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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 ANDREWS FOUNDATION

A Employer identification number: 34-6515110

Number and street (or P O. box number if mail is not delivered to street address): 3401 ENTERPRISE PARKWAY — Room/suite: 340

B Telephone number: 440-449-8910

City or town, state, and ZIP code: BEACHWOOD, OH 44122

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,560,507.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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).)	(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			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	306.	306.		STATEMENT 1
4 Dividends and interest from securities	45,703.	45,703.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-202,208.			
b Gross sales price for all assets on line 6a 8,124,193.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	-156,199.	46,009.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	50,000.	37,500.		12,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	9,670.	7,253.		2,417.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	13,499.	12,543.		956.
19 Depreciation and depletion	269.	0.		
20 Occupancy	19,050.	4,763.		14,287.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	52,480.	50,429.		709.
24 Total operating and administrative expenses. Add lines 13 through 23	144,968.	112,488.		30,869.
25 Contributions, gifts, grants paid	25,000.			25,000.
26 Total expenses and disbursements. Add lines 24 and 25	169,968.	112,488.		55,869.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-326,167.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions. Form 990-PF (2010)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	148,651.	35,352.	35,352.
	2 Savings and temporary cash investments	357,598.	230,443.	230,443.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 6	2,498,348.	2,499,314.	2,499,960.
	b Investments - corporate stock STMT 7	2,826,026.	2,738,546.	3,793,682.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 2,155.			
	Less accumulated depreciation STMT 8 ▶ 2,155.	269.	0.	0.
	15 Other assets (describe ▶ STATEMENT 9)	0.	1,070.	1,070.
	16 Total assets (to be completed by all filers)	5,830,892.	5,504,725.	6,560,507.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	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.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,830,892.	5,504,725.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	5,830,892.	5,504,725.	
	31 Total liabilities and net assets/fund balances	5,830,892.	5,504,725.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,830,892.
2 Enter amount from Part I, line 27a	2	-326,167.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,504,725.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,504,725.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STATEMENT	P		
b	SEE ATTACHED STATEMENT	P		
c	ROLLS ROYCE PLC LONDON	P	01/01/09	01/05/10
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	822,212.		1,029,726.	-207,514.
b	7,299,908.		7,296,675.	3,233.
c	2,073.			2,073.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-207,514.
b				3,233.
c				2,073.
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** -202,208.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 **3** N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	185,330.	5,455,029.	.033974
2008	95,510.	7,037,262.	.013572
2007	492,861.	8,642,679.	.057026
2006	478,846.	8,411,197.	.056930
2005	425,797.	8,411,420.	.050621

2	Total of line 1, column (d)	2	.212123
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	.042425
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,084,401.
5	Multiply line 4 by line 3	5	258,131.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	258,131.
8	Enter qualifying distributions from Part XII, line 4	8	55,869.

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.

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

1a 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 instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	0.
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	0.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a 6,515.		
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	6,515.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	6,515.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ▶ 6,515. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ LAURA BAXTER-HEUER Telephone no. ▶ 216-751-2115 Located at ▶ 3401 ENTERPRISE PKWY STE 340, BEACHWOOD, OH ZIP+4 ▶ 44122-7340			
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 N/A			
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		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		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 ▶ ____, ____, ____, ____			
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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A — 5b

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: 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? N/A — 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
LAURA BAXTER-HEUER 5143 ABIGAIL DRIVE LYNDHURST, OH 44124	PRESIDENT & TRUSTEE 40.00	50,000.	0.	0.
MICHAEL A. HEUER 5143 ABIGAIL DRIVE LYNDHURST, OH 44124	VICE-PRES. & TRUSTEE 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | 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? N/A | 7b |

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
LAURA BAXTER-HEUER 5123 ABIGAIL DRIVE LYNDHURST, OH 44124	PRESIDENT & TRUSTEE 40.00	50,000.	0.	0.
MICHAEL A. HEUER 5123 ABIGAIL DRIVE LYNDHURST, OH 44124	VICE-PRES. & TRUSTEE 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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~~ LAURA BAXTER-HEUER 5123 ABIGAIL DRIVE LYNDHURST, OH 44124	PRESIDENT & TRUSTEE 40.00	50,000	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. 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 GRANTS TO SUPPORT THE EXEMPT PURPOSE OF VARIOUS PUBLIC CHARITIES.	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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.

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	433,212.
b	Average of monthly cash balances	1b	5,743,175.
c	Fair market value of all other assets	1c	670.
d	Total (add lines 1a, b, and c)	1d	6,177,057.
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	6,177,057.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	92,656.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,084,401.
6	Minimum investment return. Enter 5% of line 5	6	304,220.

