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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

	r calendar year 2010, or tax y	rear beginning	, ai	nd ending			
	Check all that apply.	Initial retum [ Amended retum	☐ Initial return of a for   X Address change	·	ity me change	Final re	eturn
Nar	me of foundation				A Employer	identification n	umber
Sea	abreeze Foundation					80-0004	702
	mber and street (or P O box number if	mail is not delivered to street	address)	Room/suite	B Telephone	number (see pa	ge 10 of the instructions)
2/0	Apax Partners, 601 Lexington	Avenue		53rd FI	i	(212) 419	-2412
	y or town, state, and ZIP code				C If exemption		ending, check here
۷e۷	w York		NY	10022	•	organizations, ch	· · · =
	Check type of organization:	X Section 501(c)(3) ex	empt private foundation	on	1	•	eting the 85% test,
	Section 4947(a)(1) nonexemp				check he	re and attach co	mputation •
ī	Fair market value of all assets	at end J Accounting	method X Cash	Accrual		undation status v on 507(b)(1)(A),	
	of year (from Part II, col. (c).	Other (	specify)	_	1		nonth termination
	line 16) ▶ \$ 2	,037,286 (Part I, column	(d) must be on cash bas	ıs)	under section	on 507(b)(1)(B),	check here
Ра	rt I Analysis of Revenue a	nd Expenses (The total of	f (a) Revenue and				(d) Disbursements
	amounts in columns (b), (c), an		expenses per	(b) Net investm income	ent (c)	Adjusted net income	for chantable purposes
	the amounts in column (a) (see	page 11 of the instructions))	books	mosmo			(cash basis only)
	1 Contributions, gifts, grants, etc	, received (attach schedule)	1,914,510				
	2 Check ▶ If the foundation	s not required to attach Sch. I					
	3 Interest on savings and ten	nporary cash investments	284		284		
	4 Dividends and interest from	n secunties	3,305		3,305		<del>-</del>
	5 a Gross rents						
힐	<b>b</b> Net rental income or (loss)		40.440				
Revenue	6 a Net gain or (loss) from sale		19,442				
8	b Gross sales price for all assets		11	423	3,729		
œ		om Part IV, line 2)		42.	5,729		
	8 Net short-term capital gain 9 Income modifications			-	.		
	10 a Gross sales less returns and al	lowances					-
	<b>b</b> Less Cost of goods sold	iowances		-			
	C Gross profit or (loss) (attac	h schedule)					
	11 Other income (attach sche	•					
	12 Total. Add lines 1 through	·	1,937,541	427	7,318		
S	13 Compensation of officers,	directors, trustees, etc	RECEIVED				
Expenses	14 Other employee salanes a			7.63			
en	15 Pension plans, employee b	penefits (2)	1111 0 = 00	S			
×	16 a Legal fees (attach schedule	e) [하	<del>JUL 0 5</del> 2011	9			
		hedule)	<del></del>	RS			
rative	c Other professional fees (at	tach schedule)	OGDEN UT				ļ ————————————————————————————————————
nis	18 Taxes (attach schedule) (see pa		165				
Administ	19 Depreciation (attach sched	iule) and depletion					
Ad	20 Occupancy . 21 Travel, conferences, and n	neetings	-		<del></del>		
Operating and	23 Other expenses (attach so		11,108	-	158		10,950
ing	24 Total operating and admi	<u>-</u>	1.,100				1,5,000
ati	Add lines 13 through 23		11,273		158		10,950
ē	25 Contributions, gifts, grants	paid .	580,500				580,500
Ō	26 Total expenses and disburser		591,773		158		591,450
	27 Subtract line 26 from line 1		00.11.70				20.,.00
	a Excess of revenue over exper		1,345,768		1		<u> </u>
	b Net investment income (				7,160		
	C Adjusted net income (if n	•					
	- Danaguark Parking Art Nati	00. 000 page 20 of the 1-	structions				Form 990-DE /2040
For (HTA	r Paperwork Reduction Act Noti <sup>A)</sup>	ce, see page 30 of the in	structions.				Form <b>990-PF</b> (20

D۵	rt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End	of year
	للكة	should be for end-of-year amounts only (See instructions )	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	57,948	209,659	209,659
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	. 4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons (attach schedule) (see page 15 of the			
	_	instructions)			
	7	Other notes and loans receivable (attach schedule)			
Assets		Less allowance for doubtful accounts			
SS	8	Inventories for sale or use		· <u>-</u>	
×	9	Prepaid expenses and deferred charges			
		a Investments—U S and state government obligations (attach schedule)	500 200	4 007 574	4 907 607
	1	b Investments—corporate stock (attach schedule)	529,300	1,827,574	1,827,627
		c Investments—corporate bonds (attach schedule)	104,217		
	11	Investments—land, buildings, and equipment basis	·		
	40	Less accumulated depreciation (attach schedule)			
	12	Investments—mortgage loans	-		
	13	Investments—other (attach schedule)	-		
	14	Land, buildings, and equipment basis			
	15	Less accumulated depreciation (attach schedule)			
	16	Other assets (describe )			
	10	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	691,465	2,037,233	2,037,286
	17	Accounts payable and accrued expenses .	031,400	2,007,200	2,037,200
	18	Grants payable			1
es	19	Deferred revenue			1
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			1
폋	21	Mortgages and other notes payable (attach schedule)	<del></del>		†
Ë	22	Other behilder (december 5			†
	23	Total liabilities (add lines 17 through 22)	0	0	4
		. [7]			4
S		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
ဗ္ဗ	24	Unrestricted			
<u>a</u>	24				
Balances	26	Temporanly restricted  Permanently restricted	<u> </u>		
_	20	Foundations that do not follow SFAS 117, check here			4
Net Assets or Fund		and complete lines 27 through 31.			
Ē	27	Capital stock, trust principal, or current funds			14. 网络
S	28	Paid-in or capital surplus, or land, bldg , and equipment fund			The way in
šet	29	Retained earnings, accumulated income, endowment, or other funds	691,465	2,037,233	
ŝ	30	Total net assets or fund balances (see page 17 of the			1
ž		instructions)	691,465	2,037,233	в
ž	31	Total liabilities and net assets/fund balances (see page 17			
		of the instructions)	691,465	2,037,233	3
Pa	rt 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-c	of-year figure reported on prior year's return) .		<u>1</u>	691,465
2	Enter	r amount from Part I, line 27a		. 2	1,345,768
3	Othe	r increases not included in line 2 (itemize)		3	
4	Add I	lines 1, 2, and 3		4	2,037,233
5	Decn	eases 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, c	olumn (b), line 30	6	2,037,233

