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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
2010

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

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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

Name of foundation THE GEOFFREY BEENE FOUNDATION		A Employer identification number 43-6936635
Number and street (or P O box number if mail is not delivered to street address) 13 EAST 69TH STREET	Room/suite	B Telephone number (see page 10 of the instructions) (212) 396-1200
City or town, state, and ZIP code NEW YORK, NY 10021		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 30,105,386	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of 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 (attach schedule)	500,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	176,128	176,128		
	4 Dividends and interest from securities	468,377	468,377		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	172,261			
	b Gross sales price for all assets on line 6a 6,000,113				
	7 Capital gain net income (from Part IV, line 2)		172,261		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,316,766	816,766			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	77,949	5,692		72,257
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	29,075	2,908		26,167
	b Accounting fees (attach schedule)	21,080	12,648		8,432
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	-2,679			4,294
	19 Depreciation (attach schedule) and depletion	0			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	62,065	35,472		26,593
	24 Total operating and administrative expenses. Add lines 13 through 23	187,490	56,720		137,743
	25 Contributions, gifts, grants paid	5,468,500			5,468,500
26 Total expenses and disbursements. Add lines 24 and 25	5,655,990	56,720		5,606,243	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-4,339,224				
b Net investment income (if negative, enter -0-)		760,046			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	44,599	89,705	89,705
	2 Savings and temporary cash investments	13,159,936	8,352,126	8,352,126
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ 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)	15,812,272	16,254,002	16,643,405
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	5,038,400	5,020,150	5,020,150	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	34,055,207	29,715,983	30,105,386	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
23 Total liabilities (add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	34,055,207	29,715,983	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see page 17 of the instructions)	34,055,207	29,715,983		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	34,055,207	29,715,983		

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	34,055,207
2	Enter amount from Part I, line 27a	2	-4,339,224
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	29,715,983
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	29,715,983

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a				
b	Capital Gain Dividends			
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			4,720	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	172,261
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 pages 13 and 17 of 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 page 18 of 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 (col (b) divided by col (c))
2009	9,208,617	27,832,166	0.33086
2008	2,864,014	31,737,007	0.09024
2007	10,945,812	37,290,132	0.29353
2006			
2005			
2	Total of line 1, column (d).		2 0.71464
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 0.23821
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		4 26,740,832
5	Multiply line 4 by line 3.		5 6,369,987
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 7,600
7	Add lines 5 and 6.		7 6,377,587
8	Enter qualifying distributions from Part XII, line 4.		8 5,606,243

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
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	15,201
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	15,201
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	15,201
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	10,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	17,000
8	Enter any penalty 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	1,799
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 1,799 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>		No
c Did the foundation file Form 1120-POL for this year?.		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		No
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>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NY _____		
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>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of EISIKOVIC & KANE LLP Telephone no (212) 944-7733 Located at 1430 BROADWAY SUITE 1105 NEW YORK NY ZIP+4 10018			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<input type="checkbox"/>
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		No

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes", enter the name of the foreign country.

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

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
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			No
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? If "Yes," list the years 20__ , 20__ , 20__ , 20__ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
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 page 20 of the instructions).	2b			No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__				
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b			No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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 page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
	6b	No
	7b	No

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 page 22 of the 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
MARA HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	EXECUTIVE VP 30 00	40,000		
G THOMPSON HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	Trustee 30 00	37,949		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000. Yes No

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 page 23 of the 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. **▶**

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 _____	
2 _____	
3 _____	
4 _____	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments See page 24 of the instructions _____	

Total. Add lines 1 through 3. **▶**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	23,897,260
b	Average of monthly cash balances.	1b	3,250,793
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	27,148,053
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	27,148,053
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	407,221
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,740,832
6	Minimum investment return. Enter 5% of line 5.	6	1,337,042

Part XI Distributable Amount (see page 25 of the 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	1,337,042
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	15,201
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,201
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,321,841
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,321,841
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,321,841

Part XII Qualifying Distributions (see page 25 of the 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	5,606,243
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	5,606,243
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 page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,606,243

