,637	
05-09-06	04-28-10	5,000	AMICAS INC COM	16,527	30,250		13,722
09-11-09	05-06-10	500	SIGMA ALDRICH CORP COM	25,279	27,867	2,589	
03-01-10	05-06-10	50	SIGMA ALDRICH CORP COM	2,442	2,787	345	
03-17-10	05-07-10	5,000	SOUTHERN CO	166,673	169,783	3,110	
11-16-09	05-10-10	6,800	CENTERPOINT ENERGY INC COM	87,764	95,816	8,053	
07-03-07	05-15-10	250,000	UNITED STATES TREAS NTS 4 500% Due 05-15-10	247,681	250,000		2,319
08-02-07	05-15-10	200,000	UNITED STATES TREAS NTS 4 500% Due 05-15-10	199,806	200,000		194
08-07-07	05-15-10	100,000	UNITED STATES TREAS NTS 4 500% Due 05-15-10	100,181	100,000		-181
10-29-07	05-19-10	2,000	STAPLES INC COM	45,256	42,870		-2,385
11-27-07	05-19-10	400	STAPLES INC COM	8,854	8,574		-280
03-23-10	05-24-10	2,311	SOUTHERN CO	76,662	77,124	462	
06-12-08	05-31-10	600,000	UNITED STATES TREAS NTS 2 625% Due 05-31-10	596,556	600,000		3,444
10-21-02	06-07-10	300	DIRECTV GROUP INC COM	2,703	11,493		8,790
11-05-02	06-07-10	460	DIRECTV GROUP INC COM	4,817	17,622		12,806
11-26-02	06-07-10	35	DIRECTV GROUP INC COM	263	1,341		1,078
12-23-05	06-07-10	1,040	DIRECTV GROUP INC COM	13,032	39,842		26,810
08-03-09	06-07-10	2,700	DRESSER-RAND GROUP INC COM	80,938	88,349	7,411	
08-12-09	06-07-10	2,000	DRESSER-RAND GROUP INC COM	62,179	65,443	3,264	
08-24-09	06-07-10	2,200	DRESSER-RAND GROUP INC COM	70,799	71,988	1,189	
12-20-01	06-08-10	790	CONOCOPHILLIPS COM	23,051	39,470		16,419
04-02-02	06-08-10	429	CONOCOPHILLIPS COM	12,438	21,434		8,995
08-03-09	06-08-10	1,751	CONOCOPHILLIPS COM	79,018	87,483	8,465	
02-20-07	06-08-10	2,400	UNILEVER NV ADR NEW YORK	64,511	65,044		533
08-16-06	06-08-10	100	MARSH & MCLENNAN COS	2,550	2,042		-508
08-12-09	06-08-10	3,700	MARSH & MCLENNAN COS	86,216	75,560	-10,655	
10-21-02	06-08-10	375	LIBERTY MEDIA HLDG CRP INT COM S	4,778	4,579		-199
11-05-02	06-08-10	575	LIBERTY MEDIA HLDG CRP INT COM S	8,410	7,022		-1,388
11-26-02	06-08-10	48	LIBERTY MEDIA HLDG CRP INT COM S	459	586		128
12-23-05	06-08-10	1,300	LIBERTY MEDIA HLDG CRP INT COM S	22,753	15,875		-6,878
10-21-02	06-08-10	30	LIBERTY MEDIA CORP LIBERTY STARZ	416	1,504		1,087
11-05-02	06-08-10	46	LIBERTY MEDIA CORP LIBERTY STARZ	754	2,306		1,552
11-26-02	06-08-10	3	LIBERTY MEDIA CORP LIBERTY STARZ	41	150		109
12-23-05	06-08-10	104	LIBERTY MEDIA CORP LIBERTY STARZ	2,039	5,213		3,175
04-16-07	06-10-10	400	AMERICAN EXPRESS CO	23,459	16,010		-7,450
03-19-09	06-10-10	1,000	AMERICAN EXPRESS CO	14,070	40,024		25,955
06-11-10	06-21-10	1,300	UNITED PARCEL SERVC CL B	79,418	81,207	1,789	
04-29-10	06-23-10	4,300	ABB LTD SPONSORED ADR	83,045	79,242	-3,803	
03-23-10	06-25-10	3,517	HAWAIIAN ELEC INDUSTRIES	78,566	79,358	792	
03-20-06	06-28-10	456	TYCO ELECTRONICS LTD	14,221	12,552		-1,669
04-19-06	06-28-10	300	TYCO ELECTRONICS LTD	9,236	8,258		-978
08-16-06	06-28-10	362	TYCO ELECTRONICS LTD	10,982	9,965		-1,017
03-02-10	07-15-10	1,000	MILLIPORE CORP COM	104,930	107,000	2,070	
03-01-10	07-30-10	550	SIGMA ALDRICH CORP COM	26,863	30,751	3,888	

