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

OMB No 1545-0052

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 <b>Lion's Pride Foundation</b>		<b>A</b> Employer identification number <b>41-1289414</b>
Number and street (or P O box number if mail is not delivered to street address) <b>115 Cottage Road</b>		<b>B</b> Telephone number (see the instructions) <b>(603) 253-8554</b>
City or town <b>Moultonborough</b>	State ZIP code <b>NH 03254</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> 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		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>3,625,543.</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> 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)		<b>F</b> 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) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Check <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	10,720.			
	4 Dividends and interest from securities	32,451.			
	5a Gross rents				
	b Net rental income or (loss) <b>-19,548.</b>				
	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)		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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	43,171.	0.			
ADMINISTRATIVE AND OPERATING EXPENSES	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	1,500.			
	b Accounting fees (attach sch) L-16b Stmt	3,000.			
	c Other prof fees (attach sch) L-16c Stmt	3,189.			
	17 Interest				
	18 Taxes (attach schedule) (see instr ) Foreign Tax paid	586.			
	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	357.			
	24 Total operating and administrative expenses. Add lines 13 through 23	8,632.			
	25 Contributions, gifts, grants paid	124,877.			
26 Total expenses and disbursements. Add lines 24 and 25	133,509.				
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-90,338.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	56,698.	23,466.	23,466.
	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) L-10b Stmt	2,405,595.	2,100,000.	2,968,827.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	450,000.	633,250.	633,250.
	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)	2,912,293.	2,756,716.	3,625,543.
	17 Accounts payable and accrued expenses			
	18 Grants payable	111,000.	45,761.	
	19 Deferred revenue			
NET FUND ASSETS OR	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)	111,000.	45,761.	
	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			
BALANCES	29 Retained earnings, accumulated income, endowment, or other funds	2,801,293.	2,710,955.	
	30 Total net assets or fund balances (see the instructions)	2,801,293.	2,710,955.	
	31 Total liabilities and net assets/fund balances (see the instructions)	2,912,293.	2,756,716.	

## 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	2,801,293.
2 Enter amount from Part I, line 27a	2	-90,338.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,710,955.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	2,710,955.

**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)
1a	WELLS FARGO STATEMENT see attached det	P	Various	Various
b	J P MORGAN SECURITIES see attached det	P	various	various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 319,461.	0.	319,875.	-414.
b 650,266.	0.	705,786.	-55,520.
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			-414.
b			-55,520.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	-55,934.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-            in Part I, line 8         </div>		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		2,916,233.	
2008		3,055,503.	
2007	370,222.	1,300,375.	0.284704
2006	99,690.	3,412,332.	0.029215
2005	212,672.	3,391,555.	0.062706

2 Total of line 1, column (d)	2	0.376625
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	0.125542
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	0.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	0.
8 Enter qualifying distributions from Part XII, line 4	8	0.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: <u>n/a</u> (attach copy of letter if necessary— see instr.)		1	0.
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, 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	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	131.	
b Exempt foreign organizations— tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	131.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> 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	131.	
11 Enter the amount of line 10 to be. Credited to 2011 estimated tax <u>131.</u> <b>Refunded</b>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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 <u>\$</u> (2) On foundation managers <u>\$</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <u>\$</u>		
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 or 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>MN - Minnesota</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 General Instruction G? <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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>BUCKNAM ASSOCIATES</u> Telephone no <u>(603) 253-8554</u> Located at <u>115 Cottage Road</u> <u>Moultonborough NH</u> ZIP + 4 <u>03254</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 <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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? <b>Exception.</b> 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"/>	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?	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see the instructions)	2b	
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)	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)? (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
STATEMENT 1	0	0.00	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 N/A	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	1 a	
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	0.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	0.

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

**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	1 a	
b	Program-related investments— total from Part IX-B	1 b	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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	0.

