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

OMB No 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation <b>RED EMPRESS FOUNDATION</b>		<b>A</b> Employer identification number <b>84-1605718</b>
Number and street (or P O box number if mail is not delivered to street address) <b>201 NORWAY DRIVE</b>	Room/suite	<b>B</b> Telephone number (see page 10 of the instructions) <b>207-801-8149</b>
City or town, state, and ZIP code <b>BAR HARBOR, ME 04609</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 744042</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	<b>155000</b>			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	<b>13133</b>	<b>13133</b>		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	<b>(2071)</b>			
	<b>b</b> Gross sales price for all assets on line 6a <b>20000</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		<b>0</b>		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>Operating and Administrative Expenses</b>	<b>b</b> Less: Cost of goods sold				
	<b>c</b> Gross profit or (loss) (attach schedule)				
	<b>11</b> Other income (attach schedule)				
	<b>12 Total.</b> Add lines 1 through 11	<b>166062</b>	<b>13133</b>		
	<b>13</b> Compensation of officers, directors, trustees, etc	<b>34000</b>			<b>34000</b>
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits	<b>2601</b>			<b>2601</b>
	<b>16a</b> Legal fees (attach schedule)	<b>306</b>			<b>306</b>
	<b>b</b> Accounting fees (attach schedule)	<b>1500</b>			<b>1500</b>
	<b>c</b> Other professional fees (attach schedule)	<b>3453</b>			<b>240</b>
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	<b>84</b>			<b>84</b>
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	<b>933</b>			<b>933</b>
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	<b>2203</b>			<b>2203</b>
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	<b>45080</b>	<b>3213</b>		<b>41867</b>
	<b>25</b> Contributions, gifts, grants paid	<b>109672</b>			<b>109672</b>
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	<b>154752</b>	<b>3213</b>		<b>151539</b>
	<b>27</b> Subtract line 26 from line 12:				
	<b>a</b> Excess of revenue over expenses and disbursements	<b>11310</b>			
	<b>b</b> Net investment income (if negative, enter -0-)		<b>9920</b>		
	<b>c</b> Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

SCANNED APR 13 2011

P 4

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	<b>122449</b>	<b>125769</b>	<b>125769</b>
	<b>2</b> Savings and temporary cash investments . . . . .	<b>9948</b>	<b>19867</b>	<b>19867</b>
	<b>3</b> Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>4</b> Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	<b>532727</b>	<b>530657</b>	<b>509462</b>
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	<b>74952</b>	<b>74951</b>	<b>81076</b>
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . .			
<b>Liabilities</b>	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment: basis ▶ . . . . . <b>1809</b>			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .	<b>1809</b>	<b>1809</b>	<b>1809</b>
	<b>15</b> Other assets (describe ▶ <b>ORGANIZATIONAL COSTS</b> ) . . . . .	<b>6059</b>	<b>6059</b>	<b>6059</b>
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	<b>747944</b>	<b>759112</b>	<b>744042</b>
	<b>17</b> Accounts payable and accrued expenses . . . . .	<b>753</b>	<b>611</b>	
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ . . . . . ) . . . . .			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	<b>753</b>	<b>611</b>	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .	<b>747191</b>	<b>758501</b>	
<b>Net Assets or Fund Balances</b>	<b>30</b> <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	<b>747191</b>	<b>758501</b>	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	<b>747944</b>	<b>759112</b>	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	<b>747191</b>
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	<b>11310</b>
<b>3</b> Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	<b>758501</b>
<b>5</b> Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	<b>758501</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE SCHEDULE ATTACHED				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	(2071)	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>		

**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.

<b>1</b> Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	140936	545645	2583
2008	144251	603101	.2392
2007	130088	574092	.2266
2006	91683	496851	.1845
2005	91789	442021	2077
<b>2</b> Total of line 1, column (d)		<b>2</b>	1 1163
<b>3</b> 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		<b>3</b>	.2233
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		<b>4</b>	636035
<b>5</b> Multiply line 4 by line 3		<b>5</b>	142027
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b>	99
<b>7</b> Add lines 5 and 6		<b>7</b>	142126
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.		<b>8</b>	151539

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		<b>99</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>		<b>99</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		<b>99</b>
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>		<b>99</b>
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		<b>99</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		<b>0</b>
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<input checked="" type="checkbox"/>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		<input checked="" type="checkbox"/>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<input checked="" type="checkbox"/>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ <u>0</u> <b>(2)</b> On foundation managers. ▶ \$ <u>0</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input checked="" type="checkbox"/>	
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		<input checked="" type="checkbox"/>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		<input checked="" type="checkbox"/>
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
<b>6</b> 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?	<input checked="" type="checkbox"/>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>COLORADO</u>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