REALIZED GAINS AND LOSSES

From 01-01-10 Through 12-31-10

						Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
06-11-10	07-30-10	1,650	SIGMA ALDRICH CORP COM	86,240	92,254	6,014	
06-21-10	07-30-10	700	SIGMA ALDRICH CORP COM	37,948	39,138	1,189	
05-13-10	07-30-10	1,200	SYBASE INC	77,288	78,000	712	
06-28-10	08-02-10	1,750	BOARDWALK PIPELIN PTNR UT LTD PA	52,786	54,299	1,513	
06-28-10	08-04-10	900	BOARDWALK PIPELIN PTNR UT LTD PA	27,147	27,669	522	
05-08-09	08-04-10	1,650	PITNEY BOWES INC	36,988	35,465		-1,523
10-12-09	08-11-10	925	CHUBB CORP	47,377	49,113	1,736	
05-19-08	08-16-10	3,600	E M C CORP MASS COM	65,552	66,366		814
03-18-10	08-24-10	1,900	HONEYWELL INC	82,400	74,283	-8,117	
01-06-06	08-24-10	1,250	ACCENTURE PLC IRELAND SHS CLASS	39,028	47,037		8,009
11-12-04	08-24-10	195	TEMPLETON DRAGON FD COM	3,239	5,179		1,941
01-05-09	08-24-10	1,755	TEMPLETON DRAGON FD COM	32,276	46,613		14,337
01-05-09	08-25-10	145	TEMPLETON DRAGON FD COM	2,667	3,818		1,151
06-05-09	08-27-10	500	COVIDIEN PLC SHS	18,058	18,365		307
07-30-09	08-27-10	176	COVIDIEN PLC SHS	6,663	6,464		-199
08-07-09	08-27-10	174	COVIDIEN PLC SHS	6,703	6,391		-312
08-10-09	08-27-10	3,000	COVIDIEN PLC SHS	115,694	110,190		-5,504
11-14-06	08-30-10	400	MITSUBISHI ESTATE CO LTD	9,226	6,206		-3,021
07-13-07	08-30-10	400	MITSUBISHI ESTATE CO LTD	10,798	6,206		-4,592
09-27-07	08-30-10	2,200	MITSUBISHI ESTATE CO LTD	62,371	34,130		-28,240
12-06-07	08-30-10	500	MITSUBISHI ESTATE CO LTD	13,286	7,757		-5,529
01-22-07	09-01-10	1,000	INTERMEC INC	24,087	10,900		-13,187
03-23-10	09-03-10	2,201	AMERICAN ELECTRIC POWER	75,071	79,213	4,141	
05-24-10	09-03-10	2,264	AMERICAN ELECTRIC POWER	71,572	81,480	9,908	
09-17-09	09-16-10	1,172	BAXTER INTL INC	67,518	52,500	-15,017	
06-29-09	09-17-10	500	EDWARDS LIFESCIENCES COM	16,742	28,471		11,729
08-03-10	10-01-10	3,000	AMERICREDIT CORP COM	72,485	73,500	1,015	
05-09-08	10-05-10	2,158 042	HARBOR FD INTL FD INSTL	154,350	124,642		-29,708
03-23-10	10-07-10	5,987	CENTERPOINT ENERGY INC COM	85,793	95,447	9,654	
07-21-10	10-07-10	1,897	CENTERPOINT ENERGY INC COM	26,767	30,243	3,476	
09-01-10	10-07-10	3,585	CENTERPOINT ENERGY INC COM	54,299	57,153	2,854	
03-23-10	10-07-10	6,568	WESTAR ENERGY INC COM	147,091	160,256	13,165	
01-14-09	10-07-10	500	ALBERTO CULVER CO CL B CONV	11,983	18,735		6,752
12-18-08	10-07-10	1,200	MGM GRAND INC COM	16,512	13,939		-2,573
03-28-02	10-07-10	500	NORTHROP GRUMMAN CORP	24,083	30,896		6,813
08-28-00	10-07-10	500	RAYTHEON CO COM NEW	14,525	22,636		8,111
01-19-01	10-07-10	500	WOLVERINE WORLD WIDE COM	4,777	15,068		10,290
12-01-08	10-08-10	800	NORTHERN TRUST CORP	34,425	38,221		3,796
08-05-09	10-12-10	3,000	PFIZER INC	47,569	51,728		4,159
08-24-09	10-12-10	2,100	PFIZER INC	35,280	36,209		929
10-12-10	10-20-10	1,000	ETFS PALLADIUM TR SH BEN INT	58,476	58,010	-466	
12-27-06	10-20-10	1,900	BANK OF NY MELLON CORP	81,083	48,739		-32,344
12-11-06	10-20-10	6,000	BANK OF NY MELLON CORP	252,194	153,913		-98,281
12-23-05	10-20-10	725	BANK OF NY MELLON CORP	25,295	18,598		-6,697
11-03-98	10-20-10	1,250	BANK OF NY MELLON CORP	38,814	32,065		-6,749
09-28-10	10-20-10	3,200	BANK OF NY MELLON CORP	82,647	82,087	-560	
11-28-08	10-22-10	1,000	INGERSOLL-RAND CO	15,253	39,136		23,883
10-12-09	10-25-10	175	CHUBB CORP	8,963	10,233		1,270
10-23-09	10-25-10	750	CHUBB CORP	38,479	43,855		5,376
10-13-10	10-26-10	1,000	ETFS PALLADIUM TR SH BEN INT	58,967	60,776	1,809	
03-23-10	11-03-10	290	WESTAR ENERGY INC COM	6,495	7,363	869	
07-21-10	11-03-10	2,172	WESTAR ENERGY INC COM	50,694	55,150	4,456	
09-01-10	11-03-10	4,105	WESTAR ENERGY INC COM	100,045	104,231	4,186	