**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				0.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			145,812.	
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	374,179.			
d From 2008	0.			
e From 2009	0.			
f Total of lines 3a through e	374,179.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 0.				
a Applied to 2009, but not more than line 2a				
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	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	374,179.			
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			145,812.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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	374,179.			
10 Analysis of line 9				
a Excess from 2006	0.			
b Excess from 2007	374,179.			
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

- 1a** 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

- 2a** 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(i)(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 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) )

N/A

- 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

N/A

**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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year STATEMENT 2	N/A	ex	various	124,877.
<b>Total</b>			<b>3a</b>	124,877.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	

## 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	525990		14	10,720.	
4 Dividends and interest from securities	525990		14	32,451.	
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	525990		16		
8 Gain or (loss) from sales of assets other than inventory	900001		18		
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)				43,171.	
13 Total. Add line 12, columns (b), (d), and (e)				43,171.	

(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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**Additional Information**

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STMT 1

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The investment firms do not provide book value for the investment assets. Taxpayer had been carrying book value and marked to market annually. However, since book value is not available, the valuation method was changed in 2006 to FMV. This did not affect the cash method of accounting used. No change in accounting methodology was required.

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Therefore, at year end 2006, book value has been converted to FMV.

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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
Stationery	332.			
State of MN -filing	25.			
Total	357.			

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

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

Name Bucknam Associates  
 Address 115 Cottage Road  
 City, St, Zip, Phone Moultonboro NH 03254 (603) 253-8554

The form in which applications should be submitted and information and materials they should include.  
Application may be made by letter, but all donees are required to

Any submission deadlines.

No submission deadline. Applications are accepted at any time

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:  
complete a Statement of Potential Donee. See copy attached.

Any submission deadlines.

and acted upon periodically

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

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
Gray Plant	Legal	1,500.			

Total 1,500.



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
Bucknam Assoc	Accounting	3,000.			
Total		<u>3,000.</u>			

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
Premier	corporate svcs	0.			
Bucknam Assoc	management	3,000.			
Nat'l Registration Ag	management	189.			
Total		<u>3,189.</u>			

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See attached schedule	2,100,000.	2,968,827.
Total	<u>2,100,000.</u>	<u>2,968,827.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Apartment	200,000.	200,000.
Art	433,250.	433,250.
Total	<u>633,250.</u>	<u>633,250.</u>

**Supporting Statement of:**

Form 990-PF, p2/Line 18(a)

Description	Amount
Mayo Clinic	20,000.
Sacred Heart School	40,000.
Phillips Andover Academy	20,000.
Shattuck School Learning Center	30,000.
St James Episcopal	1,000.
Total	<u>111,000.</u>

## Realized Gain/Loss

Page 13 of 15

Amended Date: 3/04/11

41-1289414

Account Number: 2660-8659  
LIONS PRIDE FOUNDATION

WELLS  
FARGO

ADVISORS

## Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- \* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- \* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- \* Short sales are reportable on Form 1099-B before the position is closed.
- \* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- \* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

## Realized Gain/Loss Summary

	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	2.08	-453.63	-451.55
Long term	100.14	-62.50	37.64
<b>Total - Realized Gain/Loss</b>	<b>\$102.22</b>	<b>-\$516.13</b>	<b>-\$413.91</b>

# Realized Gain/Loss

Page 14 of 15

Amended Date: 3/04/11

Account Number: 2660-8659  
LIONS PRIDE FOUNDATION

## Realized Gain/Loss Detail for Year

Short Term						
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST
ANALY CAPITAL MANAGEMNT INC REIT	3,000.00000	18.2916	10/25/10	12/22/10	54,421.37	54,875.00
FRONTIER COMMUNICATIONS CORP	0.28488	0.0000	07/01/10	07/01/10	2.08	0.00
JPMORGAN OHIO TAX TAX FREE BOND FUND SELECT CLASS	2,256.31800	0.0000	09/11/09	06/28/10	25,000.00	NOT PROVIDED

For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds or Gain / Loss column, or Not Provided in the Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain / Loss. Please note that in these situations, the totals and subtotals will include any available cost or proceeds, even if the Gain / Loss is marked N/A.

