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

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

OMB No 1545-0052

2010

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: Fifth Avenue Foundation

A Employer identification number: 75-1659424

Number and street (or P O box number if mail is not delivered to street address): 600 W. 6th Street — Room/suite: 300

B Telephone number (see the instructions): (817) 877-2800

City or town: Fort Worth — State: TX — ZIP code: 76102

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,047,970.

J Accounting method [X] Cash ☐ Accrual
☐ 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 the instructions))*

	Line	(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 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	8,860.	8,860.	8,860.	
	4 Dividends and interest from securities	11,359.	11,359.	11,359.	
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	82,778.			
	b Gross sales price for all assets on line 6a 305,719.				
	7 Capital gain net income (from Part IV, line 2)		82,778.		
	8 Net short-term capital gain			6,904.	
	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	102,997.	102,997.	27,123.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	2,450.	2,450.	2,450.	
	c Other prof fees (attach sch) L-16c Stmt	7,256.	7,256.	7,256.	
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	3,022.	3,022.	3,022.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	81.	81.	81.	
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,809.	12,809.	12,809.	
	25 Contributions, gifts, grants paid	42,000.			42,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	54,809.	12,809.	12,809.	42,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	48,188.			
	b Net investment income (if negative, enter -0-)		90,188.		
	c Adjusted net income (if negative, enter -0-)			14,314.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS			
1 Cash – non-interest-bearing			
2 Savings and temporary cash investments	22,772.	62,534.	62,534.
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	86.	86.	86.
10a Investments – U S and state government obligations (attach schedule) L-10a Stmt	255,125.	174,525.	180,232.
b Investments – corporate stock (attach schedule) L-10b Stmt	466,216.	501,025.	702,204.
c Investments – corporate bonds (attach schedule) L-10c Stmt	52,775.	106,992.	102,914.
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 ►)			
16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	796,974.	845,162.	1,047,970.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES			
Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	796,974.	845,162.	
30 **Total net assets or fund balances** (see the instructions)	796,974.	845,162.	
31 **Total liabilities and net assets/fund balances** (see the instructions)	796,974.	845,162.	

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	796,974.
2 Enter amount from Part I, line 27a	2	48,188.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	845,162.
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	845,162.

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	See Attached Sheet - Short Term	P	Various	various
b	See Attached Sheet - Long Term	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	145,087.		138,183.	6,904.
b	160,632.		84,758.	75,874.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	0.	0.	0.	6,904.
b	0.	0.	0.	75,874.
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	82,778.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	37,250.	865,591.	0.043034
2008	73,000.	996,343.	0.073268
2007	43,500.	1,156,720.	0.037606
2006	55,750.	1,093,122.	0.051001
2005	56,000.	1,066,404.	0.052513

2	**Total** of line 1, column (d)	2	0.257422
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	0.051484
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	963,703.
5	Multiply line 4 by line 3	5	49,615.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	902.
7	Add lines 5 and 6	7	50,517.
8	Enter qualifying distributions from Part XII, line 4	8	42,000.

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 ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary — see instr.) **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ 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)		1	1,804.
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	1,804.
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	1,804.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 2,000.		
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	2,000.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	10.
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	186.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ► 186. **Refunded** ►		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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX - Texas			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(Continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Harry Bartel Telephone no ► (817) 877-2800

Located at ► 600 W 6th Street Fort Worth TX ZIP + 4 ► 76102

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

			Yes	No
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		X
	See 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
1 a	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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 ► 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?	☐ Yes ☒ 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

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

			Yes	No
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		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?		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
Harry E. Bartel 600 W 6th Street Fort Worth TX 76102	Pres/Treas 1.00	0.	0.	0.
Michael G. Appleman 600 W 6th Street Fort Worth TX 76102	Sec/Asst Treas 2.00	0.	0.	0.
Dale Harper 600 W 6th Street Fort Worth TX 76102	VP/Asst Sec 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	945,031.
b	Average of monthly cash balances	1b	33,348.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	978,379.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	978,379.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	14,676.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	963,703.
6	**Minimum investment return.** Enter 5% of line 5	6	48,185.