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,321,841
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				9,105,040
d From 2008.				1,299,676
e From 2009.				7,828,103
f Total of lines 3a through e.	18,232,819			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>5,606,243</u>				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2010 distributable amount.				1,321,841
e Remaining amount distributed out of corpus	4,284,402			
5 Excess distributions carryover applied to 2010 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,517,221			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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 page 27 of the instructions.				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
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 page 27 of the instructions).				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.	22,517,221			
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				9,105,040
c Excess from 2008.				1,299,676
d Excess from 2009.				7,828,103
e Excess from 2010.				4,284,402

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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(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 page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 5,468,500
b <i>Approved for future payment</i>				
Total				▶ 3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2010

Department of the Treasury
Internal Revenue Service

Name of organization

THE GEOFFREY BEENE FOUNDATION

Employer identification number

43-6936635

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

THE GEOFFREY BEENE FOUNDATION

Employer identification number

43-6936635

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF GEOFFREY BEENE 13 EAST 69 STREET NEW YORK, NY 10021	\$ 500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE GEOFFREY BEENE FOUNDATION	Employer identification number 43-6936635
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Part II Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
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—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____

Name of organization THE GEOFFREY BEENE FOUNDATION	Employer identification number 43-6936635
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Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete columns (a) through (e) and the following line entry.)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	

Additional Data

Software ID: 10000105
Software Version: 2010v3.2
EIN: 43-6936635
Name: THE GEOFFREY BEENE FOUNDATION

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE DOE FUND INC 232 EAST 84 STREET NEW YORK, NY 10028	N/A	501C3	HELP FOR HOMELESS AND FORMERLY INCARCERATED INDIVIDUALS TO ACHIEVE SELF-SUFFICIENCY	1,000
DEMI AND ASHTON FOUNDATION 200 PARK AVE SOUTH 8TH FLOOR NEW YORK, NY 10003	N/A	501C3	SUPPORT AND DEVELOP PROGRAMS TO HELP END CHILD SEX SLAVERY	35,000
CHAI LIFLINE 151 WEST 30TH STREET NEW YORK, NY 10001	N/A	501C3	PROVIDING HELP AND SUPPORT TO SICK CHILDREN AND THEIR FAMILIES	25,000
CAVALRY HOSPITAL 1740 EASTCHESTER ROAD BRONX, NY 10461	N/A	501C3	PROVIDING CARE FOR PEOPLE WITH ADVANCED CANCER AND THEIR FAMILIES	5,000
WHIPPOORWILL CLUB FOUNDATION 150 WHIPPOORWILL ROAD ARMONK, NY 10504	N/A	501C3	EDUCATIONAL SCHOLARSHIPS	5,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	N/A	501C3	CANCER RESEARCH	2,800,000
HOSPICE VNSW WPHC 311 NORTH STR SUITE 204 WHITE PLAINS, NY 10605	N/A	501C3	HOSPICE CARE	5,000
MAKE A WISH FOUNDATION 1111 MARCUS AVENUE SUITE LL22 LAKE SUCCESS, NY 11042	N/A	501C3	CHILDREN'S HEALTH SERVICES	10,000
EAST COAST ASSISTANCE DOGS 149 NEWFIELD RD TORRINGTON, CT 06790	N/A	501C3	ASSISTANCE FOR VETERANS WITH DISABILITIES	50,000
FRIENDS OF KAREN 118 TITCUS RD PO BOX 190 PURDYS, NY 10578	N/A	501C3	FAMILY AND CHILDRENS AID	2,500
YMA FASHION SCHOLARSHIP FUND 36 WEST 20 STREET NEW YORK, NY 10011	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	399,000
CITY HARVEST 575 8TH AVE 4TH FL NEW YORK, NY 10018	N/A	501C3	FOOD RESCUE ORGANIZATION	5,000
CFDA FOUNDATION 1412 BROADWAY SUITE 2006 NEW YORK, NY 10018	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	1,000,000
GEOFFREY BEENE ALZHEIMER'S INITIATI 1430 BROADWAY NEW YORK, NY 10018	N/A	501C3	ALZHEIMER'S RESEARCH & AWARENESS	1,000,000
BOY SCOUTS OF AMERICA NY COUNCIL 350 FIFTH AVE SUITE 430 NEW YORK, NY 10018	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	1,000
Total			▶ 3a	5,468,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	N/A	501C3	HEART DISEASE RESEARCH	100,000
CLASSROOM CENTRAL 2116 WILKINSON BLVD CHARLOTTE, NC 28208	N/A	501C3	COLLECTION AND DISTRIBUTION OF FREE SCHOOL SUPPLIES	25,000
Total ▶ 3a				5,468,500