	2
Page	

80-0004702

Part IV Capital Gains an	d Losses for Tax on Inves	tment Inco	me		
	e kind(s) of property sold (e g , real estat se, 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 Publicly-traded Securities	<del>-</del>				
b					
С					
<u>d</u>				_	<u> </u>
е			1		
(e) Gross sales pnce	(f) Depreciation allowed (or allowable)	1	or other basis ense of sale		in or (loss) (f) minus (g)
a 2,993,661			2,569,932		423,729
b					
С					
d					
e					
Complete only for assets show	ring gain in column (h) and owned l	by the foundati	on on 12/31/69	7 7	ol (h) gain minus
(ı) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		ss of col (ı) l (j), ıf any		ot less than -0-) or from col (h))
a					423,729
b			_		
С					
d					
е					
2 Capital gain net income or (		so enter in Pa enter -0- in Pa		2	423,729
, -	or (loss) as defined in sections		` '		
•	line 8, column (c) (see pages 1	3 and 17 of 1	he }		
instructions). If (loss), enter		· · · · ·	<u> </u>	3	
Part V Qualification Und	ler Section 4940(e) for Red	luced Tax o	<u>on Net Investm</u>	ent Income	
If section 4940(d)(2) applies, le Was the foundation liable for the If "Yes," the foundation does no	e section 4942 tax on the distri ot qualify under section 4940(e)	). Do not com	plete this part.	·	Yes X No
	ount in each column for each ye	ear, see page	18 of the instruct	<u>ions before makin</u>	
(a) Base penod years Calendar year (or tax year beginning i	(b) Adjusted qualifying distributions	s Net value	(c) of nonchantable-use a	SSAIS I	(d) stribution ratio divided by col (c))
2009	972,	557	1,151		0 844839
2008	383,		2,276	<del>'                                    </del>	0 168234
2007	660.	1	3,178	T T	0 207748
2006	473,	475	2,541		0.186303
2005	318,		2,281	,148	0 139785
2 Total of line 1, column (d)				. 2	1.546909
	or the 5-year base penod—dividual undation has been in existence			' 3	0 309382
·	hantable-use assets for 2010 fi			. 4	
	namable-use assets for 2010 ii	om Part A, m	le J		486,177
5 Multiply line 4 by line 3 .				5	150,414
6 Enter 1% of net investment	income (1% of Part I, line 27b)	)		6	4,272
<b>7</b> Add lines 5 and 6				. 7	154,686
	s from Part XII, line 4			that part using a 1	591,450 % tax rate. See

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of	f the instr	uctio	ons)			
1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 ☐		- 1	İ			
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 ▶ X 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, col (b)		اء				
Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0				
3 Add lines 1 and 2	4,	272				
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)  5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		272				
	4,	272				
6 Credits/Payments a 2010 estimated tax payments and 2009 overpayment credited to 2010 6a 0						
a 2010 estimated tax payments and 2009 overpayment credited to 2010  b Exempt foreign organizations—tax withheld at source  6b						
c Tax paid with application for extension of time to file (Form 8868) . 6c 4,272		- 1				
d Backup withholding erroneously withheld  6d			1			
7 Total credits and payments Add lines 6a through 6d	4.	272				
8 Enter any penalty for underpayment of estimated tax Check here X if Form 2220 is attached 8		0				
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		0				
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<del></del>	0				
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ▶ 0 Refunded ▶ 11		0				
Part VII-A Statements Regarding Activities						
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	,	Yes	No			
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 page 19 of the	<u> </u>					
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	1 1					
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   \$	_	ĺ				
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		<u> X</u>			
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	Х	<del></del>			
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	11/4	<u>X</u>			
b If "Yes," has it filed a tax return on Form 990-T for this year?	<del></del>	N/A				
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  Are the requirements of section 508(a) (relating to sections 4941 through 4945) satisfied either						
Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either						
<ul> <li>By language in the governing instrument, or</li> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions</li> </ul>						
that conflict with the state law remain in the governing instrument?	6	Х				
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part X		X				
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the						
instructions) ▶ CT		, ,	İ			
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 on page 27)?						
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		Х			

Form	990-PF (2010) Seabreeze Foundation 80-000-	4702	P	age 5
Par	t 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		×
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before	12		×
13	August 17, 2008?  Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	х	
	Website address			
14	The books are in care of    ■ John Megrue/Melaina De Marco    Telephone no    (212) 419-24	112		
15	Located at ► c/o Apax Partners, 601 Lexington Avenue, 53rd Floor New York NY ZIP+4 ► Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here		1	0022 - П
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority		Yes	No
	over a bank, secunties, or other financial account in a foreign country?	16		Χ_
	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			
Pa	rt 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	Dunng 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 X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? . Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"		1	
	If the foundation agreed to make a grant to or to employ the official for a period		1	
	after termination of government service, if terminating within 90 days.)			
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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	10	IVA	
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,			1
	that were not corrected before the first day of the tax year beginning in 2010?	1c		<u>x</u>
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))	·		
а	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 X No			
			j	
b	If "Yes," list the years   20 , 20 , 20 , 20 , 20 , 20 , 20 , 20			
	(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	N/A	
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
	<b>2</b> 0			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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 penod? (Use Schedule C, Form 4720, to determine			
	if the foundation had excess business holdings in 2010 )	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its chantable purposes?	<u>4a</u>		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		Х