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	48,185.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,804.		
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,804.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	46,381.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	46,381.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	46,381.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	42,000.
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	42,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,000.

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				46,381.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			4,230.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005 3,799.				
b From 2006 1,845.				
c From 2007 13,078.				
d From 2008 23,580.				
e From 2009 0.				
f Total of lines 3a through e	42,302.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 42,000.				
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				42,000.
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	42,302.			
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			4,230.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				4,381.
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)	3,799.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	38,503.			
10 Analysis of line 9				
a Excess from 2006 1,845.				
b Excess from 2007 13,078.				
c Excess from 2008 23,580.				
d Excess from 2009 0.				
e Excess from 2010 0.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 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:

Harry Bartel
600 W 6th Street
Fort Worth TX 76102 (817) 877-2800

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

Letter with information specifying need

c Any submission deadlines

None

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

Grants limited to arts organizations and programs operating primarily in the Dallas/Fort Worth area.

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
a *Paid during the year*				
Artes de la Rosa 1440 N. Main Street Fort Worth TX 76164		501(c)3	To Support Charitable Purpose	1,000.
Casa Manana 3101 W. Lancaster St. Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	2,000.
Mayfest 3228 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,000.
Modern Art Museum 3200 Darnell Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	2,000.
Fort Worth Symphony Orchestra 330 E. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	7,500.
Fort Worth Opera 1300 Gendy Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	7,500.
Circle Theatre 230 W. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	2,500.
Texas Christian University TCU Box 297500 Fort Worth TX 76129		501(c)3	To Support Charitable Purpose	1,500.
Van Cliburn Foundation 2525 Ridgmar Blvd, Ste 307 Fort Worth TX 76116		501(c)3	To Support Charitable Purpose	5,000.
See Line 3a statement				12,000.
Total ► 3a				42,000.
b *Approved for future payment*				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,860.	
4 Dividends and interest from securities			14	11,359.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					82,788.
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)				20,219.	82,788.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 103,007.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a (1)		X
(2) Other assets	1a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If 'Yes,' complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Harry E. Bartel — Signature of officer or trustee | 5/12/11 — Date | PRESIDENT — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN
T. Field Lange, CPA	T Field Lange, CPA	5/6/11		P00174565
Firm's name	Lange & Associates, P.C.		Firm's EIN	75-2858189
Firm's address	6300 Ridglea Place, Suite 500 Fort Worth TX 76116		Phone no	(817) 335-3800

Form 990-PF Part I, Line 6a | **Net Gain or Loss From Sale of Assets** | **2009**

Name: Fifth Avenue Foundation

Employer Identification Number: 75-1659424

Asset Information:

Description of Property: Short Term Capital Transactions
Date Acquired: Various — How Acquired: Purchased
Date Sold: various — Name of Buyer:
Sales Price: 145,087. — Cost or other basis (do not reduce by depreciation): 138,183.
Sales Expense: — Valuation Method:
Total Gain (Loss): 6,904. — Accumulation Depreciation:

Description of Property: Long Term Capital Transactions
Date Acquired: various — How Acquired: Purchased
Date Sold: various — Name of Buyer:
Sales Price: 160,632. — Cost or other basis (do not reduce by depreciation): 84,758.
Sales Expense: — Valuation Method:
Total Gain (Loss): 75,874. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Property Taxes	40.	40.	40.	
Fèderal Income Tax	2,982.	2,982.	2,982.	
Total	3,022.	3,022.	3,022.	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Fort Worth Country Day School 4200 Country Day Lane Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Ballet Concerto 3803 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Hip Pocket Theatre 1950 Silver Creek Rd. Fort Worth TX 76136		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Trinity Valley School 7500 Dutch Branch Rd Fort Worth TX 76132		501(c)3	To Support Charitable Purpose	Person or Business X 2,500.
Lena Pope Home 3131 Sanguinet Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or Business X 2,000.
Performing Arts of Fort Worth 330 E. 4th St., Suite 300 Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Texas Boys Choir 3901 S Hulen St. Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Eagle Mountain-Saginaw ISD 1200 Old Decatur Road Fort Worth TX 76179		501(c)3	To Support Charitable Purpose	Person or Business X 1,500.
Texas Camerata P.O. Box 101902 Fort Worth TX 76185		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Total				12,000.

