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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

, 2010, and ending

, 20

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

ROBERT SIDNEY NEEDHAM FDN

A Employer identification number

30-0562220

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

Room/suite

B Telephone number (see page 10 of the instructions)

1525 W W.T. HARRIS BLVD. D1114-044

(336) 747-8203

City or town, state, and ZIP code

CHARLOTTE, NC 28288

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

J Accounting method: ☒ Cash ☐ Accrual

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

☐ Other (specify) _____

16) ▶ \$ 7,211,742.

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	195,582.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	181,000.	163,620.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	116,631.			
b Gross sales price for all assets on line 6a	862,394.			
7 Capital gain net income (from Part IV, line 2)		116,631.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	493,213.	280,251.		
13 Compensation of officers, directors, trustees, etc	62,702.	47,026.		15,675.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT. 1	2,512.	NONE	NONE	2,512.
b Accounting fees (attach schedule) STMT. 2	4,563.	NONE	NONE	4,563.
c Other professional fees (attach schedule) STMT. 3	22,155.			22,155.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT. 4	13,098.	2,277.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 5	41.	41.		
24 Total operating and administrative expenses. Add lines 13 through 23	105,071.	49,344.	NONE	44,905.
25 Contributions, gifts, grants paid	213,200.			213,200.
26 Total expenses and disbursements. Add lines 24 and 25	318,271.	49,344.	NONE	258,105.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	174,942.			
b Net investment income (if negative, enter -0-)		230,907.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

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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	NONE			
	2	Savings and temporary cash investments	1,183,144.	485,191.	485,191.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE	NONE		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	NONE	442,020.	529,902.	
	b	Investments - corporate stock (attach schedule)	NONE	775,668.	959,402.	
	c	Investments - corporate bonds (attach schedule)	NONE			
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶	NONE			
12		Investments - mortgage loans	NONE			
13		Investments - other (attach schedule)	4,389,637.	4,488,399.	5,237,247.	
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)	NONE			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,572,781.	6,191,278.	7,211,742.	
Net Assets or Fund Balances	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	5,571,372.	6,191,278.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	1,409.			
	30	Total net assets or fund balances (see page 17 of the instructions)	5,572,781.	6,191,278.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,572,781.	6,191,278.		

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	5,572,781.
2	Enter amount from Part I, line 27a	2	174,942.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	443,561.
4	Add lines 1, 2, and 3	4	6,191,284.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	6.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,191,278.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	116,631.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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	8,515.	5,172,014.	0.00164636059
2008			
2007			
2006			
2005			
2 Total of line 1, column (d)			0.00164636059
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			0.00082318030
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			6,554,256.
5 Multiply line 4 by line 3			5,395.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,309.
7 Add lines 5 and 6			7,704.
8 Enter qualifying distributions from Part XII, line 4			258,105.
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		
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 2,309.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2
3 Add lines 1 and 2		3 2,309.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 2,309.
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 5,412.	
b Exempt foreign organizations-tax withheld at source	6b NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c NONE	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7 5,412.
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 3,103.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	2,312. Refunded	11 791.

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)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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) STMT 15		
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?	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> WELLS FARGO BANK, NA Telephone no <input type="text"/> (336) 747-8203			
Located at <input type="text"/> 1W 4TH ST 2ND FLOOR, WINSTON SALEM, NC ZIP + 4 <input type="text"/> 27101-3818				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year <input type="text"/> 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?	16	Yes	No
				X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="text"/>				

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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="text"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/>		
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)	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

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		62,702.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	6,095,303.
b	Average of monthly cash balances	1b	558,764.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,654,067.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,654,067.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	99,811.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,554,256.
6	Minimum investment return. Enter 5% of line 5	6	327,713.

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	327,713.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,309.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,309.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	325,404.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	325,404.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	325,404.

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	258,105.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	258,105.
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	2,309.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	255,796.

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				325,404.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			120,690.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>258,105.</u>				
a Applied to 2009, but not more than line 2a			120,690.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				137,415.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
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				187,989.
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient	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 24				
Total			3a	213,200.
b Approved for future payment				
Total			3b	

Form **990-PF** (2010)

Enter gross amounts unless otherwise indicated

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

Line No.

NOT APPLICABLE

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? | | Yes | No |
|---|--------------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions. | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

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

 5/19/14 **Co-Trustee**

Signature of officer or trustee **ROBERT SIDNEY NEEDHAM EDN** Date Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	NORMA WILLIAMS	<i>Norma Williams</i>	05/05/2011		P00292666
	Firm's name ► WELLS FARGO BANK, N.A.			Firm's EIN ► 94-3080771	
	Firm's address ► 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288-1161			Phone no 704-590-1966	