-om	Seabreeze Foundation							80-	<u>·0004</u>	702	Pa	age 🔽
Pa	rt VII-B Statements Regarding Activit	es f	or Which Form	า 47	20 May Be R	equired (	continued	)				
5a	During the year did the foundation pay or incur an	y amo	ount to				_		- 1			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?							ΧI	No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry								- [			
	on, directly or indirectly, any voter registration	n dny	/e?				Yes	ΔI	No			
	(3) Provide a grant to an individual for travel, sti	ıdy, c	r other similar pur	pose	s?		Yes	X	No			
	(4) Provide a grant to an organization other than	a ch	antable, etc , orga	nıza	tion described				İ			
	in section 509(a)(1), (2), or (3), or section 49	40(d)	(2)? (see page 22	of t	ne instructions)		Yes	Χı	No			
	(5) Provide for any purpose other than religious	chai	rtable, scientific, lit	erar	y, or			_	i	1		
	educational purposes, or for the prevention of	of cru	elty to children or a	anım	als?		Yes	Χı	No	1		
b	If any answer is "Yes" to 5a(1)-(5), did any of the	trans	actions fail to quali	fy u	nder the exceptio	ns describe	d in					
	Regulations section 53 4945 or in a current notice	rega	rding disaster assi	stan	ce (see page 22	of the instru	ctions)?	_	1	5b	N/A	
	Organizations relying on a current notice regarding	g disa	ister assistance ch	eck	here		Þ	• 📙				
C	If the answer is "Yes" to question 5a(4), does the		•	tion	from the							
	tax because it maintained expenditure responsibilities	-	•	, ,,			Yes	יו	No	l		
_	If "Yes," attach the statement required by Regulati									i		
ба	Did the foundation, during the year, receive any fu	nds,	directly or indirectly	y, to	pay		<b>—</b>	₩.	.			
_	premiums on a personal benefit contract?	4					Yes	Χı	No	e L		
D	Did the foundation, during the year, pay premiums If "Yes" to 6b, file Form 8870	, uire	cuy or mairecuy, o	naj	bersonal benefit o	zontract /			-	6b_		X
7a	At any time during the tax year, was the foundation	n a n	arty to a prohibited	tav	shelter transactio	n2	Yes	X	ا م			
	If "Yes," did the foundation receive any proceeds		•					٠ بك	``	7b	N/A	_
	art VIII Information About Officers						s. Hiahly	Paid	Emr			
	and Contractors	,		,			-, <b>g,</b>				,	
1	List all officers, directors, trustees, found	atior	n managers and	l the	eir compensati	ion (see p	age 22 of	the in:	struc	tions	s).	
	(a) Name and address		Title, and average hours per week		) Compensation		ntributions to		(e) E	xpens	e accou	ınt,
	(a) Name and address		evoted to position	(11	not paid, enter -0-)		e benefit plan ed compensa		ot	her all	owances	s
SĒ	ATTACHMENT											
		ļ						$\rightarrow$				
		├						-				
		<del>                                     </del>										
2	Compensation of five highest-paid emplo	yees	(other than the	se	included on lir	ne 1—see	page 23 o	f the i	nstru	ıctio	ns).	
	If none, enter "NONE."		•								•	
			(b) Title, and avera	ge			Contributions		(a) 5	•		4
(a	Name and address of each employee paid more than \$50	,000	hours per week		(c) Compensation		nployee benef ns and deferre				se accou	
			devoted to position	in i		<u> </u>	compensation	_				
ЙÖ	<u>NE</u>											
			<u> </u>			-						
							•	_				
	• • • • • • • • • • • • • • • • • • • •	• • • •										
								Т				
_												
TA	all number of other employees paid over \$50.	nnn -										

Form 990-PF (2010) Seabreeze Foundation		80-0004702 Page /
Part VIII Information About Officers, Directors, Trustees,	Foundation Managers, Highly Paid	Employees,
and Contractors (continued)		- FAICALE R
3 Five highest-paid independent contractors for professional services (se		
(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 chantable activities during the tax year. Include relevant the number of organizations and other beneficianes served, conferences convened, research		Expenses
1		
'		
2		
3		
4		
	·	
Part IX-B Summary of Program-Related Investments (see	nage 24 of the instructions)	
Describe the two largest program-related investments made by the foundation during the tax y		Amount
1	Jai off illios Fallo 2	Anoth
·		
2		
All other program-related investments See page 24 of the instructions		
3		
-	,	
•		0
Total Add lines 1 through 3		0

qualifies for the section 4940(e) reduction of tax in those years

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.) Fair market value of assets not used (or held for use) directly in carrying out chantable, etc., purposes Average monthly fair market value of securities 1a 456,222 b Average of monthly cash balances 1b 37,359 c Fair market value of all other assets (see page 25 of the instructions) 1c 1d 493,581 Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2 2 Acquisition indebtedness applicable to line 1 assets 3 3 Subtract line 2 from line 1d 493.581 Cash deemed held for chantable activities Enter 11/2 % of line 3 (for greater amount, see page 25 7.404 of the instructions) 5 486,177 Net value of noncharitable-use assets, Subtract line 4 from line 3 Enter here and on Part V, line 4. 24,309 Minimum investment return. Enter 5% of line 5 Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating Part XI foundations and certain foreign organizations check here lacktriangle and do not complete this part.) 1 24,309 Minimum investment return from Part X, line 6 4.272 2a 2a Tax on investment income for 2010 from Part VI, line 5 b Income tax for 2010 (This does not include the tax from Part VI) 2c C Add lines 2a and 2b 4,272 Distributable amount before adjustments. Subtract line 2c from line 1 3 4 Recovenes of amounts treated as qualifying distributions 5 20,037 Deduction from distributable amount (see page 25 of the instructions) 6 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 20,037 Part XII Qualifying Distributions (see page 25 of the instructions) Amounts paid (including administrative expenses) to accomplish chantable, etc., purposes Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 591,450 1a 1b Program-related investments—total from Part IX-B 0 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., Amounts set aside for specific chantable projects that satisfy the 3a Suitability test (prior IRS approval required) 0 Cash distribution test (attach the required schedule) 3b 591,450 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 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) 4,272 Adjusted qualifying distributions. Subtract line 5 from line 4 Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation

