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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

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

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

Name of foundation THE ASPEN GROVE FOUNDATION C/O JOSEPH J. KULUNAS		A Employer identification number 23-7921981
Number and street (or P O box number if mail is not delivered to street address) 222 LAKEVIEW AVE - SUITE 700		B Telephone number (see page 10 of the instructions) 561-835-9600
City or town, state, and ZIP code WEST PALM FL 33401		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) \$ 921,688	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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 checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	28,391	28,391	28,391	
	4 Dividends and interest from securities	2,284	2,284	2,284	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	532			
	b Gross sales price for all assets on line 6a 570,816				
	7 Capital gain net income (from Part IV, line 2)		532		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
Operating and Administrative Expenses	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	31,207	31,207	30,675	
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	2,485			
	c Other professional fees (attach schedule) STMT 2	667			
	17 Interest	124			
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	6,612			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch)				
	24 Total operating and administrative expenses. Add lines 13 through 23	9,888	0	0	0
25 Contributions, gifts, grants paid	54,000			54,000	
26 Total expenses and disbursements. Add lines 24 and 25	63,888	0	0	54,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-32,681				
b Net investment income (if negative, enter -0-)		31,207			
c Adjusted net income (if negative, enter -0-)			30,675		

200

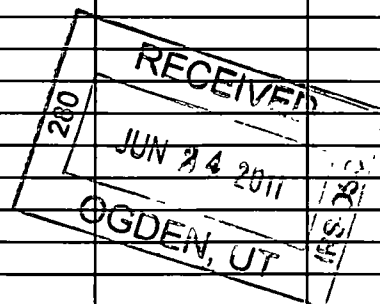
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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	74,999	268,293	268,293
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule) STMT 4	51,139		
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) SEE STATEMENT 5	815,408	640,572	653,395
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	941,546	908,865	921,688
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	5,000	5,000	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	5,000	5,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	628,546	628,546	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	308,000	275,319	
	30 Total net assets or fund balances (see page 17 of the instructions)	936,546	903,865	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	941,546	908,865	

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	936,546
2 Enter amount from Part I, line 27a	2	-32,681
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	903,865
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	903,865

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 ATTACHED		P	VARIOUS	VARIOUS
b SEE ATTACHED		P	VARIOUS	VARIOUS
c SEE ATTACHED		P	VARIOUS	VARIOUS
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 816			816
b 290,000		292,681	-2,681
c 280,000		277,603	2,397
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			816
b			-2,681
c			2,397
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	532
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	43,000	941,164	0.045688
2008	52,000	964,174	0.053932
2007	63,400	906,575	0.069934
2006	29,200	799,123	0.036540
2005	26,510	565,026	0.046918

2 Total of line 1, column (d)	2	0.253012
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	0.050602
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	931,840
5 Multiply line 4 by line 3	5	47,153
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	312
7 Add lines 5 and 6	7	47,465
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	54,000

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	312
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	312
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	312
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	1,000
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	688
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 688 Refunded	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOSEPH J. KULUNAS 222 LAKEVIEW AVE. - SUITE 700 Located at ► WEST PALM FL Telephone no. ► 561-835-9600 ZIP+4 ► 33401			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ N/A **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? ☐ 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**

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
EDWARD ASPLUNDH 230 EL PUEBLO WAY PALM BEACH FL 33480	PRESIDENT 0.50	0	0	0
GWENDOLYN ASPLUNDH 230 EL PUEBLO WAY PALM BEACH FL 33480	TREASURER 0.50	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	728,943
b	Average of monthly cash balances	1b	217,087
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	946,030
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	946,030
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	14,190
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	931,840
6	Minimum investment return. Enter 5% of line 5	6	46,592

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	46,592
2a	Tax on investment income for 2010 from Part VI, line 5	2a	312
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	312
3	Distributable amount before adjustments Subtract line 2c from line 1	3	46,280
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	46,280
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	46,280

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	54,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	54,000
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	312
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,688

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				46,280
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				18,814
d From 2008				4,791
e From 2009				
f Total of lines 3a through e	23,605			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 54,000				
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				46,280
e Remaining amount distributed out of corpus	7,720			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	31,325			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	31,325			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				18,814
c Excess from 2008				4,791
d Excess from 2009				
e Excess from 2010				7,720