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
Lange & Associates,	Tax	2,450.	2,450.	2,450.	
Total		2,450.	2,450.	2,450.	

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
Charles Schwab	Brokerage Fees	7,256.	7,256.	7,256.	
Total		7,256.	7,256.	7,256.	

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
See Attached Statement			174,525.	180,232.
Total			174,525.	180,232.

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
See Attached Statement	501,025.	702,204.
Total	501,025.	702,204.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
See Attached Statement	106,992.	102,914.
Total	106,992.	102,914.

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10a and 10c

Corporate Bonds	Balance 12/31/09	Purchases	Sale/ Redemption	Interest Inc/(Loss)	Balance 12/31/10	FMV 12/31/10
Express Scripts 5.25% Due 6/15/12		54,217.75			54,217.75	52,845 75
Oracle Corp 5% Due 1/15/11	52,774 61	-	-	-	52,774 61	50,067.95
Total Corporate Bonds	52,774.61	54,217.75	-	-	106,992 36	102,913 70

U S Treasury Bonds						
Fedl Home Loan 1 25% Due 4/6/11	25,025 00	-	25,000 00	(25 00)	-	-
Fedl Home Loan 1 125% Due 12/28/12	30,025 00	-	30,000 00	(25 00)	-	-
Fedl Natl Mtg 2 125% Due 12/23/13	40,025.00	-	40,455.00	430.00	-	-
Fedl Home Loan 5 02% Due 3/16/11	50,025.00	-	50,000.00	(25 00)	-	-
Fedl Home Loan 2 00% Due11/9/12	50,025.00	-	50,000.00	(25.00)	-	-
Fed Home Loan 3 125% Due 9/10/10	60,000 00	-	60,000.00	-	-	-
US Treasury Bill Due 9/30/10	-	54,940 22	54,949 95	9.73	-	-
US Treasury Bill Due 10/21/10		19,976 20	19,976 00	(0 20)	-	-
US Treasury Bill Due 07/15/20		49,789 60			49,789 60	51,324 55
UST INFL IDX 0.5% Due 4/15/15		124,735.08			124,735 08	128,907.00
Fedl Natl Mtg 3 25% Due 9/15/17	-	50,746 53	50,000 00	(746.53)	-	-
Total U.S Treasury Bonds	255,125.00	300,187.63	380,380.95	(407.00)	174,524.68	180,231.55
Total Bonds	307,899.61	354,405.38	380,380 95	(407 00)	281,517.04	283,145.25

