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Form **990-PF**

**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

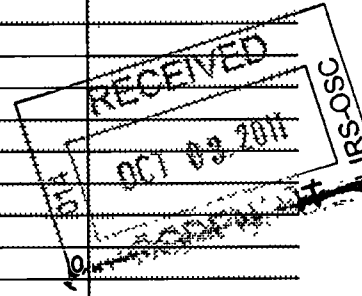
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , 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 GOLDBERG FOUNDATION, INC.		A Employer identification number 59-2471635
Number and street (or P O box number if mail is not delivered to street address) 3140 MIRO DRIVE SOUTH		B Telephone number (see page 10 of the instructions) 561-775-0635
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code PALM BEACH GARDENS FL 33410		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,481,674	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	114,718	109,705		
4 Dividends and interest from securities	933	933		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (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 & 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	115,651	110,638	0	
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits	27,652			27,652
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 1	2,500	2,500		
c Other professional fees (attach schedule) STMT 2	5,407	5,407		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	2,000			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch)				
24 Total operating and administrative expenses. Add lines 13 through 23	37,559	7,907	0	27,652
25 Contributions, gifts, grants paid	173,500			173,500
26 Total expenses and disbursements. Add lines 24 and 25	211,059	7,907	0	201,152
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-95,408			
b Net investment income (if negative, enter -0-)		102,731		
c Adjusted net income (if negative, enter -0-)			0	



SCANNED OCT 05 2011 Revenue Operating and Administrative Expenses

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	991,991	1,297,812	1,297,810
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule) STMT 4	1,300,858	1,147,901	1,260,559
	b	Investments—corporate stock (attach schedule) SEE STMT 5	80,074	52,696	170,283
	c	Investments—corporate bonds (attach schedule) SEE STMT 6	964,976	738,409	753,022
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,337,899	3,236,818	3,481,674	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,337,899	3,236,818	
30	Total net assets or fund balances (see page 17 of the instructions)	3,337,899	3,236,818		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,337,899	3,236,818		

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	3,337,899
2	Enter amount from Part I, line 27a	2	-95,408
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,242,491
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	5,673
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,236,818

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	N/A			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
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
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	[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	47,112	3,418,482	0.013782
2008	153,029	3,452,181	0.044328
2007	98,387	3,350,898	0.029361
2006	132,000	3,369,748	0.039172
2005	126,500	3,328,040	0.038010
2	Total of line 1, column (d)		0.164653
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		0.032931
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		3,549,774
5	Multiply line 4 by line 3		116,898
6	Enter 1% of net investment income (1% of Part I, line 27b)		1,027
7	Add lines 5 and 6		117,925
8	Enter qualifying distributions from Part XII, line 4 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		201,152

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,027
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,027
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,027
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,657
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,657
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	1,630
11	Enter the amount of line 10 to be credited to 2011 estimated tax 1,630 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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		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 ▶ N/A	13	X	
14	The books are in care of ▶ J. ARTHUR GOLDBERG 3140 MIRO DRIVE SOUTH Located at ▶ PALM BEACH GARDENS FL ZIP+4 ▶ 33410 Telephone no ▶ 561-775-0635			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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? 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 22 of the instructions)	2b	X
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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 page 22 of the 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 page 22 of the instructions)? Yes No **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** **X**

If "Yes" to 6b, file Form 8870

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A** **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ANGELA GOLDBERG 3140 MIRO DRIVE SOUTH PALM BEACH GARDENS FL 33410	ADMIN OFFICE 30.00	0	27,652	0
J. ARTHUR GOLDBERG 3140 MIRO DRIVE SOUTH PALM BEACH GARDENS FL 33410	TRUSTEE 1.00	0	0	0

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 **0**

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 N/A	
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 N/A	
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	2,417,498
b	Average of monthly cash balances	1b	1,186,333
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	3,603,831
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	3,603,831
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	54,057
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,549,774
6	Minimum investment return. Enter 5% of line 5	6	177,489

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	177,489
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,027
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,027
3	Distributable amount before adjustments Subtract line 2c from line 1	3	176,462
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	176,462
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	176,462

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	201,152
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	201,152
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	1,027
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	200,125

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				176,462
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			137,955	
b Total for prior years 20 <u>08</u> , 20 <u>07</u> , 20 <u>06</u>				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>201,152</u>				
a Applied to 2009, but not more than line 2a			137,955	
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)				
d Applied to 2010 distributable amount				63,197
e Remaining amount distributed out of corpus				
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				
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				113,265
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				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 foundation 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 foundation had \$5,000 or more in assets at any time during the year—see page 28 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))
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 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
N/A

