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

2010

Department 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 , 2010, and ending

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

Name of foundation

DORIS GOODWIN WALBRIDGE FOUNDATION

A Employer identification number

39-1999473

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

Room/suite

B Telephone number (see the instructions)

PO BOX 32196

(505) 983-0536

City or town

State ZIP code

SANTA FE

NM 87594

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 7,408,676.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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

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

(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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) L-16a Stmt

b Accounting fees (attach sch) L-16b Stmt

c Other prof fees (attach sch) L-16c Stmt

17 Interest

18 Taxes (attach schedule) (see instr.)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See line 23 Stmt

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative enter -0-)

c Adjusted net income (if negative, enter -0-)

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Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	471,909.	153,763.	153,763.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	3,929,196.	4,671,338.	5,095,456.
	c Investments — corporate bonds (attach schedule)	2,512,517.	1,934,224.	2,052,529.
	LIABILITIES	11 Investments — land, buildings, and equipment: basis		
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)		42,700.	42,700.	106,928.
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)		6,956,322.	6,802,025.	7,408,676.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, & other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	6,956,322.	6,802,025.	
30 Total net assets or fund balances (see the instructions)	6,956,322.	6,802,025.		
31 Total liabilities and net assets/fund balances (see the instructions)	6,956,322.	6,802,025.		

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	6,956,322.
2 Enter amount from Part I, line 27a	2	-151,523.
3 Other increases not included in line 2 (itemize) <input checked="" type="checkbox"/> PARTNERSHIP DISTRIBUTION OVER INCOME	3	6,120.
4 Add lines 1, 2, and 3	4	6,810,919.
5 Decreases not included in line 2 (itemize) <input checked="" type="checkbox"/> See Other Decreases Stmt	5	8,894.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,802,025.

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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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,889,991.		3,868,800.	21,191.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			21,191.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	21,191.
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) (see the instructions) If (loss), enter -0- in Part I, line 8 	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	352,050.	6,407,597.	0.054943
2008	418,853.	7,480,673.	0.055991
2007	369,565.	8,522,291.	0.043365
2006	405,061.	8,028,036.	0.050456
2005	395,592.	8,022,955.	0.049308

2 Total of line 1, column (d)	2	0.254063
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050813
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,011,126.
5 Multiply line 4 by line 3	5	356,256.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,819.
7 Add lines 5 and 6	7	359,075.
8 Enter qualifying distributions from Part XII, line 4	8	329,250.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 5,638.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 5,638.
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 -5,638.
6 Credits/Payments:		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 2,980.	
b Exempt foreign organizations — tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 4,200.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 7,180.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 1,542.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 1,542. Refunded	11	

Part VIII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>WI - Wisconsin</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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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?	13	X	
Website address: <u>N/A</u>				
14	The books are in care of <u>STEPHEN GABER</u> Telephone no <u>(505) 983-0536</u>			
Located at <u>PO BOX 32196, SANTA FE, NM</u> ZIP + 4 <u>87594</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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country: <u></u>				

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		<input type="checkbox"/>
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)		<input checked="" type="checkbox"/>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/>
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 checked="" type="checkbox"/>

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN GABER PO BOX 32196, SANTA FE NM 87594	DIR/PRES	0.	0.	0.
DAVID GABER 222 E. 3RD, HINSDALE IL 65201	DIRECTOR	0.	0.	0.
RYANN WHALEN 640 N. LASALLE, CHICAGO IL 60610	DIR/SEC	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

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

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

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

None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	3,803,298.
b Average of monthly cash balances	1b	492,110.
c Fair market value of all other assets (see instructions)	1c	2,822,486.
d Total (add lines 1a, b, and c)	1d	7,117,894.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	7,117,894.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	106,768.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,011,126.
6 Minimum investment return. Enter 5% of line 5	6	350,556.

Part XII 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	350,556.
2a Tax on investment income for 2010 from Part VI, line 5	2a	5,638.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	5,638.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	344,918.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	344,918.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	344,918.

Part XIII 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	329,250.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	329,250.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	329,250.

