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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010Department of the Treasury
Internal Revenue Service

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

, and ending

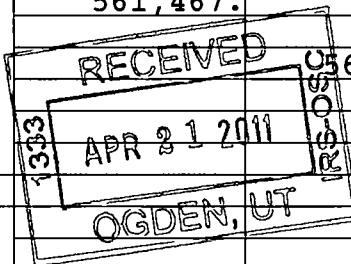
G Check all that apply:

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

Name of foundation BRIGHTON FOUNDATION TRUST ROBERT D. MARKLEY, TRUSTEE		A Employer identification number 35-2032393
Number and street (or P O box number if mail is not delivered to street address) 150 BRIGHTWATERS BLVD N.E.	Room/suite	B Telephone number 727-821-1889
City or town, state, and ZIP code ST. PETERSBURG, FL 33704-3608		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,540,316.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(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 <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		104.	104.		STATEMENT 1
4 Dividends and interest from securities		44,609.	44,609.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		561,467.			
b Gross sales price for all assets on line 6a	10,276,977.		561,467.		
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 or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		606,180.	606,180.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	1,175.	235.		0.
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	1,605.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		2,780.	235.		0.
25 Contributions, gifts, grants paid		221,700.			221,700.
26 Total expenses and disbursements. Add lines 24 and 25		224,480.	235.		221,700.
27 Subtract line 26 from line 12:		381,700.			
a Excess of revenue over expenses and disbursements			605,945.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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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			
	2 Savings and temporary cash investments	282,718.	623,777.	623,777.
	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			
	b Investments - corporate stock STMT 5	1,493,483.	2,098,661.	2,345,278.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	1,085,122.	520,585.	571,261.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,861,323.	3,243,023.	3,540,316.	
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	479,195.	479,195.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,382,128.	2,763,828.	
30 Total net assets or fund balances	2,861,323.	3,243,023.		
31 Total liabilities and net assets/fund balances	2,861,323.	3,243,023.		

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	2,861,323.
2 Enter amount from Part I, line 27a	2	381,700.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,243,023.
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	3,243,023.

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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 VANGUARD ST CORP BOND	P		
c CAPITAL GAINS DIVIDENDS			
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 9,612,660.		9,115,700.	496,960.
b 664,000.		599,810.	64,190.
c 317.			317.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			496,960.
b			64,190.
c			317.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	561,467.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	183,907.	3,011,474.	.061069
2008	216,169.	3,420,891.	.063191
2007	212,081.	3,527,990.	.060114
2006	187,005.	2,827,312.	.066142
2005	148,206.	2,228,317.	.066510

2 Total of line 1, column (d)	2	.317026
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	.063405
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,396,545.
5 Multiply line 4 by line 3	5	215,358.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,059.
7 Add lines 5 and 6	7	221,417.
8 Enter qualifying distributions from Part XII, line 4	8	221,700.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	6,059.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	6,059.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	6,059.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		44.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		6,103.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN		
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

N/A

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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>ROBERT D. MARKLEY</u> Telephone no. ► <u>727-821-1889</u> Located at ► <u>150 BRIGHTWATERS BLVD, ST. PETERSBURG, FL</u> ZIP+4 ► <u>33704</u>			
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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. <input type="checkbox"/> N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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)? ☐ Yes ☒ No
 Organizations relying on a current notice regarding disaster assistance check here ☒ N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No N/A

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
ROBERT D. MARKLEY	TRUSTEE			
150 BRIGHTWATERS BLVD N. E.				
ST PETERSBURG, FL 33704	0.00	0.	0.	0.
JEAN MARKLEY	TRUSTEE			
150 BRIGHTWATERS BLVD N. E.				
ST PETERSBURG, FL 33704	0.00	0.	0.	0.
ROBERT J. MARKLEY	TRUSTEE			
683 NEWBURY ST #1125				
CARMEL, IN 46032	0.00	0.	0.	0.
JEFFREY D. MARKLEY	TRUSTEE			
1365 YORK AVE.				
NEW YORK, NY 10021	0.00	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 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 N/A	
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.

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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	2,754,213.
b	Average of monthly cash balances	1b	694,056.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,448,269.
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	3,448,269.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,724.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,396,545.
6	Minimum investment return. Enter 5% of line 5	6	169,827.

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	169,827.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,059.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,059.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	163,768.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	163,768.
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	163,768.

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	221,700.
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	221,700.
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	6,059.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	215,641.

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.