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

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

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:

JOSEPH J. KULUNAS

222 LAKEVIEW AVE. - SUITE 700 WEST PALM FL 33401

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

NO FORMAL PROCEDURE

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year SEE STATEMENT 6					54,000
Total					54,000
b Approved for future payment N/A					
Total					

Name

THE ASPEN GROVE FOUNDATION
C/O JOSEPH J. KULUNAS

Employer Identification Number

23-7921981

FORM 990-PF, PART II, LINE 20 - ADDITIONAL INFORMATION

Name of lender	Title
(1) OFFICER	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 5,000	VARIOUS	VARIOUS	N/A	0.000
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	5,000	5,000
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Totals	5,000	5,000

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 2,485	\$	\$	\$
TOTAL	\$ 2,485	\$ 0	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT OTHER PROFESSIONAL FEES	\$ 667	\$	\$	\$
TOTAL	\$ 667	\$ 0	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES-PENALTIES	\$ 6,562	\$	\$	\$
FOREIGN TAXES	50			
TOTAL	\$ 6,612	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVERNMENT OBLIGATIONS	\$ 51,139	\$	COST	\$
TOTAL	\$ 51,139	\$ 0		\$ 0

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CERTIFICATES OF DEPOSIT	\$ 717,827	\$ 492,224	COST	\$ 504,291
MUTUAL FUNDS	21,442		COST	
UNIT INVESTMENT TRUSTS	76,139		COST	

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CLOSE END FUNDS	\$	\$ 148,810	COST	\$ 149,800
OPTIONS		-462	COST	-696
TOTAL	\$ 815,408	\$ 640,572		\$ 653,395

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

NO FORMAL PROCEDURE

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Address	Amount
Relationship	Status	Purpose	
ABINGTON MEMORIAL HOSPITA	1200 OLD YORK ROAD	ABINGTON PA 19001	
	CHARITABLE CONTRIBUTION		1,000
AMNESTY INTERNATIONAL	5 PENN PLAZA	NEW YORK NY 10001	
	CHARITABLE CONTRIBUTION		1,000
ANIMAL ALLIANCE	PO BOX 1285	BELLE MEAD NJ 08502	
	CHARITABLE CONTRIBUTION		2,400
BOATSIE'S BOXES	33 FOREST HILLS DR.	WHEELING WV 26003	
	CHARITABLE CONTRIBUTION		500
BRYN ATHYN CHURCH	BOX 277	BRYN ATHYN PA 19009	
	CHARITABLE CONTRIBUTION		4,000
CENTRAL ASIA INSTITUTE	P.O. BOX 7209	BOZEMAN MT 59771	
	CHARITABLE CONTRIBUTION		1,600
CHILDHELP USA	15757 N. 78TH STREET	SCOTTSDALE AZ 85260	
	CHARITABLE CONTRIBUTION		1,600
CHILDREN'S HOSPITAL OF PH	34TH STS. & CIVIC CENTER	PHILADELPHIA PA 19104	
	CHARITABLE CONTRIBUTION		2,000
D&R GREENWAY	1327 CANAL ROAD	PRINCETON NJ 08540	
	CHARITABLE CONTRIBUTION		1,000
DOCTORS WITHOUT BORDERS	333 SEVENTH AVE, 2ND FLOO	NEW YORK NY 10001-5004	
	CHARITABLE CONTRIBUTION		1,600
ENDEAVOR INITIATIVE INC	900 BROADWAY SUITE 301	NEW YORK NY 10003	
	CHARITABLE CONTRIBUTION		2,500
EQUESTRIAN AID FOUNDATION	11924 W. FOREST HILL, BLV	WELLINGTON FL 33414	
	CHARITABLE CONTRIBUTION		1,000
HEIFER INTERNATIONAL	1015 LOUISIANA ST.	LITTLE ROCK AR 72202	
	CHARITABLE CONTRIBUTION		1,500
HOME FRONT	1880 PRINCETON AVE	LAWRENCEVILLE NJ 08648	
	CHARITABLE CONTRIBUTION		4,000
HOMES FOR OUR TROOPS	6 MAIN STREET	TAUNTON MA 02780	
	CHARITABLE CONTRIBUTION		1,000
HOPEWELL VOLUNTEER FIRE D	4 COLUMBIA AVE.	HOPEWELL NJ 08525	
	CHARITABLE CONTRIBUTION		100
KIMBERTON WALDORF SCHOOL	WEST SEVEN STARS ROAD	KIMBERTON PA 19442	
	CHARITABLE CONTRIBUTION		8,000