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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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				344,918.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			317,430.	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010.				
a From 2005	0.			
b From 2006	0.			
c From 2007	0.			
d From 2008	0.			
e From 2009	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 329,250.				
a Applied to 2009, but not more than line 2a			317,430.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	11,820.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	11,820.			11,820.
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				333,098.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2007	0.			
c Excess from 2008	0.			
d Excess from 2009	0.			
e Excess from 2010	0.			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | | | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | <div style="display: flex; justify-content: space-between;"> <div style="width: 20%;">Tax year</div> <div style="width: 60%;">Prior 3 years</div> <div style="width: 20%;"></div> </div> | | | | |
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | (e) Total |
| 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 organization had \$5,000 or more in assets at any time during the year – see 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:

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs

- 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:

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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 (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities		260,697.			
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					
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)		260,697.			
13	Total. Add line 12, columns (b), (d), and (e)					260,697.

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

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

[illegible]

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DORIS GOODWIN WALBRIDGE FOUNDATION
39-1999473

DOD - 5/10/00

2010 FORM 990-PF

PAGE 3 - PART IV - LINE 1

DESCRIPTION	P/D	DATE ACQUIRED	DATE SOLD	SALES PRICE	BASIS	GAIN/ LOSS
100000 GEN MOTORS NOTE	P	7/26/2007	1/19/2010	100000	98622	1378
100000 GLDMN SCHS NOTE	P	6/23/2000	1/28/2010	100000	98165	1835
1701 SH MEAD JHNSN CO	P	12/23/2009	1/7/2010	77672	137711	-60039
100000 BELLSOUTH NOTE	P	10/10/2000	2/16/2010	100000	103101	-3101
50000 COMMRC BK CPN NT	P	3/8/2006	3/17/2010	50000	50005	-5
1000 SH RYL BK SCOTLND	P	2/16/2007	4/15/2010	13953	25356	-11403
75000 TRIBUNE CO NOTE	P	9/20/2005	6/14/2010	20051	75866	-55815
50000 ALCOA NOTE	P	6/26/2001	9/27/2010	52062	50520	1542
2630 SH AT&T	D	8/27/1994	11/8/2010	76232	118679	-42447
2854 SH ALLSTATE	D	8/27/1994	11/8/2010	88634	65984	22650
4034 SH BP	D	8/27/1994	11/8/2010	173287	213046	-39759
2305 SH BRSTL MYERS	D	8/27/1994	11/8/2010	61140	117782	-56642
5400 SH EXXON MOBIL	D	8/27/1994	11/8/2010	376456	220050	156406
6000 SH GEN ELEC	D	8/27/1994	11/8/2010	100134	303750	-203616
100000 MOTOROLA NOTE	P	11/15/2000	11/15/2010	100000	102015	-2015
1000 SH SPDR S&P ETF	P	2/8/2001	11/8/2010	122042	135074	-13032
500 SH SPDR S&P ETF	P	7/18/2002	11/8/2010	61021	45305	15716
5000 SH ISHARES JAPAN	P	12/5/2002	11/8/2010	51296	34604	16692
5000 SH ISHARES JAPAN	P	12/9/2002	11/8/2010	51296	34704	16592
5000 SH ISHARES JAPAN	P	1/6/2003	11/8/2010	51296	36204	15092
500 SH SPDR S&P ETF	P	1/24/2003	11/8/2010	61021	43419	17602
5000 SH ISHARES JAPAN	P	4/29/2003	11/8/2010	51296	31604	19692
4000 VNGD TTL STK MKT	P	10/9/2003	11/8/2010	250277	201665	48612
6000 VNGD TTL STK MKT	P	12/18/2003	11/8/2010	375415	312784	62631
800 VNGD TTL STK MKT	P	12/18/2003	11/8/2010	50055	41704	8351
200 VNGD TTL STK MKT	P	12/18/2003	11/8/2010	12514	10421	2093
2000 VNGD TTL STK MKT	P	1/30/2004	11/8/2010	125138	109265	15873
2000 VNGD SM CAP VAL	P	4/1/2004	11/8/2010	128745	104004	24741
2000 VNGD SM CAP VAL	P	8/5/2004	11/8/2010	128745	99935	28810
5000 VNGD VALUE	P	5/5/2004	11/8/2010	257526	246454	11072
3000 VNGD SM CAP VAL	P	11/11/2004	11/8/2010	193118	166945	26173
4000 ISHARES EURO PLUS	P	12/14/2004	11/8/2010	160903	150384	10519
3000 ISHARES EURO PLUS	P	3/7/2005	11/8/2010	120677	117365	3312
1000 VNGD FTSE ALL WRLD	P	8/17/2007	11/8/2010	48355	52696	-4341
2000 VNGD FTSE ALL WRLD	P	4/18/2008	11/8/2010	96710	113612	-16902
MUTUAL FD LONG TERM CAF	P			2924	0	2924