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

Employer identification number

ROBERT SIDNEY NEEDHAM FDN

30-0562220

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

Name of organization

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF DOROTHY E. NEEDHAM P.O. BOX 44245 JACKSONVILLE, FL 32231-4245	\$ 195,582.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					42,329.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					20,540.	
3,197.00		74. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 3,423.00					08/26/2009 -226.00	01/04/2010
558.00		15. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 488.00					08/26/2009 70.00	01/06/2010
533.00		4. AMAZON COM INC COM PROPERTY TYPE: SECURITIES 335.00					08/26/2009 198.00	01/06/2010
450.00		11. BEST BUY INC COM PROPERTY TYPE: SECURITIES 411.00					08/26/2009 39.00	01/06/2010
458.00		20. LOWES COS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 431.00					08/26/2009 27.00	01/06/2010
463.00		10. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES 455.00					10/13/2009 8.00	01/06/2010
2,486.00		80. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 2,223.00					08/26/2009 263.00	01/07/2010
3,812.00		104. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 3,384.00					08/26/2009 428.00	01/08/2010
3,157.00		68. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES 2,746.00					10/13/2009 411.00	01/11/2010
4,814.00		113. ACCENTURE PLC PROPERTY TYPE: SECURITIES 3,997.00					08/26/2009 817.00	01/13/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
105,449.00		8117.707 BRIDGEWAY AGGRESSIVE INVESTORS PROPERTY TYPE: SECURITIES 92,623.00					10/14/2008 12,826.00	01/19/2010
119,091.00		5886.837 DREYFUS/THE BOSTON CA S/C - I # PROPERTY TYPE: SECURITIES 97,721.00					10/14/2008 21,370.00	01/19/2010
1,336.00		23. CATERPILLAR INC COM W/RTS EXP 12/11/ PROPERTY TYPE: SECURITIES 1,090.00					08/26/2009 246.00	01/21/2010
1,180.00		57. INTEL CORP COM PROPERTY TYPE: SECURITIES 1,103.00					08/26/2009 77.00	01/21/2010
4,917.00		98. JOY GLOBAL INC 00 PROPERTY TYPE: SECURITIES 4,778.00					01/21/2010 139.00	01/22/2010
1,122.00		26. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES 1,109.00					01/21/2010 13.00	01/22/2010
4,239.00		101. PETROLEO BRASILEIRO SA PETROBRAS AD PROPERTY TYPE: SECURITIES 4,299.00					01/21/2010 -60.00	01/22/2010
1,714.00		34. AFLAC INC COM PROPERTY TYPE: SECURITIES 1,668.00					01/21/2010 46.00	01/25/2010
1,315.00		26. AFLAC INC COM PROPERTY TYPE: SECURITIES 1,091.00					08/25/2009 224.00	01/26/2010
986.00		15. CANADIAN NAT RES LTD COM CN\$ PROPERTY TYPE: SECURITIES 1,020.00					01/21/2010 -34.00	01/26/2010
4,354.00		55. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 4,281.00					01/21/2010 73.00	01/26/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,888.00		38. AFLAC INC COM PROPERTY TYPE: SECURITIES 1,594.00					08/25/2009 294.00	01/27/2010
1,219.00		26. CUMMINS INC COM PROPERTY TYPE: SECURITIES 1,239.00					01/21/2010 -20.00	01/27/2010
2,752.00		157. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 2,671.00					01/21/2010 81.00	01/27/2010
1,238.00		25. AFLAC INC COM PROPERTY TYPE: SECURITIES 1,049.00					08/25/2009 189.00	01/28/2010
4,281.00		158. ANALOG DEVICES INC COM W/ RTS TO PU PROPERTY TYPE: SECURITIES 4,535.00					01/21/2010 -254.00	01/28/2010
4,045.00		132. THE DIRECTV GROUP PROPERTY TYPE: SECURITIES 3,630.00					01/21/2010 415.00	01/28/2010
4,643.00		112. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES 4,268.00					08/26/2009 375.00	01/28/2010
1,218.00		16. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 1,218.00					01/21/2010	01/28/2010
393.00		8. AFLAC INC COM PROPERTY TYPE: SECURITIES 336.00					08/25/2009 57.00	01/29/2010
915.00		9. POTASH CORP SASK INC COM W/RTS ATTACH PROPERTY TYPE: SECURITIES 997.00					01/21/2010 -82.00	01/29/2010
1,107.00		18. UNION PAC CORP COM PROPERTY TYPE: SECURITIES 1,169.00					01/21/2010 -62.00	01/29/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,227.00		148. YAHOO INC COM W/RIGHTS ATTACHED EXP PROPERTY TYPE: SECURITIES 2,422.00					01/21/2010 -195.00	01/29/2010
296.00		6. AFLAC INC COM PROPERTY TYPE: SECURITIES 252.00					08/25/2009 44.00	02/01/2010
1,138.00		23. AFLAC INC COM PROPERTY TYPE: SECURITIES 965.00					08/25/2009 173.00	02/02/2010
1,124.00		22. AFLAC INC COM PROPERTY TYPE: SECURITIES 923.00					08/25/2009 201.00	02/03/2010
3,457.00		67. CATERPILLAR INC COM W/RTS EXP 12/11/ PROPERTY TYPE: SECURITIES 3,176.00					08/26/2009 281.00	02/05/2010
2,293.00		30. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 2,227.00					08/26/2009 66.00	02/05/2010
2,908.00		90. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 3,047.00					01/21/2010 -139.00	02/09/2010
52.00		3. MOLEX INC CL A PROPERTY TYPE: SECURITIES 52.00					08/25/2009	02/09/2010
1,020.00		31. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 1,015.00					08/25/2009 5.00	02/10/2010
87.00		5. MOLEX INC CL A PROPERTY TYPE: SECURITIES 86.00					08/25/2009 1.00	02/10/2010
654.00		20. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 655.00					08/25/2009 -1.00	02/11/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
174.00		10. MOLEX INC CL A PROPERTY TYPE: SECURITIES 172.00				08/25/2009 2.00	02/11/2010
175.00		10. MOLEX INC CL A PROPERTY TYPE: SECURITIES 172.00				08/25/2009 3.00	02/16/2010
742.00		23. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 753.00				08/25/2009 -11.00	02/17/2010
178.00		10. MOLEX INC CL A PROPERTY TYPE: SECURITIES 172.00				08/25/2009 6.00	02/18/2010
1,465.00		20. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 1,591.00				01/21/2010 -126.00	02/24/2010
1,327.00		20. UNION PAC CORP COM PROPERTY TYPE: SECURITIES 1,210.00				08/26/2009 117.00	02/24/2010
4,205.00		66. WYNN RESORTS LTD PROPERTY TYPE: SECURITIES 4,525.00				01/21/2010 -320.00	02/24/2010
178.00		10. MOLEX INC CL A PROPERTY TYPE: SECURITIES 172.00				08/25/2009 6.00	03/03/2010
1,179.00		40. TIME WARNER INC PROPERTY TYPE: SECURITIES 1,109.00				01/21/2010 70.00	03/03/2010
5,585.00		83. UNION PAC CORP COM PROPERTY TYPE: SECURITIES 5,021.00				08/26/2009 564.00	03/03/2010
3,904.00		105. BEST BUY INC COM PROPERTY TYPE: SECURITIES 3,931.00				01/21/2010 -27.00	03/04/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,305.00		36. PEPSICO INC COM PROPERTY TYPE: SECURITIES 2,185.00					01/29/2010 120.00	03/04/2010
1,484.00		13. POTASH CORP SASK INC COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 1,219.00					08/26/2009 265.00	03/04/2010
2,793.00		44. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 2,826.00					10/14/2008 -33.00	03/04/2010
181.00		10. MOLEX INC CL A PROPERTY TYPE: SECURITIES 172.00					08/25/2009 9.00	03/05/2010
1,809.00		100. MOLEX INC CL A PROPERTY TYPE: SECURITIES 1,725.00					08/25/2009 84.00	03/08/2010
3,749.00		79. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 3,648.00					01/21/2010 101.00	03/10/2010
2,710.00		130. ZIONS BANCORP COM PROPERTY TYPE: SECURITIES 2,429.00					01/21/2010 281.00	03/11/2010
1,797.00		100. MOLEX INC CL A PROPERTY TYPE: SECURITIES 1,725.00					08/25/2009 72.00	03/17/2010
2,598.00		104. ORACLE CORP COM PROPERTY TYPE: SECURITIES 2,421.00					01/21/2010 177.00	03/19/2010
3,462.00		86. ST JUDE MED INC COM W/RTS ATTACHED E PROPERTY TYPE: SECURITIES 3,341.00					08/26/2009 121.00	03/22/2010
4,423.00		36. POTASH CORP SASK INC COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 3,375.00					08/26/2009 1,048.00	03/23/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,706.00		356. YAHOO INC COM W/RIGHTS ATTACHED EXP PROPERTY TYPE: SECURITIES 5,351.00					08/26/2009 355.00	03/23/2010
1,720.00		52. PENNEY J C INC COM PROPERTY TYPE: SECURITIES 1,649.00					08/25/2009 71.00	03/25/2010
1,393.00		6. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 1,175.00					01/21/2010 218.00	03/29/2010
1,039.00		58. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 1,514.00					10/14/2008 -475.00	03/29/2010
1,036.00		14. BOEING CO COM PROPERTY TYPE: SECURITIES 681.00					08/25/2009 355.00	03/29/2010
1,287.00		30. HERSHEY FOODS CORP COM W/RTS ATTACHE PROPERTY TYPE: SECURITIES 1,184.00					08/25/2009 103.00	03/29/2010
1,210.00		15. M & T BK CORP COM PROPERTY TYPE: SECURITIES 1,192.00					01/21/2010 18.00	03/29/2010
1,442.00		22. NORTHROP GRUMMAN CORP COM W/RTS ATTA PROPERTY TYPE: SECURITIES 1,261.00					01/21/2010 181.00	03/29/2010
1,795.00		100. MOLEX INC CL A PROPERTY TYPE: SECURITIES 1,725.00					08/25/2009 70.00	04/07/2010
2,551.00		20. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES 2,504.00					01/21/2010 47.00	04/08/2010
5,167.00		261. CORNING INC COM W/RTS EXP 07/15/200 PROPERTY TYPE: SECURITIES 4,974.00					01/21/2010 193.00	04/09/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,245.00		24. MEAD JOHNSON NUTRITION CO PROPERTY TYPE: SECURITIES 1,092.00					01/28/2010 153.00	04/09/2010
6,163.00		106. BAXTER INTL INC COM W/RIGHTS ATTACH PROPERTY TYPE: SECURITIES 6,095.00					01/21/2010 68.00	04/12/2010
8,884.00		69. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES 8,251.00					08/26/2009 633.00	04/13/2010
4,229.00		54. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES 3,832.00					01/21/2010 397.00	04/19/2010
1,423.00		33. COACH INC COM W/RTS ATTACHED EXP 5/2 PROPERTY TYPE: SECURITIES 1,146.00					01/28/2010 277.00	04/22/2010
2,192.00		4. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 2,492.00					12/31/2009 -300.00	04/22/2010
1,668.00		29. TARGET CORP COM PROPERTY TYPE: SECURITIES 1,455.00					01/21/2010 213.00	04/22/2010
1,194.00		15. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 1,154.00					01/21/2010 40.00	04/23/2010
557.00		7. FREEPORT MCMORAN COPPER & GOLD CL B W PROPERTY TYPE: SECURITIES 313.00					10/14/2008 244.00	04/23/2010
1,292.00		20. PEPSICO INC COM PROPERTY TYPE: SECURITIES 1,203.00					01/29/2010 89.00	04/23/2010
581.00		9. PEPSICO INC COM PROPERTY TYPE: SECURITIES 504.00					10/14/2008 77.00	04/23/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,228.00		314. INTEL CORP COM PROPERTY TYPE: SECURITIES 6,076.00					08/26/2009 1,152.00	04/28/2010
10,103.00		188. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES 9,904.00					01/27/2010 199.00	04/29/2010
4,192.00		16. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 2,726.00					08/25/2009 1,466.00	04/30/2010
6,913.00		152. AMERICAN EXPRESS CO COM PROPERTY TYPE: SECURITIES 5,196.00					01/21/2010 1,717.00	05/05/2010
6,918.00		130. KELLOGG CO COM PROPERTY TYPE: SECURITIES 6,294.00					01/21/2010 624.00	05/06/2010
2,051.00		31. CUMMINS INC COM PROPERTY TYPE: SECURITIES 2,319.00					04/29/2010 -268.00	05/07/2010
5,831.00		86. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 3,842.00					10/14/2008 1,989.00	05/07/2010
2,150.00		53. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 2,538.00					04/15/2010 -388.00	05/07/2010
5,653.00		106. KELLOGG CO COM PROPERTY TYPE: SECURITIES 5,012.00					08/25/2009 641.00	05/07/2010
4,889.00		61. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 4,527.00					08/26/2009 362.00	05/07/2010
5,898.00		272. STAPLES INC COM W/INVISIBLE RTS TO PROPERTY TYPE: SECURITIES 6,118.00					03/04/2010 -220.00	05/07/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,868.00		61. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 3,111.00					01/21/2010 -243.00	05/17/2010
1,844.00		100. MOLEX INC CL A PROPERTY TYPE: SECURITIES 1,725.00					08/25/2009 119.00	05/17/2010
7,930.00		165. ABBOTT LABS W/RIGHTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES 7,827.00					01/21/2010 103.00	05/19/2010
6,816.00		312. EBAY INC COM PROPERTY TYPE: SECURITIES 7,489.00					01/21/2010 -673.00	05/19/2010
4,663.00		10. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 5,767.00					01/21/2010 -1,104.00	05/21/2010
2,295.00		28. M & T BK CORP COM PROPERTY TYPE: SECURITIES 1,825.00					01/21/2010 470.00	05/24/2010
5,485.00		91. PARKER HANNIFIN CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 4,626.00					01/21/2010 859.00	05/24/2010
5,540.00		156. QUALCOMM INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 7,621.00					01/21/2010 -2,081.00	06/01/2010
4,494.00		114. METLIFE INC COM PROPERTY TYPE: SECURITIES 5,210.00					04/19/2010 -716.00	06/04/2010
2,243.00		35. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 2,360.00					01/21/2010 -117.00	06/08/2010
64.00		1. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 55.00					10/14/2008 9.00	06/08/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,424.00		5. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 2,349.00					08/26/2009 75.00	06/09/2010
4,703.00		181. JOHNSON CTLS INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 4,620.00					01/21/2010 83.00	06/09/2010
4,719.00		80. UNITED PARCEL SERVICE CL B COM PROPERTY TYPE: SECURITIES 4,388.00					01/21/2010 331.00	06/09/2010
4,328.00		74. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 4,828.00					10/14/2008 -500.00	06/10/2010
7,818.00		174. PHILIP MORRIS INTERNATIONAL IN PROPERTY TYPE: SECURITIES 8,249.00					01/21/2010 -431.00	06/10/2010
4,147.00		67. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 4,303.00					10/14/2008 -156.00	06/10/2010
4,225.00		147. AETNA INC-NEW COM PROPERTY TYPE: SECURITIES 5,099.00					03/23/2010 -874.00	06/11/2010
2,368.00		37. PEPSICO INC COM PROPERTY TYPE: SECURITIES 2,071.00					10/14/2008 297.00	06/16/2010
5,365.00		180. ADOBE SYS INC COM PROPERTY TYPE: SECURITIES 5,891.00					08/25/2009 -526.00	06/25/2010
10,199.00		157. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 12,116.00					01/21/2010 -1,917.00	07/01/2010
3,083.00		67. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 4,933.00					03/03/2010 -1,850.00	07/01/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
963.00		16. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 1,041.00					04/12/2010 -78.00	07/12/2010
1,023.00		17. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 1,109.00					10/14/2008 -86.00	07/12/2010
4,421.00		219. LOWES COS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 4,756.00					01/21/2010 -335.00	07/12/2010
2,579.00		104. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 3,133.00					01/21/2010 -554.00	07/12/2010
322.00		13. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 321.00					10/14/2008 1.00	07/12/2010
4,822.00		76. PEPSICO INC COM PROPERTY TYPE: SECURITIES 4,254.00					10/14/2008 568.00	07/14/2010
2,332.00		48. RAYTHEON CO COM PROPERTY TYPE: SECURITIES 2,550.00					01/27/2010 -218.00	07/22/2010
2,415.00		46. AMGEN INC COM W/RTS ATTACHED EXP 03/ PROPERTY TYPE: SECURITIES 2,820.00					08/26/2009 -405.00	07/23/2010
4,664.00		321. PFIZER INC COM W/RTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES 5,586.00					03/23/2010 -922.00	07/23/2010
1,196.00		31. COVIDIEN PLC PROPERTY TYPE: SECURITIES 1,579.00					01/26/2010 -383.00	07/23/2010
7,225.00		124. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 7,805.00					04/12/2010 -580.00	07/27/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,210.00		20. ALLERGAN INC COM W/RIGHTS ATTACHED E PROPERTY TYPE: SECURITIES 1,183.00					01/21/2010 27.00	07/29/2010
1,394.00		31. EXPRESS SCRIPTS INC CL A W/RIGHTS AT PROPERTY TYPE: SECURITIES 1,662.00					06/14/2010 -268.00	07/29/2010
1,018.00		14. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES 1,083.00					05/19/2010 -65.00	07/29/2010
1,257.00		34. COVIDIEN PLC PROPERTY TYPE: SECURITIES 1,732.00					01/26/2010 -475.00	07/29/2010
2,233.00		86. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 2,121.00					10/14/2008 112.00	08/03/2010
4,222.00		91. RAYTHEON CO COM PROPERTY TYPE: SECURITIES 4,720.00					01/27/2010 -498.00	08/04/2010
6,711.00		300. CONAGRA FOODS INC COM W/RTS EXP 07/ PROPERTY TYPE: SECURITIES 7,367.00					05/19/2010 -656.00	08/09/2010
469.00		11. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 561.00					01/21/2010 -92.00	08/10/2010
4,131.00		97. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 4,020.00					10/14/2008 111.00	08/10/2010
2,415.00		98. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 2,417.00					10/14/2008 -2.00	08/11/2010
4,856.00		196. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 4,834.00					10/14/2008 22.00	08/17/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,528.00		76. L'OREAL - ADR PROPERTY TYPE: SECURITIES 1,583.00					03/29/2010 -55.00	08/18/2010
2,247.00		32. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,748.00					10/14/2008 499.00	08/18/2010
3,191.00		198. CORNING INC COM W/RTS EXP 07/15/200 PROPERTY TYPE: SECURITIES 3,481.00					06/10/2010 -290.00	08/19/2010
9,547.00		479. L'OREAL - ADR PROPERTY TYPE: SECURITIES 8,884.00					08/25/2009 663.00	08/19/2010
1,808.00		75. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 1,850.00					10/14/2008 -42.00	09/09/2010
5,778.00		12. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 5,637.00					08/26/2009 141.00	09/14/2010
5,014.00		126. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 5,221.00					10/14/2008 -207.00	09/14/2010
1,962.00		12. NETFLIX.COM INC PROPERTY TYPE: SECURITIES 1,600.00			COM		09/01/2010 362.00	09/27/2010
5,722.00		88. KIMBERLY-CLARK CORP COM PROPERTY TYPE: SECURITIES 5,547.00					05/10/2010 175.00	09/28/2010
1,571.00		80. GENTEX CORP COM PROPERTY TYPE: SECURITIES 1,455.00					01/21/2010 116.00	10/01/2010
6,147.00		313. GENTEX CORP COM PROPERTY TYPE: SECURITIES 4,453.00					08/25/2009 1,694.00	10/01/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,764.00		26. CITRIX SYS INC COM PROPERTY TYPE: SECURITIES 1,245.00					07/27/2010 519.00	10/04/2010
999.00		51. GENTEX CORP COM PROPERTY TYPE: SECURITIES 726.00					08/25/2009 273.00	10/04/2010
5,904.00		345. PFIZER INC COM W/RTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES 5,987.00					05/05/2010 -83.00	10/04/2010
2,824.00		85. WALGREEN CO COM W/RTS ATTACHED EXP 0 PROPERTY TYPE: SECURITIES 2,999.00					02/24/2010 -175.00	10/04/2010
7,746.00		116. KIMBERLY-CLARK CORP COM PROPERTY TYPE: SECURITIES 7,172.00					06/04/2010 574.00	10/13/2010
2,838.00		79. UNITEDHEALTH GRP INC COM PROPERTY TYPE: SECURITIES 2,669.00					01/21/2010 169.00	10/15/2010
13,399.00		300. DOMINION RES INC VA NEW COM PROPERTY TYPE: SECURITIES 10,395.00					08/25/2009 3,004.00	10/21/2010
2,487.00		46. TARGET CORP COM PROPERTY TYPE: SECURITIES 2,422.00					07/26/2010 65.00	10/21/2010
2,481.00		33. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 1,802.00					10/14/2008 679.00	10/21/2010
2,563.00		91. PAYCHEX INC COM PROPERTY TYPE: SECURITIES 2,665.00					05/24/2010 -102.00	10/25/2010
5,239.00		165. TIME WARNER INC PROPERTY TYPE: SECURITIES 4,409.00					08/26/2009 830.00	10/25/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,242.00		16. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 1,100.00					06/09/2010 142.00	10/28/2010
5,607.00		147. ST JUDE MED INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 5,683.00					07/26/2010 -76.00	10/29/2010
1,755.00		46. ST JUDE MED INC COM W/RTS ATTACHED E PROPERTY TYPE: SECURITIES 1,787.00					08/26/2009 -32.00	10/29/2010
7,145.00		211. WALGREEN CO COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES 6,550.00					07/14/2010 595.00	10/29/2010
4,206.00		149. PAYCHEX INC COM PROPERTY TYPE: SECURITIES 4,364.00					05/24/2010 -158.00	11/04/2010
1,461.00		19. COLGATE-PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 1,531.00					01/25/2010 -70.00	11/10/2010
501.00		10. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 577.00					01/21/2010 -76.00	11/10/2010
3,660.00		73. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 3,784.00					08/26/2009 -124.00	11/10/2010
8,235.00		26. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 4,430.00					08/25/2009 3,805.00	11/11/2010
4,020.00		194. CISCO SYS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 4,932.00					08/10/2010 -912.00	11/11/2010
5,583.00		132. THE DIRECTV GROUP PROPERTY TYPE: SECURITIES 3,295.00					09/10/2009 2,288.00	11/15/2010

