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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 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: STARDUST FOUNDATION, INC.

A Employer identification number: 86-0735230

Number and street (or P O box number if mail is not delivered to street address): 6730 N. SCOTTSDALE RD.

Room/suite: 230

B Telephone number (see page 10 of the instructions): (480) 607-5800

City or town, state, and ZIP code: SCOTTSDALE, AZ 85253

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 28,051,712.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	30,219.	30,219.		
	4 Dividends and interest from securities	204,376.	204,376.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-354,265.			
	b Gross sales price for all assets on line 6a 10,846,898.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-119,670.	234,595.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	5,863.	1,173.		4,690.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	381.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	70,119.	64,519.		5,600.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	76,363.	65,692.		10,290.
	25 Contributions, gifts, grants paid	5,324,150.			5,324,150.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,400,513.	65,692.		5,334,440.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-5,520,183.			
	b **Net investment income** (if negative, enter -0-)		168,903.		
	c **Adjusted net income** (if negative, enter -0-)				

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10

Part II Balance Sheets

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,500.	5,900.	5,900.
	2	Savings and temporary cash investments	16,738,687.	9,976,572.	9,976,572.
	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) ▶ *		* 669,240.	ATCH 4
		Less: allowance for doubtful accounts ▶	20,000.	669,240.	669,240.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment. basis ▶ 17,400,000.			ATCH 5
		Less. accumulated depreciation (attach schedule) ▶	33,700,000.	17,400,000.	17,400,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 6	72,422.	0.	0.
	14	Land, buildings, and equipment basis ▶ 41,136.			ATCH 7
		Less accumulated depreciation (attach schedule) ▶ 41,136.			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	50,533,609.	28,051,712.	28,051,712.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	50,533,609.	28,051,712.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	50,533,609.	28,051,712.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	50,533,609.	28,051,712.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	50,533,609.
2	Enter amount from Part I, line 27a	2	-5,520,183.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	45,013,426.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 8	5	16,961,714.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,051,712.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. 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))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-354,265.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	2,984,402.	51,050,545.	0.058460
2008	5,756,363.	59,332,240.	0.097019
2007	5,813,218.	126,947,612.	0.045792
2006	7,496,539.	303,462,047.	0.024703
2005	4,541,561.	170,095,721.	0.026700

2	**Total** of line 1, column (d)	2	0.252674
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050535
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	30,154,383.
5	Multiply line 4 by line 3	5	1,523,852.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,689.
7	Add lines 5 and 6	7	1,525,541.
8	Enter qualifying distributions from Part XII, line 4	8	5,334,440.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling 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	1	1,689.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,689.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,689.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 3,200.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	3,200.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,511.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 1,511. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
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)?	1b		X
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AZ,			
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		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.STARDUSTFOUNDATION.ORG

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 480-607-5800

Located at ▶ 6730 N. SCOTTSDALE RD. SCOTTSDALE, AZ ZIP + 4 ▶ 85253

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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)?		5b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ATTACHMENT 9	☒ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATTACHMENT 10		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶

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 ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,259,678.
b	Average of monthly cash balances	1b	7,284,669.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	18,069,240.
d	**Total** (add lines 1a, b, and c)	1d	30,613,587.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	30,613,587.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	459,204.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,154,383.
6	**Minimum investment return.** Enter 5% of line 5	6	1,507,719.

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

1	Minimum investment return from Part X, line 6			1	1,507,719.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,689.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,689.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,506,030.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,506,030.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,506,030.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,334,440.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,334,440.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,689.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,332,751.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,506,030.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2,455,887.	
b Total for prior years: 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 5,334,440.				
a Applied to 2009, but not more than line 2a			2,455,887.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,506,030.
e Remaining amount distributed out of corpus	1,372,523.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,372,523.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1,372,523.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009 0.				
e Excess from 2010 1,372,523.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

GERALD BISGROVE

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 11				
Total ▶ 3a				5,324,150.
b *Approved for future payment*				
SEE ATTACHED STATEMENT B				510,000.
Total ▶ 3b				510,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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			14	30,219.	
4 Dividends and interest from securities			14	204,376.	
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			18	-354,265.	
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)				-119,670.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -119,670.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