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2009	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2010	# Shares 12/31/2010	FMV 12/31/2010	Sale Proceeds
Equities											
A E S Corp	12/1/2010	-	-	400	4,384 15			4,384 15	400	4,872 00	
A G C O Corp	12/2/2008	100	2,079 95	(100)		5/3/2010	2,079 95	-	-		3,519 29
A T & T, Inc	2/4/2005	200	5,129 92	(100)		5/3/2010	2,722 42	2,407 50	100	2,938 00	2,623 20
Abbot Laboratories	11/12/1999	300	10,219 17					10,219 17	300	14,373 00	
Abercrombie & Fitch	7/1/2009	400	10,198 20	(100)		12/1/2010	2,549 55	7,648 65	300	17,289 00	5,010 57
Adobe Systems, Inc	7/1/2004	300	6,939 48	(300)		12/1/2010	6,939 48	-	-		9,578 23
Agilent Technologies Inc	12/1/2010	-	-	100	3,601 75			3,601 75	100	4,143 00	
AOL Inc	5/3/2010	-	-	73	1,618 60			1,618 60	73	2,371 00	
Apollo Group, Inc	4/3/2007	100	4,424 75	(100)		12/1/2010	4,424 75	-	-		3,454 19
Autodesk, Inc	4/1/2003	200	1,588 00					1,588 00	200	7,640 00	
Bank of America Corp	5/3/2010	300	-	(300)	5,414 35	12/1/2010	5,414 35	-	-		3,315 29
Borg Warner	12/1/2009	200	6,154 60	(100)		12/1/2010	3,077 30	3,077 30	100	7,236 00	6,308 54
Brady Corporation	12/1/2009	100	3,005 80	(100)		5/3/2010	3,005 80	-	-		3,452 49
Camden Property Trust	5/3/2010	-	-		5,111 75			5,111 75	-		
Camden Property Trust	12/1/2009	100	3,914 80					3,914 80	100	10,796 00	
Campbell Soup Company	12/1/2009	200	7,118 60	(200)		12/1/2010	7,118 60	-	-		6,833 23
Catalyst Health Sols Inc	12/1/2009	400	13,930 32					13,930 32	400	18,596 00	
Chevron/Texaco	9/3/2003	100	3,743 50					3,743 50	100	9,125 00	
CMS Energy Corp	7/1/2009	300	3,722 70	(300)		5/3/2010	3,722 70	-	-		4,869 17
Coca Cola Company	7/1/2009	300	14,789 70					14,789 70	300	19,731 00	
Compass Minerals Intl	7/1/2009	100	5,524 00	(100)		12/1/2010	5,524 00	-	-		8,345 11
Conocophillips	4/1/2003	200	5,445 00	(100)		5/3/2010	2,722 50	2,722 50	100	6,810 00	5,988 14
Corning Inc	5/3/2010	-	-	-	1,981 75	12/1/2010	1,981 75	-	-		1,802 12
Corrections CP Amer New CXW	12/1/2010	-	-	400	9,808 15			9,808 15	-	10,024 00	
Coventry Health Care, Inc	12/5/2008	300	3,417 55	(300)		12/1/2010	3,417 55	-	-		7,848 52
Dean Foods Co New	12/1/2010	-	-	700	5,194 55			5,194 55	700	6,188 00	
Discover Financial Svcs	12/1/2010	-	-	200	3,782 75			3,782 75	200	3,706 00	
Dollar Tree Stores (Dollar Tree Inc)	4/1/2003	150	2,005 00	(150)			2,005 00	-	-		8,367 21
Donaldson Company Inc	12/1/2009	200	8,570 20	(200)		5/3/2010	8,570 20	-	-		9,308 39
Emcor Group, Inc	12/5/2008	100	1,412 75					1,412 75	100	2,898 00	
Emerson Electric	12/1/2009	300	12,674 40					12,674 40	300	17,151 00	
Energen Corp	12/5/2008	200	5,321 95					5,321 95	200	9,652 00	