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

c Any submission deadlines
N/A

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

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 Paid during the year SEE STATEMENT 8				173,500
Total			▶ 3a	173,500
b Approved for future payment N/A				
Total			▶ 3b	

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Form 990-PF, Part I, Line 6a - Sale of Assets

Description		How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price			
GNMA CMO 2009 67 AG 05.500%	05/20/39	1/20/10	1/20/10	\$	\$	\$
			PURCHASE			
			5,761			
GNMA CMO 2009 67 AG 05.500%	05/20/39	2/22/10	2/22/10			
			PURCHASE			
			1,598			
GNMA CMO 2009 67 AG 05.500%	05/20/39	3/22/10	3/22/10			
			PURCHASE			
			4,475			
9.20 GNMA POOL # 345844	1/15/10	1/15/10				
			PURCHASE			
			9			
6.96 GNMA POOL # 231558	1/15/10	1/15/10				
			PURCHASE			
			7			
9.08 GNMA POOL # 345844	2/16/10	2/16/10				
			PURCHASE			
			9			
7.01 GNMA POOL # 231558	2/16/10	2/16/10				
			PURCHASE			
			7			
9.14 GNMA POOL # 345844	3/15/10	3/15/10				
			PURCHASE			
			9			
7.06 GNMA POOL # 231558	3/15/10	3/15/10				
			PURCHASE			
			7			
9.20 GNMA POOL # 345844	4/15/10	4/15/10				
			PURCHASE			
			9			
7.10 GNMA POOL # 231558	4/15/10	4/15/10				
			PURCHASE			
			7			
4,635.98 GNMA REMIC 2009-67	4/23/10	4/23/10				
			PURCHASE			
			4,366			
7.16 GNMA POOL # 231558	5/18/10	5/18/10				
			PURCHASE			
			7			
9.47 GNMA POOL # 345844	5/18/10	5/18/10				
			PURCHASE			
			9			
3,702.78 GNMA REMIC 2009-67	5/20/10	5/20/10				
			PURCHASE			
			3,703			
9.40 GNMA POOL # 345844	6/15/10	6/15/10				
			PURCHASE			
			9			
7.50 GNMA POOL # 231558	6/15/10	6/15/10				
			PURCHASE			
			8			

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Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price			
2,975.14 GNMA REMIC 2009-67	6/21/10	6/21/10	2,975 \$	2,975 \$	\$	\$
177.05 GNMA POOL # 345844	7/15/10	7/15/10	177	177		
7.25 GNMA POOL # 231558	7/15/10	7/15/10	7	7		
8,500.04 GNMA REMIC 2009-67	7/20/10	7/20/10	8,500	8,500		
8.80 GNMA POOL # 345844	8/16/10	8/16/10	9	9		
7.32 GNMA POOL # 231558	8/16/10	8/16/10	7	7		
250,000 U.S. TREAS NOTE			250,000	250,000		
14,570.75 GNMA REMIC 2009-67	8/20/10	8/20/10	14,571	14,571		
8.86 GNMA POOL # 345844	9/15/10	9/15/10	9	9		
635.88 GNMA POOL # 231558	9/15/10	9/15/10	636	636		
26,339.38 GNMA REMIC 2009-67	9/20/10	9/20/10	26,339	26,339		
9.02 GNMA POOL # 345844	10/15/10	10/15/10	9	9		
5.28 GNMA POOL # 231558	10/15/10	10/15/10	5	5		
26,849.09 GNMA REMIC 2009-67	10/20/10	10/20/10	26,849	26,849		
5.31 GNMA POOL # 231558	11/15/10	11/15/10	5	5		
8.89 GNMA POOL # 345844	11/15/10	11/15/10	9	9		
28,972.49 GNMA REMIC 2009-67	11/22/10	11/22/10	28,972	28,972		

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Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
9.20 GNMA POOL # 345844		12/15/10	12/15/10	PURCHASE	9 \$	9 \$			\$
5.35 GNMA POOL # 231558		12/15/10	12/15/10	PURCHASE	5				
22,458.40 GNMA REMIC 2009-67		12/20/10	12/20/10	PURCHASE	22,458				
TOTAL					\$ 401,551	\$ 401,551	0 \$	0 \$	0

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 2,500	\$ 2,500	\$	\$
TOTAL	\$ 2,500	\$ 2,500	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BNY MELLON 2000 - MGM FEES	\$ 5,322	\$ 5,322	\$	\$
MERRILL LYNCH 4007	85	85		
TOTAL	\$ 5,407	\$ 5,407	\$ 0	\$ 0