e e li	Ondistributed incom	ie (see page 26 oi ti	ie instructions)			
			(a)	(b)	(c)	(d)
1	Distributable amount for 2010 from	om Part XI,	Corpus	Years pnor to 2009	2009	2010
	line 7					20,037
2	Undistributed income, if any, as of the end of 2010					
а	Enter amount for 2009 only				0	
þ	Total for prior years: 20,	20, 20		0		
3	Excess distributions carryover,					
а	From 2005	224,570				
b	From 2006	349,858				
С	From 2007 .	522,666				
d	From 2008	274,023				
е	From 2009 .	915,328				
f	Total of lines 3a through e	3,0,020	2,286,445			
4	Qualifying distributions for 2010	from Part	=1=551 170			
-	XII, line 4 > \$					
а					0	
	Applied to undistributed income					
	(Election required—see page 26			0		
_	Treated as distributions out of co	' P				
U		· ` `				
لم	required—see page 26 of the ins	·			•	20.027
	Applied to 2010 distributable am	i i	E74 440			20,037
e		` h	571,413			0
5	Excess distributions carryover a	• • • • • • • • • • • • • • • • • • • •	0			U
	(If an amount appears in column same amount must be shown in	1 "				
c		`				
6	Enter the net total of each coll indicated below:	umn as				
		0.44	0.057.050			
	Corpus Add lines 3f, 4c, and 4e		2,857,858			
b	Prior years' undistributed income	e Subtract		_		
	line 4b from line 2b .			0		
C	Enter the amount of prior years'	undistributed				
	income for which a notice of def	iciency has				
	been issued, or on which the se	ction 4942(a)				
	tax has been previously assesse	ed				
C	Subtract line 6c from line 6b Ta	xable				
	amount—see page 27 of the ins	structions .		_ 0		
e	Undistributed income for 2009	Subtract line			]	
	4a from line 2a Taxable amoun	t—see page 27 of the				
	instructions				0	
f	Undistributed income for 2010	Subtract				
	lines 4d and 5 from line 1. This a	amount must				
	be distributed in 2011					0
7	Amounts treated as distributions	s out of				
	corpus to satisfy requirements ii					
	section 170(b)(1)(F) or 4942(g)(	· · · · · · · · · · · · · · · · · · ·				
	the instructions)					
8	Excess distributions carryover fi	rom 2005				
_	not applied on line 5 or line 7 (se					
	instructions)	p=g +	224,570			
9	•	er to 2011.				
-	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		2,633,288		}	
10	Analysis of line 9	ou .	2,000,200			
	Excess from 2006	349,858		,		
	Excess from 2007	522,666				
		274,023				
-	Excess from 2008					
	Excess from 2009	915,328				
€	Excess from 2010	571,413			1	

	1 990-PF (2010) Seabreeze Foundation  1 XIV Private Operating Foundations (s	eee page 27 of th	o instructions ar	ad Part VIII. A . qu	80-0004	702 Page <b>10</b>
	If the foundation has received a ruling or determination foundation, and the ruling is effective for 2010, ent	ation letter that it is a	private operating	►	lestion 9)	<u> </u>
	Check box to indicate whether the foundation is a Enter the lesser of the adjusted net	· · · · · · · · · · · · · · · · · · ·	ndation described in		4942(J)(3) or	4942(J)(5)
	income from Part I or the minimum	Tax year		Prior 3 years		(e) Total
	investment return from Part X for each	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
	year listed .	0				0
	85% of line 2a	0	0	0	. 0	0
С	Qualifying distributions from Part XII, line 4 for each year listed	o				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities					0
е	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 a	Complete 3a, b, or c for the alternative test relied upon  "Assets" alternative test—enter					
_	(1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
С						
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income					0
Pa	rt XV Supplementary Information (Cor assets at any time during the ye				000 or more in	
1	Information Regarding Foundation Manag					
-	List any managers of the foundation who have cor	tributed more than 2			the foundation	
	before the close of any tax year (but only if they ha	ive contributed more	than \$5,000) (See	section 507(d)(2))		
	n F Megrue Lizanne G			·····		
NO	List any managers of the foundation who own 10% ownership of a partnership or other entity) of which				ortion of the	
2	Information Regarding Contribution, Gran Check here  X if the foundation only makes unsolicited requests for funds. If the foundation may under other conditions, complete items 2a, b, c, ar The name, address, and telephone number of the	contributions to pres akes gifts, grants, etc ad d	selected chantable of the control of	organizations and do ne instructions) to inc		ons
b	The form in which applications should be submitte	d and information an	d materials they sho	ould include		
С	Any submission deadlines					
d	Any restrictions or limitations on awards, such as l factors	by geographical area	s, chantable fields,	kınds of institutions,	or other	

