



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2010**

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

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

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

THE ALTON FOUNDATION
815 COUNTRY VALLEY ROAD
WESTLAKE VILLAGE, CA 91362

A Employer identification number

31-1816253

B Telephone number (see the instructions)

805-379-1550

C If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ 963,175.

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 916,050.**7** Capital gain net income (from Part IV, line 2)**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/(loss) (att sch)**11** Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) SEE ST 2**c** Other prof fees (attach sch) SEE ST 3**17** Interest**18** Taxes (attach schedule)(see instr.) SEE ST 4**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences and meetings**22** Printing and publications**23** Other expenses (attach schedule)**24 Total operating and administrative expenses.** Add lines 13 through 23**25** Contributions, gifts, grants paid PART XV**26 Total expenses and disbursements.** Add lines 24 and 25**27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements****b Net investment income** (if negative, enter -0)**c Adjusted net income** (if negative, enter -0)

-95,714.

17,831.

57,568.

SCANNED AUG 13 2011
OPERATING
AND
ADMINISTRATIVE EXPENSES

RECEIVED

AUG 1 2011

OPEN

18

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	-30,289.	13,426.	13,426.
	2 Savings and temporary cash investments			
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	973,924.	834,495.	949,749.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	943,635.	847,921.	963,175.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund	943,635.	847,921.	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	943,635.	847,921.	
	31 Total liabilities and net assets/fund balances (see the instructions)	943,635.	847,921.	

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	943,635.
2	Enter amount from Part I, line 27a	2	-95,714.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	847,921.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	847,921.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	FOOTNOTE TWO NET STCG MORGAN STANLEY # 682	P	VARIOUS	VARIOUS
b	FOOTNOTE THREE NET LTCG MORGAN STANLEY # 682	P	VARIOUS	VARIOUS
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 532,122.		474,554.	57,568.
b 383,928.		375,294.	8,634.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			57,568.
b			8,634.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	66,202.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	57,568.

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 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 (column (b) divided by column (c))
2009	125,300.	801,348.	0.156362
2008	98,175.	1,185,935.	0.082783
2007	191,153.	1,611,618.	0.118609
2006	139,624.	1,547,072.	0.090250
2005	150,399.	1,555,980.	0.096659

2 Total of line 1, column (d)	2	0.544663
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.108933
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	868,580.
5 Multiply line 4 by line 3	5	94,617.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	178.
7 Add lines 5 and 6	7	94,795.
8 Enter qualifying distributions from Part XII, line 4	8	109,815.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	178.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	178.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	178.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	128.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	128.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	50.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐	11		

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 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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
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)? 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

BAA

Form 990-PF (2010)

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 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 <u>N/A</u>	13	X	
14	The books are in care of <u>LEE & COCHRAN CPA'S, LLP</u> Telephone no <u>818.991.5430</u> Located at <u>31255 CEDARVALLEY DR, #304 WESTLAKE VILLAGE</u> ZIP + 4 <u>91362</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 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. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	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

BAA

Form 990-PF (2010)

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 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 instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

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 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
KIRBY ALTON 815 COUNTRY VALLEY ROAD WESTLAKE VILLAGE, CA 91362	CHAIRMAN 12.00	50,000.	0.	0.
JAN ALTON 815 COUNTRY VALLEY ROAD WESTLAKE VILLAGE, CA 91362	SECRETARY 0	0.	0.	0.
SCOTT HIBBARD P.O. BOX 835 HELENA, MT 59624	DIRECTOR 10.00	0.	0.	0.
HENRY JOINER 410 MILLSTONE CIRCLE ATHENS, GA 30605	DIRECTOR 0	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	881,807.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	881,807.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	881,807.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,227.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	868,580.
6	Minimum investment return. Enter 5% of line 5	6	43,429.

Part XI Distributable Amount (see 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	43,429.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	178.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	178.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	43,251.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	43,251.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	43,251.

Part XII Qualifying Distributions (see 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	109,815.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	109,815.
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 instructions)	5	178.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,637.

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.

BAA

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				43,251.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	72,992.			
b From 2006	68,582.			
c From 2007	116,096.			
d From 2008	39,131.			
e From 2009	85,233.			
f Total of lines 3a through e	382,034.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 109,815.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				43,251.
e Remaining amount distributed out of corpus	66,564.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	448,598.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	72,992.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	375,606.			
10 Analysis of line 9:				
a Excess from 2006	68,582.			
b Excess from 2007	116,096.			
c Excess from 2008	39,131.			
d Excess from 2009	85,233.			
e Excess from 2010	66,564.			