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Address	
Relationship	Status	Purpose	Amount
LAKE ERIE COLLEGE FUND	391 WEST WASHINGTON ST.	PAINESVILLE OH 44077	
	CHARITABLE CONTRIBUTION		500
LMBRTVILLE-NH AMB & RESC	P.O. BOX 237	HOPEWELL NJ 08525	
	CHARITABLE CONTRIBUTION		100
NAT MUS WOMEN IN ARTS	P.O. BOX 120	MERRIFIELD VA 22116-9640	
	CHARITABLE CONTRIBUTION		100
NATURAL RESOURCES DEFENSE	P.O. BOX 96048	WASHINGTON DC 20077-7488	
	CHARITABLE CONTRIBUTION		260
NATURE CONSERVANCY	490 WESTRIELD ROAD	CHARLOTTESVILLE VA 22901	
	CHARITABLE CONTRIBUTION		1,000
NORTHEAST ORGANIC FARMING	334 RIVER ROAD	HILLSBOROUGH NJ 08844	
	CHARITABLE CONTRIBUTION		150
PARTNERS IN HEALTH	P.O. BOX 845578	BOSTON MA 02284	
	CHARITABLE CONTRIBUTION		1,000
PENNINGTON FIRST AID	P.O. BOX 101	PENNINGTON NJ 08534	
	CHARITABLE CONTRIBUTION		100
PHILADELPHIA MUSM OF ART	PO BOX 7646	PHILADELPHIA PA 19101-764	
	CHARTIABLE CONTRIBUTION		350
PHILLIPS ACADEMY	180 MAIN STREET	ANDOVER MA 01810	
	CHARITABLE CONTRIBUTION		1,500
PLAN USA	155 PLAN WAY	WARWICK RI 02886	
	CHARITABLE CONTRIBUTION		2,600
PLANNED PARENTHOOD	P.O. BOX 97166	WASHINGTON DC 20077-7543	
	CHARITABLE CONTRIBUTION		1,500
PRINCETON ACADEMY	101 DRAKE'S CORNER ROAD	PRINCETON NJ 08540	
	CHARITABLE CONTRIBUTION		840
PURE THOUGHTS INC	19181 CAPET CREEK CT	LOXAHATCHEE FL 33470	
	CHARITABLE CONTRIBUTION		1,000
SAVE THE CHILDREN	54 WILTON ROAD	WESTPORT CT 06881	
	CHARITABLE CONTRIBUTION		1,600
STUART COUNTRY DAY SCHOOL	1200 STUART ROAD	PRINCETON NJ 08540	
	CHARITABLE CONTRIBUTION		1,500
THE ENGAGE NETWORK	PO BOX 748	VENICE CA 90294	
	CHARITABLE CONTRIBUTION		500
THE HUNGER PROJECT	5 UNION SQUARE WEST	NEW YORK NY 10003	
	CHARITABLE CONTRIBUTION		1,000
THE LORDS PLACE	PO BOX 3265	WEST PALM BEACH FL 33402	
	CHARITABLE CONTRIBUTION		1,000
UNITED YORKIE RESCUE	7170 DEER RUN	AMHERST OH 44001	
	CHARITABLE CONTRIBUTION		500
URBAN ZEN FOUNDATION	705 GREENWICH ST. 3RD FLR	NEW YORK NY 10014	
	CHARITABLE CONTRIBUTION		500
WHYY	P.O. BOX 8500-58793	PHILADELPHIA PA 19178-879	
	CHARITABLE CONTRIBUTION		100
WORLD WIDE ORPHAN'S FOUND	511 VALLEY ST # 200	MAPLEWOOD NJ 07040	
	CHARITABLE CONTRIBUTION		1,000
WXEL RADIO	PO BOX 6607	WEST PALM BEACH FL 33405	
	CHARITABLE CONTRIBUTION		500
TOTAL			54,000