# Form 990-PF (2010) Seabreeze Foundation Part XV Supplementary Information (continued)

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	Foundation status of	Purpose of grant or contribution	Amount				
Name and address (home or business)	or substantial contributor	recipient						
a Paid during the year								
A BETTER CHANCE INC.	N/A	509(a)(1)	General & Unrestricted	500				
240 W 35TH ST								
NEW YORK NY 10001		1						
ASHLAND COUNTY COMMUNITY FOUNDATION	N/A	509(a)(1)	General & Unrestricted	5,000				
300 COLLEGE AVE								
ASHLAND OH 44805		500(-)(4)	0	5 000				
CAPE ELEUTHERA FOUNDATION INC	N/A	509(a)(1)	General & Unrestricted	5,000				
15 ROSZEL RD								
PRINCETON NJ 08540	N/A	500(a)(1)	General & Unrestricted	1,000				
COLUMBUS SCHOOL FOR GIRLS 56 S COLUMBIA AVE	I N/A	509(a)(1)	General & Onrestricted	1,000				
COLUMBUS OH 43209								
GRAMEEN AMERICA INC	N/A	509(a)(1)	General & Unrestricted	50,000				
1460 BROADWAY 14TH FL	IN/A	309(a)(1)	General & Officeuro	30,000				
NEW YORK NY 10036								
MILLENNIUM PROMISE ALLIANCE INC	N/A	509(a)(1)	General & Unrestricted	300,000				
432 PARK AVE S FL 13		000(0)(1)		000,000				
NEW YORK NY 10016								
MOUNT SINAI SCHOOL OF MEDICINE OF NYU	N/A	509(a)(1)	General & Unrestricted	2,000				
ONE GUSTAVE L LEVY PL		333(2)(.)		_,000				
NEW YORK NY 10029								
NATIONAL FISH AND WILDLIFE FOUNDATION	N/A	509(a)(1)	General & Unrestricted	1,000				
1133 FIFTEENTH ST NW STE 110		` ` ` ` /						
WASHINGTON DC 20005								
NEW CANAAN COUNTRY SCHOOL INC	N/A	509(a)(1)	Annual Fund	7,500				
PO BOX 997								
NEW CANAAN CT 06840								
NEW CANAAN COUNTRY SCHOOL INC	N/A	509(a)(1)	Living The Mission	30,000				
PO BOX 997			Campaign					
NEW CANAAN CT 06840								
STREETSQUASH INC	N/A	509(a)(1)	Chantable Event	1,000				
40 W 116TH ST								
NEW YORK NY 10026		L	<b>▶ 3</b> a	580,500				
b Approved for future payment	<u> </u>	<del>i · · · · · · · · · · · · · · · · · · ·</del>	▶ 3a	360,300				
b Approved for facure payment								
		1						
	<u></u>	L	1	<u>_</u>				
Total	<u> </u>		<b>▶</b> 3b	0				

Part XVI-A Analysis of Income-Producing Act	ivities			80-000	4702 Fage 12
Enter gross amounts unless otherwise indicated.		siness income	Excluded by section	n 512, 513, or 514	(0)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of
1 Program service revenue			-	-	the instructions)
a L			<del>                                     </del>		
b			<del>-</del>		
C					
a			-		<del></del>
<b>e</b> ≰			-		<del></del>
Fees and contracts from government agencies.	-				<del>                                     </del>
g Fees and contracts from government agencies  2 Membership dues and assessments	-				
3 Interest on savings and temporary cash investments	~-		14	284	
4 Dividends and interest from securities			14	3,305	
5 Net rental income or (loss) from real estate			<u> </u>	0,000	
a Debt-financed property			<u> </u>		
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			18	19,442	
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)	L		0	23,031	
13 Total. Add line 12, columns (b), (d), and (e) . (See worksheet in line 13 instructions on page 29 to venfy cale	culations \			13	23,031
Part XVI-B Relationship of Activities to the Ac		of Evennt P			
Line No. Explain below how each activity for which income the accomplishment of the foundation's exemption page 29 of the instructions.	ne is reported in coli	umn (e) of Part >	(VI-A contributed in	nportantly to oses) (See	
	<del>_</del>				
	<del></del>				
			<del></del>		
				<del></del> -	
					·
	··· .			<del>.</del>	<u>-</u>
		-			
	<del></del> -				
	·····	-	<del></del>	<del>_</del> _	<u> </u>
	<del></del>				
		<del></del>			
			<del></del> .		_

For	n 990-PF	(201	<ol> <li>Seabreeze F</li> </ol>	Coundation				80-0004	702	Pag	e 13
Pa	rt XVII	li	nformation Rega	arding Trans	sfers To and Transaction	s and Re	elationships W				
		E	xempt Organiza	ations			-				
1	Did the	e or	ganization directly	or indirectly e	engage in any of the following v	with any o	ther organization	described		Yes	No
				-	section 501(c)(3) organizations	•	_		1		
	organi			•	,,,,	•	. •	•	1		
2	Transf	fore	from the reporting	foundation to	a nonchantable exempt organ	nization of	;				'
a	(1) Ca		nom the reporting	iouridation to	a nonchantable exempt organ	iizadon oi			1a(1)	-	v -
			assets	•		•		•	1a(2)	Н	X
b	` '		sactions	•	•			•	14(2)	$\vdash$	<del>^</del>
_			of assets to a none	charitable exe	empt organization				1b(1)	li	x
					able exempt organization			•	1b(2)		$\frac{\dot{\mathbf{x}}}{\mathbf{x}}$
			l of facilities, equip				•		1b(3)		X
			oursement arrange			•			1b(4)		X
			or loan guarantee						1b(5)		X
	(6) Pe	erfor	mance of services	or membersh	nip or fundraising solicitations			•	1b(6)		X
C					ts, other assets, or paid emplo	yees			1c		X
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the favalue of the goods, other assets, or services given by the reporting foundation. If the foundation received less than							air mar	ket			
	value o	of th	e goods, other ass	sets, or service	es given by the reporting found ement, show in column (d) the	dation If t	the foundation red	eived less than	ı faır m	arket	i
(a)	Line no	,	(b) Amount involved	(c) Name	of nonchantable exempt organization	(d) D	escription of transfers,	transactions, and s	hanng ar	rangem	nents
		_									
		<u> </u>									
		┞				_					
		├									
		┢									
_		┢		<u> </u>	·						
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		╁	··· •		<del> </del>	<del></del>					
		$\vdash$		<del>  -</del>		-+					
				<u> </u>		<del></del>					
		T									
	describ	bed s," ca	in section 501(c) o omplete the followi	f the Code (o	ated with, or related to, one or ther than section 501(c)(3)) or	ın sectioi			Yes X	No	
		(	a) Name of organization		(b) Type of organization	<u> </u>	(c)	Description of relation	onship		
							-	-			
					-	_	+-				
					<del> </del>		+	<del></del>			
				A	***		+				
	Uni	der n	enalties of periury 1 dec	dare that Vhave e	examined this return, including accompa	anving scher	fules and statements	and to the best of m	v knowie	dae ar	<del></del>
e:	bal				on of preparer (other than taxpayer or fi						
	gn		/15k/l/	1 K			1	$\rho$	,		
He	ere 👢		WW.	14		5/20	5/11	resident	7 / 7	נועף	Sto
		Sign	ature of officer or trusted	e		Date	Tri	le	1	- 10	
_			Print/Type preparer's na	ame	Preparer's signature		Date	_	PTIN		
Pa				ι	leffrey D. Haalsell			Check if			
Pr	epare	r	Jeffrey D Haskell		Jeffrey D. Haskell		5/2/2011	self-employed	<u> </u>		
Us	se Onl	ly		UNDATION S				Firm's EIN			
		•	Firm's address ► 55	WALLS DRIV	VE, FAIRFIELD, CT 06824			Phone no	(800)	839-	1754