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
<i>a Paid during the year</i> SEE STATEMENT 6				
Total			▶ 3a	109,815.
<i>b Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12.	
4 Dividends and interest from securities			14	6,708.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,270.	
8 Gain or (loss) from sales of assets other than inventory			18	66,202.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				74,192.	
13 Total. Add line 12, columns (b), (d), and (e)				13	74,192.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2010

FEDERAL STATEMENTS

PAGE 1

CLIENT 4115

THE ALTON FOUNDATION

31-1816253

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 1,270.		
TOTAL	\$ 1,270.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 2,119.	\$ 2,119.		
TOTAL	\$ 2,119.	\$ 2,119.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR MANAGEMENT FEES	\$ 60.	\$ 60.		
ANNUAL SAFEKEEPING FEE	50.	50.		
INV. MANAGEMENT FEES	6,401.	6,401.		
TOTAL	\$ 6,511.	\$ 6,511.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	\$ 275.	\$ 275.		
FRANCHISE TAX BOARD, CA	10.	10.		
PAYROLL TAXES - FEDERAL	825.	825.		
PAYROLL TAXES - STATE	238.	238.		
TOTAL	\$ 1,348.	\$ 1,348.	\$ 0.	\$ 0.

CLIENT 4115

THE ALTON FOUNDATION

31-1816253

STATEMENT 5
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: KIRBY ALTON
CARE OF:
STREET ADDRESS: 815 COUNTRY VALLEY ROAD
CITY, STATE, ZIP CODE: WESTLAKE VILLAGE, CA 91362
TELEPHONE: (805) 445-6484
FORM AND CONTENT: WRITTEN INFORMATION AS APPROPRIATE TO DETERMINE CHARITABLE BENEFIT SERVED BY CHARITABLE ORGANIZATIONS TAX-EXEMPT UNDER IRC SECTION 501(C)(3) AND THAT QUALIFY UNDER IRC SECTION 509.
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: NONE

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ARTEMIS WILDLIFE FOUNDATION BOX 748 HELENA, MT 59624	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	\$ 10,000.
AMERICAN RED CROSS 836 CALLE PLANO, P.O. BOX 608 CAMARILLO, CA 93011	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	2,000.
CARE 151 ELLIS STREET, NE ATLANTA, GA 30303	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
DISABLED AMERICAN VETERANS P.O. BOX 14301 CINCINNATI, OH 45250	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 31709	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
U. S. OLYMPIC COMMITTEE BOX 7010 ALBERT LEA, MN 56007	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
VFW 406 WEST 34TH STREET KANSAS CITY, MO 64111	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.

CLIENT 4115

THE ALTON FOUNDATION

31-1816253

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CHILDRENS HOPITAL LA FOUNDAT'N 4650 SUNSET BLVD., #29 LOS ANGELES, CA 90027	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	\$ 200.
NATIONAL RIGHT TO WORK FOUNDATION 8001 BRADDOCK RD SPRINGFIELD, VA 22160	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	450.
UN. OF ILLINOIS FOUNDATION BOX 3429 CHAMPAIGN, IL 60826	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	500.
MADISON VALLEY HOSP. FOUND'N P.O. BOX 993 ENNIS, MT 59729	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	10,000.
HOSPICE OF THE CONEJO 80 E. HILLCREST DRIVE, STE 204 THOUSAND OAKS, CA 91360	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	140.
ASSISTANCE LEAGUE CONEJO VALLE P.O. BOX 4732 THOUSAND OAKS, CA 91360	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	5,000.
EASTER SEALS P.O. BOX 2194 VENTURA, CA 93002	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
INTERFACE CHILDREN FAMILY SVCS 1350 DEL NORTE ROAD, #130 CAMARILLO, CA 93010	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	500.
JEANETTE RANKIN FOUNDATION P.O. BOX 6653 ATHENS, GA 30604	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
MADISON COUNTY VOLUNTEERS P.O. BOX 460 ENNIS, MT 59729	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
THE NATURE CONSERVANCY OF MONTANA 32 SOUTH EWING HELENA, MT 59601	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	40,000.