X [signature] Signature of officer or trustee | X 5/11/2011 Date | X PRESIDENT Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Brenda A. Blunt	[signature]	5/10/2011		P00075126
Firm's name ▶ CBIZ MHM, LLC			Firm's EIN ▶ 34-1884125	
Firm's address ▶ 3101 N. CENTRAL AVE., STE 300 PHOENIX, AZ 85012			Phone no. 602-264-6835	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		INTER-TERM BOND IDX INST - 915,824 SHS					VAR	VAR
10304867.		10182715.					122,152.	
		SUMMERWINDS NURSERY - 8,950 SHS					01/01/2002	10/25/2010
537,000.		1,018,448.					-481,448.	
		VESTOR PARTNERS, LP					VAR	VAR
5,031.							5,031.	
TOTAL GAIN(LOSS)							-354,265.	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROFESSIONAL FEES	5,863.	1,173.	4,690.
TOTALS	5,863.	1,173.	4,690.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
§4940 EXCISE TAX		381.
	TOTALS	381.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
LICENSES AND FEES	40.	40.	
ENTERTAINMENT - FROM K-1	51.	51.	
PORTFOLIO DEDUCTION	63,028.	63,028.	
TRAINING AND DEVELOPMENT	7,000.	1,400.	5,600.
TOTALS	70,119.	64,519.	5,600.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	STARDUST HOUSE
ORIGINAL AMOUNT:	20,000.
INTEREST RATE:	0.000000
DATE OF NOTE:	09/17/2009
MATURITY DATE:	09/17/2010
REPAYMENT TERMS:	PRINCIPAL DUE UPON SALE OF HOUSES OR AT MATURITY
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	SHORT TERM WORKING CAPITAL TO FUND OPERATING COSTS

BEGINNING BALANCE DUE	20,000.
ENDING BALANCE DUE	0.
ENDING FAIR MARKET VALUE	0.

BORROWER:	GUADALUPE COMMUNITY DEVELOPMENT CORP
ORIGINAL AMOUNT:	266,500.
INTEREST RATE:	3.750000
DATE OF NOTE:	08/31/2010
MATURITY DATE:	08/31/2011
REPAYMENT TERMS:	PRINCIPAL AND INTEREST DUE AT MATURITY
SECURITY PROVIDED:	LAND - 10 PARTIALLY DEVELOPED LOTS IN GUADALUPE
PURPOSE OF LOAN:	REFINANCED EXISTING LOAN ON LAND HELD FOR CHARITY

ENDING BALANCE DUE	266,500.
ENDING FAIR MARKET VALUE	266,500.

BORROWER:	SUMMER WINDS NURSERY
ORIGINAL AMOUNT:	537,000.
INTEREST RATE:	6.000000
DATE OF NOTE:	10/25/2010
MATURITY DATE:	07/31/2015
REPAYMENT TERMS:	QTRLY INT PMTS; PRIN DUE IN INSTALLMENTS ANNUALLY
PURPOSE OF LOAN:	STOCK REDEMPTION

ENDING BALANCE DUE	402,740.
ENDING FAIR MARKET VALUE	402,740.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	20,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	669,240.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	669,240.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 5

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LAND	L	17400000.			17400000.				
TOTALS		17400000.			17400000.				

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VESTOR PARTNERS, LP	0.	0.
TOTALS	0.	0.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 7

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
EQUIPMENT	SL	10,952.			10,952.	10,952.			10,952.
FURNITURE/FIXTURES	SL	30,184.			30,184.	30,184.			30,184.
TOTALS		41,136.			41,136.	41,136.			41,136.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED LOSS		16,961,714.
	TOTAL	16,961,714.

ATTACHMENT 9

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME:	STARDUST FOUNDATION, CENTRAL NEW YORK
GRANTEE'S ADDRESS:	2 STATE STREET
CITY, STATE & ZIP:	AUBURN, NY 13021
GRANT DATE:	VAR
GRANT AMOUNT:	900,000.
GRANT PURPOSE:	QUALITY OF LIFE, FAMILY AND COMMUNITY
AMOUNT EXPENDED:	1,019,935.
ANY DIVERSION?	NO
DATES OF REPORTS:	VARIOUS

SEE STATEMENT C.