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

Department of the Treasury
Internal Revenue Service
Name of the organization

# **Schedule of Contributors**

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

OMB No 1545-0047

2010

Employer identification number

Seabreeze Foundation	<del></del>	80-0004702				
Organization type (check on	e):					
Filers of:	Section:					
Form 990 or 990-EZ	501(c)( ) (enter number) organization					
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private four	ndation				
	527 political organization					
Form 990-PF	X 501(c)(3) exempt private foundation					
	4947(a)(1) nonexempt chantable trust treated as a private foundation	on				
501(c)(3) taxable private foundation						
•	covered by the <b>General Rule</b> or a <b>Special Rule</b> .  (), (8), or (10) organization can check boxes for both the General Rule an	d a Special Rule. See				
General Rule						
	ling Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 ne contributor. Complete Parts I and II	or more (in money or				
Special Rules						
sections 509(a)(1) an	3) organization filing Form 990 or 990-EZ that met the 33 1/3% support to d 170(b)(1)(A)(vi), and received from any one contributor, during the yea % of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, lir	r, a contribution of the greater				
the year, aggregate of	7), (8), or (10) organization filing Form 990 or 990-EZ that received from exontributions of more than \$1,000 for use exclusively for religious, charity, or the prevention of cruelty to children or animals Complete Parts I, II,	able, scientific, literary, or				
the year, contribution aggregate to more the year for an exclusive applies to this organization.	7), (8), or (10) organization filing Form 990 or 990-EZ that received from s for use exclusively for religious, charitable, etc., purposes, but these can \$1,000. If this box is checked, enter here the total contributions that well y religious, charitable, etc., purpose. Do not complete any of the parts us traction because it received nonexclusively religious, charitable, etc., contributions.	ontributions did not here received during the filess the <b>General Rule</b> dibutions of \$5,000 or more				
	t is not covered by the General Rule and/or the Special Rules does not fi ist answer "No" on Part IV, line 2 of its Form 990, or check the box on lin					

or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (	Form 990, 990-EZ, or 990-PF) (2010)		Page 1 of 1 of Part
Name of or	rganization		Employer identification number
Seabreeze	e Foundation		80-0004702
Part I	Contributors (see instructions)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Megrue, John F.  23 Shagbark Road  Norwalk  CT  06854  Foreign State or Province  Foreign Country	\$ 1,914,510	Person Payroll Noncash X (Complete Part II if there is a noncash contribution)
(a) <u>No.</u>	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
2	Foreign State or Province Foreign Country	\$0	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
3	Foreign State or Province Foreign Country	\$0	Person Payroll Noncash (Complete Part II of there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
4	Foreign State or Province Foreign Country	\$0	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
5		\$ 0	Person Payroll Noncash

(b) Name, address, and ZIP + 4

Foreign State or Province

Foreign Country

(a) No.

. . 6

Person Payroll Noncash

(d) Type of contribution

(Complete Part II if there is

a noncash contribution )

(c) Aggregate contributions Name of organization Employer identification number
Seabreeze Foundation 80-0004702

Part II	Noncash Property (see instructions)		
(a) No. from Part i	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	STREETTRACKS GOLD SHARES GLD, 9900 sh.	\$1,333,678	12/10/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	STREETTRACKS GOLD SHARES GLD, 4285 sh.	\$ 580,832	12/1/2010
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$0	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$0	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$0	•••••
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$0	

Schedule B (F	form 990, 990-EZ, or 990-PF) (2010)			Page 1 of 1 of Part III				
Name of or	ganization	-		Employer identification number				
	Foundation			80-0004702				
Part III	Exclusively religious, charitable, etc., aggregating more than \$1,000 for the year organizations completing Part III, enter contributions of \$1,000 or less for the year.	<b>ear.</b> Complete $\epsilon$ the total of $\epsilon$	e columns (a) through (e) exclusively religious, cha	and the following line entry. ritable, etc.,				
(a) No. from Part I	(b) Purpose of gift		) Use of gift	(d) Description of how gift is held				
		(e) T	Transfer of gift  Relationship of transferor to transferee					
	Transferee's name, address, and	ZIP + 4						
	For Prov Country							
(a) No. from Part I	(b) Purpose of gift	(c	) Use of gift	(d) Description of how gift is held				
	(e) Transfer of gift							
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee							
	For Prov Country							
(a) No. from Part I	(b) Purpose of gift	(c	) Use of gift	(d) Description of how gift is held				
		(e) 1	ansfer of gift					
	Transferee's name, address, and	ZIP + 4	Relationship of transferor to transferee					
(a) No.	For Prov Country	I		T				
from Part I	(b) Purpose of gift	(0	e) Use of gift	(d) Description of how gift is held				
		(e) 1	ransfer of gift					
	Transferee's name, address, and	ZIP + 4	Relationsh	ip of transferor to transferee				

For Prov Country

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

0	e e	0								
	(d) Charitable Purpose									
0	(c) Adjusted Net Income									
0	(b) Net Investment Income	0								
165	(a) Expenses per Books	165								
TOTAL:										
		Excise Tax for 2009		-		2	9	8	_	10
		~	•	e.	_		ك	 	၈	~

Form 990-PF, Part I, Line 23 - Other Expenses

	TOTAL:	11,108	158	0	10,950
		(a)	(q)	(c)	(p)
		Expenses per	et Investment	Justed Net	Charitable
		Books	Income	Income	Purpose
Administrative Fees		10,950	)		10,950
Bank Charges		158	158		0

