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Form 990-PF

Return of Private Foundation

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

2010

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 01-01-2010, and ending 12-31-2010

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 JOHN SCULLY FOUNDATION
A Employer identification number
26-6003516

Number and street (or P O box number if mail is not delivered to street address) PO BOX 75000
B Telephone number (see page 10 of the instructions)
(612) 215-3603

City or town, state, and ZIP code DETROIT, MI 482753302
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

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) \$ 3,653,196 **J** Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	3,256,710			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	5	5		
4	Dividends and interest from securities.	51,931	51,931		
5a	Gross rents	3,638			
b	Net rental income or (loss)	-5,483			
6a	Net gain or (loss) from sale of assets not on line 10	18,500			
b	Gross sales price for all assets on line 6a	683,745			
7	Capital gain net income (from Part IV, line 2)		18,500		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	3,330,784	70,436		

Revenue	13 Compensation of officers, directors, trustees, etc	20,872	20,872	
	14 Other employee salaries and wages		0	0
	15 Pension plans, employee benefits		0	0
	16a Legal fees (attach schedule)	2,826		2,826
	b Accounting fees (attach schedule)	900		900
	c Other professional fees (attach schedule)	29,355	29,355	0
	17 Interest			0
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,285		0
	19 Depreciation (attach schedule) and depletion	0	0	
	20 Occupancy			
	21 Travel, conferences, and meetings		0	0
	22 Printing and publications		0	0
	23 Other expenses (attach schedule)	96,299	90,816	
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	155,537	141,043	0
				3,726
	25 Contributions, gifts, grants paid	35,000		
	26 Total expenses and disbursements. Add lines 24 and 25	190,537	141,043	0
				38,726
Operating and Administrative Expenses	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	3,140,247		
	b Net investment income (if negative, enter -0-)		0	
	c Adjusted net income (if negative, enter -0-)			0

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	6,344	96,928	96,928
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►		0	0
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 ► 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	46,170	53,846	55,153
b	Investments—corporate stock (attach schedule)	190,458	1,061,803	1,071,943
c	Investments—corporate bonds (attach schedule)	67,703	336,771	349,172
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			0
14	Land, buildings, and equipment basis ► 3,557,500			
	Less accumulated depreciation (attach schedule) ►		3,557,500	2,080,000
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	310,675	5,106,848	3,653,196
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	310,675	5,106,848	
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)	310,675	5,106,848	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	310,675	5,106,848	

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	310,675
2	Enter amount from Part I, line 27a	2	3,140,247
3	Other increases not included in line 2 (itemize) ►	3	1,655,926
4	Add lines 1, 2, and 3	4	5,106,848
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,106,848

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.)
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1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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 18,500
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

 Yes No

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

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	30,900	313,954	0.098422
2008	37,614	407,703	0.092258
2007	24,209	482,937	0.050129
2006	24,633	487,611	0.050518
2005	24,736	488,531	0.050633
2 Total of line 1, column (d).			2 0.34196
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 0.068392
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.			4 4,074,790
5 Multiply line 4 by line 3.			5 278,683
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 0
7 Add lines 5 and 6.			7 278,683
8 Enter qualifying distributions from Part XII, line 4.			8 38,726

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 <input type="checkbox"/> and enter "N/A" on line 1	1	0
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 type="checkbox"/> and enter 1% of Part I, line 27b	2	0
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-)	3	0
3	Add lines 1 and 2.		
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-		
6	Credits/Payments	6a 6b 6c 200 6d	7 200
a	2010 estimated tax payments and 2009 overpayment credited to 2010		
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d.	8	0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>	9	10
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>		
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	200

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	No
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)?		
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____	2	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
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	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> SD	7	Yes
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	8b	Yes
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		
9		9	No
10			

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► COMERICA BANK Located at ► 500 WOODWARD 21ST FLOOR DETROIT MI	Telephone no ► (313) 222-3304 ZIP +4 ► 48226		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
16	and enter the amount of tax-exempt interest received or accrued during the year ►			
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 No				
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► 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 20 of the instructions)?	1b	No
	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	No
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 <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <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).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
COMERICA BANK PO BOX 75000 M/C 5100 DETROIT, MI 482755100	TRUSTEE 1	20,872		