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	304,220.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	304,220.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	304,220.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	304,220.

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	55,869.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	55,869.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	55,869.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				304,220.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006 23,196.				
c From 2007 77,117.				
d From 2008				
e From 2009				
f Total of lines 3a through e	100,313.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 55,869.				
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				55,869.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	100,313.			100,313.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				148,038.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Form **990-PF** (2010)

023581
12-07-10

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

LAURA BAXTER-HEUER, 440-449-8910
3401 ENTERPRISE PKWY STE 340, BEACHWOOD, OH 44122

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

SUBMITTED IN WRITING

c Any submission deadlines:

NONE

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

NO RESTRICTIONS

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
a Paid during the year				
CUNNIFF-DIXON FOUNDATION PO BOX 800 ESSEX , CT 06426	NONE	501(C)3	GENERAL SUPPORT	25,000.
Total			▶ 3a	25,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

023611 12-07-10

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
	(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	306.	
4 Dividends and interest from securities			14	45,703.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-202,208.	
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)		0.		-156,199.	0.

13 Total. Add line 12, columns (b), (d), and (e) .... 13 -156,199.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

CLIENT'S COPY

Prepared by Barnes Wendling CPAs, Inc. 34-1463411

Signature of officer or trustee | Date | PRESIDENT Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL PAPPAS, CPA				
Firm's name ▶ BARNES WENDLING CPAS INC.			Firm's EIN ▶	
Firm's address ▶ 1215 SUPERIOR AVE., SUITE 400 CLEVELAND, OH 44114-3289			Phone no. (216) 566-9000	

Form 990-PF (2010)

2010 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE CHAIRS (5)	11/15/03	SL	7.00	MQ	17	2,155.				2,155.	1,886.		269.	2,155.
	* TOTAL 990-PF PG 1 DEPR						2,155.				2,155.	1,886.		269.	2,155.

028111 05-01-10

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THE ANDREWS FOUNDATION 34-6515110

'ORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

:OURCE	AMOUNT
NATIONAL CITY BANK	306.
'OTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	306.

.'ORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
.UANE CUNNIFF	45,703.	0.	45,703.
'OTAL TO FM 990-PF, PART I, LN 4	45,703.	0.	45,703.

'ORM 990-PF ACCOUNTING FEES STATEMENT 3

.ESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
.CCOUNTING FEES	9,670.	7,253.		2,417.
TO FORM 990-PF, PG 1, LN 16B	9,670.	7,253.		2,417.

FORM 990-PF TAXES STATEMENT 4

'ESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	3,825.	2,869.		956.
'OREIGN TAXES PAID	2,982.	2,982.		0.
.HIO FILING FEE	200.	200.		0.
EXCISE TAX	6,492.	6,492.		0.
'O FORM 990-PF, PG 1, LN 18	13,499.	12,543.		956.

THE ANDREWS FOUNDATION 34-6515110

'ORM 990-PF	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IANAGEMENT/INVESTMENT FEE	48,302.	48,302.		0.
PAYROLL EXPENSES	2,059.	1,544.		515.
OFFICE EXPENSE & SUPPLIES	777.	583.		194.
ION DEDEDUCTIBLE TAX PENALTY	1,342.	0.		0.
TO FORM 990-PF, PG 1, LN 23	52,480.	50,429.		709.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
T BILLS	X		2,499,314.	2,499,960.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,499,314.	2,499,960.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,499,314.	2,499,960.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	2,738,546.	3,793,682.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,738,546.	3,793,682.

THE ANDREWS FOUNDATION 34-6515110

'ORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

)ESCRIPTICN	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
)FFICE CHAIRS (5)	2,155.	2,155.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,155.	2,155.	0.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENTSALE PROCEEDS RECEIVABLE	0.	1,070.	1,070.
'O FORM 990-PF, PART II, LINE 15	0.	1,070.	1,070.