**Total - Short Term** → \$79,423.45 \$54,875.00 -\$451.55

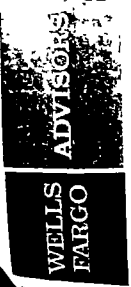
Long Term						
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST
COLUMBUS BK & TR CD COLUMBUS GA ACT/365 FDIC INSURED CPN 1 550% DUE 12/27/10 DTD 06/24/09 FC 12/24/09	65,000.00000	100.0000	06/15/09	12/27/10	65,000.00	65,000.00
FIRST FMRS BK & TR CD CONVERSE IN ACT/365 FDIC INSURED CPN 3 800% DUE 11/16/10 DTD 05/16/08 FC 06/16/08	25,000.00000 25,000.00000 25,000.00000 75,000.00000	100.0000 100.0000 100.0000	05/09/08 05/09/08 05/09/08	08/13/10 11/01/10 11/16/10	25,100.14 24,937.50 25,000.00 75,037.64	25,000.00 25,000.00 25,000.00 75,000.00
<b>Subtotal</b>						100.14 -62.50 0.00 37.64



# Realized Gain/Loss

Page 15 of 15

Amended Date: 3/04/11



Account Number: 2660-8659  
LIONS PRIDE FOUNDATION

Long Term	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION								
FIRST SECURITY BANK CD								
OWENSBORO KY ACT/365								
FDIC INSURED								
CPN 3.600% DUE 02/22/10								
DTD 05/20/08 FC 06/20/08		50,000.00000	100.0000	05/09/08	02/22/10	50,000.00	50,000.00	0.00
FIRST SOUTHEAST BANK CD								
HARMONY MN ACT/365								
FDIC INSURED								
CPN 4.400% DUE 06/24/10								
DTD 06/24/05 FC 07/24/05		50,000.00000	100.0000	12/14/07	06/24/10	50,000.00	50,000.00	0.00
<b>Total - Long Term</b>						<b>\$240,037.64</b>	<b>\$240,000.00</b>	<b>\$37.64</b>

*Proceeds*  
 79 423 45  
 240 037 64  
 -----  
 319 461 09  
 + 413. 91  
 -----  
 471. 18  
 319 875 00

< 451 55 >  
 37 64  
 -----  
 < 413.91 >  
 451.55

AE #: 053M

E: DUB, PHILIP N.

Account: Lion's Pride Foundation / 220-63763

Phone: 603-253-8554

Business:

41-1289414

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>ONG TRANSACTIONS</b>										
1,000.00	***BP P L C SPONSORED ADR (FRM BP AMOCO PLC)		5/13/10	48355	48,355.00	8/20/10	36,796	36,796.21	(11,558.79)	
		Symbol: BP								
1,250.00	***CRESCENT POINT ENERGY CORP		9/10/10	36,593	45,741.33	10/25/10	40,137	50,171.14	4,429.81	
		Symbol: CSECTF								
2,500.00	***HOLLYSYS AUTOMATION TECHNOLOGIES LTD US LISTED		12/13/07	8,785	21,962.50	9/16/10	10,268	25,669.56		3,707.06
		Symbol: HOLI								
5,000.00	***MINEFINDERS CORP LTD		11/6/09	10,694	53,470.00	10/15/10	9,420	47,098.52	(6,371.48)	
		Symbol: MFN								
3,000.00	***MINEFINDERS CORP LTD		12/2/09	11,399	34,198.40	10/15/10	9,420	28,259.11	(5,939.29)	
		Symbol: MFN								
<b>Sub Total of Security</b>					87,668.40			75,357.63	(12,310.77)	0.00
3,000.00	***SOUTHGLOBE RESOURCES LTD		1/12/10	18,616	55,849.36	2/16/10	16,328	48,985.00	(6,864.36)	
		Symbol: SGQRF								
1,250.00	ALCOA INC		8/25/08	32,311	40,388.50	1/8/10	16,790	20,994.08		(19,394.42)
		Symbol: AA								

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Unless your Investment Professional has updated all acquisition costs for securities not initially purchased at J.P. Morgan Securities, has updated bids purchased prior to 1995, and reviewed the effects of corporate actions and journal entries, this report may contain inaccuracies. Please use your monthly statement as the Official record of your activity. Contact your Investment Professional for additional information.