REALIZED GAINS AND LOSSES

From 01-01-10 Through 12-31-10

						Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
09-08-10	11-15-10	1,450	SIGMA ALDRICH CORP COM	82,388	92,850	10,462	
11-28-08	11-17-10	1,454	INGERSOLL-RAND CO	22,177	59,126		36,949
02-27-06	11-19-10	1,000	RPC INC COM	15,376	26,822		11,445
10-12-09	11-22-10	1,828	BAXTER INTL INC	106,274	92,129		-14,144
05-10-10	11-22-10	1,500	BAXTER INTL INC	70,090	75,598	5,509	
06-21-10	11-22-10	4,500	BAXTER INTL INC	190,053	226,795	36,742	
10-26-10	11-23-10	2,800	NEW YORK TIMES CL A	21,778	24,727	2,949	
10-26-10	11-24-10	1,700	NEW YORK TIMES CL A	13,222	15,251	2,029	
09-21-05	11-30-10	1,500	DISCOVERY COMMUNICATIONS - A	21,798	61,468		39,671
11-16-04	12-01-10	0	Enron 6 750% Escrow	0	63		63
03-23-10	12-01-10	3,322	NORTHEAST UTILS COM	90,139	104,424	14,284	
07-21-10	12-01-10	1,053	NORTHEAST UTILS COM	29,084	33,100	4,016	
09-01-10	12-01-10	1,988	NORTHEAST UTILS COM	59,346	62,491	3,145	
11-26-10	12-01-10	943	NORTHEAST UTILS COM	30,081	29,642	-439	
10-26-10	12-02-10	1,700	NEW YORK TIMES CL A	13,222	15,295	2,073	
05-04-09	12-08-10	1,900	PLAINS EXPL & PRODTN COM	42,369	57,427		15,058
08-21-09	12-08-10	150	PLAINS EXPL & PRODTN COM	3,894	4,534		639
07-15-10	12-10-10	2,500	ADC TELECOMMUNICATIONS INC CMN	31,405	31,875	470	
03-23-10	12-16-10	2,385	SCANA CORP NEW COM	90,543	96,682	6,139	
07-21-10	12-16-10	755	SCANA CORP NEW COM	28,882	30,606	1,724	
09-01-10	12-16-10	1,428	SCANA CORP NEW COM	56,919	57,887	968	
11-26-10	12-16-10	677	SCANA CORP NEW COM	27,974	27,444	-530	
01-22-08	12-23-10	200	FLOWSERVE CORP COM	16,490	23,778		7,288
TOTAL GAINS						310,872	588,568
TOTAL LOSSES						-55,838	-315,667
				8,437,898	**8,965,833**	**255,034**	**272,901**