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
5,302.00		202. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 4,982.00				10/14/2008 320.00	11/15/2010
4.00		.359 BANCO SANTANDER CENT HISPANO SA ADR PROPERTY TYPE: SECURITIES 5.00				11/10/2010 -1.00	11/23/2010
5,073.00		32. GOLDMAN SACHS GRP INC COM PROPERTY TYPE: SECURITIES 4,794.00				07/29/2010 279.00	12/01/2010
2,969.00		155. CISCO SYS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 3,770.00				08/10/2010 -801.00	12/02/2010
2,337.00		122. CISCO SYS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 2,329.00				10/14/2008 8.00	12/02/2010
1,198.00		21. CELGENE CORP COM PROPERTY TYPE: SECURITIES 1,294.00				11/01/2010 -96.00	12/09/2010
1,489.00		19. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 1,306.00				06/09/2010 183.00	12/09/2010
2,627.00		20. F5 NETWORKS INC COM PROPERTY TYPE: SECURITIES 1,777.00				08/18/2010 850.00	12/16/2010
1,519.00		38. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,581.00				10/14/2008 -62.00	12/16/2010
1,484.00		17. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES 1,315.00				05/19/2010 169.00	12/16/2010
1,890.00		58. STARBUCKS CORP COM PROPERTY TYPE: SECURITIES 1,596.00				05/13/2010 294.00	12/16/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,343.00		60. CONAGRA FOODS INC COM W/RTS EXP 07/1 PROPERTY TYPE: SECURITIES 1,412.00					01/21/2010 -69.00	12/23/2010
5,911.00		264. CONAGRA FOODS INC COM W/RTS EXP 07/ PROPERTY TYPE: SECURITIES 5,412.00					08/25/2009 499.00	12/23/2010
4,839.00		217. CONAGRA FOODS INC COM W/RTS EXP 07/ PROPERTY TYPE: SECURITIES 4,448.00					08/25/2009 391.00	12/27/2010
TOTAL GAIN(LOSS)					----- 116,631. =====	