3889991 3868800 21191

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- ▶ Attach to return

Name
DORIS GOODWIN WALBRIDGE FOUNDATION

Employer Identification No
39-1999473

Total Penalty

0.02

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Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INSURANCE	575.			
OFFICE EXPENSES	35.			
Total	610.			

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

FEDERAL TAX PAYMENTS	1,500.
DIVIDENDS RECORDED AS INCOME BUT NOT PAID UNTIL 2011	7,394.
Total	8,894.

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name DORIS GOODWIN WALBRIDGE FOUNDATION
Address PO BOX 32196
City, St, Zip, Phone SANTA FE NM 87594 (505) 983-0536

The form in which applications should be submitted and information and materials they should include:
BY MAIL INCLUDING NAME, ADDRESS, PHONE NUMBER OF ORGANIZATION

Any submission deadlines:

NONE

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

NONE

Name _____
Address _____
City, St, Zip, Phone _____

The form in which applications should be submitted and information and materials they should include:
AND PROPOSED USE OF CONTRIBUTION

Any submission deadlines:

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

ORIGINAL

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
NDI NEW MEXICO 1140 ALTO STREET SANTA FE NM 87501		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 20,000.
OUTSIDE IN BOX 5714 SANTA FE NM 87502		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 10,000.
SANTA FE COMMUNITY FOUNDATION BOX 1827 SANTA FE NM 87502		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 25,000.
ST MATTHIAS EPISCOPAL CHURCH 111 E. MAIN, WAUKESHA WI 53186		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 20,000.
THINK NEW MEXICO 1227 PASEO DE PERALTA SANTA FE NM 87501		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 20,000.
ST ELIZABETH SHELTER 804 ALARID SANTA FE NM 87505		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 20,000.
CAMP LAUGH A LOT 12506 WILLOW CREEK RD CUSTER SD 57730		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 10,500.
ANIMAL PROTECTION OF NEW MEXICO P.O. BOX 11395 SANTA FE NM 87192		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 15,000.
SANTA FE MOUNTAIN CENTER P.O. BOX 449 TESUQUE NM 87594		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 15,000.
PARTNERS IN EDUCATION PO BOX 23374 SANTA FE NM 87502		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
COMMUNITY HOUSE OF HINSDALE 415 W. 8TH STREET HINSDALE IL 60521		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 20,000.
SAVE DISPLACED SERBS P.O. BOX 90309 LOS ANGELES CA 90009		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
PEOPLE FOR ANIMAL WELFARE SOCIETY PO BOX 27985 SANTA FE NM 87502		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 8,000.
YOUTH SHELTERS AND FAMILY SERVICES 5686 AGUA FRIA STREET SANTA FE NM 87507		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 20,000.
SAMARITAN HOUSE 1001 N 4TH STREET LAS VEGAS NV 89101		509 (a) (1) PUBLIC CH	PUBLIC CHARITY	Person or <input type="checkbox"/> Business <input type="checkbox"/> 10,000.

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Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				

Total

223,500.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCDONALD HOPKINS	LEGAL	2,215.			

Total

2,215.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BERNARD KIRSNER LTD	ACCOUNTING	5,495.			

Total

5,495.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
METTA CORP	INVESTMENT	74,650.			

Total

74,650.

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