The Grand Totals for Cost and Proceeds are using absolute values

Due to the reporting requirements of some financial transactions, the information on this report may not match the 1099.

# Realized Gain/Loss Report

( Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings )  
(From 01/01/2010 To 12/31/2010)

AE : DUB,PHILIP N.

AE # : 053M

Account : Lion's Pride Foundation / 220-63763

Home : 603-253-8554

Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>LONG TRANSACTIONS</b>										
<u>Common Stock</u>										
5,000 00	BOSTON SCIENTIFIC CORP		1/13/10	9 051	45,255 00	11/19/10	6 283	31,413 77	(13,841 23)	
		Symbol BSX								
2,000 00	COINSTAR INC		4/14/10	35 993	71,986 00	5/21/10	36 619	73,238 47	1,252 47	
		Symbol CSTR								
1,000 00	DEVON ENERGY CORPORATION NEW		5/6/10	68 437	68,437 00	10/15/10	71 339	71,338 62	2,901 62	
		Symbol DVN								
2,000 00	GENVEC INC		1/20/10	2 192	4,384 80	3/30/10	0 766	1,531 10	(2,853 70)	
		Symbol GNVC								
2,000 00	GENVEC INC		1/22/10	3 013	6,025 80	3/30/10	0 766	1,531 10	(4,494 70)	
		Symbol GNVC								
2,000 00	GENVEC INC		3/4/10	2 803	5,605 00	3/30/10	0 766	1,531 11	(4,073 89)	
		Symbol GNVC								
<b>Sub Total of Security</b>				:	16,015 60			4,593.31	(11,422 29)	0 00
750 00	GENZYME CORPORATION		7/29/10	70 517	52,887 50	9/24/10	71 175	53,381 59	494.09	
		Symbol GENZ								

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# Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings )  
(From 01/01/2010 To 12/31/2010)

**J.P.Morgan**  
J.P. Morgan Securities

AE # 053M

AE: DUB, PHILIP N  
Account: Lion's Pride Foundation / 220-63763  
Home: 603-253-8554  
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>LONG TRANSACTIONS</b>										
<u>Common Stock</u>										
1,000 00	HESS CORPORATION		2/4/10	58 605	58,605 00	2/17/10	61 030	61,030 22	2,425 22	
	Symbol HES									
550 00	ISIS PHARMACEUTICALS INC		8/11/09	16 115	8,863 25	3/31/10	10 938	6,015 87	(2,847 38)	
	Symbol ISIS									744 95
50 00	NEWMONT MINING CORP HOLDING CO		5/2/07	41 840	2,092 00	6/16/10	56 739	2,836 95		
	Symbol NEM									
2,000 00	SAVIENT PHARMACEUTICALS INC		9/28/10	22 343	44,685 00	10/15/10	23 652	47,303 92	2,618 92	
	Symbol SVNT									
3,000 00	UAL CORPORATION NEW		1/20/09	12 332	36,995 00	1/15/10	13 713	41,139 29	4,144 29	
	Cusip 902549807000									
					705,786 44					
Sub Total of Common Stock					705,786 44					
Sub Total of LONG TRANSACTIONS					705,786 44					
					650,265 63					
					650,265 63					
					(14,942 41)					
					(14,942 41)					

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AE : DUB,PHILIP N.