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BRIGHTON FOUNDATION TRUST
ROBERT D. MARKLEY, TRUSTEE

35-2032393

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				163,768.
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	53,350.			
b From 2006	53,029.			
c From 2007	53,619.			
d From 2008	45,986.			
e From 2009	36,519.			
f Total of lines 3a through e	242,503.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	221,700.			
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) **	221,700.			
d Applied to 2010 distributable amount				0.
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))	163,768.			163,768.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	300,435.			
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				0.
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	300,435.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	42,216.			
d Excess from 2009	36,519.			
e Excess from 2010	221,700.			

** SEE STATEMENT 7

Form 990-PF (2010)

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)

- 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

[illegible]

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).)

SEE STATEMENT 8

- 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:

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

- c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT		PUBLIC CHARITIES	OPERATIONS	221,700.
Total			► 3a	221,700.
b Approved for future payment NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	104.	
4 Dividends and interest from securities			14	44,609.	
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			14	561,467.	
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.		606,180.	0.
13 Total. Add line 12, columns (b), (d), and (e)					606,180.

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

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

[illegible]

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.		

[illegible]

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

b If "Yes," complete the following schedule.

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

Signature of officer or trustee

Date _____

TRUSTEE

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

DAVID A. RESNICK

Preparer's signature,

Date _____

3/1/11

Check ☐ if
self-employed

PTIN

P00019231

Firm's name ► **KSM BUSINESS SERVICES, INC.**

Firm's EIN ▶ 35-2123203

Firm's address ► P.O. BOX 40857

Phone no.	(317) 580-2000
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INDIANAPOLIS, IN 46240-0857

