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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

Department of the Treasury
Internal Revenue Service

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

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

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

| | | |
|---|--|--|
| Name of foundation BENITO AND FRANCES GAGUINE FOUNDATION C/O JOHN GAGUINE | | A Employer identification number 91-1792380 |
| Number and street (or P.O. box number if mail is not delivered to street address) 10117 SILVER STREET | Room/suite | B Telephone number 907 789-2986 |
| City or town, state, and ZIP code JUNEAU, AK 99801-8745 | | C If exemption application is pending, check here <input type="checkbox"/> |
| H 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 | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,070,484. (Part I, column (d) must be on cash basis.) | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|----------|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | 0. | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | 151,141. | 151,141. | | STATEMENT 1 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 284,995. | | | |
| b Gross sales price for all assets on line 6a | 358,438. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 284,995. | | |
| 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) | | | | | |
| 11 Other income | | | | | |
| 12 Total Add lines 1 through 11 | | 436,136. | 436,136. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees | | | | | |
| c Other professional fees | | | | | |
| 17 Interest | | | | | |
| 18 Taxes | STMT 2 | 14,910. | 0. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses | STMT 3 | 11,174. | 0. | | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 26,084. | 0. | | 0. |
| 25 Contributions, gifts, grants paid | | 550,550. | | | 550,550. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 576,634. | 0. | | 550,550. |
| 27 Subtract line 26 from line 12. | | -140,498. | | | |
| a Excess of revenue over expenses and disbursements | | | 436,136. | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

BENITO AND FRANCES GAGUINE FOUNDATION
C/O JOHN GAGUINE

91-1792380

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | |
|------------------------------------|--|---|--|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | 935,318. | 575,585. | 575,585. |
| | 2 Savings and temporary cash investments | | | | | |
| | 3 Accounts receivable ▶ | | | | | |
| | Less: allowance for doubtful accounts ▶ | | | 468,939. | | |
| | 4 Pledges receivable ▶ | | | | | |
| | Less: allowance for doubtful accounts ▶ | | | | | |
| | 5 Grants receivable | | | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | | | |
| | 7 Other notes and loans receivable ▶ | | | | | |
| | Less: allowance for doubtful accounts ▶ | | | | | |
| | 8 Inventories for sale or use | | | | | |
| | 9 Prepaid expenses and deferred charges | | | | | |
| | 10a Investments - U.S. and state government obligations | | | | | |
| | b Investments - corporate stock STMT 4 | | | 17,951,327. | 17,639,501. | 11,494,899. |
| | c Investments - corporate bonds | | | | | |
| Liabilities | 11 Investments - land, buildings, and equipment basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| | 12 Investments - mortgage loans | | | | | |
| | 13 Investments - other | | | | | |
| | 14 Land, buildings, and equipment: basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| | 15 Other assets (describe ▶ STATEMENT 5) | | | 0. | 1,000,000. | 1,000,000. |
| | 16 Total assets (to be completed by all filers) | | | 19,355,584. | 19,215,086. | 13,070,484. |
| | 17 Accounts payable and accrued expenses | | | | | |
| | 18 Grants payable | | | | | |
| Net Assets or Fund Balances | 19 Deferred revenue | | | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 Mortgages and other notes payable | | | | | |
| | 22 Other liabilities (describe ▶) | | | | | |
| | 23 Total liabilities (add lines 17 through 22) | | | 0. | 0. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31 | | | | | |
| | 24 Unrestricted | | | | | |
| | 25 Temporarily restricted | | | | | |
| | 26 Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | | | |
| | and complete lines 27 through 31. | | | | | |
| | 27 Capital stock, trust principal, or current funds | | | 19,355,584. | 19,215,086. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | 0. | 0. | |
| Net Assets or Fund Balances | 30 Total net assets or fund balances | | | 19,355,584. | 19,215,086. | |
| | 31 Total liabilities and net assets/fund balances | | | 19,355,584. | 19,215,086. | |

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 | 19,355,584. |
| 2 Enter amount from Part I, line 27a | 2 | -140,498. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 19,215,086. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 19,215,086. |