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.			<input checked="" type="checkbox"/>	0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

1	Expenses

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	4,136,843
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,136,843
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	4,136,843
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	62,053
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,074,790
6	Minimum investment return. Enter 5% of line 5.	6	203,740

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	203,740
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	0
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	203,740
4	Recoveries of amounts treated as qualifying distributions.	4	5,000
5	Add lines 3 and 4.	5	208,740
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	208,740

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	38,726
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	38,726
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	38,726

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				208,740
2 Undistributed income, if any, as of the end of 2010			0	
a Enter amount for 2009 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.	0			
b From 2006.	0			
c From 2007.	0			
d From 2008.	0			
e From 2009.	10,125			
f Total of lines 3a through e.	10,125			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ _____ 38,726			0	
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2010 distributable amount.			38,726	
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).)	10,125			10,125
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				159,889
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006.	0			
b Excess from 2007.	0			
c Excess from 2008.	0			
d Excess from 2009.	0			
e Excess from 2010.	0			

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

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

BRENDA PEARSON
60 S 6TH ST STE 2550
MINNEAPOLIS, MN 55402
(612) 215-3603

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

LETTER FORM

c Any submission deadlines

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PURDUE UNIVERSITY 504 NORTHWESTERN AVE W LAFAYETTE, IN 47907	NONE	EXEMPT	SCHOLARSHIP	10,000
SOUTH DAKOTA SCHOOL OF MINES & TECHNOLOGY 501 E ST JOSEPH RAPID CITY, SD 57701	NONE	EXEMPT PUBLIC SCHOOL	SCHOLARSHIP	15,000
WYOMING STOCK GROWERS AGRICULTURAL LAND TRUST 113 E 20TH STREET CHEYENNE, WY 82001	NONE	EXEMPT	SCHOLARSHIP	10,000
Total			► 3a	35,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
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	5
4 Dividends and interest from securities.				14	51,931
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	18,500
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a _____					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).					70,436
13 Total. Add line 12, columns (b), (d), and (e).				13	70,436
(See worksheet in line 13 instructions on page 28 to verify calculations.)					

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

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

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 or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt

(3) Rental of facilities, equipment,

(4) Reimbursement arrangement

(8) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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
<p>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.</p>		
<p>***** Signature of officer or trustee</p>	<p>2011-11-09 Date</p>	<p>***** Title</p>
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature RICHARD F FLORADAY JR</p>	<p>Date 2011-11-09 Check if self-employed <input checked="" type="checkbox"/> PTIN</p>
	<p>Firm's name ► THOMSON REUTERS TAX & ACCOUNTING 6135 TRUST DRIVE SUITE 118</p>	<p>Firm's EIN ► Phone no (419) 861-2300</p>
	<p>Firm's address ► HOLLAND, OH 43528</p>	

2010

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.

Name of organization
JOHN SCULLY FOUNDATION**Employer identification number**

26-6003516

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 33¹/₃ 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
 JOHN SCULLY FOUNDATION

Employer identification number

26-6003516

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN SCULLY ESTATE PO BOX 75000 DETROIT, MI 482753302	\$ 3,256,710	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>

Name of organization
 JOHN SCULLY FOUNDATION

Employer identification number
 26-6003516

Part II Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS SECURITIES WITH A FAIR MARKET VALUE OF \$1,157,502 30 REAL ESTATE WITH A FAIR MARKET VALUE OF	\$ 3,256,710	2010-08-21
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization
JOHN SCULLY FOUNDATION

Employer identification number

26-6003516

Part III <i>Exclusivel/y religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry) For organizations completing Part III, enter the total of exclusivel/y religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$</i>			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee			
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee			
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee			
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee			
—	—	—	—