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - INCOME (ALLOCABLE	2,512.			2,512.
TOTALS	2,512.	NONE	NONE	2,512.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	4,563.			4,563.
TOTALS	4,563.	NONE	NONE	4,563.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
CO-TRUSTEE FEES	22,155.	22,155.
TOTALS	22,155.	22,155.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	234.	234.
FEDERAL TAX PAYMENT - PRIOR YE	5,409.	
FEDERAL ESTIMATES - PRINCIPAL	5,412.	
FOREIGN TAXES ON QUALIFIED FOR	1,914.	1,914.
FOREIGN TAXES ON NONQUALIFIED	129.	129.
	-----	-----
TOTALS	13,098.	2,277.
	=====	=====

ROBERT SIDNEY NEEDHAM FDN

30-0562220

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	41.	41.
TOTALS	----- 41. =====	----- 41. =====

ROBERT SIDNEY NEEDHAM FDN

30-0562220

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
084375EV2 BERKELEY TWP 4.500	91,861.	107,422.
282305CS8 EGG HARBOR TWP 4.250	129,941.	159,870.
443726WS9 HUDSON CNTY NJ 4.250	220,218.	262,610.
	-----	-----
TOTALS	442,020.	529,902.
	=====	=====

ROBERT SIDNEY NEEDHAM FDN

30-05622220

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
437076102 HOME DEPOT INC	11,629.	14,655.
655664100 NORDSTROM INC	11,937.	14,028.
708160106 PENNEY J C INC	7,168.	7,690.
731572103 POLO RALPH LAUREN	10,005.	15,862.
887317303 TIME WARNER INC	11,576.	13,737.
423074103 HEINZ H J CO	10,540.	11,524.
786514208 SAFEWAY INC NEW	7,712.	8,996.
427866108 HERSHEY CO	9,882.	11,976.
20825C104 CONOCOPHILLIPS	10,801.	15,867.
42809H107 HESS CORP	11,628.	17,145.
74733V100 QUESTAR MARKET RES	5,171.	7,625.
060505104 BANK OF AMERICA	14,366.	9,285.
27579R104 EAST WEST BANCORP	5,604.	6,393.
46625H100 JPMORGAN CHASE & CO	14,088.	14,380.
55261F104 M & T BANK CORP	10,106.	13,145.
665859104 NORTHERN TRUST CORP	13,691.	13,908.
808513105 SCHWAB CHARLES CORP	6,816.	6,331.
989701107 ZIONS BANCORP	12,043.	14,901.
002824100 ABBOTT LABS	11,714.	11,594.
071813109 BAXTER INTL INC	13,540.	11,896.
532457108 ELI LILLY & CO	9,118.	9,251.
441060100 HOSPIRA INC	8,302.	11,416.
097023105 BOEING CO	8,611.	11,551.
244199105 DEERE & CO	8,737.	15,530.
666807102 NORTHROP GRUMMAN	10,379.	13,409.
784635104 SPX CORP	10,168.	13,083.
037833100 APPLE INC	7,326.	13,870.
268648102 EMC CORP MASS	12,153.	17,931.
278642103 EBAY INC	12,086.	14,694.