AE # : 053M

Account : Lion's Pride Foundation / 220-63763

Home : 603-253-8554

Business:

Quantity	Description	Maturity Date	Sale Date	Sale Unit Price	Proceeds	Purchase Date	Purchase Unit Price	Total Cost	Short Term Gain/Loss	Long Term Gain/Loss
<b>SHORT TRANSACTIONS</b>										
(50.00)	CALL BSX 02/20/10 9 BOSTON SCIENTIFIC CORP		1/13/10	0.384	(1,919.74)	2/22/10	0.000	0.00	1,919.74	
(50.00)	CALL BSX 08/21/10 8 BOSTON SCIENTIFIC CORP		2/11/10	0.619	(3,094.75)	8/23/10	0.000	0.00	3,094.75	
(15.00)	CALL CSTR 01/22/11 45 COINSTAR INC		9/17/10	2.696	(4,044.71)	11/1/10	15.920	(23,880.21)	(19,835.50)	
(15.00)	CALL CSTR 07/17/10 55 COINSTAR INC		6/3/10	5.930	(8,894.62)	7/19/10	0.000	0.00	8,894.62	
(15.00)	CALL CSTR 08/21/10 50 COINSTAR INC		7/16/10	1.963	(2,944.73)	8/23/10	0.000	0.00	2,944.73	
(15.00)	CALL CSTR 09/18/10 49 COINSTAR INC		8/23/10	1.430	(2,144.75)	9/20/10	0.000	0.00	2,144.75	

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The Grand Totals for Cost and Proceeds are using absolute values

AE # : 053M

AE : DUB,PHILIP N  
Account : Lion's Pride Foundation / 220-63763  
Home : 603-253-8554  
Business.

Quantity	Description	Maturity Date	Sale Date	Sale Unit Price	Proceeds	Purchase Date	Purchase Unit Price	Total Cost	Short Term Gain/Loss	Long Term Gain/Loss
<b>SHORT TRANSACTIONS</b>										
(20 00)	CALL CSTR 11/20/10 45 COINSTAR INC		10/19/10	3 947	(7,894 58)	11/1/10	15 203	(30,405 27)	(22,510 69)	
(80 00)	CALL MFN 05/22/10 10 MINEFINDERS CORP LTD		3/22/10	0 624	(4,993 81)	5/24/10	0 000	0 00	4,993 81	
(80.00)	CALL MFN 08/21/10 10 MINEFINDERS CORP LTD		5/21/10	0 380	(3,043 82)	8/23/10	0 000	0 00	3,043 82	
(10.00)	CALL OSG 09/18/10 40 OVERSEAS SHIPHOLDING GROUP INC		7/21/10	2.070	(2,069 68)	9/20/10	0.000	0.00	2,069 68	
(5 00)	CALL QIS 04/17/10 15 ISIS PHARMACEUTICALS INC		10/22/09	1 277	(638 71)	4/13/10	0 060	(30 08)	608.63	
(12 00)	CALL XOM 07/17/10 70 EXXON MOBIL CORP		1/29/10	1 801	(2,160 92)	7/19/10	0 000	0 00	2,160.92	

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Due to the reporting requirements of some financial transactions, the information on this report may not match the 1099.

AE # : 053M

AE : DUB,PHILIP N.

Account : Lion's Pride Foundation / 220-63763

Home : 603-253-8554

Business:

Quantity	Description	Maturity Date	Sale Date	Sale Unit Price	Proceeds	Purchase Date	Purchase Unit Price	Total Cost	Short Term Gain/Loss	Long Term Gain/Loss
(12.00)	CALL XOM 10/16/10 60 EXXON MOBIL CORP		7/16/10	1 942	(2,330 78)	10/12/10	4 338	(5,205 17)	(2,874 39)	
<b>SHORT TRANSACTIONS</b>										
<u>Option</u>										
Sub Total of	Option			:	(46,175 60)			(59,520 73)	(13,345 13)	0 00
Sub Total of	SHORT TRANSACTIONS			:	(46,175 60)			(59,520 73)	(13,345 13)	0.00