Additional Data

Software ID:
Software Version:
EIN: 26-6003516
Name: JOHN SCULLY FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	35 AT&T INC		2005-10-28	2010-05-05
B	21 AT&T INC		2005-10-28	2010-05-06
C	152 AT&T INC		2008-07-07	2010-07-23
D	54 AT&T INC		2008-07-07	2010-08-24
E	5 AETNA INC		2002-02-06	2010-11-15
F	28 AETNA INC		2002-02-06	2010-11-16
G	10 AMAZON COM INC		2010-07-26	2010-09-15
H	5 AON CORPORATION		2006-09-08	2010-04-29
I	8 AON CORPORATION		2006-09-08	2010-11-30
J	5 APACHE CORP		2007-01-05	2010-01-26
K	6 APPLE COMPUTER INC		2009-07-28	2010-09-27
L	170 AVON PRODUCTS INC		2008-07-29	2010-04-08
M	540 AVON PRODUCTS INC		2008-07-07	2010-04-14
N	1000 BP CAPITAL MARKETS PLC GTD NT 3 875% 03/		2009-04-23	2010-06-17
O	1000 BP CAPITAL MARKETS PLC GTD NT 3 875% 03/		2009-04-23	2010-06-17
P	5 BABCOCK & WILCOX CO NEW		2008-07-07	2010-08-10
Q	23 BABCOCK & WILCOX CO NEW		2008-07-07	2010-08-24
R	94 BABCOCK & WILCOX CO NEW		2010-08-11	2010-11-10
S	219 BABCOCK & WILCOX CO NEW		2008-08-21	2010-11-10
T	550 BANK OF AMERICA CORP		2008-07-07	2010-04-08
U	233 BANK OF AMERICA CORP		2010-08-24	2010-11-04
V	21 BARRICK GOLD CORP		2002-02-07	2010-11-30
W	60 BECTON DICKINSON & CO		2008-07-07	2010-04-08
X	22 BECTON DICKINSON & CO		2008-07-07	2010-08-24
Y	45 BERKSHIRE HATHAWAY CL B		2010-01-06	2010-03-17
Z	30 BERKSHIRE HATHAWAY CL B		2010-01-06	2010-04-07
AA	75 BERKSHIRE HATHAWAY CL B		2009-07-28	2010-07-26
AB	30 CBS CORP NEW CL B		2004-12-22	2010-11-30
AC	20 CBS CORP NEW CL B		2004-12-06	2010-12-10
AD	9 CBS CORP NEW CL B		2004-12-03	2010-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	21 CBS CORP NEW CL B		2005-09-12	2010-12-16
AF	14 CBS CORP NEW CL B		2005-09-12	2010-12-17
AG	5 CVS CORPORATION (DEL)		2009-11-05	2010-06-14
AH	14 CVS CORPORATION (DEL)		2009-11-05	2010-06-15
AI	100 CATERPILLAR INC		2008-07-29	2010-04-08
AJ	98 CATERPILLAR INC		2008-07-07	2010-07-23
AK	188 CATERPILLAR INC		2008-07-07	2010-10-01
AL	100 CENOVUS ENERGY INC		2009-06-03	2010-07-23
AM	9 CENOVUS ENERGY INC		2010-08-24	2010-11-04
AN	136 CENOVUS ENERGY INC		2009-06-03	2010-11-04
AO	200 CISCO SYS INC		2009-04-14	2010-04-08
AP	57 CISCO SYS INC		2009-04-14	2010-08-24
AQ	150 CITIGROUP INC		2009-12-18	2010-03-17
AR	118 CITIGROUP INC		2009-12-17	2010-04-14
AS	51 CITIGROUP INC		2009-12-17	2010-04-16
AT	249 CLIFFS NAT RES INC		2009-01-08	2010-03-03
AU	60 CLIFFS NAT RES INC		2009-01-08	2010-04-08
AV	7 CLIFFS NAT RES INC		2009-01-08	2010-04-13
AW	244 CLIFFS NAT RES INC		2009-01-08	2010-05-05
AX	14 COGNIZANT TECHNOLOGY SOLUTIONS		2009-07-28	2010-04-07
AY	26 COGNIZANT TECHNOLOGY SOLUTIONS		2008-07-01	2010-04-07
AZ	10 COGNIZANT TECHNOLOGY SOLUTIONS		2009-07-28	2010-09-13
BA	25 COGNIZANT TECHNOLOGY SOLUTIONS		2009-07-28	2010-09-27
BB	57 COMCAST CORP SPECIAL CL A		2009-08-20	2010-03-16
BC	18 CONOCOPHILLIPS COM		2009-11-20	2010-03-26
BD	2 CONOCOPHILLIPS COM		2009-11-20	2010-06-15
BE	17 CONOCOPHILLIPS COM		2002-02-07	2010-06-15
BF	5000 CONOCO FDG CO NT DTD 10/11/01 6 35% 10/15/2011		2006-06-27	2010-03-26
BG	47 COSTCO WHOLESALE CORP		2008-07-07	2010-07-23
BH	15 COSTCO WHOLESALE CORP		2008-07-07	2010-08-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	64 DOVER CORP		2010-03-23	2010-07-23
BJ	13 DOVER CORP		2010-03-23	2010-08-24