BRIGHTON FOUNDATION 2010 CAPITAL GAINS

TIN 35-2032393

SHARES		DATE ACQUIRED	ACQUISITION COST	DATE SOLD	SOLD PROCEEDS	GAIN OR LOSS
2,000	BAIDU	10-Feb-10	\$ 93,118	21-May-10	\$ 136,050	\$ 42,932
4,000	BRIDGEPOINT EDUCATION	2-Mar-10	\$ 78,536	07-Jul-10	\$ 61,808	\$ (16,728)
2,000	BRIDGEPOINT EDUCATION	6-Jul-10	\$ 30,783	08-Jul-10	\$ 31,054	\$ 271
3,495	CABOT CORP	11-Aug-10	\$ 98,351	27-Oct-10	\$ 115,732	\$ 17,381
1,500	CATERPILLAR	20-Oct-09	\$ 92,603	22-Jan-10	\$ 85,536	\$ (7,067)
5,800	CERAGON NETWORKS	26-Apr-10	\$ 66,310	June, 2010	\$ 43,605	\$ (22,705)
4,600	CHINA FIRE & SECURITY	8-Feb-10	\$ 66,624	16-Mar-10	\$ 65,512	\$ (1,112)
7,300	CROCS, INC	6-Aug-10	\$ 98,195	14-Sep-10	\$ 80,513	\$ (17,682)
3,800	CTRIP.COM	12-May-09	\$ 74,615	02-Feb-10	\$ 118,938	\$ 44,323
200	CTRIP.COM	2-Feb-10	\$ 6,288	02-Feb-10	\$ 6,260	\$ (28)
2,450	DELUXE CORP	6-Aug-10	\$ 96,426	28-Oct-10	\$ 93,971	\$ (2,455)
2,700	DREAMWORKS	27-Oct-10	\$ 98,487	Dec. 2010	\$ 84,123	\$ (14,364)
3,000	DREAMWORKS	29-Apr-09	\$ 68,873	05-Apr-10	\$ 113,622	\$ 44,749
1,400	EASTMAN CHEMICAL	23-Apr-10	\$ 98,750	21-May-10	\$ 81,247	\$ (17,503)
1,600	EMERGENGY MEDICAL	4-Aug-09	\$ 62,576	12-Jul-10	\$ 74,919	\$ 12,343
2,000	F5 SYSTEMS	21-Oct-09	\$ 91,560	21-May-10	\$ 130,450	\$ 38,890
2,600	FOSSIL, INC	10-Feb-10	\$ 94,474	29-Jun-10	\$ 92,930	\$ (1,544)
100	GENERAL MOTORS	18-Nov-10	\$ 3,300	07-Dec-10	\$ 3,451	\$ 151
2,700	GENOPTIX	31-Jul-09	\$ 83,734	27-Jan-10	\$ 82,414	\$ (1,320)
2,700	HASBRO	8-Feb-10	\$ 93,382	01-Jul-10	\$ 111,033	\$ 17,651
6,000	IMPAX LABORATORIES	24-Feb-10	\$ 95,746	03-Aug-10	\$ 97,801	\$ 2,055
6,400	JABIL CIRCUIT	29-Sep-09	\$ 83,659	20-Apr-10	\$ 103,983	\$ 20,324
3,750	KRATON PERFORMANCE	14-Sep-10	\$ 101,710	04-Nov-10	\$ 106,976	\$ 5,266
1,900	LIFE TECHNOLOGIES	28-Apr-09	\$ 66,821	09-Feb-10	\$ 90,868	\$ 24,047
2,600	MANHATTAN ASSOC	25-Oct-11	\$ 78,466	25-Oct-10	\$ 78,482	\$ 16
1,300	MANHATTAN ASSOC	8-Sep-10	\$ 39,177	26-Oct-10	\$ 39,293	\$ 116
400	MASTERCARD	30-Jul-09	\$ 81,804	04-Feb-10	\$ 94,870	\$ 13,066
1,000	METTLER TOLEDO	30-Apr-09	\$ 71,299	09-Feb-10	\$ 95,721	\$ 24,422
8,800	NANOMETRICS	6-Aug-10	\$ 101,420	02-Nov-10	\$ 118,668	\$ 17,248
4,800	NETGEAR	23-Oct-09	\$ 93,280	25-Jun-10	\$ 91,028	\$ (2,252)
3,800	POLYPURE INTL	6-Aug-10	\$ 99,633	04-Nov-10	\$ 122,777	\$ 23,144
7,700	POWER ONE	28-Oct-10	\$ 98,546	13-Dec-10	\$ 85,420	\$ (13,126)
5,700	PROSHARES ULTRA RUSS 2000	2010	\$ 114,157	2010	\$ 88,714	\$ (25,443)
47,500	PROSHARES ULTRA SP 500	2010	\$ 2,000,511	2010	\$ 2,013,243	\$ 12,732
5,700	PROSHARES ULTRASHORT RUSS 2000	2010	\$ 131,017	2010	\$ 114,164	\$ (16,853)
99,000	PROSHARES ULTRASHORT SP 500	2010	\$ 2,731,773	2010	\$ 2,727,471	\$ (4,302)
2,000	RESEACH IN MOTION	16-Sep-10	\$ 100,287	10-Dec-10	\$ 123,653	\$ 23,366
1,900	ROCKWELL INT'L	27-Jan-10	\$ 94,115	01-Jul-10	\$ 93,527	\$ (588)
3,300	ROFIN-SINAR TECH	5-Nov-09	\$ 80,965	04-Feb-10	\$ 69,382	\$ (11,583)
2,100	ROGERS CORP	15-Sep-09	\$ 60,551	08-Jan-10	\$ 56,691	\$ (3,860)
2,900	S&P500 SPDR	Sep 2010	327,388	21-Dec-11	359,589	\$ 32,201
332	S&P500 SPDR CALLS	2010	42,463	2010	36,569	\$ (5,894)
1,500	SHIRE PLC	19-Feb-10	\$ 96,803	25-May-10	\$ 85,836	\$ (10,967)
2,200	SILICON LABS	29-Apr-09	\$ 70,730	10-Feb-10	\$ 97,956	\$ 27,226
2,800	SKETCHERS	3-Aug-10	\$ 98,932	10-Sep-10	\$ 67,278	\$ (31,654)
4,000	SKETCHERS	22-Oct-09	\$ 96,736	21-Jul-10	\$ 138,702	\$ 41,966
800	SXC HEALTH	7-May-09	\$ 17,501	06-May-10	\$ 48,658	\$ 31,157
1,800	SXC HEALTH	7-May-09	\$ 39,386	Jul/Aug 2010	\$ 125,901	\$ 86,515
4,000	TEMPUR-PEDIC INT'L	16-Oct-09	\$ 89,536	20-Jul-10	\$ 124,302	\$ 34,766
4,944	TEXTRON	11-Aug-10	\$ 100,465	Aug/Sep. '10	\$ 108,621	\$ 8,156
3,000	TUPPERWARE BRANDS	22-Apr-09	\$ 74,404	28-Jun-10	\$ 120,822	\$ 46,418
2,900	VALUECLICK	3-Nov-10	\$ 44,752	05-Nov-10	\$ 44,596	\$ (156)
2,000	VMW CORP	25-Jan-10	\$ 95,576	21-May-10	\$ 115,650	\$ 20,074
3,000	WHOLE FOODS MARKET	16-Feb-10	\$ 99,106	04-Aug-10	\$ 112,280	\$ 13,174