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

<b>11</b>	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)	<b>11</b>		✓
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		✓
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	✓	
Website address ► <b>WWW.REDEMPRESS.ORG</b>				
<b>14</b>	The books are in care of ► <b>MARYANNE MATTSON</b>	Telephone no. ►	<b>207-801-8149</b>	
	Located at ► <b>201 NORWAY DRIVE, BAR HARBOR, ME</b>	ZIP+4 ►	<b>04609</b>	
<b>15</b>	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		<b>15</b>	
<b>16</b>	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	<b>16</b>	Yes	No
				✓

**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
<b>1a</b>	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)?	<b>1b</b>	✓
	Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
<b>c</b>	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?	<b>1c</b>	✓
<b>2</b>	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)):		
<b>a</b>	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	<b>2b</b>	✓
<b>c</b>	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____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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.)	<b>3b</b>	✓
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	✓
<b>b</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?	<b>4b</b>	✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**
- 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 **6b**
- Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **7b**
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation** (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GAYLE NOSAL 201 NORWAY DR, BAR HARBOR, ME 04609	PRESIDENT 1HR PER WEEK	0	0	0
MARYANNE MATTSON 201 NORWAY DR, BAR HARBOR, ME 04609	EXEC DIRECTOR 30 HR PER WEEK	34000	0	0

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

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

Total number of other employees paid over \$50,000 ☐

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
<b>1 NOT APPLICABLE</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
<b>1 NONE</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3 NONE</b>	
Total. Add lines 1 through 3	



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	539543
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	98310
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions) . . . . .	<b>1c</b>	7868
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	645721
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	645721
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	9686
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	636035
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	31802

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	31802
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5 . . . . .	<b>2a</b>	99
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	99
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	31703
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	31703
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	31703

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	151539
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	151539
<b>5</b>	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) . . . . .	<b>5</b>	99
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	151440

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				<b>31703</b>
<b>2</b> Undistributed income, if any, as of the end of 2010:				
<b>a</b> Enter amount for 2009 only . . . . .			<b>0</b>	
<b>b</b> Total for prior years: 20____, 20____, 20____		<b>0</b>		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .	<b>69833</b>			
<b>b</b> From 2006 . . . . .	<b>67008</b>			
<b>c</b> From 2007 . . . . .	<b>101566</b>			
<b>d</b> From 2008 . . . . .	<b>114994</b>			
<b>e</b> From 2009 . . . . .	<b>113821</b>			
<b>f</b> Total of lines 3a through e . . . . .	<b>467222</b>			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$ <b>151539</b>				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			<b>0</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		<b>0</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	<b>0</b>			
<b>d</b> Applied to 2010 distributable amount . . . . .				<b>0</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>119836</b>			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>0</b>			<b>0</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>587058</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<b>c</b> 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 . . . . .		<b>0</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			<b>0</b>	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	<b>69833</b>			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	<b>517225</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006 . . . . .	<b>67008</b>			
<b>b</b> Excess from 2007 . . . . .	<b>101566</b>			
<b>c</b> Excess from 2008 . . . . .	<b>114994</b>			
<b>d</b> Excess from 2009 . . . . .	<b>113821</b>			
<b>e</b> Excess from 2010 . . . . .	<b>119836</b>			

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

GAYLE NOSAL

- 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

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE WWW.REDEMPRESS.ORG

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

SEE WWW.REDEMPRESS.ORG

- 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.

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> <b>SEE SCHEDULE ATTACHED</b>				
<b>Total</b>			▶ <b>3a</b>	<b>109672</b>
<b>b</b> <i>Approved for future payment</i> <b>NONE</b>				
<b>Total</b>			▶ <b>3b</b>	<b>0</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of 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					
4	Dividends and interest from securities . . . . .			14	13133	
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			14	0	
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) . . . . .				13133	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	13133

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

[illegible]



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2010****Name of the organization**

RED EMPRESS FOUNDATION

**Employer identification number**

84-1605718

**Organization type** (check one):**Filers of:****Section:**

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ .....