BK	140 DU PONT E I DE NEMOURS & CO		2008-07-29	2010-04-08
BL	64 DU PONT E I DE NEMOURS & CO		2008-07-07	2010-07-23
BM	53 DU PONT E I DE NEMOURS & CO		2008-07-07	2010-08-24
BN	64 EATON CORP		2008-07-07	2010-07-23
BO	4 EATON CORP		2008-07-07	2010-08-24
BP	152 EATON CORP		2008-07-29	2010-10-01
BQ	200 EMERSON ELEC CO		2009-09-17	2010-04-08
BR	60 EMERSON ELEC CO		2009-09-17	2010-07-23
BS	9 EMERSON ELEC CO		2009-09-17	2010-08-24
BT	118 EXELON CORPORATION		2010-08-24	2010-12-15
BU	335 EXELON CORPORATION		2008-07-29	2010-12-15
BV	45 EXPEDITORS INTERNATIONAL		2009-07-28	2010-10-25
BW	90 EXPEDITORS INTERNATIONAL		2009-07-28	2010-12-03
BX	11 EXPRESS SCRIPTS INC CL A		2004-01-29	2010-01-05
BY	30 EXPRESS SCRIPTS INC CL A		2009-05-11	2010-05-12
BZ	213 FRONTIER COMMUNICATIONS CORP		2008-07-29	2010-07-07
CA	876 FRONTIER COMMUNICATIONS CORP		2008-07-29	2010-07-13
CB	042 FRONTIER COMMUNICATIONS CORP		2002-02-06	2010-07-13
CC	11 FRONTIER COMMUNICATIONS CORP		2003-09-30	2010-09-14
CD	5 FRONTIER OIL CORP		2010-04-28	2010-08-24
CE	250 GENERAL ELECTRIC CO		2008-07-29	2010-04-08
CF	24000 GENERAL ELEC CAP CORP 5 4% 02/15/2017		2008-07-07	2010-08-24
CG	445 GENERAL MILLS INC		2008-07-07	2010-03-23
CH	86 GENWORTH FINL INC CL A		2008-01-08	2010-01-26
CI	65 GILEAD SCIENCES INC		2009-07-28	2010-11-04
CJ	99 GLAXO WELLCOME PLC ADR		2008-07-29	2010-08-24
CK	113 GOLDMAN SACHS GROUP INC		2008-09-25	2010-04-19
CL	18000 GOLDMAN SACHS GROUP INC 5 7000% DUE 09/01/2012		2008-07-07	2010-08-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CM	490 HALLIBURTON CO HLDG		2008-07-29	2010-04-30
CN	5 HALLIBURTON CO HLDG		2008-11-12	2010-12-10
CO	5 HALLIBURTON CO HLDG		2008-11-12	2010-12-13
CP	126 HONEYWELL INTERNATIONAL INC		2008-07-29	2010-07-23
CQ	29 IBM CORP		2008-12-10	2010-07-23
CR	6 IBM CORP		2008-12-10	2010-08-24
CS	8 J P MORGAN CHASE & CO		2002-02-06	2010-04-16
CT	16000 JPMORGAN CHASE & CO 5 6% 06/01/2011		2008-07-07	2010-08-24
CU	70 JOHNSON & JOHNSON		2008-07-07	2010-04-08
CV	33 JOHNSON & JOHNSON		2008-07-07	2010-08-24
CW	12 KIMBERLY CLARK CORP		2002-12-23	2010-08-24
CX	6 KIMBERLY CLARK CORP		2002-12-23	2010-09-22
CY	18000 KRAFT FOODS INC 5 625% DUE 11/01/2011		2008-07-07	2010-08-24
CZ	1028 LIMITED BRANDS		2008-07-29	2010-02-22
DA	8 LOEWS CORP		2008-09-30	2010-11-30
DB	105 LOWES COS INC		2009-07-28	2010-01-22
DC	30 MERCK & CO INC NEW		2009-10-26	2010-12-20
DD	2000 MERRILL LYNCH 6 4% 08/28/2017		2010-08-05	2010-12-02
DE	130 MONSANTO CO		2010-03-17	2010-07-01
DF	4 MORGAN STANLEY		2008-07-07	2010-08-24
DG	9 THE MOSAIC CO		2009-06-30	2010-08-17
DH	8 THE MOSAIC CO		2009-06-30	2010-08-20
DI	15 THE MOSAIC CO		2010-06-21	2010-10-08
DJ	1 THE MOSAIC CO		2009-06-30	2010-10-08
DK	69 NATIONAL FUEL GAS CO		2008-07-07	2010-03-18
DL	30 NATIONAL FUEL GAS CO		2008-07-07	2010-08-24
DM	5000 NATIONAL RURAL UTILS COOP FIN 4 375% 10/		2008-09-03	2010-10-01
DN	47 NEXTERA ENERGY INC		2009-04-07	2010-08-24
DO	8 NOBLE ENERGY INC		2008-09-15	2010-01-25
DP	8 NOBLE ENERGY INC		2008-09-15	2010-02-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
DQ	11 NOBLE ENERGY INC		2005-02-09	2010-10-11
DR	100 NORFOLK SOUTHERN CORP		2008-07-29	2010-04-08
DS	40 NORFOLK SOUTHERN CORP		2008-07-07	2010-08-24