Expedia	12/1/2009	600	15,466 80	(600)		5/3/2010	15,466 80	-	-		14,457 40
Exxon Mobil Corporation	2/4/2005	200	12,871 70					12,871 70	200	14,624 00	
Family Dollar Stores Inc	7/1/2009	100	2,835 90	(100)		12/1/2010	2,835 90	-	-		5,029 16
FMC Corp New	9/8/2005	200	5,693 95	(200)		5/3/2010	5,693 95	-	-		12,841 03
Freeport McMoran Copper	5/3/2010	-	-	100	7,343 35			7,343 35	100	12,009 00	
Garmin, Ltd	12/5/2008	100	1,595 15					1,595 15	100	3,099 00	
General Dynamics Corp	12/1/2010	-	-	100	6,773 55			6,773 55	100		
General Dynamics Corp	12/5/2008	100	4,918 05					4,918 05	100	14,192 00	
General Electric Company	12/1/2010	-	-	100	1,632 85			1,632 85	100	1,829 00	
GlaxoSmithKline	12/1/2009	100	4,249 80	(100)		5/3/2010	4,249 80	-	-		3,742 08
Graco Incorporated	12/1/2009	200	5,707 80					5,707 80	200	7,890 00	
HCC Insurance Holdings	7/1/2009	100	2,464 90	(100)		5/3/2010	2,464 90	-	-		2,678 00
Helmerich & Payne Inc	12/1/2009	200	7,542 20					7,542 20	200	9,696 00	
Hewlett Packard	9/4/2002	200	2,570 00					2,570 00	200	8,420 00	
Hewlett Packard	12/5/2008	100	3,367 37	(100)		5/3/2010	3,367 37	-	-		5,266 16
Hartford Fin'l Services Grp	12/5/2008	100	2,455 80					2,455 80	100	2,649 00	
Home Depot Inc	12/1/2010	-	-	500	15,828 15			15,828 15	500	17,530 00	
Home Depot Inc	12/5/2008	200	4,238 35	(200)		5/3/2010	4,238 35	-	-		7,165 12
Intel Corp	5/3/2010	-	-	200	4,686 75			4,686 75	200	6,309 00	
Intel Corp	4/1/2003	100	1,666 00					1,666 00	100		
International Paper Co	12/1/2009	100	2,604 80	(100)		5/3/2010	2,604 80	-	-		2,652 20
Intrepid Potash Inc	12/1/2010	-	-	200	6,254 15			6,254 15	200	7458	
Johnson & Johnson	4/7/2008	100	5,415 00					5,415 00	100	6,185 00	
Johnson & Johnson		-	1,178 95					1,178 95	-		
JP Morgan Chase & Co	10/28/1999	264	7,507 50					7,507 50	264	16,968 00	
JP Morgan Chase & Co	7/1/2009	100	3,389 90					3,389 90	100		
JP Morgan Chase & Co (fka Bank One)	7/1/2004	36	1,385 87					1,385 87	36		
Legg Mason Inc	12/1/2010	-	-	300	10,073 35			10,073 35	300	10,881 00	
Lincoln National Corp	12/1/2010	-	-	100	2,449 85			2,449 85	100	2,781 00	
Macerich Company	12/21/2009	5	150 80	(5)		4/7/2010	150 80	-	-		195 15
Maxim Integrated Prods	12/1/2009	100	1,819 80	(100)		5/3/2010	1,819 80	-	-		1,975 11
McDonalds Corp	4/7/2008	200	11,388 95					11,388 95	200	15,352 00	
Medtronic Inc	12/1/2009	400	17,050 20	(100)		5/3/2010	4,262 55	12,787 65	300	11,127 00	4,405 17
Merck & Co, Inc	12/5/2008	200	5,198 95					5,198 95	200	7,208 00	
Microsoft Corp	5/3/2010	-	-	300	12,400 55	12/1/2010	3,100 14	9,300 41	300	11,164 00	2,610 11
Microsoft Corporation	12/5/2008	100	1,884 85					1,884 85	100		