ROBERT SIDNEY NEEDHAM FDN

30-05622220

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
459200101 IBM CORP	14,824.	18,051.
461202103 INTUIT COM	9,170.	15,135.
68389X105 ORACLE CORP	13,379.	18,404.
882508104 TEXAS INSTRUMENTS	8,565.	13,715.
260543103 DOW CHEMICAL CO	11,455.	13,895.
65339F101 NEXTERA ENERGY INC	12,328.	11,282.
748356102 QUESTAR CORP	6,243.	7,469.
023135106 AMAZON COM INC	9,867.	17,640.
099724106 BORG WARNER INC COM	4,995.	8,177.
189754104 COACH INC	3,613.	5,752.
580135101 MCDONALDS CORP	9,210.	10,286.
64110L106 NETFLIX.COM INC	10,107.	14,232.
655664100 NORDSTROM INC	5,001.	5,891.
741503403 PRICELINE COM INC	4,686.	9,190.
855244109 STARBUCKS CORP COM	8,571.	10,635.
87612E106 TARGET CORP	6,853.	8,298.
918204108 V F CORP	6,536.	6,894.
191216100 COCA COLA CO	13,692.	16,311.
194162103 COLGATE PALMOLIVE CO	5,642.	5,626.
582839106 MEAD JOHNSON NUTRITN	5,700.	8,030.
742718109 PROCTER & GAMBLE CO	8,456.	8,620.
13342B105 CAMERON INTL CORP	5,291.	7,102.
247916208 DENBURY RESOURCES	2,544.	3,035.
26875P101 EOG RESOURCES INC	7,705.	7,130.
75281A109 RANGE RES CORP	5,346.	4,768.
845467109 SOUTHWESTERN ENERGY	5,216.	4,005.
12572Q105 CME GROUP INCE	5,599.	5,792.
46625H100 JPMORGAN CHASE & CO	5,723.	5,854.
018490102 ALLERGAN INC	8,405.	9,064.

ROBERT SIDNEY NEEDHAM FDN

30-0562220

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
031162100 AMGEN INC	6,777.	6,368.
151020104 CELGENE CORP COM	8,777.	8,634.
302182100 EXPRESS SCRIPTS INC	5,630.	5,675.
50540R409 LABORATORY CRP AMER	4,949.	5,627.
91324P102 UNITEDHEALTH GROUP	9,179.	10,002.
097023105 BOEING CO	11,328.	11,551.
149123101 CATERPILLAR INC	7,240.	9,834.
231021106 CUMMINS INC	5,169.	11,881.
235851102 DANAHER CORP	4,335.	6,415.
291011104 EMERSON ELECTRIC CO	4,499.	6,575.
740189105 PRECISION CASTPARTS	9,360.	10,441.
774341101 ROCKWELL COLLINS	9,487.	8,972.
913017109 UNITED TECHNOLOGIES	3,769.	5,432.
88579Y101 3M CO	9,665.	10,442.
00724F101 ADOBE SYS INC	7,650.	7,449.
037833100 APPLE INC	20,152.	37,094.
17275R102 CISCO SYSTEMS INC	5,689.	6,029.
177376100 CITRIX SYS INC COM	11,352.	17,103.
219350105 CORNING INC	6,526.	7,631.
268648102 EMC CORP MASS	5,733.	8,427.
315616102 F5 NETWORKS INC	3,021.	4,425.
48203R104 JUNIPER NETWORKS INC	5,468.	5,907.
64110D104 NETAPP INC	7,533.	8,409.
68389X105 ORACLE CORP	18,044.	21,910.
79466L302 SALESFORCE COM INC	6,481.	9,636.
80004C101 SANDISK CORP COM	5,514.	5,734.
882508104 TEXAS INSTRUMENTS	5,048.	6,045.
92826C839 VISA INC CLASS A	6,474.	6,334.
01741R102 ALLEGHENY TECHNOLOGY	11,599.	12,802.

ROBERT SIDNEY NEEDHAM FDN

30-0562220

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

35671D857 FREEPORT-MCMORAN INC
029912201 AMERICAN TOWER SYST

TOTALS

	ENDING BOOK VALUE	ENDING FMV
	-----	---
	17,413.	22,217.
	10,188.	12,445.
	-----	-----
	775,668.	959,402.
	=====	=====

ROBERT SIDNEY NEEDHAM FDN

30-05622220

FORM 990PF, PART II - OTHER INVESTMENTS

===== COST/
FMV

DESCRIPTION C OR F

ENDING
BOOK VALUE

FMV

693390841	PIMCO HIGH YLD FUND	C	291,859.	368,737.
693390304	PIMCO LOW DURATN #36	C	230,000.	234,514.
693390593	PIMCO MODERATE #120	C	325,000.	327,586.
693391104	PIMCO REAL RTN #122	C	230,000.	244,873.
693390700	PIMCO TOT RTN FD #35	C	800,000.	797,794.
94985D582	WELLS FARGO FD #4705	C	187,702.	203,462.
72201F516	PIMCO EMERG LOC #332	C	70,000.	69,869.
693391559	PIMCO EMERG MKT #137	C	165,000.	218,556.
38142Y401	GOLDMAN SACHS #1132	C	197,000.	237,191.
339128100	JPMORGAN MIDCAP #758	C	183,434.	241,770.
641224530	NEUBERGER FD #1817	C	120,398.	153,973.
780905451	ROYCE PREMIER FD#566	C	147,000.	176,920.
94984B348	WELLS FARGO FD #4117	C	234,844.	277,043.
411511306	HARBOR INTL FD #2011	C	295,363.	378,711.
52106N889	LAZARD EMERGING #638	C	223,228.	337,163.
26852M105	EII INTERNATL FD #30	C	87,993.	126,519.
44980Q518	ING INTL RE FD #2664	C	70,000.	69,439.
722005667	PIMCO COMMOD FD #45	C	220,000.	279,798.
779919109	TROWE RE FD #122	C	298,577.	372,740.
05964H105	BANCO SANTANDER ADR	C	180.	149.
05964H105	BANCO SANTANDER ADR	C	14,555.	11,928.
25243Q205	DIAGEO PLC ADR	C	11,635.	13,379.
606822104	MITSUBISHI UFJ FINL	C	10,593.	9,062.
904784709	UNILEVER NV ADR	C	9,073.	10,142.
92857W209	VODAFONE GROUP PLC	C	10,585.	12,638.
H27013103	WEATHERFORD INTRNATL	C	10,873.	12,016.
136385101	CANADIAN NAT RES LTD	C	9,404.	13,193.
M22465104	CHECK POINT SOFTWARE	C	7,095.	10,038.
G2554F105	COVIDIEN PLC	C	6,364.	5,890.

ROBERT SIDNEY NEEDHAM FDN

30-0562220

FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV

C OR F

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

22943F100	CTRIIP.COM INTERNATL	C	5,185.	4,490.
73755L107	POTASH CORP SASK	C	8,136.	8,980.
806857108	SCHLUMBERGER LTD	C	7,323.	8,684.

TOTALS

4,488,399.

5,237,247.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ADJUST-CHANGE OF RECORD KEEPING FROM BOOK TO COST VALUE	443,561.

TOTAL	443,561.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	6.

TOTAL	6.
	=====

ROBERT SIDNEY NEEDHAM FDN

30-0562220

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NJ

STATEMENT 15

ROBERT SIDNEY NEEDHAM FDN

30-0562220

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

=====

OFFICER NAME:

WACHOVIA BANK

ADDRESS:

1525 WEST WT HARRIS BLVD

CHARLOTTE, NC 28288-1114

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 62,702.

TOTAL COMPENSATION:

62,702.

=====

STATEMENT 16

RECIPIENT NAME:
FAIRLEIGH DICKINSON UNIVERSITY
ADDRESS:
1000 RIVER ROAD H-DH3-12
TEANECK, NJ 07666
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 45,000.

RECIPIENT NAME:
CALDWELL COLLEGE
ADDRESS:
9 RYERSON AVENUE
CALDWELL, NJ 07006
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SETON HALL UNIVERSITY
COLLEGE OF NURSING
ADDRESS:
457 CENTRE STREET
SOUTH ORANGE, NJ 07079
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SAINT PETER'S COLLEGE
ADDRESS:
2641 KENNEDY BOULEVARD
JERSEY CITY, NJ 07079
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NJ INSTITUTE OF TECHNOLOGY
ADDRESS:
323 DR MARTIN KUTHER KING JR BLVD
NEWARK, NJ 07102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
MERCER COUNTY COMMUNITY
COLLEGE FOUNDATION
ADDRESS:
1200 OLD TRENTON ROAD
WEST WINDSOR, NJ 08550-3407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PASSAIC COUNTY COMMUNITY COLLEGE
FOUNDATION
ADDRESS:
ONE COLLEGE BLVD
PATERSON, NJ 07505-1102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
UNION COUNTY COLLEGE FDN
ADDRESS:
1033 SPRINGFIELD AVENUE
CRANFORD, NJ 07016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,200.