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

		TOTAL:	1,827,574	1,827,627
			(q)	(0)
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value
-	1 FIRST EAGLE SOGEN GLOBAL FUND CLASS (SGIIX)	996'5	250,002	249,573
~	2 GAMCO WESTWOOD MIGHTY MITES FD AAA (WEMMX)	909'9	115,010	114,548
က	3 IVA WORLDWIDE FUND CLASS I (IVWIX)	14,917	250,009	249,412
4	4 IVY ASSET STRATEGY FUND CLASS I (IVAEX)	10,192	250,011	250,826
က	LOOMIS SAYLES FDS INV GRADE BOND FD CL Y TR II (LSIIX)	9,536	115,004	115,672
ဖ	MARKETFIELD FUND (MFLDX)	14,750	200,010	199,420
_	METROPOLITAN WEST RETURN BOND FUND CLASS I (MWTIX)	11,112	115,009	115,231
∞	8 NUVEEN TRADEWINDS GLOBAL ALL-CAP FUND CL R (NWGRX)	5,721	170,028	167,110
6	9 PIMCO GLOBAL MULTI-ASSET FUND P CLASS (PGAPX)	21,515	250,004	250,004
2	10 STREETTRACKS GOLD SHARES (GLD)	835	112,487	115,831

Seabreeze Foundation EIN: 80-0004702

Taxable Year Ending December 31, 2010

Form 990-PF, Part VII-A, Line 3 - Changes to Governing Instrument

# MEGRUE FAMILY FOUNDATION FIRST AMENDMENT

### WHEREAS:

- 1. By Agreement dated December 21, 2001, between JOHN F. MEGRUE, JR. and LIZANNE G. MEGRUE, as "Grantors", and JOHN F. MEGRUE, JR. and LIZANNE G. MEGRUE, as "Trustees", a certain charitable trust was created, referred to therein as the MEGRUE FAMILY FOUNDATION (hereinafter, the "Trust").
- 2. Pursuant to Article VIII of the Trust, the Trustees have the power, without the consent of any other interested party, to amend the Trust at any time and in any manner or for any other purpose consistent with the Trust's 501(c)(3) exempt purposes, its qualification as a qualified charitable organization and the valid restrictions imposed on contributions to the trust fund. Every amendment to or modification of the Trust shall be by written instrument signed and acknowledged by the Trustees, and shall be noted upon or kept attached to the executed original of the Trust held by the Trustees.
- 3. Pursuant to the authority granted to the Trustees under Article VIII, the Trustees wish to amend the Trust to change the name of the Trust to "THE SEABREEZE FOUNDATION".

NOW THEREFORE, JOHN F. MEGRUE, JR. and LIZANNE G. MEGRUE, as Trustees hereby change the legal name of the trust from the MEGRUE FAMILY FOUNDATION to THE SEABREEZE FOUNDATION and any reference in the Trust to the MEGRUE FAMILY FOUNDATION shall hereafter refer to THE SEABREEZE FOUNDATION. A copy of this First Amendment shall be attached to each original of the Trust.

# IN WITNESS WHEREOF, JOHN F. MEGRUE, JR. and LIZANNE G. MEGRUE, as

I rustees have hereunto set their hands and seals as o	t the date and year below written.
Helaina De Marco	JOHN F. MEGRUE, JR. Trustee
Role: J. Page WITNESS	- Huch 29,2010
WITNESS	Date
Melaina Dellaico WITNESS	Lune Sulgue LIZANNE G. MEGRUE
Rulin J. Page WITNESS	MOUCH 29 2010
MITINE22	Date

STATE OF C' COUNTY OF FAIR	(· , ) , ( ) ss:	
COUNTY OF TOUT	hela;	
On this <u>29 th</u> da	ay of <u>March</u>	_, 2010, before me personally appeared
JOHN F. MEGRUE, JR.,	to me known and kno	own to me to be the individual described in and
who executed the foregoin	g instrument and he d	uly acknowledged to me that he executed the same.
		Stylana 3- Futcher  Notary Public  Commissioner of the Superior Court
STATE OF COUNTY OF	) ) ss: )	STEFANIA Z. FLETCHER  NOTARY PUBLIC  MY COMMISSION EXPIRES JUNE 30, 2010
On this da	ay of	_, 2010, before me personally appeared
LIZANNE G. MEGRUE	, to me known and kno	own to me to be the individual described in and
who executed the foregoin	g instrument and she d	duly acknowledged to me that she executed the
same.		
		Notary Public Commissioner of the Superior Court

# **CERTIFICATION OF TRUST**

The undersigned, the Grantors and Trustees of the MEGRUE FAMILY FOUNDATION,
hereby certify that the attached photocopy of the First Amendment dated,
2010 to the trust agreement dated December 21, 2001, creating the MEGRUE FAMILY
FOUNDATION, between JOHN F. MEGRUE, JR. and LIZANNE G. MEGRUE, as the
Grantors and Trustees, is a true and correct copy of said First Amendment.
Dated this $\frac{29}{}$ day of $\frac{March}{}$ , 2010.

JOHN F. MEGRUE, I

LIZANNE G. MEGRUE

Grantor and Trustee

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# Form 990-PF, Part VII-A, Line 5 - Substantial Contraction

contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1 6043-3(a)(1) and the Form 990-PF This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial instructions

Dunng the taxable year ending December 31, 2010, Seabreeze Foundation (the "Foundation") made distributions from assets from sources other Foundation's net assets of \$700,254 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2010 Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution. than current income. Collectively, the distributions in excess of current income totaled \$580,500. This amount represents over 25% of the

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein.