TY 2010 Accounting Fees Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	21,080	12,648	0	8,432

TY 2010 General Explanation Attachment

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 10000105

Software Version: 2010v3.2

Identifier	Return Reference	Explanation
	Part II, line 10B	Statement 5 attachment

TY 2010 Legal Fees Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	29,075	2,908	0	26,167

TY 2010 Other Assets Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 10000105

Software Version: 2010v3.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MISCELLANEOUS RECEIVABLE	19,250	1,000	1,000
FINE ART	28,700	28,700	28,700
COLLECTION OF GB DESIGNS & JEWELRY	4,990,450	4,990,450	4,990,450

TY 2010 Other Expenses Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 10000105

Software Version: 2010v3.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PUBLICATION EXPENSE	125			125
PAYROLL PROCESSING FEE	1,593			1,593
INVESTMENT FEES	32,206	32,206		
INSURANCE EXPENSES	27,089	2,709		24,380
FOREIGN TAXES	557	557		
DUES AND SUBSCRIPTIONS	495			495

TY 2010 Taxes Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES	750			750
PAYROLL TAXES	3,544			3,544
FEDERAL EXCISE TAX REFUND	6,973			

THE GEOFFREY BEENE FOUNDATION
43-6936635
FORM 990-PF, PART II, LINE 10B
STATEMENT 5 ATTACHMENT

Description	Qty	Cost	Market Value
Accenture PLC Ireland Total	750	33,866	36,368
Agrium Inc Total	375	29,525	34,406
Alcoa Inc Total	2,100	29,655	32,319
Alcon Inc Total	850	128,527	138,890
Allergan Inc Total	400	27,696	27,468
Altria Group Inc Total	1,800	42,455	44,316
Amazon.com Total	225	33,207	40,500
Apple Inc Total	700	165,303	225,792
Archer Daniels Midland Total	475	12,387	14,288
Astrazeneca Plc Total	1,900	87,304	87,761
AT&T Inc Total	700	17,316	20,566
BB&T Corp Total	1,100	29,498	28,919
Bernstein Emerging Markets Total	6,188	248,649	206,067
Bernstein Intermed. Duration Total	396,989	5,809,389	6,220,818
Bernstein International Total	58,794	1,450,681	918,363
Bernstein Short Duration Total	269,633	3,161,341	3,208,625
Broadcom Corp Total	1,200	45,857	52,260
Bunge Ltd Total	850	46,701	55,692
Cablevision Systems Corp Total	900	25,915	30,456
Cameron International Total	650	28,191	32,975
Capital One Financial Group Total	700	29,167	29,792
Carnival Corp Total	800	34,006	36,888
Celgene Corp Total	300	18,168	17,742
Centurylink Inc Total	650	26,394	30,011
CF Industries Holdings Total	225	25,851	30,409
Cisco Systems Inc Total	3,700	85,599	74,851
Citrix Systems Inc Total	650	44,059	44,467
CME Group Inc Total	175	53,996	56,306
Comcast Corp Total	2,700	53,147	59,319
Comerica Inc Total	550	22,578	23,232
Commercial Metals Co Total	425	6,631	7,051
Conocophillips Total	675	39,965	45,968
Constellation Brands Inc Total	1,400	25,312	31,010
Constellation Energy Group Total	800	25,193	24,504
Cooper Industries Plc Total	1,200	60,718	69,948
Corning Inc Total	1,900	34,579	36,708
Costco Wholesale Corp Total	150	7,775	10,832
Credit Suisse Group Total	300	14,655	12,123
Danaher Corp Total	1,600	64,242	75,472
Deere & Co Total	650	50,473	53,983