RECIPIENT NAME:
OCEAN COUNTY COLLEGE FDN
ADDRESS:
1 COLLEGE DRIVE
TOMS RIVER, NJ 08754-2001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

ROBERT SIDNEY NEEDHAM FDN 30-0562220
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
ATLANTIC CAPE COMMUNITY COLLEGE
ADDRESS:
341 COURT HOUSE-SOUTH DENNIS ROAD
CAPE MAY COURTHOUSE, NJ 08210-1972
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WARREN COUNTY COLLEGE
ADDRESS:
475 ROUTE 57 WEST STE 208
WASHINGTON, NJ 07882-4343
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE COLLEGE OF NJ
ADDRESS:
2000 PENNINGTON ROAD
EWING, NJ 08628-0718
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CUMBERLAND COUNTY COLLEGE
ADDRESS:
P O BOX 1500 3322 COLLEGE DRIVE
VINELAND, NJ 08362-1500
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
KEAN UNIVERSITY FOUNDATION
ADDRESS:
1000 MORRIS AVENUE
UNION, NJ 07083
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
THOMAS EDISON STATE COLLEGE
ADDRESS:
101 W STATE STREET
TRENTON, NJ 08608-1176
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CAMDEN COUNTY COLLEGE
ADDRESS:
POST OFFICE BOX 200
BLACKWOOD, NJ 08012
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PASSAIC HIGH SCHOOL
ADDRESS:
170 PAULISON AVENUE
PASSAIC, NJ 07055
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
MONTCLAIR STATE UNIVERSITY
ADDRESS:
1 NORMAL AVENUE
UPPER MONTCLAIR, NJ 07043
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

ROBERT SIDNEY NEEDHAM FDN

30-0562220

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

MIDDLESEX COUNTY COLLEGE FDN

ADDRESS:

2600 WOODBRIDGE AVENUE

EDISON, NJ 08818

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

RARITAN VALLEY COMMUNITY COLLEGE

ADDRESS:

P OBOX 3300

SOMERVILLE, NJ 08876-1265

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

COUNTY COLLEGE OF MORRIS

ADDRESS:

214 CENTER GROVE ROAD

RANDOLPH, NJ 07869

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BURLINGTON COUNTY COLLEGE FDN
ADDRESS:
300 COLLEGE CIRCLE
MOUNT LAUREL, NJ 08054-9705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
RAMAPO COLLEGE OF NJ
ADDRESS:
505 RAMAPO VALLEY ROAD
MAHWAH, NJ 07430
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 213,200.
=====

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

Note: Form 5227 filers need to complete *only* Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			42,329.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	3,424.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	45,753.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			20,540.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	50,338.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	70,878.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		45,753.
14 Net long-term gain or (loss):			
a Total for year	14a		70,878.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		116,631.

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

Part IV Capital Loss Limitation

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust ROBERT SIDNEY NEEDHAM FDN	Employer identification number 30-0562220
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 74. GILEAD SCIENCES INC COM	08/26/2009	01/04/2010	3,197.00	3,423.00	-226.00
15. ADOBE SYS INC COM	08/26/2009	01/06/2010	558.00	488.00	70.00
4. AMAZON COM INC COM	08/26/2009	01/06/2010	533.00	335.00	198.00
11. BEST BUY INC COM	08/26/2009	01/06/2010	450.00	411.00	39.00
20. LOWES COS INC COM	08/26/2009	01/06/2010	458.00	431.00	27.00
W/RIGHTS ATTACHED EXPIRING					
10. NATIONAL OILWELL INC COM	10/13/2009	01/06/2010	463.00	455.00	8.00
80. BROADCOM CORP COM	08/26/2009	01/07/2010	2,486.00	2,223.00	263.00
104. ADOBE SYS INC COM	08/26/2009	01/08/2010	3,812.00	3,384.00	428.00
68. NATIONAL OILWELL INC COM	10/13/2009	01/11/2010	3,157.00	2,746.00	411.00
113. ACCENTURE PLC	08/26/2009	01/13/2010	4,814.00	3,997.00	817.00
23. CATERPILLAR INC COM	08/26/2009	01/21/2010	1,336.00	1,090.00	246.00
W/RTS EXP 12/11/2006					
57. INTEL CORP COM	08/26/2009	01/21/2010	1,180.00	1,103.00	77.00
98. JOY GLOBAL INC 00	01/21/2010	01/22/2010	4,917.00	4,778.00	139.00
26. NATIONAL OILWELL INC COM	01/21/2010	01/22/2010	1,122.00	1,109.00	13.00
101. PETROLEO BRASILEIRO SA PETROBRAS ADR	01/21/2010	01/22/2010	4,239.00	4,299.00	-60.00
34. AFLAC INC COM	01/21/2010	01/25/2010	1,714.00	1,668.00	46.00
26. AFLAC INC COM	08/25/2009	01/26/2010	1,315.00	1,091.00	224.00
15. CANADIAN NAT RES LTD COM CN\$	01/21/2010	01/26/2010	986.00	1,020.00	-34.00
55. PRAXAIR INC COM	01/21/2010	01/26/2010	4,354.00	4,281.00	73.00
38. AFLAC INC COM	08/25/2009	01/27/2010	1,888.00	1,594.00	294.00
26. CUMMINS INC COM	01/21/2010	01/27/2010	1,219.00	1,239.00	-20.00
157. E M C CORP MASS COM	01/21/2010	01/27/2010	2,752.00	2,671.00	81.00
25. AFLAC INC COM	08/25/2009	01/28/2010	1,238.00	1,049.00	189.00
158. ANALOG DEVICES INC COM W/ RTS TO PURCHASE PFD	01/21/2010	01/28/2010	4,281.00	4,535.00	-254.00

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

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

Schedule D-1 (Form 1041) 2010

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 132. THE DIRECTV GROUP	01/21/2010	01/28/2010	4,045.00	3,630.00	415.00
112. NATIONAL OILWELL INC COM	08/26/2009	01/28/2010	4,643.00	4,268.00	375.00
16. OCCIDENTAL PETE CORP COM	01/21/2010	01/28/2010	1,218.00	1,218.00	
8. AFLAC INC COM	08/25/2009	01/29/2010	393.00	336.00	57.00
9. POTASH CORP SASK INC COM W/RTS ATTACHED	01/21/2010	01/29/2010	915.00	997.00	-82.00
18. UNION PAC CORP COM	01/21/2010	01/29/2010	1,107.00	1,169.00	-62.00
148. YAHOO INC COM W/RIGHTS ATTACHED EXP 3/1/2	01/21/2010	01/29/2010	2,227.00	2,422.00	-195.00
6. AFLAC INC COM	08/25/2009	02/01/2010	296.00	252.00	44.00
23. AFLAC INC COM	08/25/2009	02/02/2010	1,138.00	965.00	173.00
22. AFLAC INC COM	08/25/2009	02/03/2010	1,124.00	923.00	201.00
67. CATERPILLAR INC COM W/RTS EXP 12/11/2006	08/26/2009	02/05/2010	3,457.00	3,176.00	281.00
30. OCCIDENTAL PETE CORP COM	08/26/2009	02/05/2010	2,293.00	2,227.00	66.00
90. ADOBE SYS INC COM	01/21/2010	02/09/2010	2,908.00	3,047.00	-139.00
3. MOLEX INC CL A	08/25/2009	02/09/2010	52.00	52.00	
31. ADOBE SYS INC COM	08/25/2009	02/10/2010	1,020.00	1,015.00	5.00
5. MOLEX INC CL A	08/25/2009	02/10/2010	87.00	86.00	1.00
20. ADOBE SYS INC COM	08/25/2009	02/11/2010	654.00	655.00	-1.00
10. MOLEX INC CL A	08/25/2009	02/11/2010	174.00	172.00	2.00
10. MOLEX INC CL A	08/25/2009	02/16/2010	175.00	172.00	3.00
23. ADOBE SYS INC COM	08/25/2009	02/17/2010	742.00	753.00	-11.00 *
10. MOLEX INC CL A	08/25/2009	02/18/2010	178.00	172.00	6.00
20. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	01/21/2010	02/24/2010	1,465.00	1,591.00	-126.00
20. UNION PAC CORP COM	08/26/2009	02/24/2010	1,327.00	1,210.00	117.00
66. WYNN RESORTS LTD	01/21/2010	02/24/2010	4,205.00	4,525.00	-320.00