TOTAL REALIZED GAIN/LOSS 527,935

SHORT-TERM - ABOVE	$ 255,034
LONG-TERM - ABOVE	272,901
Capital Gain Distributions	1,661
THRU PARTNERSHIPS	712,581
	$ 1,242,177

THE DEBORAH LOEB BRICE FOUNDATION
EIN 23-7065499
DECEMBER 31, 2010

CHARITABLE ORGANIZATION	IRC SEC. 509(a) PUBLIC CHARITY	*PURPOSE*	*$$$$$*
AMERICAN ASSOCIATES OF THE ROYAL ACADEMY TRUST	YES	UNRESTRICTED	17,025
AMERICAN FOUNDATION FOR COURTAULD INSTITUTE	YES	UNRESTRICTED	378,907
AMERICAN FRIENDS OF THE ART FUND	YES	UNRESTRICTED	6,440
AMERICAN FRIENDS OF THE DONMAR THEATRE	YES	UNRESTRICTED	4,581
AMERICAN FRIENDS OF THE NATIONAL PORTRAIT GALLERY	YES	UNRESTRICTED	15,383
AMERICAN FUND FOR THE V & A	YES	UNRESTRICTED	1,572
AMERICAN PATRONS OF THE TATE GALLERY	YES	UNRESTRICTED	166,546
AMERICAN FUND FOR THE ROYAL OPERA HOUSE	YES	UNRESTRICTED	3,554
CAF AMERICA	YES	UNRESTRICTED	233,987
HUMANIST CHAPLAINCY AT HARVARD	YES	UNRESTRICTED	40,000
INTERNATIONAL PRINT CENTER OF NEW YORK	YES	UNRESTRICTED	15,000
NEW YORK UNIVERSITY-INSTITUTE OF FINE ARTS	YES	UNRESTRICTED	30,000
SADLER'S WELLS ASSOCIATION	YES	UNRESTRICTED	15,693
SIR JOHN SOANE'S MUSEUM FOUNDATION	YES	UNRESTRICTED	199,350
TEAMWORK FOUNDATION, INC	YES	UNRESTRICTED	3,000
THE FRICK COLLECTION	YES	UNRESTRICTED	1,000
THE LYFORD CAY FOUNDATION, INC	YES	UNRESTRICTED	30,000
THE MADEIRA SCHOOL	YES	UNRESTRICTED	35,000
UPPER SARANAC LAKE FOUNDATION	YES	UNRESTRICTED	30,000
VILLA I TATTI HARVARD UNIVERSITY	YES	UNRESTRICTED	10,000
WINSTON CHURCHILL FOUNDATION	YES	UNRESTRICTED	20,000
WORLD MONUMENTS FUND	YES	UNRESTRICTED	5,000
TOTAL			**1,262,038**

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print
File by the due date for filing your return See instructions

Name of exempt organization: THE DEBORAH LOEB BRICE FOUNDATION
Employer identification number: 23-7065499
Number, street, and room or suite no If a P O box, see instructions. C/O LEVIN CAPITAL STRATEGIES, LP
595 MADISON AVENUE - 17TH FLOOR
City, town or post office, state, and ZIP code For a foreign address, see instructions.
NEW YORK, NY 10022

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ ALEXA MODEL

Telephone No ▶ 212 259-0864 FAX No. ▶ 212 259-0859

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 20 10 or
▶ ☐ tax year beginning ______, 20____, and ending ______, 20____.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 41,784.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 16,784.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 25,000.

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

For Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2011)

JSA
0F8054 4 000

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print

File by the extended due date for filing your return. See instructions.

Name of exempt organization: THE DEBORAH LOEB BRICE FOUNDATION

Employer identification number: 23-7065499

Number, street, and room or suite no. If a P.O. box, see instructions: C/O LEVIN CAPITAL STRATEGIES, LP

City, town or post office, state, and ZIP code. For a foreign address, see instructions: NEW YORK, NY 10022

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ ALEXA MODEL

  Telephone No ▶ 212 259-0864 FAX No. ▶ 212 259-0859
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 11

5 For calendar year 2010 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 41,784.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 41,784.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$

Signature and Verification

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

Signature ▶ Title ▶ CPA Date ▶ 08/09/2011