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2009	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2010	# Shares 12/31/2010	FMV 12/31/2010	Sale Proceeds
Equities											
Myriad Genetics Inc	5/3/2010	-	-	300	7,310 65			7,310 65	300	6,852 00	
N V Energy Inc	12/1/2010	-	-	500	6,958 45			6,958 45	500	7,025 00	
National Semiconductor Corp	7/1/2009	1,100	13,989 75	(200)		12/1/2010	2,543 63	11,446 12	900	12,384 00	2,711 58
Natl Semiconductor Corp	5/3/2010	-	-	-	1,520 75	12/1/2010	1,520 75	-	-		1,357 00
Neustar Inc Class A	12/1/2009	300	7,013 40	(300)		5/3/2010	7,013 40	-	-		7,341 22
News Corp Ltd CL A	5/3/2010	-	-	600	9,632 35			9,632 35	600	8,736 00	
Norfolk Southern	4/4/2003	200	3,743 00					3,743 00	200	12,564 00	
Nu Skin Enterprises CL A	12/1/2010	-	-	100	3,216 75			3,216 75	100	3,026 00	
Occidental Pete Corp	7/1/2009	100	6,519 90					6,519 90	100	9,810 00	
Omnicare Inc	12/1/2010	-	-	400	9,048 15			9,048 15	400	10,156 00	
Open Text Corp	12/5/2008	300	7,908 55					7,908 55	300	13,818 00	
P H H Corporation	5/3/2010	-	-	-	13,453 75	12/1/2010	13,453 75	-	-		12,819 55
P S S World Medical Inc	12/1/2010	-	-	200	4,198 75			4,198 75	200	4,520 00	
Perrigo Co	5/3/2010	-	-	100	6,317 35			6,317 35	100	6,333 00	
Petroleo Brasileiro ADRF	5/3/2010	-	-	200	8,230 75			8,230 75	200	7,568 00	
Pfizer Incorporated	12/5/2008	400	6,222 25	(400)		5/3/2010	6,222 25	-	-		6,755 73
Phillips-Van Heusen Corp	7/1/2009	200	5,789 40	(100)		12/1/2010	2,894 80	2,894 60	100	6,301 00	6,991 53
Platinum Underwriters F	5/3/2010	-	-	-	3,702 85	12/1/2010	3,702 85	-	-		4,404 18
PNM Resources Inc	12/1/2010	-	-	300	3,650 56			3,650 56	300	3,906 00	
Principal Financial Grp	12/5/2008	500	6,074 97					6,074 97	500	16,280 00	
Procter & Gamble - Merged w/Gillette	9/5/2001	200	6,846 81					6,846 81	200	19,299 00	
Proctor & Gamble	12/1/2010	-	-	100	6,233 75			6,233 75	100		
Progressive Corp Ohio	5/3/2010	-	-	200	4,074 61			4,074 61	200	5,961 00	
Progressive Corp Ohio	12/1/2009	100	1,696 80					1,696 80	100		
Public Service Enterprise Group		400	5,395 00					5,395 00	400	12,724 00	
S P X Corp	2/4/2005	100	4,208 95					4,208 95	100	7,149 00	
Sara Lee Corp	12/1/2009	400	4,930 20					4,930 20	400	7,004 00	
Schlumberger Ltd	12/1/2009	100	6,520 80					6,520 80	100	8,350 00	
Scripps Ntwk Interactiv	12/1/2010	-	-	200	10,267 57			10,267 57	200	10,350 00	
Sigma Aldrich Group	9/6/2005	200	6,159 58					6,159 58	200	13,312 00	
Simon PPTY Group	4/1/2003	200	7,299 33	(100)		5/3/2010	3,650 00	3,649 33	100	9,949 00	9,238 00
Simon PPTY Group	3/18/2009	4	135 75	(4)		5/3/2010	135 75	-	-		369 52
Simon PPTY Group	6/19/2009	1	52 88	(1)		5/3/2010	52 88	-	-		92 20
Simon PPTY Group	9/18/2009	1	66 47	(1)		5/3/2010	66 47	-	-		92 19
Simon PPTY Group	12/18/2009	1	75 49	(1)		5/3/2010	75 49	-	-		92 19
Sonoco Products Co	4/1/2003	500	10,210 00	(100)		12/1/2010	2,042 00	8,168 00	400	13,468 00	3,327 39
Southwestern Energy Co	12/1/2009	100	4,461 80	(100)		5/3/2010	4,461 80	-	-		4,019 08
SVB Financial Group	12/1/2009	200	7,536 20	(200)		12/1/2010	7,536 20	-	-		9,461 09
Symantec Corp	7/1/2009	400	6,277 61	(400)		5/3/2010	6,277 61	-	-		6,683 33
TECO Energy Inc	12/1/2009	300	4,532 40	(300)		5/3/2010	4,532 40	-	-		5,139 38
Teradata Corp	10/1/2007	400	1,934 51					1,934 51	400	16,464 00	
The Southern Company	5/3/2010	-	-	-	17,332 95	12/1/2010	17,332 95	-	-		19,156 43
Time Warner,Inc	12/1/2009	100	4,218 80					4,218 80	100	6,603 00	
Time Warner,Inc New	7/1/2009	300	7,108 76	(300)	-	12/1/2010	7,108 76	-	-		9,062 90
U M B Financial Corp	12/1/2010	-	-	100	3,858 85			3,858 85	100	4,144 00	
U R S Corp New	12/1/2010	-	-	100	4,072 75			4,072 75	100	4,161 00	
United Health Group, Inc (Oxford Hea	4/4/2001	300	4,344 60	(100)		12/1/2010	1,449 00	2,895 60	200	7,222 00	3,766 19
Verisign Inc	5/3/2010	-	-	400	11,100 55			11,100 55	400	13,068 00	
VF Corp	9/3/2003	200	8,212 00	(100)		5/3/2010	4,106 00	4,106 00	100	8,618 00	8,689 00
Vodafone Group New	7/31/2006	262	4,483 73					4,483 73	262	10,576 00	
Vodafone Group New	11/1/2007	38	648 31					648 31	38		
Vodafone Group New ADR F	5/3/2010	-	-	100	2,261 85			2,261 85	100		
Wal-mart Stores Inc	12/1/2010	-	-	100	5,470 75			5,470 75	100	5,393 00	
Washington Federal Inc	12/1/2010	-	-	700	10,536 25			10,536 25	700	11,844 00	
Wells Fargo & Co New	12/1/2009	400	11,190 20	(100)		5/3/2010	2,797 55	8,392 65	300	9,297 00	3,390 09
Whole Foods Market, Inc	12/5/2008	600	5,901 95	(500)		12/1/2010	4,919 07	982 88	100	5,059 00	22,386 22
XTO Energy, inc	12/5/2008	100	3,514 65	(100)	-	5/3/2010	3,514 65	-	-	-	4,733 06
Totals			463,174 48		260,791 34		222,941 07	501,024 75		702,204 00	305,719 43