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

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

Schedule D-1 (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust

Employer identification number

ROBERT SIDNEY NEEDHAM FDN

30-0562220

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. MOLEX INC CL A	08/25/2009	03/03/2010	178.00	172.00	6.00
40. TIME WARNER INC	01/21/2010	03/03/2010	1,179.00	1,109.00	70.00
83. UNION PAC CORP COM	08/26/2009	03/03/2010	5,585.00	5,021.00	564.00
105. BEST BUY INC COM	01/21/2010	03/04/2010	3,904.00	3,931.00	-27.00
36. PEPSICO INC COM	01/29/2010	03/04/2010	2,305.00	2,185.00	120.00
13. POTASH CORP SASK INC COM W/RTS ATTACHED	08/26/2009	03/04/2010	1,484.00	1,219.00	265.00
10. MOLEX INC CL A	08/25/2009	03/05/2010	181.00	172.00	9.00
100. MOLEX INC CL A	08/25/2009	03/08/2010	1,809.00	1,725.00	84.00
79. GILEAD SCIENCES INC COM	01/21/2010	03/10/2010	3,749.00	3,648.00	101.00
130. ZIONS BANCORP COM	01/21/2010	03/11/2010	2,710.00	2,429.00	281.00
100. MOLEX INC CL A	08/25/2009	03/17/2010	1,797.00	1,725.00	72.00
104. ORACLE CORP COM	01/21/2010	03/19/2010	2,598.00	2,421.00	177.00
86. ST JUDE MED INC COM W/RTS ATTACHED EXP 0	08/26/2009	03/22/2010	3,462.00	3,341.00	121.00
36. POTASH CORP SASK INC COM W/RTS ATTACHED	08/26/2009	03/23/2010	4,423.00	3,375.00	1,048.00
356. YAHOO INC COM W/RIGHTS ATTACHED EXP 3/1/2	08/26/2009	03/23/2010	5,706.00	5,351.00	355.00
52. PENNEY J C INC COM	08/25/2009	03/25/2010	1,720.00	1,649.00	71.00
6. APPLE COMPUTER INC COM	01/21/2010	03/29/2010	1,393.00	1,175.00	218.00
14. BOEING CO COM	08/25/2009	03/29/2010	1,036.00	681.00	355.00
30. HERSHEY FOODS CORP COM W/RTS ATTACHED EXP 12/15/20	08/25/2009	03/29/2010	1,287.00	1,184.00	103.00
15. M & T BK CORP COM	01/21/2010	03/29/2010	1,210.00	1,192.00	18.00
22. NORTHROP GRUMMAN CORP COM W/RTS ATTACHED EXP 10/3	01/21/2010	03/29/2010	1,442.00	1,261.00	181.00
100. MOLEX INC CL A	08/25/2009	04/07/2010	1,795.00	1,725.00	70.00
20. INTL BUSINESS MACHINES CORP COM	01/21/2010	04/08/2010	2,551.00	2,504.00	47.00
261. CORNING INC COM W/RTS EXP 07/15/2006	01/21/2010	04/09/2010	5,167.00	4,974.00	193.00

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

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

Schedule D-1 (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 24. MEAD JOHNSON NUTRITION CO	01/28/2010	04/09/2010	1,245.00	1,092.00	153.00
106. BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/	01/21/2010	04/12/2010	6,163.00	6,095.00	68.00
69. INTL BUSINESS MACHINES CORP COM	08/26/2009	04/13/2010	8,884.00	8,251.00	633.00
54. BECTON DICKINSON & CO COM	01/21/2010	04/19/2010	4,229.00	3,832.00	397.00
33. COACH INC COM W/RTS ATTACHED EXP 5/2/2011	01/28/2010	04/22/2010	1,423.00	1,146.00	277.00
4. GOOGLE INC CL A	12/31/2009	04/22/2010	2,192.00	2,492.00	-300.00
29. TARGET CORP COM	01/21/2010	04/22/2010	1,668.00	1,455.00	213.00
15. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	01/21/2010	04/23/2010	1,194.00	1,154.00	40.00
20. PEPSICO INC COM	01/29/2010	04/23/2010	1,292.00	1,203.00	89.00
314. INTEL CORP COM	08/26/2009	04/28/2010	7,228.00	6,076.00	1,152.00
188. WAL MART STORES INC COM	01/27/2010	04/29/2010	10,103.00	9,904.00	199.00
16. APPLE COMPUTER INC COM	08/25/2009	04/30/2010	4,192.00	2,726.00	1,466.00
152. AMERICAN EXPRESS CO COM	01/21/2010	05/05/2010	6,913.00	5,196.00	1,717.00
130. KELLOGG CO COM	01/21/2010	05/06/2010	6,918.00	6,294.00	624.00
31. CUMMINS INC COM	04/29/2010	05/07/2010	2,051.00	2,319.00	-268.00
53. JP MORGAN CHASE & CO COM	04/15/2010	05/07/2010	2,150.00	2,538.00	-388.00
106. KELLOGG CO COM	08/25/2009	05/07/2010	5,653.00	5,012.00	641.00
61. OCCIDENTAL PETE CORP COM	08/26/2009	05/07/2010	4,889.00	4,527.00	362.00
272. STAPLES INC COM W/INVISIBLE RTS TO PUR SHS	03/04/2010	05/07/2010	5,898.00	6,118.00	-220.00
61. HEWLETT-PACKARD CO COM	01/21/2010	05/17/2010	2,868.00	3,111.00	-243.00
100. MOLEX INC CL A	08/25/2009	05/17/2010	1,844.00	1,725.00	119.00
165. ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	01/21/2010	05/19/2010	7,930.00	7,827.00	103.00
312. EBAY INC COM	01/21/2010	05/19/2010	6,816.00	7,489.00	-673.00
10. GOOGLE INC CL A	01/21/2010	05/21/2010	4,663.00	5,767.00	-1,104.00

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

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

Schedule D-1 (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust ROBERT SIDNEY NEEDHAM FDN	Employer identification number 30-0562220
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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 28. M & T BK CORP COM	01/21/2010	05/24/2010	2,295.00	1,825.00	470.00
91. PARKER HANNIFIN CORP COM W/RTS ATTACHED EXP 01/3	01/21/2010	05/24/2010	5,485.00	4,626.00	859.00
156. QUALCOMM INC COM W/RTS ATTACHED	01/21/2010	06/01/2010	5,540.00	7,621.00	-2,081.00
114. METLIFE INC COM	04/19/2010	06/04/2010	4,494.00	5,210.00	-716.00
35. UNITED TECHNOLOGIES CORP COM	01/21/2010	06/08/2010	2,243.00	2,360.00	-117.00
5. GOOGLE INC CL A	08/26/2009	06/09/2010	2,424.00	2,349.00	75.00
181. JOHNSON CTLS INC COM W/RTS ATTACHED EXP 11/30/20	01/21/2010	06/09/2010	4,703.00	4,620.00	83.00
80. UNITED PARCEL SERVICE CL B COM	01/21/2010	06/09/2010	4,719.00	4,388.00	331.00
174. PHILIP MORRIS INTERNATIONAL IN	01/21/2010	06/10/2010	7,818.00	8,249.00	-431.00
147. AETNA INC-NEW COM	03/23/2010	06/11/2010	4,225.00	5,099.00	-874.00
180. ADOBE SYS INC COM	08/25/2009	06/25/2010	5,365.00	5,891.00	-526.00
157. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	01/21/2010	07/01/2010	10,199.00	12,116.00	-1,917.00
67. MONSANTO CO NEW COM	03/03/2010	07/01/2010	3,083.00	4,933.00	-1,850.00
16. JOHNSON & JOHNSON COM	04/12/2010	07/12/2010	963.00	1,041.00	-78.00
219. LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING	01/21/2010	07/12/2010	4,421.00	4,756.00	-335.00
104. MICROSOFT CORP COM	01/21/2010	07/12/2010	2,579.00	3,133.00	-554.00
48. RAYTHEON CO COM	01/27/2010	07/22/2010	2,332.00	2,550.00	-218.00
46. AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007	08/26/2009	07/23/2010	2,415.00	2,820.00	-405.00
321. PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007	03/23/2010	07/23/2010	4,664.00	5,586.00	-922.00
31. COVIDIEN PLC	01/26/2010	07/23/2010	1,196.00	1,579.00	-383.00
124. JOHNSON & JOHNSON COM	04/12/2010	07/27/2010	7,225.00	7,805.00	-580.00
20. ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2/18/	01/21/2010	07/29/2010	1,210.00	1,183.00	27.00
31. EXPRESS SCRIPTS INC CL A W/RIGHTS ATTACHED EXP 7/2	06/14/2010	07/29/2010	1,394.00	1,662.00	-268.00
14. LABORATORY CORP AMER HLDGS COM NEW	05/19/2010	07/29/2010	1,018.00	1,083.00	-65.00