9,115,700

9,612,660

496,960

BRIGHTON FOUNDATION TRUST 2010 GRANTS
TIN 35-2032393

ACADEMY PREP FOUNDATION	\$	13,500
AMERICAN CANCER SOCIETY	\$	250
AMERICAN HEART ASSN	\$	250
AMERICAN STAGE	\$	1,250
ASSISTANCE LEAGUE INDIANAPOLIS	\$	2,000
BLUE RIDGE MTN HEALTH PROJECT	\$	1,000
BOLEY CENTER	\$	1,000
BOSTON BILL FOUNDATION	\$	400
BOYS AND GIRLS CLUBS OF THE SUNCOAST	\$	1,000
BROOKE'S PLACE	\$	10,000
BROOKWOOD FLORIDA	\$	1,000
CAMP TECUMSEH	\$	1,500
CANARY FOUNDATION	\$	500
CASA	\$	1,000
CASHIERS HUMANE SOCIETY	\$	1,000
CASHIERS ROTARY CLUB CHARITIES	\$	500
CASHIERS-GLENVILLE FIRE DEPT.	\$	1,000
CHRISTMAS TOY SHOP	\$	750
CLOTHES TO KIDS	\$	3,000
COMMUNITY BIBLE CHURCH-MSSIONS	\$	5,000
CYSTIC FIBROSIS FOUNDATION	\$	250
DAY NURSERY FOUNDATION	\$	3,000
DAYSTAR	\$	1,000
EASTER SEALS FLORIDA	\$	1,500
FAMILY RESOURCES	\$	1,000
FIRST PRESBYTERIAN	\$	2,000
FISHES AND LOAVES	\$	1,000
FLETCHER PLACE	\$	2,000
FLORIDA BLOOD SERVICES	\$	1,000
GLENVILLE-CASHIERS RESCUE SQUAD	\$	500
GREAT EXPLORATIONS CHILDRENS MUSEUM	\$	69,700
HAPPY WORKERS CHILDRENS CENTER	\$	2,000
HEARTS AND HOPE FOR HAITI	\$	20,000
HIGHLANDS CASHIERS HOSPITAL FOUND	\$	1,000
INDIANA UMC CHILDRENS HOME	\$	750
J2 RACING USA	\$	250
LEUKEMIA/LYMPHOMA SOCIETY	\$	500
MAKE A WISH FOUND.	\$	250
MEMORY MATTERS	\$	2,000
MICHIGAN STATE UNIVERSITY	\$	1,000
MULTIPLE MYELOMA RESEARCH FOUNDATION	\$	1,000
MUSEUM OF AMERICAN FINANCE	\$	500
NORTHWESTERN UNIVERSITY(KGSM)	\$	1,000
OLD EDWARDS CLUB CHARITIES	\$	1,000
PINELLAS HABITAT FOR HUMANITY	\$	1,000
SAVE THE CHILDREN	\$	1,000
SIPOA	\$	250
ST. PETERSBURG FREE CLINIC	\$	38,000
ST. ANTHONY'S HEALTHCARE FOUNDATION	\$	3,000
ST. LUKES UMC	\$	10,250
ST. MARY'S FOUND.	\$	250
ST. THOMAS EPISCOPAL	\$	500
SUNCOAST HOSPICE	\$	1,000
TAMPA BAY PERFORMING ARTS CENTER	\$	1,600
TIMMY FOUNDATION	\$	500
USGA	\$	250
WALTHER CANCER FOUND.	\$	1,000
WEDU	\$	1,000
WISHARD MEMORIAL FOUNDATION	\$	1,000
YMCA ST PETERSBURG	\$	1,000
	<u>\$</u>	<u>221,700</u>

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

SOURCE	AMOUNT
FIDELITY BROKERAGE ACCOUNT	104.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	104.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY BROKERAGE ACCOUNT	9,824.	0.	9,824.
INTERMED. INVESTMENT GRADE	34,764.	0.	34,764.
PRIME MONEY MARKET	21.	0.	21.
VANGUARD SHORT TERM INVEST GRADE	317.	317.	0.
TOTAL TO FM 990-PF, PART I, LN 4	44,926.	317.	44,609.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,175.	235.		0.
TO FORM 990-PF, PG 1, LN 16B	1,175.	235.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES PAID	1,605.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,605.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INDIVIDUAL EQUITIES	2,098,661.	2,345,278.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,098,661.	2,345,278.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	520,585.	571,261.
TOTAL TO FORM 990-PF, PART II, LINE 13		520,585.	571,261.

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION	STATEMENT	7
	53.4942(A)-3(D)(2) TO TREAT		
	EXCESS QUALIFYING DISTRIBUTIONS		
	AS DISTRIBUTIONS OUT OF CORPUS		

THE ORGANIZATION HEREBY ELECTS UNDER TREAS. REG. SEC.
53.4942(A)-3(D)(2) TO TREAT THE AMOUNT SHOWN IN PART XIII, LINE 4C,
COLUMN (A), AS BEING MADE OUT OF CORPUS.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

ROBERT D. MARKLEY
JEAN MARKLEY