CLIENT 4115

THE ALTON FOUNDATION

31-1816253

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNITED WAY OF VENTURA COUNTY 1317 DEL NORTE ROAD, SUITE 100 CAMARILLO, CA 93010	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	\$ 2,000.
UNIVERSITY OF SOUTHERN CALIF BOX 80354 LOS ANGELES, CA 90089	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
VENTURA COUNTY RESCUE MISSION P.O. BOX 5545 OXNARD, CA 93030	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	800.
AIDS PROJECT LOS ANGELES 611 S. KINGSLEY DRIVE LOS ANGELES, CA 90005	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
AMERICAN CANCER SOCIETY 1710 WEBSTER STREET OAKLAND, CA 94612	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
BIG BROTHERS BIG SISTERS-ENNIS P.O. BOX 57 ENNIS, MT 59729	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
BOYS/GIRLS CLUB CONEJO-VIRGENE 5137 CLARETON DRI, SUITE 210 AGOURA HILLS, CA 91301	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
C.A.S.A. 1305 DEL NORTE ROAD, #130 CAMARILLO, CA 93010	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	350.
MADISON VALLEY HISTORY ASSOC P.O. BOX 474 ENNIS, MT 59729	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
KAPPA KAPPA GAMMA FOUNDATION P.O. BOX 38 COLUMBUS, OH 43216	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
MVRG P.O. BOX 330 ENNIS, MT 59729	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.

CLIENT 4115

THE ALTON FOUNDATION

31-1816253

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	\$ 100.
SPECIAL OLYMPICS BOX 2006 SANTA MONICA, CA 90406	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
PROJECT HOPE 255 CARTER HALL LANE MILLWOOD, VA 22646	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
MARINE TOYS FOR TOTS BOX 227 QUANTICO, VA 22134	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
THE WELLNESS COMMUNITY 530 HAMPSHIRE ROAD WESTLAKE VILLAGE, CA 91361	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	300.
UNIVERSITY OF GEORGIA FOUNDATN GEORGIA GENETICS FOUNDATION ATHENS, GA 30602	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	23,000.
ALS GREATER LA CHAPTER P.O.BOX 565 AGOURA HILLS, CA 91376	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
CANOPY STUDIO P.O.BOX 7801 ATHENS, GA 30604	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
CHILDCARE NETWOR OF EVANSTON 1416 STREET EVANSTON, IL 60201	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
CHILDREN'S ONCOLOGY CAMP FDN. P.O.BOX 1450 MISSOULA, MT 59806	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
CONSUMER REPORTS FOUNDATION 101 TRUMAN AVE YONKERS, NY 10703	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	25.
FOOD SHARE 4156 SOUTHBANK ROAD OXNARD, CA 93036	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.

CLIENT 4115

THE ALTON FOUNDATION

31-1816253

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PARALYZED VETERANS 7 MILL BROOK ROAD WILTON, NH 03086	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	\$ 100.
ALZHEIMER'S ASSOCIATION ORANGE CO CHAPT, 17771 COWAN, #200 IRVINE, CA 92614	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
CANINE COMPANIONS FOR INDEPENDENCE BOX 4568 OCEANSIDE, CA 92052	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
COALITION TO SALUTE AMER. HEROES 100 BROADWAY OSSING, NY 10562	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
CONEJO FREE CLINIC 80 E. HILLCREST DRIVE THOUSAND OAKS, CA 91360	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
MAKE A WISH FOUNDATION BOX 97104 WASHINGTON, DC 20090	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
SMILE TRAIN BOX 96231 WASHINGTON, DC 20090	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
AMERICAN LEPROSY 1 ALM WAY GREENVILLE, SC 29601	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
FOUNDATION FOR NIH 9659 ROCKVILLE PIKE BETHSEDA, MD 20814	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
KCET BOX 469028 ESCONDIDO, CA 92046	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
MONTANA HISTORY FOUND P.O. BOX 863 HELENA, MT 59624	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	250.
MUSEUM OF THE ROCKIES 600 W. KAGY BLVD BOSEMAN, MT 59717	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.