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

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Schedule D-1 (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust

ROBERT SIDNEY NEEDHAM FDN

Employer identification number

30-0562220

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 34. COVIDIEN PLC	01/26/2010	07/29/2010	1,257.00	1,732.00	-475.00
91. RAYTHEON CO COM	01/27/2010	08/04/2010	4,222.00	4,720.00	-498.00
300. CONAGRA FOODS INC COM W/RTS EXP 07/12/2006	05/19/2010	08/09/2010	6,711.00	7,367.00	-656.00
11. HEWLETT-PACKARD CO COM	01/21/2010	08/10/2010	469.00	561.00	-92.00
76. L'OREAL - ADR	03/29/2010	08/18/2010	1,528.00	1,583.00	-55.00
198. CORNING INC COM W/RTS EXP 07/15/2006	06/10/2010	08/19/2010	3,191.00	3,481.00	-290.00
479. L'OREAL - ADR	08/25/2009	08/19/2010	9,547.00	8,884.00	663.00
12. NETFLIX.COM INC COM	09/01/2010	09/27/2010	1,962.00	1,600.00	362.00
88. KIMBERLY-CLARK CORP COM	05/10/2010	09/28/2010	5,722.00	5,547.00	175.00
80. GENTEX CORP COM	01/21/2010	10/01/2010	1,571.00	1,455.00	116.00
26. CITRIX SYS INC COM	07/27/2010	10/04/2010	1,764.00	1,245.00	519.00
345. PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007	05/05/2010	10/04/2010	5,904.00	5,987.00	-83.00
85. WALGREEN CO COM W/RTS ATTACHED EXP 08/21/2006	02/24/2010	10/04/2010	2,824.00	2,999.00	-175.00
116. KIMBERLY-CLARK CORP COM	06/04/2010	10/13/2010	7,746.00	7,172.00	574.00
79. UNITEDHEALTH GRP INC COM	01/21/2010	10/15/2010	2,838.00	2,669.00	169.00
46. TARGET CORP COM	07/26/2010	10/21/2010	2,487.00	2,422.00	65.00
91. PAYCHEX INC COM	05/24/2010	10/25/2010	2,563.00	2,665.00	-102.00
16. MCDONALDS CORP COM	06/09/2010	10/28/2010	1,242.00	1,100.00	142.00
147. ST JUDE MED INC COM W/RTS ATTACHED EXP 0	07/26/2010	10/29/2010	5,607.00	5,683.00	-76.00
211. WALGREEN CO COM W/RTS ATTACHED EXP 08/21/2006	07/14/2010	10/29/2010	7,145.00	6,550.00	595.00
149. PAYCHEX INC COM	05/24/2010	11/04/2010	4,206.00	4,364.00	-158.00
19. COLGATE-PALMOLIVE CO COM	01/25/2010	11/10/2010	1,461.00	1,531.00	-70.00
10. TEVA PHARMACEUTICAL INDS LTD ADR	01/21/2010	11/10/2010	501.00	577.00	-76.00
194. CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING	08/10/2010	11/11/2010	4,020.00	4,932.00	-912.00

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

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

Schedule D-1 (Form 1041) 2010

Department of the Treasury
Internal Revenue Service

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

2010

ROBERT SIDNEY NEEDHAM FDN

30-0562220

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1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	3,424.00
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Schedule D-1 (Form 1041) 2010

* INDICATES WASH SALE

80

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT SIDNEY NEEDHAM FDN

30-0562220

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 8117.707 BRIDGEWAY AGGRESSIVE INVESTORS 2 FD	10/14/2008	01/19/2010	105,449.00	92,623.00	12,826.00
5886.837 DREYFUS/THE BOSTON CA S/C - I #6944	10/14/2008	01/19/2010	119,091.00	97,721.00	21,370.00
44. PROCTER & GAMBLE CO COM	10/14/2008	03/04/2010	2,793.00	2,826.00	-33.00
58. BANK AMER CORP COM	10/14/2008	03/29/2010	1,039.00	1,514.00	-475.00
7. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS ATTACHED	10/14/2008	04/23/2010	557.00	313.00	244.00
9. PEPSICO INC COM	10/14/2008	04/23/2010	581.00	504.00	77.00
86. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	10/14/2008	05/07/2010	5,831.00	3,842.00	1,989.00
1. UNITED TECHNOLOGIES CORP COM	10/14/2008	06/08/2010	64.00	55.00	9.00
74. JOHNSON & JOHNSON COM	10/14/2008	06/10/2010	4,328.00	4,828.00	-500.00
67. PROCTER & GAMBLE CO COM	10/14/2008	06/10/2010	4,147.00	4,303.00	-156.00
37. PEPSICO INC COM	10/14/2008	06/16/2010	2,368.00	2,071.00	297.00
17. JOHNSON & JOHNSON COM	10/14/2008	07/12/2010	1,023.00	1,109.00	-86.00
13. MICROSOFT CORP COM	10/14/2008	07/12/2010	322.00	321.00	1.00
76. PEPSICO INC COM	10/14/2008	07/14/2010	4,822.00	4,254.00	568.00
86. MICROSOFT CORP COM	10/14/2008	08/03/2010	2,233.00	2,121.00	112.00
97. HEWLETT-PACKARD CO COM	10/14/2008	08/10/2010	4,131.00	4,020.00	111.00
98. MICROSOFT CORP COM	10/14/2008	08/11/2010	2,415.00	2,417.00	-2.00
196. MICROSOFT CORP COM	10/14/2008	08/17/2010	4,856.00	4,834.00	22.00
32. UNITED TECHNOLOGIES CORP COM	10/14/2008	08/18/2010	2,247.00	1,748.00	499.00
75. MICROSOFT CORP COM	10/14/2008	09/09/2010	1,808.00	1,850.00	-42.00
12. GOOGLE INC CL A	08/26/2009	09/14/2010	5,778.00	5,637.00	141.00
126. HEWLETT-PACKARD CO COM	10/14/2008	09/14/2010	5,014.00	5,221.00	-207.00
313. GENTEX CORP COM	08/25/2009	10/01/2010	6,147.00	4,453.00	1,694.00
51. GENTEX CORP COM	08/25/2009	10/04/2010	999.00	726.00	273.00
300. DOMINION RES INC VA NEW COM	08/25/2009	10/21/2010	13,399.00	10,395.00	3,004.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

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Employer identification number

30-0562220

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Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER LOW DURATION FD I	3,586.00
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	10,390.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	27,209.00
WELLS FARGO ADV INTL BOND-IS #4705	1,145.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

42,329.00
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTI	2,120.00
PIMCO FDS PAC INVT MGMT SER LOW DURATION FD I	715.00
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	2,725.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	12,441.00
ROYCE PREMIER FUND W CLASS #566	2,327.00
WELLS FARGO ADV INTL BOND-IS #4705	213.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

20,540.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

20,540.00
=====

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization ROBERT SIDNEY NEEDHAM FDN	Employer identification number 30-0562220
	Number, street, and room or suite no. If a P.O. box, see instructions. 1525 W.W.T. HARRIS BLVD. D1114-044	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHARLOTTE, NC 28288	

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

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

- The books are in the care of ► WELLS FARGO BANK, NA

Telephone No. ► (336) 747-8203FAX No. ►

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

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2010 or
- ☐ tax year beginning , 20 , and ending , 20 .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	<u>2,309.</u>
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 \$	<u>5,412.</u>
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 \$	<u></u>

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

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)