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV
Short-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
300	Bank of America Crop	5/3/2010	12/1/2010	3,315.29	5,414.35	(2,099)
100	Borg Warner	12/1/2009	12/1/2010	6,308.54	3,077.30	3,231
100	Brady Corporation	12/1/2009	5/3/2010	3,452.49	3,005.80	447
300	CMS Energy	7/1/2009	5/3/2010	4,869.17	3,722.70	1,146
200	Campbell Soup Company	12/1/2009	12/1/2010	6,833.23	7,118.60	(285)
100	Corning Inc.	5/3/2010	12/1/2010	1,802.12	1,981.75	(180)
200	Donaldson Co	12/1/2009	5/3/2010	9,308.39	8,570.20	738
600	Expedia Inc.	12/1/2009	5/3/2010	14,457.40	15,466.80	(1,009)
100	GlaxoSmithKline	12/1/2009	5/3/2010	3,742.08	4,249.80	(508)
100	HCC Insurance Holdings	7/1/2009	5/3/2010	2,678.00	2,464.90	213
100	International Paper Co.	12/1/2009	5/3/2010	2,652.20	2,604.80	47
5	Macerich Company	12/1/2009	4/7/2010	195.15	150.80	44
100	Maxim Integrated Prods	12/1/2009	5/3/2010	1,975.11	1,819.80	155
100	Medtronic Inc	12/1/2009	5/3/2010	4,405.17	4,262.55	143
100	Microsoft Corp	5/3/2010	12/1/2010	2,610.11	3,100.14	(490)
300	Nationlal Semiconductor Corp	7/1/2009	12/1/2010	4,068.58	4,064.38	4
300	Neustar Inc Class A	12/1/2009	5/3/2010	7,341.22	7,013.40	328
600	P H H Corporation	5/3/2010	12/1/2010	12,819.55	13,453.75	(634)
100	Platinum Underwriters	5/3/2010	12/1/2010	4,404.18	3,702.85	701
100	Southwestern Energy Co	12/1/2009	5/3/2010	4,019 08	4,461.80	(443)
200	SVB Financial Group	12/1/2009	12/1/2010	9,461.09	7,536.20	1,925
400	Symantec Corporation	7/1/2009	5/3/2010	6,683.33	6,277.61	406
300	TECO Energy Inc	12/1/2009	5/3/2010	5,139.38	4,532.40	607
500	The Southern Company	5/3/2010	12/1/2010	19,156.43	17,332.95	1,823
100	Wells Fargo & Co New	12/1/2009	5/3/2010	3,390.09	2,797.55	593
Totals				145,087.38	138,183.18	6,904.20