CLIENT 4115

THE ALTON FOUNDATION

31-1816253

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST JOHN'S EPISCOPALIAN 30382 VIA CON DIOS RANCHO SANTA MARG, CA 92688	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	\$ 200.
USO WORLD HEADQUARTERS BOX 96860 WASHINGTON, DC 20077	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	200.
CANCER SUPPORT SERVICES 23400 MICHIGAN AVENUE DEERBORN, MI 48124	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	25.
GLACIER NATIONAL PARK FUND BOX 2749 COLUMBIA FALLS, MT 59912	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	500.
STAR FOUNDATION 1907 GLOUSTER BRUNSWICK, GA 31520	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	1,000.
YELLOWSTONE PARK FOUNDATION 222 E. MAIN ST, SUITE 301 BOZEMAN, MT 59715	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	500.
AFP & CC 6350 HORIZON DRIVE TITUSVILLE, FL 32780	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	25.
AFRICAN WILDLIFE FOUNDATION 1400 16TH STR NW WASHINGTON, DC 20036	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
ALTAMAHA RIVER KEEPER BOX 2642 DARIEN, GA 31305	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	500.
CHILDRENS CANCER LEUKEMIA RELIEF BOX 44320 WEST ALLIS, WI 53214	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
DOCTORS WITHOUT BORDERS BOX 5023 HAGERSTOWN, MD 21741	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	500.
FIREFIGHTERS SUPPORT BOX 25099 MILWAUKEE, WI 53225	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	50.

2010

FEDERAL STATEMENTS

PAGE 8

CLIENT 4115

THE ALTON FOUNDATION

31-1816253

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
IRS - INTERNATIONAL RESCUE CENTER 122 E 42ND ST NEW YORK, NY 10168	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	\$ 100.
NATIONAL VIETNAM VETERANS BOX 44260 WEST ALLIS, WI 53214	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	100.
NATIONAL VETERANS SERVICE BOX 2465 DARIEN, CT 06820	NONE		TO CARRY ON PURPOSE OF 501 C 3 CHARITY	50.
TOTAL				\$ <u>109,815.</u>

Portfolio Value at Cost Basis - - As of 12/31/10

Security	12/31/2010 Cost Basis	# Shares
Agnico Eagle Mines LTD	19,708.10	300
Anglogold Ashanti LTD	22,333.50	500
Baker Hughes Inc	15,268.05	300
Brigham Exploration Co	13,718.90	1,000
CVR Energy Inc	17,273.20	2,000
ETFS Physical Palladium	23,563.50	500
ETFS Physical Platinum	15,135.00	100
ETFS Silver Trust	17,957.16	1,200
Exelixis Inc	30,201.50	3,000
General Moy Inc	16,103.92	3,700
Gold Fields Ltd Spons ADR	20,017.64	1,500
Goldcorp Inc	19,131.56	500
Hansen Medical Inc	37,316.60	3,000
Hardinge Inc	54,037.60	2,200
Horsehead Hldg Copr	15,329.12	1,700
Impala Platinum Holdings Ltd	15,188.50	500
Kinross Gold Corp	17,380.15	800
Korea Fund		-
Market Vectors Gold Miners ETF	20,697.75	500
market Vectors Junior Gold Miners ETF	19,150.51	700
Molycorp Inc	16,434.30	500
Newmont Mining Corp	12,306.00	200
Nordic America Tanker Shipping	16,274.40	500
Office Depot Inc	13,223.40	3,000
Pan American Silver Corp	34,084.30	1,500
Proshares Ultrashort Euro	20,451.00	1,000
Proshares Ultrashort Lehman 20+ Year Treasury	32,548.35	700
RTI Intl Metals Inc	13,277.75	500
Schlumberger LTD	15,450.00	200
Seabridge Gold Inc	16,609.30	700
Silver Wheaton Corp ADR	32,086.10	2,200
Skyworks Solutions Inc	13,481.92	800
Sociedad Quimica Minera De Chile SA	22,566.55	500
SOMA Networks Bridge Loan	60,000.00	60,000
Sprott Physical Gold Trust	45,305.75	4,000
Titanium Metals Corp	31,035.18	1,700
Yamana Gold Inc	18,857.30	3,000
-Cash-	9,925.83	
TOTAL Investments	833,429.69	
 Deduct cash balance	 (9,925.83)	
Plus closed funds as per prior year	<u>10,991.38</u>	
 EOY BOOK VALUE of portfolio as of 12/31/10	 <u>834,495.24</u>	