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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 WINSLOW MANAGEMENT SEE SCHEDULE | | | |
| b WINSLOW MANAGEMENT SEE SCHEDULE | | | |
| c 25000 WACHOVIA CORP 4.375% BONDS | P | | |
| d CAPITAL GAINS DIVIDENDS | | | |
| 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 | | | -42,847. |
| b | | | -5,789. |
| c 25,000. | | 24,807. | 193. |
| d 333,438. | | | 333,438. |
| e | | | |

| (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 | | | -42,847. |
| b | | | -5,789. |
| c | | | 193. |
| d | | | 333,438. |
| e | | | |

| | | |
|---|---|----------|
| 2 Capital gain net income or (net capital loss) | 2 | 284,995. |
| 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). If (loss), enter -0- in Part I, line 8 | 3 | N/A |

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 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 | 592,433. | 9,879,881. | .059964 |
| 2008 | 616,372. | 15,289,656. | .040313 |
| 2007 | 0. | 2,372,279. | .000000 |
| 2006 | 0. | 0. | .000000 |
| 2005 | 0. | 0. | .000000 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | .100277 |
| 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 | .020055 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 10,615,015. |
| 5 Multiply line 4 by line 3 | 5 | 212,884. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 4,361. |
| 7 Add lines 5 and 6 | 7 | 217,245. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 550,550. |

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

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

| | | | |
|--|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | 1 | 4,361. |
| 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 | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 4,361. |
| 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 | 4,361. |
| 6 Credits/Payments: | | | |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 1,080. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 1,080. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 3,281. | |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/> | 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? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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 | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 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. | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | 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? | 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. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AK | | |
| 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 | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---|---|--------------------|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address ► N/A | | | | |
| 14 | The books are in care of ► JOHN GAGUINE Telephone no. ► 907 789-2986 | | | |
| Located at ► 10117 SILVER STREET, JUNEAU, AK | | ZIP+4 ► 99801-8745 | | |
| 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 | N/A | |
| 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 | Yes | No |
| 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 ► | | | | X |

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

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

| | | Yes | No |
|----------------------------|---|-----|----|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A | 1b | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 4b | X |

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (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 |
|--|---|---|---|---------------------------------------|
| JOHN GAGUINE 10117 SILVER STREET JUNEAU, AK 99801 | PRES, TREAS & | DIRECTOR | | |
| PATRICIA DOBBINS 10117 SILVER STREET JUNEAU, AK 99801 | 0.00 | 0. | 0. | 0. |
| MARY ALICE MCKEEN 212 W NINETH STREET JUNEAU, AK 99801 | VICE PRES., SEC & DIRECTOR | | | |
| | 0.00 | 0. | 0. | 0. |
| | DIRECTOR | | | |
| | 0.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

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

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

0

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0

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

| | | | |
|---|---|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 10,601,015. |
| b | Average of monthly cash balances | 1b | 175,650. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 10,776,665. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 10,776,665. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 161,650. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 10,615,015. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 530,751. |

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

| | | | |
|----|--|----|----------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 530,751. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 4,361. |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 4,361. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 526,390. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 526,390. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 526,390. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|---|---|----|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 550,550. |
| 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 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 550,550. |
| 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 | 5 | 4,361. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 546,189. |

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.

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 526,390. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 138,513. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | | | | |
| e From 2009 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 550,550. | | | | |
| a Applied to 2009, but not more than line 2a | | | 138,513. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2010 distributable amount | | | | 412,037. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | 0. | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 114,353. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | | | | |

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

14170812 794379 B&FFFOUNDATIO 2010.04000 BENITO AND FRANCES GAGUINE B&FFOUN1

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 |
|---|--|--------------------------------------|-------------------------------------|-----------------|
| <p>a Paid during the year</p> <p>SEE ATTACHED SCHEDULE SEE ATTACHED SEE ATTACHED</p> | | 501C3 | | 550,550. |
| Total | | | ▶ 3a | 550,550. |
| <p>b Approved for future payment</p> <p>NONE</p> | | | | |
| Total | | | ▶ 3b | 0. |