DT	39 NORTHERN TRUST CORP		2009-07-28	2010-01-12
DU	130 PAYCHEX INC		2009-08-05	2010-06-15
DV	40 PEPSICO INC		2009-10-09	2010-05-19
DW	255 PETROLEO BRASILEIRO SA PETROBRAS ADR 1 ADR REPRES 100		2010-02-23	2010-11-11
DX	98 PETROLEO BRASILEIRO SA PETROBRAS ADR 1 ADR REPRES 100		2008-07-07	2010-11-11
DY	330 PFIZER INC		2008-07-29	2010-04-08
DZ	148 PFIZER INC		2008-07-07	2010-08-24
EA	13 PHILIP MORRIS INTL INC		2002-02-06	2010-09-27
EB	112 POTASH CORP SASK INC		2009-06-17	2010-08-17
EC	6 POTASH CORP SASK INC		2009-06-17	2010-08-24
ED	49 POTASH CORP SASK INC		2009-06-17	2010-11-15
EE	86 PRAXAIR INC		2009-01-08	2010-07-23
EF	16 PRAXAIR INC		2009-01-08	2010-08-24
EG	394 QEP RES INC		2009-09-29	2010-08-10
EH	25 QUALCOMM INC		2010-01-13	2010-09-10
EI	180 QUESTAR CORPORATION		2009-09-29	2010-04-08
EJ	40 QUESTAR CORPORATION		2010-08-11	2010-08-24
EK	12 RAYTHEON COMPANY		2002-12-09	2010-02-19
EL	9 RAYTHEON COMPANY		2002-12-09	2010-06-03
EM	1 427 UPPER CREEK RD BUFFALO WY JOHNSON COUNTY		2008-03-18	2010-11-18
EN	34 SPECTRA ENERGY CORP		2010-08-23	2010-08-24
EO	20 TALISMAN ENERGY INC		2008-06-24	2010-11-30
EP	86 TERADATA CORP DEL		2008-07-07	2010-07-23
EQ	2 TERADATA CORP DEL		2010-08-24	2010-09-20
ER	241 TERADATA CORP DEL		2008-07-07	2010-09-20
ES	10 UNION PACIFIC CORP		2004-03-08	2010-02-26
ET	1000 U S TREASURY NOTES 6 50% DUE 02/15/2010		2005-03-02	2010-02-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
EU	3000 U S TREAS NTS 5 000% DUE 02/15/2011		2005-07-08	2010-09-16
EV	2000 U S TREAS NTS 5 000% DUE 02/15/2011		2005-07-08	2010-12-16
EW	1000 UNITED STATES TREAS NTS 1 75% 03/31/2010		2009-09-18	2010-03-31
EX	4000 UNITED STATES TREAS NTS 3 625% 08/15/201		2009-12-23	2010-05-20
EY	133 UNITED TECHNOLOGIES CORP		2008-07-29	2010-07-23
EZ	3 UNITED TECHNOLOGIES CORP		2008-07-07	2010-08-24
FA	629 VALES A ADR		2009-06-02	2010-05-05
FB	50 VARIAN MEDICAL SYSTEMS INC		2009-07-28	2010-10-06
FC	234 VERIZON COMMUNICATIONS		2008-07-07	2010-04-08
FD	46 VERIZON COMMUNICATIONS		2003-09-30	2010-07-20
FE	142 VERIZON COMMUNICATIONS		2008-07-07	2010-08-24
FF	15 VIACOM INC NEW CL B		2004-12-22	2010-04-12
FG	19 VIACOM INC NEW CL B		2004-12-06	2010-04-13
FH	15 VISA INC CL A		2009-10-06	2010-01-05
FI	15 VISA INC CL A		2009-07-28	2010-04-07
FJ	5000 WACHOVIA CORP 5 25% 08/01/2014		2007-08-22	2010-10-27
FK	5000 WAL-MART STORES INC SR NT 4 75% 08/15/20		2005-12-20	2010-08-15
FL	95 WELLPOINT INC		2009-11-16	2010-05-17
FM	185 WESTERN UN CO		2009-07-28	2010-04-07
FN	20 WHOLE FOODS MKT INC		2009-07-28	2010-03-03
FO	70 WHOLE FOODS MKT INC		2009-07-28	2010-04-23
FP	260 BUNGE LIMITED		2008-07-29	2010-08-02
FQ	85 TRANSOCEAN LTD		2010-05-12	2010-06-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	902		830	72
B	536		498	38
C	3,868		4,954	-1,086
D	1,440		1,760	-320
E	156		43	113
F	854		241	613
G	1,448		1,166	282
H	220		170	50
I	323		272	51
J	518		323	195
K	1,763		956	807
L	5,765		6,112	-347
M	17,822		18,892	-1,070
N	865		1,018	-153
O	863		1,018	-155
P	12		28	-16
Q	538		1,301	-763
R	2,148		2,161	-13
S	5,005		10,552	-5,547
T	10,308		11,906	-1,598
U	2,829		2,961	-132
V	1,089		389	700
W	4,733		4,844	-111
X	1,531		1,776	-245
Y	3,710		2,982	728
Z	2,392		1,894	498
AA	5,946		4,689	1,257
AB	508		866	-358
AC	360		573	-213
AD	162		257	-95