TO THE BEST OF OUR KNOWLEDGE, AND AS SUBSTANTIATED BY THE REPORTS WE HAVE RECEIVED, STARDUST FOUNDATION, CENTRAL NEW YORK HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANTS.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GERALD BISGROVE 6730 N. SCOTTSDALE RD. 230 SCOTTSDALE, AZ 85253	PRESIDENT/TRUSTEE/DIRECTOR 15.00	0.	0.	0.
JON MUNSON 6730 N. SCOTTSDALE RD. 230 SCOTTSDALE, AZ 85253	SECRETARY/TREASURER 1.00	0.	0.	0.
JOSE CARDENAS 6730 N. SCOTTSDALE RD. 230 SCOTTSDALE, AZ 85253	DIRECTOR 1.00	0.	0.	0.
MICHAEL CROW 6730 N. SCOTTSDALE RD. 230 SCOTTSDALE, AZ 85253	DIRECTOR 1.00	0.	0.	0.
BOB DELGADO 6730 N. SCOTTSDALE RD. 230 SCOTTSDALE, AZ 85253	DIRECTOR 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JUDY MOHRAZ 6730 N. SCOTTSDALE RD. 230 SCOTTSDALE, AZ 85253	DIRECTOR 1.00	0.	0.	0.
CRAIG WEATHERUP 6730 N. SCOTTSDALE RD. 230 SCOTTSDALE, AZ 85253	DIRECTOR 1.00	0.	0.	0.
LATTIE COOR 6730 N. SCOTTSDALE RD. 230 SCOTTSDALE, AZ 85253	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT A			5,344,150.
METRO PHOENIX PARTNERSHIP FOR ARTS & CULTURE 2390 E CAMELBACK ROAD, STE 204 PHOENIX, AZ 85016	NONE PUBLIC CHARITY	2009 GRANT RETURNED IN 2010	-20,000.
		TOTAL CONTRIBUTIONS PAID	5,324,150.

STARDUST FOUNDATION 2010 PAID GRANT SUMMARY
TAX ID 86-0735230

Organization	Recipient Status	Purpose of Grant	Recipient Relationship	Grant Amount
American Diabetes Association 5333 North 7th Street, Ste B212 Phoenix, AZ 85014-2814 Tax ID#: 13-1623888	501(c)(3) Public Charity	Community Engagement	Not Applicable	**5,000**
American Heart Association 2929 South 48th Street Tempe, AZ 85282 Tax ID#: 13-5613797	501(c)(3) Public Charity	Community Engagement	Not Applicable	**25,000**
Amigos Hospitalito Atitlan 420 NW 11th Avenue, #802 Portland, OR 97209 Tax ID#: 26-4582168	501(c)(3) Public Charity	Community Engagement	Not Applicable	**5,000**
Arizona Foundation for Women 2828 N Central Avenue, Suite 1200 Phoenix, AZ 85004 Tax ID#: 86-0789956	501(c)(3) Public Charity	Community Engagement	Not Applicable	**3,000**
Arizona Planned Giving Institute 5150 N 16th Street, Suite B141 Phoenix, AZ 85016 Tax ID#: 20-8763592	501(c)(3) Public Charity	Community Engagement	Not Applicable	**25,000**
Arthritis Foundation 1313 East Osborn Road, Suite 200 Phoenix, AZ 85014 Tax ID#: 86-0144859	501(c)(3) Public Charity	General Support	Not Applicable	**100**
ASU, Foundation P.O. Box 2260 Tempe, AZ 85287 Tax ID#: 86-6051042	501(c)(3) Public Charity	Community Engagement	Not Applicable	**5,000**
Autism Speaks 5455 Wilshire Blvd., Ste. 2250 Los Angeles, CA 90036 Tax ID#: 20-2329938	501(c)(3) Public Charity	Community Engagement	Not Applicable	**1,000**
Be A Leader Foundation 6850 North Central Avenue Phoenix, AZ 85012 Tax ID#: 55-0850279	501(c)(3) Public Charity	Community Engagement	Not Applicable	**1,000**
BHHS Legacy Foundation 2999 North 44th Street, Suite 530 Phoenix, AZ 85018	501(c)(3) Public Charity	Community Engagement	Not Applicable	**4,500**
Continuum of Care, HUD c/o MAG, 302 North 1st Avenue, Suite 300 Phoenix, AZ 85003 Tax ID#: 86-0998822	501(c)(3) Public Charity	Community Engagement	Not Applicable	**10,000**