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

Name of organization RED EMPRESS FOUNDATION	Employer identification number 84-1605718
--	--

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	NFP, LTD. 201 NORWAY DRIVE BAR HARBOR, ME 04609	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
2	GAYLE NOSAL 201 NORWAY DRIVE BAR HARBOR, ME 04609	\$ 35,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
3	SALLY NORDLING 201 NORWAY DRIVE BAR HARBOR, ME 04609	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Red Empress Foundation  
Form 990PF  
For the Year Ended December 31, 2010  
84-1605718

<u>Schedule of Legal Fees, Part 1, Line 16a</u>	<u>Amount</u>
Update Bylaws and Minutes	<u>306</u>
Total	<u>306</u>

<u>Schedule of Accounting Fees, Part 1, Line 16b</u>	<u>Amount</u>
Tax Return Preparation Fees	<u>1,500</u>
Total	<u>1,500</u>

<u>Schedule of Other Professional Fees, Part 1, Line 16c</u>	<u>Amount</u>
Investment Advisory	3,213
Computer Support	<u>240</u>
Total	<u>3,453</u>

<u>Schedule of Taxes, Part 1, Line 18</u>	<u>Amount</u>
Excise tax	<u>84</u>
Total	<u>84</u>

<u>Schedule of Other Expenses, Part 1, Line 23</u>	<u>Amount</u>
Insurance	403
Office Expense	443
Postage	150
Dues & Subscriptions	566
Office Supplies	216
Website Design	<u>425</u>
Total	<u>2,203</u>

Red Empress Foundation  
Form 990PF  
For the Year Ended December 31, 2010  
84-1605718

<u>Schedule of Investments Part II, Line 10</u>	<u>BV</u>	<u>FMV</u>
<u>Corporate Stock - Line 10b</u>		
Alliance Bernstein Small/Mid Cap	38,248	42,454
AMCAP Fund	55,783	55,121
Columbia Acorn	32,521	30,730
Ivy Asset Strategy Fund	32,713	30,659
Jennison Natural Resources	40,642	39,129
T. Rowe Price Emerging Fund	32,507	28,610
T. Rowe Price Value Fund	54,177	50,475
T. Rowe Price Spectrum	71,333	75,691
Royce Value Plus Fund	37,776	36,884
Third Avenue Real Estate Fund	65,024	55,543
Thiornburg Intern'l Fund	69,933	64,166
Total	<u>530,657</u>	<u>509,462</u>
<u>Corporate Bonds - Line 10c</u>		
Duke Energy	20,004	21,114
Duke Capital	10,067	12,183
Capital One Bank	20,000	20,587
Autozone Inc.	24,880	27,192
Total	<u>74,951</u>	<u>81,076</u>

# Red Empress Foundation 84-1605718

Raymond James & Associates, Inc.

Page 9 of 12

Account 51965526

## Form 990-PF Part IV, Page 3

2010 Realized Capital Gains/Losses

CUSIP/Security Description

Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
----------	---------------	-----------	---------------	---------------------	--------------------	----------------------	------------------------

### LONG TERM GAIN/LOSS

018914101/ALLIANCE BERNSTEIN SMALL/MID C

314.07	06/05/08	03/23/10	5,000.00	5,019.20	4,999.47	(19.20)	0.52
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0233375405/AMCAP FUND CLASS F1 - AMERICAN

284.74	06/05/08	03/23/10	5,000.00	5,427.02	5,405.07	(427.02)	(405.08)
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779578103/T ROWE PRICE VALUE FUND N/L

229.67	06/05/08	03/23/10	5,000.00	5,829.79	5,761.09	(829.79)	(761.09)
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780905741/ROYCE VALUE PLUS FUND SERVICE

416.32	06/05/08	03/23/10	5,000.00	5,795.05	5,731.77	(795.05)	(731.77)
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Sub-total long term gain/loss:

20,000.00	22,071.06	21,897.40	(2,071.06)	(1,897.42)
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Grand total gains/losses:

20,000.00	22,071.06	21,897.40	(2,071.06)	(1,897.42)
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# *Red Empress Foundation*

## *Brief Description of the Organizations Supported in 2010*

*Page 1 of 6*

Eco-Cycle: This organization provides publicly accountable recycling, conservation and education services to identify, explore and demonstrate the emerging frontiers of sustainable resource management. Our grant was used to increase their Green Star Schools program in Middle Schools and to support their Worm Bin Composting program.

(P.O. Box 19006, Boulder, CO 80308) 501(c)3

\$7,000

La Puente Home: This organization serves the San Luis Valley of Southern Colorado by providing emergency shelter, food assistance, case management, transitional housing and self-sufficiency services, homeless prevention, outreach services, job training for the homeless and community members in crisis. Our grant was used for general operating purposes.