Description	Qty	Cost	Market Value
Dell Inc Total	5,400	73,806	73,170
Delta Air Lines Inc Total	3,300	44,448	41,580
Devon Energy Corporation Total	1,100	77,772	86,361
Directv Total	750	29,189	29,948
Dow Chemical Co Total	3,050	94,604	104,127
Eaton Corp Total	450	43,393	45,680
Edison International Total	600	22,311	23,160
EMC Corp Total	3,500	67,710	80,150
EnSCO PLC Total	1,200	56,181	64,056
EOG RES INC Total	475	44,244	43,420
Express Scripts Inc Total	850	44,050	45,943
Fifth Third Bancorp Total	2,100	29,019	30,828
Flowserve Corp Total	275	31,530	32,786
Ford Motor Co Total	5,500	79,571	92,345
Freeport McMoran Copper & Gold Tc	150	12,758	18,014
Gannett Co Inc Total	600	7,413	9,054
Gap Inc Total	2,100	45,288	46,494
Garmin Ltd Total	1,000	31,405	30,990
General Electric Co Total	2,200	36,938	40,238
General Mills Inc Total	90	2,697	3,203
General Motors Company Total	450	15,238	16,587
Gilead Sciences Inc Total	2,400	99,493	86,976
Goldman Sachs Group Inc Total	1,030	163,654	173,205
Goodrich Corporation Total	550	43,123	48,439
Google Inc Total	275	140,596	163,342
Health Net Inc Total	550	15,292	15,010
Hess Corporation Total	800	50,848	61,232
Hewlett Packard Co Total	1,150	51,644	48,415
Honeywell Intl Inc Total	800	38,914	42,528
Ingersoll Rand PLC Total	1,300	49,986	61,217
Intel Corp Total	600	11,527	12,618
Intuit Inc Total	325	15,733	16,023
Johnson & Johnson Total	2,200	134,219	136,070
Johnson Controls Inc Total	1,600	51,912	61,120
JPMorgan Chase & Co Total	6,900	266,349	292,698
Juniper Networks Total	125	3,311	4,615
Kimberly Clark Corp Total	475	30,270	29,944
Kohls Corp Total	2,000	98,032	108,680
Lear Corporation Total	325	26,652	32,081
Limited Brands Inc Total	1,200	37,732	36,876
Lowes Companies Inc Total	2,700	68,427	67,716
Marathon Oil Corp Total	1,700	57,297	62,951
Marvell Technology Group Total	1,700	33,048	31,535
Microsoft Corp Total	1,925	50,509	53,746
Monsanto Co Total	500	29,500	34,820

Description	Qty	Cost	Market Value
Morgan Stanley Total	1,100	28,201	29,931
Newfield Exploration Co Total	425	25,798	30,647
News Corporation Total	6,100	75,429	88,816
Nexen Inc Total	1,700	37,316	38,930
Nisource Total	475	6,479	8,370
Noble Energy Inc Total	750	57,688	64,560
Northrop Grumman Corp Total	1,400	85,361	90,692
Nvidia Corp Total	1,700	23,200	26,180
NVR Total	18	8,962	12,438
Occidental Petroleum Total	475	41,352	46,598
Office Depot Total	2,100	13,233	11,340
Oracle Corp Total	3,000	88,198	93,900
Parker Hannifin Corp Total	700	55,487	60,410
Pepsico Inc Total	150	9,845	9,800
Pfizer Inc Total	7,100	135,624	124,321
Potash Corp of Saskatchewan Total	175	24,381	27,095
Raytheon Co Total	225	10,957	10,427
Rovi Corp Total	275	15,828	17,053
Royal Caribbean Cruises Ltd Total	500	16,995	23,500
Safeway Inc Total	1,200	29,440	26,988
Sara Lee Corp Total	1,900	29,127	33,269
Schlumberger Ltd Total	1,900	143,393	158,650
Smithfield Foods Inc Total	1,500	24,733	30,945
Southwestern Energy Co Total	1,300	46,330	48,659
Starbucks Corp Total	1,600	48,570	51,408
Suncor Energy Inc Total	425	14,662	16,273
Target Corp Total	175	9,414	10,523
Teva Pharmaceuticals Total	900	44,180	46,917
The Travelers Companies Total	800	40,178	44,568
Time Warner Cable Total	550	17,157	36,317
Time Warner Inc Total	950	26,516	30,562
Tyco Electronics Ltd Total	1,100	31,663	38,940
UPS Total	1,200	84,093	87,096
Vertex Pharmaceuticals Inc Total	375	14,870	13,136
Viacom Inc Total	750	28,829	29,708
Vodafone Group PLC Total	1,700	40,389	44,931
Walt Disney Co Total	1,400	44,876	52,514
Wells Fargo & Co Total	4,225	125,892	130,933
XL Group PLC Total	750	15,749	16,365
Accrued interest			12,239
TOTAL		16,254,002	16,643,405