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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**

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

OMB No 1545-0052

**2010**

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

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

Name of foundation

**The Edward L. Hutton Foundation**

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

**255 East Fifth St., 2600 Chemed Cen**

City or town, state, and ZIP code

**Cincinnati****OH****45202-4726**H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 13,028,873**J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

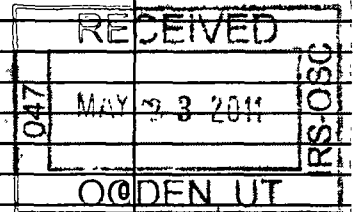
A Employer identification number

**31-1334189**

B Telephone number (see page 10 of the instructions)

**(212) 262-0660**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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	<b>85</b>	<b>85</b>		
4 Dividends and interest from securities	<b>202,611</b>	<b>202,611</b>		
5 a Gross rents		<b>0</b>		
b Net rental income or (loss)	<b>0</b>			
6 a Net gain or (loss) from sale of assets not on line 10	<b>-1,028,636</b>			
b Gross sales price for all assets on line 6a	<b>3,167,741</b>			
7 Capital gain net income (from Part IV, line 2)		<b>0</b>		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances	<b>0</b>			
b Less Cost of goods sold	<b>0</b>			
c Gross profit or (loss) (attach schedule)	<b>0</b>			
11 Other income (attach schedule)	<b>-6,743</b>	<b>-6,743</b>	<b>0</b>	
12 Total. Add lines 1 through 11	<b>-832,683</b>	<b>195,953</b>	<b>0</b>	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc	<b>13,200</b>			<b>6,600</b>
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
b Accounting fees (attach schedule)	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
c Other professional fees (attach schedule)	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	<b>1,947</b>	<b>97</b>	<b>0</b>	<b>925</b>
19 Depreciation (attach schedule) and depletion	<b>0</b>	<b>0</b>	<b>0</b>	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	<b>8,605</b>	<b>1,905</b>	<b>0</b>	<b>3,350</b>
24 Total operating and administrative expenses. Add lines 13 through 23	<b>23,752</b>	<b>2,002</b>	<b>0</b>	<b>10,875</b>
25 Contributions, gifts, grants paid	<b>756,431</b>			<b>756,431</b>
26 Total expenses and disbursements. Add lines 24 and 25	<b>780,183</b>	<b>2,002</b>	<b>0</b>	<b>767,306</b>
27 Subtract line 26 from line 12	<b>-1,612,866</b>			
a Excess of revenue over expenses and disbursements		<b>193,951</b>		
b Net investment income (if negative, enter -0-)			<b>0</b>	
c Adjusted net income (if negative, enter -0-)				



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

Form **990-PF** (2010)

(HTA)

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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			
	2	Savings and temporary cash investments	2,578,518	303,401	303,401
	3	Accounts receivable ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0		
		Less allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S. and state government obligations (attach schedule)	5,995,243	8,899,035	9,006,396
	b	Investments—corporate stock (attach schedule)	4,338,994	2,097,453	3,719,076
	c	Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11	Investments—land, buildings, and equipment basis ▶	0		
		Less accumulated depreciation (attach schedule) ▶	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	0	0
	14	Land, buildings, and equipment basis ▶	0		
		Less accumulated depreciation (attach schedule) ▶	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	12,912,755	11,299,889	13,028,873
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24	Unrestricted	12,912,755	11,299,889	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			0
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	12,912,755	11,299,889	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,912,755	11,299,889	

## 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	12,912,755
2	Enter amount from Part I, line 27a	2	-1,612,866
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	11,299,889
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,299,889

**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.)
<b>1a See Attached Statement</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
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		
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
<b>2 Capital gain net income or (net capital loss)</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	<b>-1,028,636</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> 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			<b>3</b>	<b>0</b>

**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.

(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	892,127	12,306,963	0.072490
2008	771,945	9,770,960	0.079004
2007	270,179	6,065,641	0.044543
2006	289,855	5,629,871	0.051485
2005	336,972	5,253,236	0.064146
<b>2 Total of line 1, column (d)</b>			<b>2</b> <b>0.311668</b>
<b>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</b>			<b>3</b> <b>0.062334</b>
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			<b>4</b> <b>12,909,686</b>
<b>5 Multiply line 4 by line 3</b>			<b>5</b> <b>804,712</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> <b>1,940</b>
<b>7 Add lines 5 and 6</b>			<b>7</b> <b>806,652</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			<b>8</b> <b>767,306</b>