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
AE	377		582	-205
AF	260		384	-124
AG	160		144	16
AH	449		403	46
AI	6,443		7,082	-639
AJ	6,764		6,896	-132
AK	14,683		13,230	1,453
AL	2,905		2,669	236
AM	268		226	42
AN	4,046		3,630	416
AO	5,256		3,586	1,670
AP	1,212		1,022	190
AQ	611		485	126
AR	575		376	199
AS	235		162	73
AT	14,543		7,095	7,448
AU	4,369		1,710	2,659
AV	513		199	314
AW	14,590		6,953	7,637
AX	715		423	292
AY	1,327		838	489
AZ	638		302	336
BA	1,601		756	845
BB	950		798	152
BC	918		935	-17
BD	108		104	4
BE	921		468	453
BF	5,386		5,124	262
BG	2,623		3,381	-758
BH	825		1,079	-254

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	3,033		2,978	55
BJ	579		605	-26
BK	5,450		5,912	-462
BL	2,441		2,646	-205
BM	2,113		2,191	-78
BN	4,920		5,238	-318
BO	285		327	-42
BP	12,518		12,202	316
BQ	10,158		8,238	1,920
BR	3,012		2,471	541
BS	417		371	46
BT	4,834		4,745	89
BU	13,723		29,643	-15,920
BV	2,246		1,511	735
BW	4,967		3,022	1,945
BX	959		190	769
BY	3,123		778	2,345
BZ	1,523		1,969	-446
CA	6		8	-2
CB				
CC	84		107	-23
CD	59		71	-12
CE	4,643		6,924	-2,281
CF	26,286		23,643	2,643
CG	32,674		27,220	5,454
CH	1,156		2,476	-1,320
CI	2,571		3,217	-646
CJ	3,684		4,571	-887
CK	17,984		15,395	2,589
CL	19,359		18,368	991