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Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAX	\$ 2,000	\$	\$	\$
TOTAL	\$ 2,000	\$ 0	\$ 0	\$ 0

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Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S. OBLIGATIONS	\$ 1,203,605	\$ 1,048,559	COST	\$ 1,163,046
LESS: BOND PREMIUM AMORT ADJ	-2,090		COST	
MUNICIPAL BONDS	99,343	99,342	COST	97,513
TOTAL	\$ 1,300,858	\$ 1,147,901		\$ 1,260,559

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PNC FINL SERVICES	\$ 46,640	\$ 46,640	COST	\$ 141,599
CITI GROUP INC	33,434	6,056	COST	28,684
TOTAL	\$ 80,074	\$ 52,696		\$ 170,283

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 964,976	\$ 738,409	COST	\$ 753,022
TOTAL	\$ 964,976	\$ 738,409		\$ 753,022

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Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
ADJUST TO TAX	\$ 3,583
BOND PREMIUM AMORT ADJ	2,090
TOTAL	<u>\$ 5,673</u>

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
FRENCHMANS CREEK CHAR FDN	13495 TOURNAMENT DRIVE			CIVIC & CULTURAL ACTIVITIES	1,000
PALM BEACH GARDENS FL	334 NONE				
MAYO CLINIC	4500 SAN PABLO ROAD			HEALTH RESEARCH	6,000
JACKSONVILLE FL	32224 NONE				
HUMANE SOCIETY TR COAST	4100 SW LEIGHTON FARM AVE			PREVENTION OF CRUELTY TO ANIMALS	2,000
PALM CITY FL	34990 NONE				
JUPITER MEDICAL CTR FDN	1210 SOUTH OLD DIXIE HWY			HEALTH RESEARCH	82,500
JUPITER FL	33458 NONE				
PALM BEACH CTY CULTURAL	1555 PALM BEACH LAKES 300			CIVIC & CULTURAL ACTIVITIES	1,500
WEST PALM BEACH FL	33401 NONE				
MORSE LIFE FOUNDATION	4847 FRED GLADSTONE DR			ASSISTED LIVING ACCOMODATIONS	10,000
WEST PALM BEACH FL	33417 NONE				
ARTHRITIS FOUNDATION	400 HIBISCUS STE # 100			ARTHRITIS RESEARCH	10,000
WEST PALM BEACH FL	33401 NONE				
HARVARD LAW SCHOOL	1563 MASSACHUSETTS AVE			EDUCATION	25,000
CAMBRIDGE MA	02138 NONE				
UNIV. OF PENNSYLVANIA	3451 WALNUT STREET			EDUCATION	2,000
PHILADELPHIA PA	19104 NONE				
RAYMON F KRAVIS CENTER	701 OKEECHOBEE BLVD			PERFORMING ARTS	3,000
WEST PALM BEACH FL	33401 NONE				
MEM. SLOAN KETTERING CTR	1275 YORK AVENUE			CANCER RESEARCH	1,000
NEW YORK NY	10065 NONE				
FEEDING SOUTH FLORIDA	426 CLAREMORE DRIVE			INDIGENT FAMILY ASSISTANCE	7,500
WEST PALM BEACH FL	33401 NONE				
FORGOTTEN DOG RESCUE	6061 W COMMERCIAL BLVD			PREVENTION OF CRUELTY TO ANIMALS	1,000
TAMARAC FL	33319 NONE				
UROLOGICAL RESEARCH FDN	P.O. BOX 1124			CANCER RESEARCH	1,000
ST. LOUIS MO	63105 NONE				
UNIV. OF MIAMI MUSIC SCH	1314 MILLER DRIVE ROOM 11			ARTS AND EDUCATION	20,000
CORAL GABLES FL	33146 NONE				
TOTAL					<u>173,500</u>

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Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
MERRILL LYNCH 4007	\$ 278		14	FL	
MERRILL LYNCH 4007	3,264		14	FL	
BNY MELLON 2000	105,830		14	FL	
250,000 U.S. TREASURY NOTE	333		14	FL	
TOTAL	\$ <u>109,705</u>				

Tax-Exempt Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>InState Muni (\$ or %)</u>
BNY MELLON 2000	\$ 5,013		14	FL	
TOTAL	\$ <u>5,013</u>				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
BNY MELLON 2000	\$ 933		14	FL	
TOTAL	\$ <u>933</u>				