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	3,879
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	3,879
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,879
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,147	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,147	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,732	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X	
14	The books are in care of <b>Thomas C. Hutton</b> Telephone no <b>(212) 262-0660</b> Located at <b>1279 Avenue of Americas, Ste. 1905 New York NY</b> ZIP+4 <b>10020</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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? If "Yes," list the years 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

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

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

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

**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? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870 **6b**

**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? ☐ Yes ☒ No **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
Thomas C. Hutton 39 Homesdale Road Bronxdale NY	VP, Sec 3 00	0	0	0
Edward A. Hutton 240 East Second Street Covington KY	VP 3 00	6,600	0	0
Jennie H. Jacoby 15 Bay State Road Wellesley MA	VP 3 00	6,600	0	0
	.00	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	0
<b>Total. Add lines 1 through 3</b>	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	11,567,092
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,539,188
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	13,106,280
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	13,106,280
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	196,594
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	12,909,686
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	645,484

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	645,484
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	3,879
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI.)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,879
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	641,605
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	641,605
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	641,605

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	767,306
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	767,306
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	767,306

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year The Kenyon Fund		Exempt		10,000
St Vincent's Church of Bedford Indiana		Exempt		3,000
Pilgrim St Luke's United Church of Christ		Exempt		15,000
Bedford North Lawrence Hutton / BNL Scholarship		Exempt		50,000
Lawrence County Museum of History		Exempt		50,000
Lower Price Hill Community School		Exempt		30,000
Senior Citizens Coordinating Counsel		Exempt		12,000
Emma's House		Exempt		27,500
Pilgrim St Luke's / United Church of Christ		Exempt		10,000
Indiana University Foundation		Exempt		454,931
Bloomfield Jr School		Exempt		14,000
<b>Total</b> See Attached Statement			▶ 3a	756,431
<b>b</b> Approved for future payment				
<b>Total</b>			▶ 3b	0

Enter gross amounts unless otherwise indicated.

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

Form **990-PF** (2010)



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

The Kenyon Fund

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Exempt

Purpose of grant/contribution

Amount

12,000

Name

The Rivers School

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Exempt

Purpose of grant/contribution

Amount

10,000

Name

The Rivers School

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Exempt

Purpose of grant/contribution

Amount

1,000

Name

Yale Parents Annual Fund

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Exempt

Purpose of grant/contribution

Amount

1,000

Name

Newton-Wellesley Hospital Foundation

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Exempt

Purpose of grant/contribution

Amount

1,000

Name

Cumberland College Mountain Outreach Program

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Exempt

Purpose of grant/contribution

Amount

50,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Kenyon College

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status Exempt
--------------	-----------------------------

Purpose of grant/contribution	Amount 5,000
-------------------------------	-----------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

**The Edward L. Hutton Foundation**  
**31-1334189**  
**Form 990-PF**

	<u>Revenue and Expenses Per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>	<u>Charitable Purposes</u>
<u>Part I - Interest on Temporary Cash Investments</u>				
Fifth Third Bank	<u>85</u>	<u>85</u>		
 <u>Part I - Dividends and Interest from Securities</u>				
Chemed Corporation	11,524	11,524		
Fifth Third Bancorp	292	292		
Fidelity Comwith Tr Mkt Index Fund	76	76		
Fidelity Spartan US Equity Index Fund	1,299	1,299		
Oakmark Equity & Income Fund	4,474	4,474		
Rowe T Price Cap Appreciation	11,808	11,808		
Washington REIT	16,478	16,478		
Omnicare	2,709	2,709		
Johnson & Johnson	2,078	2,078		
Procter & Gamble Co.	4,148	4,148		
Price T Rowe Group, Inc.	1,080	1,080		
Kinder Morgan Energy Partners	281	281		
Oakmark Equity & Income Fund	1,090	1,090		
Oakmark International Fund	793	793		
Rowe T Price Cap Appreciation	1,687	1,687		
Fifth Third Prime Money Market	156	156		
Fifth Third Government Money Market Fund	10	10		
US Government Notes	<u>142,628</u>	<u>142,628</u>		
 Total	 <u>202,611</u>	 <u>202,611</u>		
 <u>Part 1 - Other Income</u>				
Kinder Morgan Energy Partners	<u>(6,743)</u>	<u>(6,743)</u>		





## Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Amount			
										Long Term CG Distributions			
										Short Term CG Distributions			
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				
									Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses	Net Gain or Loss
1	X	3,408 sh Omnicare, Inc.				2/5/2001	D	8/9/2010	70,620	69,796			
2	X	92 sh Omnicare, Inc.				3/6/2006	D	8/9/2010	1,906	5,652			-3,746
3	X	1,309 sh Omnicare, Inc				3/6/2006	D	8/9/2010	27,019	80,425			-53,406
4	X	13,345 sh Omnicare, Inc				3/23/2006	D	8/9/2010	275,453	767,604			-492,151
5	X	400 sh Omnicare, Inc.				5/15/2006	D	8/9/2010	8,256	22,400			-14,144
6	X	923 sh Omnicare, Inc.				1/18/2005	D	8/9/2010	19,052	50,580			-31,528
7	X	1,699 sh Omnicare, Inc.				5/19/2006	D	8/9/2010	35,069	92,494			-57,425
8	X	4,803 sh Omnicare, Inc.				5/26/2006	D	8/9/2010	99,138	252,206			-153,068
9	X	850 sh Omnicare, Inc.				9/2/2005	D	8/9/2010	17,545	44,583			-27,038
10	X	665 sh Omnicare, Inc				7/12/2005	D	8/9/2010	13,726	32,159			-18,433
11	X	720 sh Omnicare, Inc.				8/1/2005	D	8/9/2010	14,861	33,365			-18,504
12	X	1,964 sh Omnicare, Inc.				1/2/2004	D	8/9/2010	40,539	80,367			-39,828
13	X	400 sh Omnicare, Inc.				5/18/2004	D	8/9/2010	8,256	15,976			-7,720
14	X	960 sh Omnicare, Inc.				6/1/2005	D	8/9/2010	19,815	36,595			-16,780
15	X	312 sh Omnicare, Inc.				5/18/2005	D	8/9/2010	6,440	11,750			-5,310
16	X	28,344 sh Omnicare, Inc				2/22/2008	D	8/9/2010	585,046	660,982			-75,936
17	X	325,000 US Treas Note				2/21/2008	P	1/31/2010	325,000	325,952			-952
18	X	295,000 US Treas Note				2/13/2008	P	1/31/2010	295,000	296,775			-1,775
19	X	640,000 US Treas Note				9/29/2008	P	9/30/2010	640,000	645,664			-5,664
20	X	600,000 US Treas Note				11/18/2008	P	10/31/2010	600,000	605,648			-5,648
21	X	65,000 US Treas Note				9/12/2008	P	8/31/2010	65,000	65,404			-404
									Securities		3,167,741	4,196,377	-1,028,636
									Other sales		0	0	0

**Line 11 (990-PF) - Other Income**

		-6,743	-6,743	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Kinder Morgan Energy Partners	-6,743	-6,743	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	



**Line 18 (990-PF) - Taxes**

		1,947	97	0	925
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign income tax withheld	97	97		
2	Tax on investment income	1,650			825
3	State tax	200			100
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization. See attached statement	0	0	0	0
2	Agency fees	1,760	1,760		
3	Tax preparation fee	145	145		
4	Stipends	5,500			2,750
5	Insurance	1,200			600
6					
7					
8					
9					
10					

**Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations**

		5,995,243	8,899,035	6,060,901	9,006,396		
	Description	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1	US Treasury Bonds	5,995,243	8,899,035	6,060,901	9,006,396	X	
2							
3							
4							
5							
6							
7							
8							
9							
10							