(P.O. Box 1235, Alamosa, CO 80101) 501(c)3

\$10,000

Marine Mammal Stranding Center: This organization is dedicated to the rescue and rehabilitation of stranded or otherwise stressed marine mammals and sea turtles. Through outreach programs and workshops they educate the surrounding community on fragility of the ocean ecosystem and teach them about their role in protecting it. Our grant was used exclusively for their outreach programs to a variety of schools and camps in both New Jersey and Pennsylvania.

(P.O. Box 773, Brigantine, NJ 08203) 501(c)3

\$4,000

Nova Soccer, Inc.: This is a soccer organization offering soccer programs to children ages 4 through 18 in Boulder County. There are many levels of play and each child is encouraged to be the best they can be. Communication skills, team work, physical endurance and emotional strength are taught. So many life skills are learned through having fun playing soccer. We continued to donate to our scholarship fund for children whose families do not have the financial means to afford registration fees and proper gear.

(2400 Central Ave., Ste D, Boulder, CO 80301) 501(c)3

\$6,000

# *Red Empress Foundation*

## *Brief Description of the Organizations Supported in 2010*

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Boulder Valley Arts Alliance: This alliance distributes funds to various organizations within Boulder County. Our grant was used exclusively to support Sound Circle's "Solstice Concert". Sound Circle is an a cappella women's vocal ensemble. They come together to experience the deep joy of making music together and to share that joy with their audiences.

(7943 Lefthand Canyon Dr., Jamestown, CO 80455) 501(c)3 \$5,000

Voices for Children: This is a Boulder County organization with a mission to help break the cycle of child abuse and neglect through the use of trained Court Appointed Special Advocate (CASA) volunteers. The CASAs provide investigation, advocacy, monitoring and direct service to the child victims. Our funds were used to provide CASA services to four child victims for one year.

(2305 Canyon Blvd, #101, Boulder, CO 80302) 501(c)3 \$5,100

Intercambio de Comunidades: The mission of this organization is to build bridges of understanding across cultures, increase opportunities and independence for immigrants, and create a stronger, more integrated Boulder County. Their goal is to help adult immigrants achieve economic self-sufficiency, self-esteem and to create an integrated, more accepting and tolerate community in which all members can effectively participate and contribute. Our grant was used to expand their Intercambio and Schools Together Program

(4735 Walnut Street, Ste B, Boulder, CO 80301) 501(c)3 \$7,500

Educate!: This organization aims to provide refugees and highly underprivileged nationals in Africa with a quality of life in the present and an education for a bright future, in order for them to one day become leaders in the fight against the larger problems of disease, violence and poverty that exist in their home countries. Our grant was used for general operating purposes.

(4492 Burr Place, Boulder, CO 80303) 501(c)3 \$10,500

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## *Brief Description of the Organizations Supported in 2010*

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Carriage House Community Table: Their goal is to feed the hungry in the Boulder area. They serve to provide a hot meal four nights a week to anyone who comes to their table. Our grant was for general operations.

(First Christian Church, 950 28<sup>th</sup> St., Boulder, CO 80302) 501 (c)3 \$4,000

Growing Gardens: This is a human services and youth development organization. Their mission is to enrich lives in Boulder County through environmentally sustainable gardening programs that empower people to experience a direct and deep connection to plants, the land and each other. Our grant was used in their Cultiva! Youth Project to enhance their beekeeping program.

(3198 North Broadway, Boulder, CO 80304) 501(c)3 \$5,000

Colorado Horse Rescue: This organization is dedicated to providing emergency relief, shelter, care, rehabilitation, and adoption services for abused, neglected, abandoned and unwanted horses. Our grant was used to support their annual purchase of hay.

(10386 North 65<sup>th</sup> St., Longmont, CO 80503) 501(c)3 \$5,000

Hospital Albert Schweitzer Haiti: This hospital is located in Deschapelles, Haiti and serves the people of the Artibonite Valley in the creation of programs in health care and community development. They are a 190 bed hospital and are the only source of medical care for hundreds of miles. Our grant was for earthquake assistance and cholera containment.

(P.O. Box 81046, Pittsburgh, PA 15217) 501(c)(3) \$2,000

Mission Wolf: This organization's prime objective is to connect people with nature and foster concern and support for wild habitat protection. Their first priority is to provide the resident wolves with as peaceful and natural life as possible in captivity. Due to human imprint on them, the resident wolves cannot be reintroduced into the wild. Through their educational program they travel around the country with several of their "ambassador wolves" to create an awareness of wolves and their importance to our ecosystems. Our grant was used for general operations and to cover their travel expenses to come to Boulder to visit several schools.