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

Laura Baxter-Heuer President Michael Heuer, Vice President

RCG366847

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-15-05	09-23-10	1	Porsche Automobil Hldng SE Pref AKT VT	74.85	46.85		-28.00
03-03-06	09-24-10	275	Paccar Inc	8,439 11	13,066.20		4,627 09
03-10-06	09-24-10	16	Paccar Inc.	475.70	747.66		271 96
12-15-05	09-24-10	274	Porsche Automobil Hldng SE Pref AKT VT	20,509.31	13,225.62		-7,283 69
03-10-06	09-27-10	198	Paccar Inc.	5,980.21	9,304.50		3,324.29
07-21-10	09-28-10	0	Valeant Pharmaceuticals International Inc	10.18	12.11	1.93	
12-15-05	09-29-10	115	Porsche Automobil Hldng SE Pref AKT VT	8,607.92	5,553.58		-3,054.34
11-02-05	09-29-10	67	Porsche Automobil Hldng SE Pref AKT VT	4,853.35	3,235 57		-1,617.78
11-02-05	09-30-10	116	Porsche Automobil Hldng SE Pref AKT VT	8,402.82	5,698 59		-2,704.23
11-02-05	10-01-10	80	Porsche Automobil Hldng SE Pref AKT VT	5,795.05	4,004.88		-1,790.17
11-02-05	10-04-10	70	Porsche Automobil Hldng SE Pref AKT VT	5,070.67	3,368.11		-1,702.56
11-02-05	10-05-10	57	Porsche Automobil Hldng SE Pref AKT VT	4,128.97	2,730.07		-1,398.90
04-17-08	12-20-10	15	Idexx Laboratories Corp.	719.28	1,077.49		358.21
04-17-08	12-22-10	20	Idexx Laboratories Corp.	959.04	1,433.35		474.31
04-17-08	12-27-10	66	Idexx Laboratories Corp	3,164.82	4,721.11		1,556.29
04-17-08	12-28-10	46	Idexx Laboratories Corp.	2,205.78	3,279.83		1,074.05
04-17-08	12-29-10	15	Idexx Laboratories Corp.	719.28	1,069.61		350.33 JAN 2011
TOTAL GAINS						2,027.00	87,547.85
TOTAL LOSSES						0.00	-297,088.79
				1,029,725.55	822,211.61	2,027.00	-209,540.94

TOTAL REALIZED GAIN/LOSS -207,513.94

10/08 $1 million s/h bill for client use only
Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

Laura Baxter-Heuer President Michael Heuer, Vice President

RCG366847

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11-26-07	01-11-10	353	Paccar Inc.	16,561 13	13,765.62		-2,795 51
02-05-08	01-11-10	147	Paccar Inc	6,238 98	5,732.43		-506.55
02-05-08	01-13-10	393	Paccar Inc.	16,679 71	15,330.66		-1,349.05
02-05-08	01-14-10	125	Paccar Inc.	5,305.25	4,874.16		-431.09
10-04-07	02-22-10	28	Martin Marietta Materials Inc.	3,921 21	2,297.52		-1,623.69
11-20-08	02-23-10	675	Expeditors Int'l of Wash. Inc.	18,927.00	25,144.31		6,217 31
11-20-08	02-24-10	59	Expeditors Int'l of Wash. Inc.	1,654 36	2,167.99		513 63
11-20-08	02-25-10	58	Expeditors Int'l of Wash. Inc.	1,626.32	2,118.49		492.17
11-20-08	02-26-10	127	Expeditors Int'l of Wash. Inc.	3,561.08	4,634.16		1,073.08
11-20-08	03-01-10	43	Expeditors Int'l of Wash. Inc.	1,205.72	1,570.57		364 85
11-20-08	03-05-10	163	Expeditors Int'l of Wash. Inc.	4.570.52	5,949.38		1,378 86
10-04-07	03-05-10	48	Martin Marietta Materials Inc.	6,722.08	3,940.25		-2,781 83
02-05-08	03-05-10	700	Paccar Inc.	29,709.40	27,287.22		-2,422.18
11-20-08	03-08-10	140	Expeditors Int'l of Wash. Inc	3,925.60	5,120.18		1,194 58
10-04-07	03-08-10	1	Martin Marietta Materials Inc.	140.04	82.52		-57 52
10-01-07	03-08-10	97	Martin Marietta Materials Inc	13,193 81	8,004.18		-5,189 63
09-27-07	03-08-10	39	Martin Marietta Materials Inc.	5,161.20	3,218.17		-1,943.03
09-27-07	03-09-10	45	Martin Marietta Materials Inc.	5,955.23	3,690 26		-2,264.97
09-27-07	03-11-10	7	Martin Marietta Materials Inc.	926.37	575.00		-351.37
08-30-07	03-11-10	95	Martin Marietta Materials Inc.	12,565.60	7,803.50		-4,762.10
08-30-07	03-16-10	63	Martin Marietta Materials Inc	8,332 98	5,186.42		-3,146 56
08-23-07	03-16-10	106	Martin Marietta Materials Inc.	13,875.03	8,726.36		-5,148.67
09-25-07	03-16-10	35	Martin Marietta Materials Inc	4,572.47	2,881.35		-1,691.12
09-25-07	04-12-10	145	Martin Marietta Materials Inc.	18,943 09	12,661.91		-6,281 18
08-29-07	04-12-10	89	Martin Marietta Materials Inc.	11,573.78	7,771.80		-3,801 98
08-28-07	04-14-10	247	Martin Marietta Materials Inc.	32,087.96	21,506.59		-10,581.37
09-07-07	04-14-10	16	Martin Marietta Materials Inc.	2,074 05	1,393 14		-680.91
09-07-07	04-15-10	301	Martin Marietta Materials Inc.	39,018.09	26,559.81		-12,458 28
09-26-07	04-15-10	300	Martin Marietta Materials Inc.	38,343.09	26,471 58		-11,871.51
09-10-07	04-15-10	308	Martin Marietta Materials Inc.	39,334.04	27,177.48		-12,156.56
01-09-08	05-17-10	1,000	Fastenal Co	35,879.67	53,621.09		17,741.42
04-17-08	05-17-10	1,000	Idexx Laboratories Corp.	47,951.80	64,844 99		16,893.19