# Part II, Line 10b (990-PF) - Investments - Corporate Stock

Part II, Line 10b (990-PF) - Investments - Corporate Stock						
			4,338,994	2,097,453	4,565,169	3,719,076
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Chemed Corporation		331,770	331,770	1,063,111	1,407,509
2	Washington REIT		180,057	174,322	262,221	294,963
3	Fifth Third Bank		17,007	17,007	71,224	107,237
4	Omnicare, Inc.		2,256,934		1,455,491	
5	Johnson & Johnson		55,960	55,960	63,444	60,922
6	Kinder Morgan Energy Partners		53,093	53,093	70,127	80,799
7	Price T Rowe Group, Inc.		30,273	30,273	53,250	64,540
8	Procter & Gamble Co.		109,496	109,496	133,386	141,526
9	Fidelity - Spartan		54,389	55,763	64,320	73,955
10	Oakmark Equity & Income Fund		541,599	547,162	632,382	692,471
11	Oakmark International		122,881	123,577	83,542	96,291
12	Rowe T Price Cap Appreciation		585,535	599,030	612,671	698,863
13						

# Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						Long Term CG Distributions	Short Term CG Distributions								
						Amount	0	3,167,741	0	4,156,377	-1,028,636	0	0	0	-1,028,636
1	3,408 sh Omnicare, Inc.		D	2/5/2001	8/9/2010			70,620	0	69,796	824				824
2	92 sh Omnicare, Inc.		D	3/6/2006	8/9/2010			1,906	0	5,652	-3,746				-3,746
3	1,309 sh Omnicare, Inc.		D	3/6/2006	8/9/2010			27,019	0	80,425	-53,406				-53,406
4	13,345 sh Omnicare, Inc.		D	3/23/2006	8/9/2010			275,453	0	767,604	-492,151				-492,151
5	400 sh Omnicare, Inc.		D	5/15/2006	8/9/2010			8,256	0	22,400	-14,144				-14,144
6	923 sh Omnicare, Inc.		D	11/8/2005	8/9/2010			19,052	0	50,580	-31,528				-31,528
7	1,699 sh Omnicare, Inc.		D	5/19/2006	8/9/2010			35,069	0	92,494	-57,425				-57,425
8	4,803 sh Omnicare, Inc.		D	5/26/2006	8/9/2010			99,138	0	232,206	-153,068				-153,068
9	850 sh Omnicare, Inc.		D	9/2/2005	8/9/2010			17,545	0	44,583	-27,038				-27,038
10	665 sh Omnicare, Inc.		D	7/12/2005	8/9/2010			13,726	0	32,159	-18,433				-18,433
11	720 sh Omnicare, Inc.		D	8/12/2005	8/9/2010			14,861	0	33,365	-18,504				-18,504
12	1,964 sh Omnicare, Inc.		D	1/22/2004	8/9/2010			40,539	0	80,367	-39,828				-39,828
13	400 sh Omnicare, Inc.		D	5/18/2004	8/9/2010			8,256	0	15,976	-7,720				-7,720
14	960 sh Omnicare, Inc.		D	6/12/2005	8/9/2010			19,815	0	36,595	-16,780				-16,780
15	312 sh Omnicare, Inc.		D	5/18/2005	8/9/2010			6,440	0	11,750	-5,310				-5,310
16	28,344 sh Omnicare, Inc.		D	2/22/2008	8/9/2010			585,046	0	660,982	-75,936				-75,936
17	325,000 US Treas Note		P	2/21/2008	1/31/2010			325,000	0	325,952	-952				-952
18	295,000 US Treas Note		P	2/13/2008	1/31/2010			295,000	0	296,775	-1,775				-1,775
19	640,000 US Treas Note		P	9/29/2008	9/30/2010			640,000	0	645,664	-5,664				-5,664
20	600,000 US Treas Note		P	11/18/2008	10/31/2010			600,000	0	605,648	-5,648				-5,648
21	65,000 US Treas Note		P	9/12/2008	8/31/2010			65,000	0	65,404	-404				-404

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

The Kenyon Fund

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status Exempt		
Purpose of grant/contribution			Amount 12,000

Name

The Rivers School

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status Exempt		
Purpose of grant/contribution			Amount 10,000

Name

The Rivers School

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status Exempt		
Purpose of grant/contribution			Amount 1,000

Name

Yale Parents Annual Fund

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status Exempt		
Purpose of grant/contribution			Amount 1,000

Name

Newton-Wellesley Hospital Foundation

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status Exempt		
Purpose of grant/contribution			Amount 1,000

Name

Cumberland College Mountain Outreach Program

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status Exempt		
Purpose of grant/contribution			Amount 50,000



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Kenyon College

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status Exempt		
Purpose of grant/contribution			Amount 5,000

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0