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV
Long-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
100	AGCO Corporation	12/2/2008	5/3/2010	3,519.29	2,079.95	1,439
100	AT&T Inc	2/4/2005	5/3/2010	2,623.20	2,719.97	(97)
100	Abercrombie & Fitch	7/1/2009	12/1/2010	5,010.57	2,549.55	2,461
200	Adobe System	7/1/2004	5/3/2010	6,755.13	4,626.31	2,129
100	Adobe System	7/1/2004	12/1/2010	2,823.10	2,313.16	510
100	Apollo Group	4/3/2007	12/1/2010	3,454.19	4,424.75	(971)
100	Compass Minerals Intl	7/1/2009	12/1/2010	8,345.11	5,524 00	2,821
100	ConocoPhillips	4/1/2003	5/3/2010	5,988.14	2,722.50	3,266
300	Coventry Health Care, Inc	12/5/2008	12/1/2010	7,848.52	3,417.55	4,431
150	Dollar Tree Inc	4/1/2003	12/1/2010	8,367.21	2,005.00	6,362
200	FMC Corp	9/8/2005	5/3/2010	12,841.03	5,693.95	7,147
100	Family Dollar Stores Inc	7/1/2009	12/1/2010	5,029.16	2,835.90	2,193
100	Hewlett Packard	9/4/2002	5/3/2010	5,266.16	3,367.37	1,899
200	Home Depot Inc.	12/5/2008	5/3/2010	7,165.12	4,238.35	2,927
400	Pfizer Incorporated	12/5/2008	5/3/2010	6,755.73	6,224.71	531
100	Phillips-Van Heusen Corp	7/1/2009	12/1/2010	6,991.53	2,894.80	4,097
107	Simon PPTY Group	4/1/2003	12/1/2010	9,884.10	3,980.59	5,904
100	Sonoco Products Co	4/1/2003	12/1/2010	3,327.39	2,042.00	1,285
300	Time Warner	7/1/2009	12/1/2010	9,062.90	7,108 76	1,954
100	United Health Group Inc	4/4/2001	12/1/2010	3,766.19	1,449.00	2,317
100	VF Corp	9/3/2003	5/3/2010	8,689.00	4,106.00	4,583
300	Whole Foods Market, Inc	12/5/2008	12/1/2010	14,463.11	2,951.44	11,512
200	Whole Foods Market, Inc	12/5/2008	5/3/2010	7,923.11	1,967.63	5,955
100	XTO Energy, Inc	12/5/2008	5/3/2010	4,733.06	3,514.65	1,218
Totals				160,632.05	84,757.89	75,874.16