Organization	Recipient Status	Purpose of Grant	Recipient Relationship	Grant Amount
Hands That Help, Matagalpa 10001 N. 92nd Street, Ste. 121 Scottsdale, AZ 85258 Tax ID#: 74-2355411	501(c)(3) Public Charity	Community Engagement	Not Applicable	**25,000**
Joe Foss Institute 14415 N. 73rd Street, Suite 109 Scottsdale, AZ 85260 Tax ID#: 86-1026421	501(c)(3) Public Charity	General Support	Not Applicable	**1,500**
New Global Citizens 4201 N. 16th Street, Suite 205 Phoenix, AZ 85016 Tax ID#: 20-2531183	501(c)(3) Public Charity	Community Engagement	Not Applicable	**15,000**
O'Connor Conservancy @Rio Salado Foundation 7338 East Solano Drive Scottsdale, AZ 85250-6038 Tax ID#: 86-0348306	501(c)(3) Public Charity	Community Engagement	Not Applicable	**2,000**
Open Table 7000 N. 16th Street, Ste. 120-238 Phoenix, AZ 85020-5547 Tax ID#: 20-8804441	501(c)(3) Public Charity	Community Engagement	Not Applicable	**40,000**
Phoenix Art Museum 1625 North Central Avenue Phoenix, AZ 85016 Tax ID#: 86-0072608	501(c)(3) Public Charity	Community Engagement	Not Applicable	**25,000**
SAFE, Back to School Clothing Drive P.O. Box 99 Glendale, AZ 85311 Tax ID#: 74-2382265	501(c)(3) Public Charity	Community Engagement	Not Applicable	**50,000**
Science Foundation Arizona 400 East Van Buren Street, Suite 230 Phoenix, AZ 85004 Tax ID#: 20-4365711	501(c)(3) Public Charity	Science	Not Applicable	**5,000**
Scottsdale Healthcare 10001 North 92nd Street, Suite 121 Scottsdale, AZ 85258 Tax ID#: 74-2355411	501(c)(3) Public Charity	Community Engagement	Not Applicable	**25,000**
Seena Magowitz Foundation 5393 Wesleyan Drive #104 Virginia Beach, VA 23455 Tax ID#: 20-4751072	501(c)(3) Public Charity	Community Engagement	Not Applicable	**1,500**
Stardust Building Supplies 1720 West Broadway Road, Suite 101 Mesa, AZ 85202 Tax ID#: 86-0868376	501(c)(3) Public Charity	Community Engagement	Not Applicable	**20,000**
Stardust Foundation, Central New York 2 State Street Auburn, NY 13021 Tax ID#: 20-8823881	501(c)(3) Private Foundation	Community Engagement	Not Applicable	**900,000**

Organization	Recipient Status	Purpose of Grant	Recipient Relationship	Grant Amount
Teach for America 3030 N. Central Avenue, Suite 900 Phoenix, AZ 85012 Tax ID#: 13-3541913	501(c)(3) Public Charity	Community Engagement	Not Applicable	**25,000**
Translational Genomics Research Inst. 445 North Fifth Street Phoenix, AZ 85004 Tax ID#: 75-3065445	501(c)(3) Public Charity	Science	Not Applicable	**20,000**
Treasures 4 Teachers 2127 S. Priest Drive, Suite 406 Tempe, AZ 85282	501(c)(3) Public Charity	Community Engagement	Not Applicable	**5,000**
Trends Charitable Fund 6045 North Scottsdale Road, Suite 205 Scottsdale, AZ 85250 Tax ID#: 86-0826428	501(c)(3) Public Charity	Community Engagement	Not Applicable	**10,000**
United Way Foundation, Valley of the Sun 1515 East Osborn Road Phoenix, AZ 85014 Tax ID#: 86-1002212	501(c)(3) Public Charity	Community Engagement	Not Applicable	**3,729,550**
United Way, Firestar 1515 East Osborn Road Phoenix, AZ 85014 Tax ID#: 86-0104419	501(c)(3) Public Charity	Community Engagement	Not Applicable	**260,000**
Wellness Community 360 East Palm Lane Phoenix, AZ 85004 Tax ID#: 86-0897810	501(c)(3) Public Charity	Community Engagement	Not Applicable	**100,000**