10/08 $1 million s/h bill for client use only

Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

Laura Baxter-Heuer President Michael Heuer, Vice President

RCG366847

From 01-01-10 Through 12-31-10

						Gain Or Loss	
Open Date	**Close Date**	**Quantity**	**Security**	**Cost Basis**	**Proceeds**	**Short Term**	**Long Term**
07-18-06	05-17-10	1,000	O Reilly Automotive Inc	29,017.26	47,709.19		18,691.93
02-05-08	05-17-10	628	Paccar Inc	26,653 58	27,512.21		858.63
02-05-08	05-17-10	5	Paccar Inc.	212.21	219.05		6.84
03-03-06	05-17-10	67	Paccar Inc.	2,054.21	2.935.22		881.01
01-16-08	05-17-10	10	Porsche Automobil Hldng SE Pref AKT VT	1,706 44	467.24		-1,239 20
09-24-08	05-17-10	490	Porsche Automobil Hldng SE Pref AKT VT	60,123.82	22,894.94		-37,228.88
07-26-07	05-17-10	3,000	Rolls-Royce Holdings PLC	31,489.91	25,760.53		-5,729 38
07-28-08	08-12-10	212	De La Rue PLC	5,771.23	2,392.93		-3,378 30
11-04-09	08-20-10	138	WR Berkley Corp	3,416.13	3.643.42	227.29	
11-04-09	08-25-10	91	WR Berkley Corp	2,252.67	2,399.66	146.99	
07-28-08	08-26-10	158	De La Rue PLC	4,301.20	1,717 93		-2,583 27
11-04-09	08-27-10	75	WR Berkley Corp	1,856.59	1,976 16	119.57	
11-06-09	08-27-10	125	WR Berkley Corp	3,092.17	3,293.61	201 44	
07-28-08	08-27-10	171	De La Rue PLC	4,641 83	1,865 33		-2,776 50
07-25-08	08-27-10	30	De La Rue PLC	827.81	333.52		-494.29
11-06-09	08-30-10	40	WR Berkley Corp	989.49	1,052.51	63 02	
11-06-09	08-31-10	44	WR Berkley Corp	1,088.44	1,157 76	69 32	
11-02-09	08-31-10	111	WR Berkley Corp	2,740.14	2,920 70	180.56	
11-02-09	09-01-10	11	WR Berkley Corp	271.54	289.73	18.19	
11-05-09	09-01-10	298	WR Berkley Corp	7,315 29	7,849.18	533 89	
07-25-08	09-01-10	299	De La Rue PLC	8,118.71	3,234.36		-4,884.35
11-05-09	09-02-10	121	WR Berkley Corp	2,970 30	3,185.18	214.88	
07-25-08	09-02-10	32	De La Rue PLC	870.28	347.24		-523 04
07-25-08	09-02-10	28	De La Rue PLC	765.85	305.57		-460 28
07-25-08	09-02-10	12	De La Rue PLC	330.71	131.95		-198.76
07-24-08	09-02-10	381	De La Rue PLC	10,295.14	4,125.23		-6,169.91
07-24-08	09-02-10	13	De La Rue PLC	363.97	145.84		-218.13
07-29-08	09-02-10	179	De La Rue PLC	4,848.63	1,942.89		-2,905.74
11-05-09	09-03-10	136	WR Berkley Corp	3,338.52	3,588.45	249.93	
07-29-08	09-03-10	165	De La Rue PLC	4.461.10	1,796.41		-2,664.69
07-29-08	09-13-10	24	De La Rue PLC	638.49	251.87		-386.62
07-30-08	09-13-10	765	De La Rue PLC	20,228.03	8,163.06		-12,064.97
07-05-07	09-17-10	140	Walgreen	6,122.20	4,088.88		-2,033.32
07-03-07	09-17-10	195	Walgreen	8,525 61	5,695.22		-2,830 39
03-03-06	09-20-10	244	Paccar Inc.	7,481.00	11,459.95		3,978.95
07-03-07	09-20-10	426	Walgreen	18,625.18	12,445.45		-6,179.73
10-06-06	09-20-10	693	Walgreen	29,064.42	20,245.78		-8,818 64
10-08-07	09-20-10	643	Walgreen	25,077 00	18,785.04		-6,291 96
01-09-08	09-20-10	476	Walgreen	16,079 28	13,906 19		-2,173.09
09-24-08	09-20-10	332	Porsche Automobil Hldng SE Pref AKT VT	40,736.96	16,174 33		-24,562 63
03-03-06	09-21-10	220	Paccar Inc.	6,745.16	10,336.70		3,591.54
01-09-08	09-21-10	565	Walgreen	19,085.70	16,524.37		-2,561 33
03-03-06	09-22-10	100	Paccar Inc.	3,065.98	4,699 30		1,633.32
09-24-08	09-22-10	150	Porsche Automobil Hldng SE Pref AKT VT	18,405.25	7,317.39		-11,087 86
09-24-08	09-23-10	432	Porsche Automobil Hldng SE Pref AKT VT	53,007.12	20,239.92		-32,767.20