FOOTNOTE # ONE

Financial Management Account 2010 Year End Summary

THE ALTON FOUNDATION

Account Number 449-37682-16 145

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	200	TRANSOCEAN LTD SWITZERLAND NEW	04/20/10	05/10/10	\$ 13,038 37	\$ 18,451.10	(\$ 5,412.73)	
125000020	700	AMR CORP	11/09/09	02/23/10	6,116 24	4,124 73		1,991 51
125000030	200	APACHE CORP	01/28/10	05/14/10	18,496 88	20,357 70	(1,860 82)	
125000040	100	APPLE INC	11/04/09	06/09/10	24,325 08	19,354 55		4,970 53
		CGMI AND/OR ITS AFFILIATES						
125000050	300	BHP BILLITON LTD SPONS ADR	03/05/10	04/16/10	23,787 81	23,677 61		110 20
125000060	1,000	CABELA'S INC CLASS A	06/10/10	11/22/10	21,896 62	16,266 30		5,630 32
125000070	500	CABOT CORP	08/17/10	11/23/10	17,056 96	14,683 40		2,373 56
125000110	200	DEVON ENERGY CORP NEW	01/29/10	05/14/10	13,091 57	13,863 40	(771 83)	
125000120	300	DRIL QUIP INC	06/14/10	10/27/10	20,193 65	14,485 34		5,708 31
125000130	1,300	FORD MOTOR COMPANY	05/27/10	11/23/10	20,358 15	15,690 24		4,667 91
125000140	300	FREEMONT MCMORAN COPPER & GOLD CL B	01/22/10	01/28/10	20,377 97	22,956 20	(2,578 23)	
125000150	200	GENERAL MILLS INC	07/06/09	01/05/10	13,868 84	12,133 68		1,735 16
125000160	50	GOOGLE INC CLASS A	05/28/09	01/06/10	30,578 71	20,566 00		10,012 71
		CGMI AND/OR ITS AFFILIATES						
125000170	300	HEWLETT PACKARD CO	02/24/10	06/22/10	13,987 66	15,346 10	(1,358 44)	
125000180	1,500	INTERNATIONAL PAPER CO	04/24/09	01/21/10	36,797 53	16,377 15		20,420 38
125000190	800	ITAU UNIBANCO BANCO HLDG S A ADR	01/28/10	11/22/10	19,340 95	15,623 60		3,717 35
125000200	200	LIHIR GOLD LTD SPONS ADR -USD-	03/26/10	08/04/10	7,592 11	5,724 80		1,867 31
		CGMI AND/OR ITS AFFILIATES						
125000220	1,200	MEMC ELECTRONIC MATERIALS INC	11/04/09	04/19/10	18,131 57	15,310 68		2,820 89
125000250	300	MOSAIC COMPANY	04/20/10	06/04/10	13,018 28	16,473 10	(3,454 82)	
125000270	700	POWERSHARES DB AGRICULTURE FD	08/05/10	08/12/10	18,040 39	18,676 12	(635 73)	
125000280	1,200	PROSHARES ULTRASHORT S&P500	04/22/10	05/03/10	35,209 20	35,557 08	(347 88)	

Financial Management Account 2010 Year End Summary

THE ALTON FOUNDATION

Account Number 449-37682-16 145

Details of Short Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000290	1,000	PROSHARES ULTRASHORT S&P500	05/14/10	05/26/10	\$ 34,463.41	\$ 32,251.00		\$ 2,212.41
125000300	200	PROSHARES ULTRASHORT FTSE/	05/06/10	05/26/10	8,832.43	9,457.60	(625.17)	
	100	XINHUA CHINA 25	05/06/10	05/26/10	4,416.22	4,699.10	(282.88)	
	400		05/14/10		17,664.87	17,902.48	(237.61)	
125000310	100	RIO TINTO PLC-GBP	03/05/10	04/16/10	23,587.09	22,521.00		1,066.09
125000320	500	SOUTHERN COPPER CORP DEL	01/29/10	05/14/10	13,847.56	14,117.00	(269.44)	
125000330	500	TECK RESOURCES LTD CL B	11/25/09	11/23/10	24,006.09	17,907.35		6,098.74
		SUB VTG						
Total					\$ 532,122.21	\$ 474,554.41	(\$ 17,835.58)	\$ 75,403.38