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Seabreeze Foundation

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	Name	Street	City	State	Code	Title	Avg Hrs	Comp.	Benefits	Expense Account	o +=
	1 John F Megrue	c/o Apax Partners 601 Lexington Avenue 53rd Floor	New York	ž	10022	President / Trustee		0	0		0
احــــــا	2 Lizanne G Megrue	c/o Apax Partners 601 Lexington Avenue 53rd Floor	New York	ž	10022	Trustee	_	0	0		0
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Seabreeze Foundation				80-0004		3_
Form 990-PF, Part XV, Line	3a - Grants and	Cont	<u>tributions P</u>	Paid During the	Year	
Recipient(s) paid during the year						
Name						
TEACH FOR AMERICA - CONNECTIC	JT					
Street						
142 TEMPLE ST						
City		State	Zip Code	Foreign Count	ry	
NEW HAVEN		CT	06511			
Relationship	Foundation Status					
N/A	[509(a)(1)		<del> </del>		I.a	
Purpose of grant/contribution					Amount	000
Sponsor a Teacher Campaign	non subginat opticulturos en tudo to beautente de cui de an sus	unnosdabil i pode	daaranga dad Jabarran Sabarah Mihelik	loggind distribution of the state of the least of the least of the state of the sta	5. Bang paggigi nangpalah kabadah bada ang sasilah ba	,000
Name					o de la compania del compania de la compania de la compania del compania de la compania del compania de la compania de la compania de la compania del compania de la compania de la compania de la compania de la compania del compania	
THE FAIRFIELD CO COMMUNITY FOL	JNDATION INC					
Street	JANUARI INCO			_		
383 MAIN AVE						
City		State	Zip Code	Foreign Count	ry	
NORWALK		CT	06851			
Relationship	Foundation Status					
N/A	509(a)(1)					
Purpose of grant/contribution					Amount	
General & Unrestricted			ueso od vesie strena i verienu e viene urtimo	ave un recening private com po de privado dos un composociones.	20	,000
Name	INDATION INC					
THE FAIRFIELD CO COMMUNITY FOR Street	DINDATION INC					
383 MAIN AVE						
City		State	Zip Code	Foreign Count	rv	
NORWALK		СТ	06851		.,	
Relationship	Foundation Status		10000		-	
N/A	509(a)(1)					
Purpose of grant/contribution	· · · · · · · · · · · · · · · · · · ·				Amount	
Women and Girls Fund					5	000
Name						
THE MARITIME AQUARIUM AT NORW	ALK INC				<del></del>	
Street						
10 N WATER ST City		State	Zip Code	Foreign Count	rv	
SOUTH NORWALK		CT	06854	li oreign count	1.3	
Relationship	Foundation Status		100004			
N/A	509(a)(1)					
Purpose of grant/contribution	1000(0)(1)				Amount	
General & Unrestricted						,000
Name						
TRUSTEES OF DARTMOUTH COLLEC	<u>GE</u>	_				
Street						
6066 DEVELOPMENT OFC		I C4-4-	7:- 0-4-	Familian Carret		
City		State		Foreign Count	ry	
HANOVER Polotical Participants	Foundation Status	NH	03755			
Relationship	509(a)(1)					
N/A Purpose of grant/contribution	[309(a)(1)				Amount	
General & Unrestricted						,000
General & Office stricted						
Name	CONTROL OF THE PROPERTY AND ADDRESS OF THE PROPERTY OF THE PRO	CONTRACTOR DESIGNATION AND ADDRESS OF THE PERSON ADDRESS OF THE PERSON AND ADDRESS OF THE PERSON AND ADDRESS OF THE PERSON AND ADDRESS OF THE PERSON AND ADDRESS OF THE PERSON ADDRESS OF THE PERSON AND ADDRESS OF THE PERSON AND ADDRESS OF THE PERSON ADDRESS OF THE PERSON ADDRESS OF THE PERSON ADDRESS OF		THE RESERVE THE PROPERTY OF TH		
TRUSTEES OF DARTMOUTH COLLEC	GE .					
Street						
6066 DEVELOPMENT OFC						
City			Zip Code	Foreign Count	ry	
HANOVER		NH	03755			
Relationship	Foundation Status					
N/A	509(a)(1)				T	
Purpose of grant/contribution					Amount	
1769 Society Gift Through The Dartmoi	ith College				1 10	,000

Seabreeze Foundation				80-0004		3_
Form 990-PF, Part XV, Line	3a - Grants and	l Cont	tributions P	aid During the	Year	
Recipient(s) paid during the year						
Name YOUTH IMPROVING NON-PROFITS	FOR CHILDREN					
Street						
2801 M ST NW City	<del></del>	State	Zip Code	Foreign Count	irv	_
WASHINGTON		DC	20007		<u> </u>	
Relationship	Foundation Status					
N/A Purpose of grant/contribution	509(a)(1)				Amount	—
General & Unrestricted						000
Name						Lounce
Name						
Street					-	
City			Zip Code	Foreign Count	ry	
Relationship	Foundation Status					
Purpose of grant/contribution					Amount	 0
Name						
Street						
City		State	Zip Code	Foreign Count	ry	
Relationship	Foundation Status	1	,			
Purpose of grant/contribution	1				Amount	
Purpose of grant/contribution  Name					Amount	
Name			Zip Code	Foreign Count		
Name Street	Foundation Status	State				
Name Street City		State				
Name Street City Relationship		State			ary Amount	
Name Street City Relationship Purpose of grant/contribution		State			ary Amount	0
Name Street City Relationship Purpose of grant/contribution Name		State			Amount	0
Name Street City Relationship Purpose of grant/contribution Name Street		State	Zip Code	Foreign Count	Amount	0
Name  Street  City  Relationship  Purpose of grant/contribution  Name  Street  City	Foundation Status	State	Zip Code	Foreign Count	Amount	0
Name  Street  City  Relationship  Purpose of grant/contribution  Name  Street  City  Relationship	Foundation Status	State	Zip Code	Foreign Count	Amount	0
Name  Street  City  Relationship  Purpose of grant/contribution  Name  Street  City  Relationship  Purpose of grant/contribution	Foundation Status	State	Zip Code	Foreign Count	Amount	0
Name  Street  City  Relationship  Purpose of grant/contribution  Name  Street  City  Relationship  Purpose of grant/contribution	Foundation Status	State	Zip Code	Foreign Count	Amount	0
Name  Street  City  Relationship  Purpose of grant/contribution  Name  Street  City  Relationship  Purpose of grant/contribution  Name  Street	Foundation Status	State	Zip Code	Foreign Count	Amount	0