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
CM	15,036		23,594	-8,558
CN	202		88	114
CO	205		88	117
CP	5,461		6,388	-927
CQ	3,712		2,434	1,278
CR	754		504	250
CS	368		234	134
CT	16,548		16,397	151
CU	4,551		4,544	7
CV	1,915		2,142	-227
CW	778		662	116
CX	400		277	123
CY	18,924		18,361	563
CZ	22,108		17,224	4,884
DA	301		308	-7
DB	2,400		2,260	140
DC	1,096		876	220
DD	2,113		2,189	-76
DE	5,949		10,160	-4,211
DF	101		137	-36
DG	502		406	96
DH	452		361	91
DI	994		651	343
DJ	66		45	21
DK	3,557		3,850	-293
DL	1,321		1,674	-353
DM	5,000		5,062	-62
DN	2,561		2,439	122
DO	627		462	165
DP	611		324	287

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
DQ	853		329	524
DR	5,829		6,328	-499
DS	2,123		2,336	-213
DT	1,980		2,214	-234
DU	3,717		3,420	297
DV	2,625		2,426	199
DW	8,110		9,534	-1,424
DX	3,117		5,117	-2,000
DY	5,653		5,858	-205
DZ	2,350		2,565	-215
EA	724		343	381
EB	15,678		10,976	4,702
EC	896		588	308
ED	6,813		4,802	2,011
EE	7,298		5,418	1,880
EF	1,391		1,008	383
EG	13,301		9,983	3,318
EH	1,006		1,219	-213
EI	8,005		6,766	1,239
EJ	663		671	-8
EK	663		338	325
EL	478		254	224
EM	2,500		2,500	
EN	711		715	-4
EO	384		450	-66
EP	2,821		1,891	930
EQ	75		60	15
ER	9,028		5,300	3,728
ES	676		309	367
ET	1,000		1,111	-111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
EU	3,059		3,164	-105
EV	2,016		2,109	-93
EW	1,000		1,008	-8
EX	4,139		3,966	173
EY	9,391		8,133	1,258
EZ	199		181	18
FA	18,005		12,649	5,356
FB	3,087		1,788	1,299
FC	7,062		8,241	-1,179
FD	1,225		1,598	-373
FE	4,195		4,685	-490
FF	537		655	-118
FG	679		829	-150
FH	1,296		1,006	290
FI	1,362		995	367
FJ	5,404		4,860	544
FK	5,000		4,967	33
FL	5,039		5,016	23
FM	3,181		3,401	-220
FN	726		486	240
FO	2,785		1,702	1,083
FP	13,515		25,526	-12,011
FQ	4,070		5,799	-1,729