Grand Total for Cost: 765,307 17  
Grand Total for Proceeds: 696,441.23  
Grand Total for Short Term Gain/Loss Proceeds: 646,940 64  
Grand Total for Long Term Gain/Loss Proceeds: 49,500 59  
Grand Total for Short Term Gain/Loss: (53,923.53)  
Grand Total for Long Term Gain/Loss: (14,942 41)

The information contained herein has been obtained from sources deemed to be reliable but not guaranteed for accuracy by J.P. Morgan Securities, a division of J.P. Morgan Securities LLC. All closing transactions will be treated on a FIFO basis unless an accurately specified versus purchase trailer is entered.

The Grand Totals for Cost and Proceeds are using absolute values

Unless your Investment Professional has updated all acquisition costs for securities not initially purchased at J.P. Morgan Securities, has updated lots purchased prior to 1995, and reviewed the effects of corporate actions and journal entries, this report may contain inaccuracies. Please use your monthly statement as the Official record of your activity. Contact your Investment Professional for additional information.

Due to the reporting requirements of some financial transactions, the information on this report may not match the 1099.

**LION'S PRIDE FOUNDATION  
2010 990PF  
GRANTS 2010**

**STATEMENT 2  
TIN 41-1289414**

		Public (X)	Restrictions			Public	Restrictions
<b>Metropolitan Museum of Art</b> Gracie Station POB 814 New York, NY 10130-0087	8,000 00	X	none	<b>Central Park Conservancy</b> 14 East 60th St New York, NY 10022	9,600 00	X	none
<b>Phillips Andover Academy</b> Andover, MA	22,000 00	X	none	<b>Shattuck School</b> 1000 Shumway Ave Faribault, MN 55021	600 00	X	none
<b>Convent of the Sacred Heart</b> 1 East 91st St New York, NY 10128	10,500 00	X	none	<b>Valley Vineyard</b> 224 Mt Herman Rd Scotts Valley, CA 95066	15,000 00	X	none
<b>Puget Sound University</b> Repertory Dance Group 1500 N Warner St #1067 Tacoma, WA 98416	1,000 00	X	none	<b>St. Christopher's Church</b> Box 169 Birch Island, Ontario Canada POP 1A0	10,677 00	X	none
<b>GO Campaign -Haiti</b> 2461 Santa Monica Blvd #437 Santa Monica, CA 90404	1,000 00	X	none	<b>Stone Trust</b> 375 Park Avenue #3800 New York, NY 10152	6,500 00	X	none
<b>Mayo Clinic</b> 200 First St SW Rochester, MN 55905	10,000 00	X	none	<b>Endicott College</b> 376 Hale Street Beverly, MA	25,000 00	X	none
<b>Good Shepherd Lutheran Church</b> Parade Road Laconia, NH	5,000 00	X	none				
	57,500 00				67,377 00		
				<b>Total</b>	124,877 00		

May 15, 2011

LION'S PRIDE FOUNDATION  
2010

TRUSTEES AND OFFICERS  
Form 990 PF Page 6  
Part VIII Line 1

41-1289414 Compensation over \$50,000

Name and Title	Address	Telephone	Compensation over \$50,000
Louis F. Polk Jr Trustee, President	435 East 52nd St New York, NY 10022	212-832-2662	0
Susan Bucknam Vice President, Treasurer	Bucknam Associates 115 Cottage Road Moultonborough, NH 03254	603/253-8554	0
Richard N. Flint Secretary	Gray Plant Mooty Mooty Bennett 500 IDS Center 80 South Eighth St Minneapolis, MN 55402	612/632-3065	0
Christy P. Goldspink Trustee	1005 Granite Ridge Dr Santa Cruz, CA 95065	831/426-7971	0
Anna C. Polk Trustee	435 East 52nd Street New York, NY 10022	212-832-2662	0