10/08 $1 million s/h bill for client use only

Client reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

Ruane, Cunniff & Goldfarb Inc.

REALIZED GAINS AND LOSSES

The Andrews Foundation

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Ordinary Income
10-07-09	04-08-10	1,500,000	US Treasury Bill	1,499,096.00	1,500,000.00	904 00
10-29-09	04-29-10	1,000,000	US Treasury Bill	999,251.83	1,000,000.00	748 17
03-04-10	05-06-10	100,000	US Treasury Bill	99,976.00	99,987.25	11.25
04-08-10	05-13-10	300,000	US Treasury Bill	299,896.20	299,920.67	24.47
04-08-10	07-08-10	1,200,000	US Treasury Bill	1,199,584.80	1,200,000.00	415 20
04-28-10	07-29-10	1,000,000	US Treasury Bill	999,652.11	1,000,000.00	347.89
07-07-10	10-07-10	1,200,000	US Treasury Bill	1,199,566.16	1,200,000.00	433.84
07-28-10	10-28-10	1,000,000	US Treasury Bill	999,652.11	1,000,000.00	347.89
				7,296,675.21	**7,299,907.92**	**3,232.71**

TOTAL ORDINARY INCOME FROM TREASURY BILLS 3,232.71

10/08 $1 million s/h bill for client use only
C'ient reqst 60% eq,30% bds (spread over fds),10% cash-confirm'd 6/11

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print

File by the extended due date for filing your return. See instructions.

Name of exempt organization: THE ANDREWS FOUNDATION

Employer identification number: 34-6515110

Number, street, and room or suite no. If a P.O. box, see instructions.: 3401 ENTERPRISE PARKWAY, NO. 340

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: BEACHWOOD, OH 44122

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ LAURA BAXTER-HEUER 3401 ENTERPRISE PKWY STE 340 - BEACHWOOD, OH 44122-7340

Telephone No. ▶ 216-751-2115 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
AWAITING INFORMATIION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$ 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 and any amount paid previously with Form 8868.	8b	$ 6,515.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ PRESIDENT Date ▶

023842
01-24-11

Form 8868 (Rev. 1-2011) Page 2

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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Type or print. File by the extended due date for filing your return. See instructions.

Name of exempt organization: THE ANDREWS FOUNDATION

Employer identification number: 34-6515110

Number, street, and room or suite no. If a P.O. box, see instructions.: 3401 ENTERPRISE PARKWAY, NO. 340

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: BEACHWOOD, OH 44122

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ LAURA BAXTER-HEUER 3401 ENTERPRISE PKWY STE 340 - BEACHWOOD, OH 44122-7340

Telephone No ▶ 216-751-2115 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.

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8a	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.	8a	$	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 and any amount paid previously with Form 8868.	8b	$	6,515.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Laura Baxter-Heuer Title ▶ PRESIDENT Date ▶ 1/10/14

Form 8868 (Rev. 1-2011)

023842 01-24-11