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
A			72
B			38
C			-1,086
D			-320
E			113
F			613
G			282
H			50
I			51
J			195
K			807
L			-347
M			-1,070
N			-153
O			-155
P			-16
Q			-763
R			-13
S			-5,547
T			-1,598
U			-132
V			700
W			-111
X			-245
Y			728
Z			498
AA			1,257
AB			-358
AC			-213
AD			-95

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
AE			-205
AF			-124
AG			16
AH			46
AI			-639
AJ			-132
AK			1,453
AL			236
AM			42
AN			416
AO			1,670
AP			190
AQ			126
AR			199
AS			73
AT			7,448
AU			2,659
AV			314
AW			7,637
AX			292
AY			489
AZ			336
BA			845
BB			152
BC			-17
BD			4
BE			453
BF			262
BG			-758
BH			-254

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI			55
BJ			-26
BK			-462
BL			-205
BM			-78
BN			-318
BO			-42
BP			316
BQ			1,920
BR			541
BS			46
BT			89
BU			-15,920
BV			735
BW			1,945
BX			769
BY			2,345
BZ			-446
CA			-2
CB			
CC			-23
CD			-12
CE			-2,281
CF			2,643
CG			5,454
CH			-1,320
CI			-646
CJ			-887
CK			2,589
CL			991

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
CM			-8,558
CN			114
CO			117
CP			-927
CQ			1,278
CR			250
CS			134
CT			151
CU			7
CV			-227
CW			116
CX			123
CY			563
CZ			4,884
DA			-7
DB			140
DC			220
DD			-76
DE			-4,211
DF			-36
DG			96
DH			91
DI			343
DJ			21
DK			-293
DL			-353
DM			-62
DN			122
DO			165
DP			287

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
DQ			524
DR			-499
DS			-213
DT			-234
DU			297
DV			199
DW			-1,424
DX			-2,000
DY			-205
DZ			-215
EA			381
EB			4,702
EC			308
ED			2,011
EE			1,880
EF			383
EG			3,318
EH			-213
EI			1,239
EJ			-8
EK			325
EL			224
EM			
EN			-4
EO			-66
EP			930
EQ			15
ER			3,728
ES			367
ET			-111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
EU			-105
EV			-93
EW			-8
EX			173
EY			1,258
EZ			18
FA			5,356
FB			1,299
FC			-1,179
FD			-373
FE			-490
FF			-118
FG			-150
FH			290
FI			367
FJ			544
FK			33
FL			23
FM			-220
FN			240
FO			1,083
FP			-12,011
FQ			-1,729

**TY 2010 Investments Corporate
Bonds Schedule****Name:** JOHN SCULLY FOUNDATION**EIN:** 26-6003516

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	333,717	346,075
CORPORATE BOND - FOREIGN	3,054	3,097

**TY 2010 Investments Corporate
Stock Schedule****Name:** JOHN SCULLY FOUNDATION**EIN:** 26-6003516

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	975,191	989,207
CORPORATE STOCK - FOREIGN	86,612	82,736

TY 2010 Investments Government Obligations Schedule

Name: JOHN SCULLY FOUNDATION

EIN: 26-6003516

US Government Securities - End of

Year Book Value: 53,846

US Government Securities - End of

Year Fair Market Value: 55,153

State & Local Government

**Securities - End of Year Book
Value:**

State & Local Government

**Securities - End of Year Fair
Market Value:**

TY 2010 Other Expenses Schedule

Name: JOHN SCULLY FOUNDATION**EIN:** 26-6003516

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rent and Royalty Expense	5,483			

TY 2010 Other Increases Schedule**Name:** JOHN SCULLY FOUNDATION**EIN:** 26-6003516

Description	Amount
DIFFERENCE BETWEEN COST AND FAIR MARKET VALUE OF ASSETS	1,655,926