TOTAL GRANTS AND CONTRIBUTIONS PAID 2010	***$5,344,150***

STARDUST FOUNDATION -- GRANTS APPROVED FOR FUTURE PAYMENT AT 12/31/2010
TAX ID 86-0735230

Organization	Recipient Status	Purpose of Grant	Recipient Relationship	Grant Amount
SAFE, Back to School Clothing Drive P.O. Box 99 Glendale, AZ 85311 Tax ID#: 74-2382265	501(c)(3) Public Charity	Community Engagement	Not Applicable	**150,000**
United Way, Firestar 1515 East Osborn Road Phoenix, AZ 85014 Tax ID#: 86-0104419	501(c)(3) Public Charity	Community Engagement	Not Applicable	**260,000**
Wellness Community 360 East Palm Lane Phoenix, AZ 85004 Tax ID#: 86-0897810	501(c)(3) Public Charity	Community Engagement	Not Applicable	**100,000**

TOTAL GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT AT 12/31/2010	***$510,000***

1/24/2011

Stardust Foundation, Inc. 86-0735230

Summary of 2010 Grants to Stardust Foundation, Central New York

12/31/2010

2010 Grants to Central New York

8/20/2010	$460,000
12/2/2010	$440,000
Grant Amount	**$ 900,000**

Disbursements	Amount	Date Reports were received
Cayuga County Employment & Training Dept	$2,500	1/4/2010
Red House Arts Center	$500	1/4/2010
Champions for Life - Blueprint II & LEAD	$125,000	1/4/2010
Montessori School of Finger Lakes	$10,000	1/4/2010
Musical Theatre Festival - payment #1 for 2010	$125,000	1/4/2010
Hospice of the Finger Lakes	$5,000	1/11/2010
Indian Mound Cemetery Association	$1,000	2/15/2010
City of Auburn - Critical Incident Stress Mgmt Training	$3,500	3/9/2010
Cayuga County Parks & Trails - Blueprint II winner	$5,000	3/9/2010
Cayuga Museum of History & Art	$500	3/9/2010
Girl Scouts of NYPENN Pathways	$1,000	3/9/2010
Freedom Recreational Services	$6,000	3/23/2010
Auburn Beautification Commission	$2,000	3/30/2010
Schweinfurth Memorial Art Center	$5,000	3/30/2010
Cayuga/Seneca Community Action Agency	$500	3/30/2010
Champions for Life	$10,000	4/6/2010
Grantsmaker's Forum of New York	$2,000	5/18/2010
City of Auburn - Street Banners	$7,700	5/18/2010
City of Auburn - 2010 Founder's Day	$16,000	5/18/2010
Musical Theatre Festival - partial payment #2 for 2010	$25,000	6/29/2010
Neighborhood House	$15,000	6/29/2010
Auburn Beautification Commission	$10,000	6/29/2010
Matthew House	$2,000	6/29/2010
Cayuga Chamber of Commerce Foundation	$5,500	6/29/2010
TomatoFest	$1,000	6/29/2010
Cayuga Chamber of Commerce Foundation	$5,000	6/29/2010
Cayuga County Office for the Aging	$1,500	6/29/2010
Calvary Food Pantry	$500	6/29/2010
Auburn Public Theatre	$5,000	6/29/2010
Human Services Coalition of Cayuga County	$20,000	6/29/2010
Musical Theatre Festival - partial payment #2 for 2010	$100,000	6/29/2010
Cayuga County Arts Council - refund	-$715	7/1/2010
Farmers Market Federation of New York	$1,000	7/30/2010
Majorpalozza	$1,000	10/7/2010
St. Mary's Church	$25,000	10/26/2010
Central New York Community Foundation - Cayuga Fd (partial)	$15,015	12/2/2010
2009 Funds Disbursed in 2010	**$560,000**	
Auburn Memorial Hospital	$250,000	8/20/2010
Cayuga Community College Foundation	$200,000	8/24/2010
Central New York Community Foundation Cayuga Fd (partial)	$6,935	12/2/2010
Home HeadQuarters	$500	12/22/2010
Cayuga Works Career Center	$2,500	12/22/2010
2010 Funds Disbursed in 2010	**$459,935**	
Total Funds Disbursed in 2010	**$1,019,935**	
Remaining funds to be disbursed in 2011	**$440,065**	

Statement C