57,569 NET

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	1,800	AMR CORP	11/26/08	02/23/10	\$ 15,727.47	\$ 15,936.08	(\$ 208.61)	
125000080	750	CALIFORNIA PIZZA KITCHEN INC	10/08/04	04/08/10	13,105.50	11,315.00		1,790.50
	1,050	CGMI AND/OR ITS AFFILIATES	10/21/04		18,347.70	16,833.56		1,514.14
	200		10/03/07		3,494.80	3,759.00	(264.20)	
	200		11/12/07		3,494.80	3,265.00		229.80
	800		01/16/08		13,979.20	8,261.32		5,717.88
125000090	1,000	CHESAPEAKE UTILITIES CORP	08/20/08	02/12/10	29,316.02	31,579.30	(2,263.28)	
125000100	800	CLIFFS NATURAL RESOURCES	12/08/08	03/03/10	45,861.25	18,877.00		26,984.25
125000200	500	LIHIR GOLD LTD SPONS ADR -USD- CGMI AND/OR ITS AFFILIATES	05/22/09	08/04/10	18,980.29	12,879.90		6,100.39
125000210	2,500	LOUISIANA PACIFIC CORP	06/04/08	01/28/10	17,097.24	30,380.25	(13,283.01)	
	1,000		11/26/08		6,838.90	2,368.07		4,470.83
125000230	300	MONSANTO CO NEW	10/01/08	01/20/10	24,213.99	29,764.63	(5,550.64)	
125000240	300	MOSAIC COMPANY	08/20/08	01/28/10	16,447.11	31,848.04	(15,400.93)	
	200		10/03/08		10,964.74	8,888.60		2,076.14
125000260	200	POTASH CORP SASK INC-	09/30/08	01/14/10	23,085.70	27,197.72	(4,112.02)	

Financial Management Account 2010 Year End Summary

THE ALTON FOUNDATION

Account Number 449-3T682-16 145

Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000340	800	TITANIUM METALS CORP(NEW)	03/30/07	09/14/10	\$ 14,997.98	\$ 28,832.80	(\$ 13,834.82)	
125000350	700	VALE S A SPON ADR	12/30/08	04/22/10	21,967.87	8,265.00		13,702.87
	500		01/02/09		15,691.33	6,496.50		9,194.83
125000360	500	WHOLE FOODS MKT INC	08/15/06	03/25/10	17,674.97	26,467.50	(8,792.53)	
	200	CGMI AND/OR ITS AFFILIATES	11/03/06		7,069.99	9,685.00	(2,615.01)	
	100		01/29/07		3,534.99	4,359.00	(824.01)	
	200		05/14/08		7,069.99	5,939.00		1,130.99
	200		07/23/08		7,069.99	4,800.56		2,269.43
125000370	700	YUM BRANDS INC	09/25/08	01/11/10	24,409.00	23,951.30		457.70
	100		10/01/08		3,487.00	3,343.37		143.63
Total					\$ 383,927.82	\$ 375,293.50	(\$ 67,149.06)	\$ 75,783.38

Details of Deposits and Withdrawals 2010

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	07/30/10	DEPOSIT RECEIVED AT 00449 - MENLO PARK, CA	\$ 107.06
Total			\$ 107.06

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/05/10	CHECK 6810320109 BY MENLO PARK, CA TO THE PORTOLA GROUP MANAGEMENT FEE		\$ 1,642.00
220000300	03/22/10	IMPALA PLATINUM HOLDINGS LTD SPONSORED ADR ADR FEE OF .01500 PER SHR RECORD 03/12/10 PAY 03/22/10		7.50
220000400	04/01/10	CHECK 6810398019 BY MENLO PARK, CA TO THE PORTOLA GROUP 2Q10 MGMT FEE		1,666.00
220000200	03/12/10	ITAU UNIBANCO BANCO HLDG S A ADR ADR FEE OF 01000 PER SHR RECORD 02/24/10 PAY 03/12/10		\$ 8.00

8,634 Net

**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 ☒
- 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	Employer identification number
	THE ALTON FOUNDATION	31-1816253
	Number, street, and room or suite number. If a P.O. box, see instructions. 815 COUNTRY VALLEY ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WESTLAKE VILLAGE, CA 91362	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 ► LEE & COCHRAN CPA'S, LLP

Telephone No. ► 818.991.5430 FAX 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 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
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	\$	128.
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	\$	0.

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.

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