(P.O. Box 211, Silver Cliff, CO 81252) 501(c)3 \$5,000

# Red Empress Foundation

## Brief Description of the Organizations Supported in 2010

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Horizon Alternative School: This is a K-8 elementary school that seeks to guide students to become self-directed learners and community contributors in a respectful learning environment. Our grant was used exclusively for the purchase of kitchen appliances.

(4545 Sioux Drive, Boulder, CO 80303)

501(c)3

\$5,100

Grey Nuns of the Sacred Heart: The Grey Nuns devote their lives to serving the world through teaching, health services, community outreach and prayer. Our grant was used specifically for the elderly sisters. The grant will be used to take the sisters out for several social events and activities.

(1750 Quarry Road, Yardley, PA 19067)

501(c)3

\$5,000

Prairie Dog Coalition: This organization is dedicated to the prairie dog and the restorations of their ecosystems. Our donation was for general operating purposes and "for the life of the prairie".

(2525 Arapahoe #E4-527, Boulder, CO 80302)

501(c)3

\$1,000

Association of Small Foundations: This is a member organization of over 3,000 small foundations. They provide members with peer learning opportunities, targeted resources and a collective voice in and beyond the philanthropic community. Our donation was for general operations.

(1720 North St., NW, Washington, DC 20036)

501(c)3

\$500

Higher Ground Youth Challenge: This organization provides year round mentoring to at-risk teens to positively impact their lives for the long-term. Kids set goals, plan careers, and learn about giving back to the community. Our grant was for their 2010 summer camps and mentoring program.

(P.O. Box 12145, Denver, CO 80212)

501(c)3

\$5,000

# *Red Empress Foundation*

## *Brief Description of the Organizations Supported in 2010*

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Boulder County AIDS Project: This organizations mission is twofold: to provide support, advocacy and education to those in our community who are infected with or affected by HIV and to serve as an outreach and information center to prevent further transmission of HIV and the resulting AIDS. Our funds are to be used exclusively to provide support, advocacy and education to those in the community who are infected with or affected by HIV. The funds are also to be used for HIV testing and counseling.

(2118 14<sup>th</sup> Street, Boulder, CO 80302)

501(c)3

\$3,000

Think Humanity: This organization was created to provide relief, support and hope for a promising future to refugees in Africa. Their mission is threefold: Help to fight malaria by providing refugees with resources and manpower; provide love, comfort and security to orphaned children; and create an overall positive change for refugees. Our grant was used exclusively to purchase 1,000 bed nets for refugees in Western Uganda.

(2880 Spring Mountain Drive, Loveland, CO 80537)

501(c)3

\$5,000

Rocky Mountain Rescue Group, Inc.: This organization maintains an active group of volunteers trained and equipped for mountain search and rescue missions, it provides outdoor safety education, and assists in emergencies other than mountain disasters where first aid and rescue services are needed, such as fires, floods, blizzards and civil defense. Our grant was used specifically to purchase medical equipment, communication equipment and for medical training.

(1037 Berea Drive, Boulder, CO 80305)

501(c)3

\$4,000

Longmont Ending Domestic Violence Initiative (LEVI): This organization's mission is to establish a coordinated community-wide awareness and response to domestic violence in the boundaries of the St. Vrain Valley School District, primarily in the City of Longmont, Colorado. Our grant was to be used exclusively to fund public education and prevention to middle school and high school students.

(225 Kimbark Street, Longmont, CO 80501)

501(c)3

\$2,000



# Red Empress Foundation

## Brief Description of the Organizations Supported in 2010

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Maine Sea Coast Mission: This organization provides spiritual, health, and youth development programs in coastal and island communities from mid-coast to Downeast Maine. Rooted in a history of non-denominational service, the Mission offers hope, encouragement and help to strengthen individuals, families and communities. Our grant was used for family home heating assistance and support for families at Christmas time.

(127 West Street, Bar Harbor, ME 04609) 501(c)3 \$1,500

Woman for Woman International: This organization helps woman survivors of war to rebuild their lives. Our grant was used to sponsor four women in Afghanistan and Democratic Republic of the Congo.

(4455 Conn. Ave. NW, Suite 200, Wash., DC 20008) 501(c)3 \$1,376

YMCA, Bar Harbor, ME

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Total Grants Disbursed in 2010

\$ 109,672  
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