Realized Capital Gains/Losses

Account 49375808

2010

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS							
4642874RJ/CALL: ISHARES TR INDEX (3.00)	10/18/10	07/22/10	44.99	0.00	0.00	44.99	0.00
46429JLJC/CALL: ISHARES TR INDEX (3.00)	12/20/10	10/20/10	113.99	0.00	0.00	113.99	0.00
78462F2RJ/CALL: SPDR S&P 500 ETF TRUST (3.00)	10/18/10	07/22/10	221.99	0.00	0.00	221.99	0.00
78462FLVC/CALL: SPDR TR UNIT SER 1 (3.00)	12/20/10	10/18/10	176.99	0.00	0.00	176.99	0.00
78467X2HJ/CALL: SPDR DOW JONES INDL (3.00)	10/18/10	07/22/10	89.99	0.00	0.00	89.99	0.00
78467X6CL/CALL: SPDR DOW JONES INDL (3.00)	12/20/10	10/18/10	167.99	0.00	0.00	167.99	0.00
Sub-total short term gain/loss:			815.94	0.00	0.00	815.94	0.00
Grand total gains/losses:			815.94	0.00	0.00	815.94	0.00



Realized Capital Gains/Losses

2010

CUSIP/Security Description	Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN/LOSS								
3133F4LM1/FEDERAL HOME LOAN MORTGAGE COR	200000.00	11/30/10	12/15/10	200,000.00	200,504.95	0.00	(504.95)	0.00
3133XSMU9/FEDERAL HOME LOAN BANKS	40000.00	03/29/10	11/26/10	40,000.00	41,036.95	0.00	(1,036.95)	0.00
3136F87K5/FEDERAL NATIONAL MORTGAGE ASSO	50000.00	08/10/09	03/19/10	50,000.00	51,139.47	0.00	(1,139.47)	0.00
Sub-total short term gain/loss:				290,000.00	292,681.37	0.00	(2,681.37)	0.00
LONG TERM GAIN/LOSS								
02341VSQ9/AMCORE BANK NA	50000.00	11/13/07	04/29/10	50,000.00	50,164.00	0.00	(164.00)	0.00
11143VNM4/BROADWAY BANK	15000.00	06/05/07	04/29/10	15,000.00	14,987.85	0.00	12.15	0.00
140071XB2/CAPITAL CROSSING BANK	20000.00	06/05/07	07/12/10	20,000.00	20,123.20	0.00	(123.20)	0.00
52519H7J0/LEHMAN BROTHERS BANK FSB	40000.00	11/02/07	05/17/10	40,000.00	40,125.60	0.00	(125.60)	0.00
589581GT8/MERIDIAN BANK NA	25000.00	07/03/06	07/06/10	25,000.00	24,759.00	0.00	241.00	0.00
84470QB5/SOUTHSIDE BANK	50000.00	08/11/09	08/26/10	50,000.00	50,000.00	0.00	0.00	0.00
89465AD54/TREASURY BANK	80000.00	06/05/07	01/27/10	80,000.00	77,443.20	0.00	2,556.80	0.00

Realized Capital Gains/Losses

Account 52590490

(continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost		Adj/Avg Cost		Gain/Loss	
				Basis		Basis		Orig. Cost	
Sub-total long term gain/loss:			280,000.00	277,602.85		0.00		2,397.15	0.00
Grand total gains/losses:			570,000.00	570,284.22		0.00		(284.22)	0.00



52590490 - 008

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

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

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

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

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

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

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

Type or print	Name of exempt organization THE ASPEN GROVE FOUNDATION C/O JOSEPH J. KULUNAS	Employer identification number 23-7921981
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 222 LAKEVIEW AVE - SUITE 700	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WEST PALM FL 33401	

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

04

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

JOSEPH J. KULUNAS
222 LAKEVIEW AVE. - SUITE 700

- The books are in the care of ► **WEST PALM** Telephone No. ► **561-835-9600** FAX No. ► **FL 33401**
- 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 **08/15/11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2010** or
- ☐ tax year beginning , and ending

- 2** If this 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	\$ 1,692
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	\$ 692
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	\$ 1,000

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.
DAA