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

| | | | | |
|-----|--|-------|------------|-----------|
| 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? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) | Cash | 1a(1) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|---|--|
| | | N/A | |
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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 |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
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| | | | | |
|-------------------------------|---|---|--------------------|--|
| 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. | | | |
| | Signature of officer or trustee <i>John R. Gaguine</i> | Date 8/12/11 | Title PRESIDENT | |
| Paid Preparer Use Only | Print/Type preparer's name WILLIAM L. MORRIS, JR. | Preparer's signature <i>William L. Morris, Jr.</i> | Date 08/12/11 | Check <input type="checkbox"/> if self-employed PTIN |
| | Firm's name ▶ WILLIAM MORRIS & ASSOCIATES, P.C. | | | Firm's EIN ▶ |
| | Firm's address ▶ P.O. BOX 610 FULTON, MD 20759-0610 | | | Phone no. (301) 498-1120 |

Form 990-PF (2010)

Form **2848**(Rev. June 2008)
Department of the Treasury
Internal Revenue Service**Power of Attorney
and Declaration of Representative**

▶ Type or print. ▶ See the separate instructions.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name

Telephone

Function

Date / /

Part I Power of Attorney**Caution:** Form 2848 will not be honored for any purpose other than representation before the IRS.**1 Taxpayer information.** Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address

BENITO AND FRANCES GAGUINE FOUNDATION**C/O JOHN GAGUINE****10117 SILVER STREET****JUNEAU, AK 99801-8745**

Social security number(s)

Employer identification
number**91-1792380**

Daytime telephone number

907-789-2986

Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

WILLIAM L. MORRIS, JR., CPA**8628 WATERSIDE COURT****LAUREL, MD 20723**CAF No. **5000-6115R**Telephone No. **301-498-1120**Fax No. **240-568-6166**Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

| Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3) | Tax Form Number (1040, 941, 720, etc.) | Year(s) or Period(s) (see the instructions for line 3) |
|--|---|---|
| RETURN OF PRIVATE FOUNDATION | 990-PF | 2010 |
| | | |
| | | |

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4, Specific Uses Not Recorded on CAF. ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See Unenrolled Return Preparer on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶ _____

For Privacy Act and Paperwork Reduction Act Notice, see page 4 of the instructions.

Form **2848** (Rev. 8-2008)

Form 2848 (Rev. 6-2008)

Page 2

7 **Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

- a If you also want the second representative listed to receive a copy of notices and communications, check this box ☐
- b If you do not want any notices or communications sent to your representative(s), check this box ☐

8 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here. ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 **Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**


Signature

8/9/11
Date

PRESIDENT
Title (if applicable)

JOHN GAGUINE

Print Name

PIN Number

BENITO & FRANCES GAGUINE FOUNDATION
Print name of taxpayer from line 1 if other than individual

Signature

Date

Title (if applicable)

Print Name

PIN Number

Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.

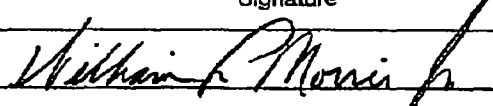
Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and

• I am one of the following:

- a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
- b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
- c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
- d Officer—a bona fide officer of the taxpayer's organization.
- e Full-Time Employee—a full-time employee of the taxpayer.
- f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
- g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 28 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
- h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 1 of the instructions.
- k Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
- l Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
- r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

| Designation—Insert above letter (a-r) | Jurisdiction (state) or Identification | Signature | Date |
|---------------------------------------|--|--|------------|
| B | MARYLAND |  | 08/08/2011 |
| | | | |
| | | | |

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|-------------|--|-----------|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| BARRETT OPPORTUNITY FUND | 417,502. | 333,438. | 84,064. |
| CANACCORD/ADAMS | 6,441. | 0. | 6,441. |
| CHARLES SCHWAB | 56,146. | 0. | 56,146. |
| SMITH BARNEY | 4,490. | 0. | 4,490. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 484,579. | 333,438. | 151,141. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 2 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| US | 14,910. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 14,910. | 0. | | 0. |

| | | | |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 3 |
|-------------|----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT ADVISORY FEES | 9,775. | 0. | | 0. |
| OTHER INVESTMENT FEES | 1,399. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 11,174. | 0. | | 0. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|-------------|----------------------|
| CORPORATE STOCKS - | 17,639,501. | 11,494,899. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 17,639,501. | 11,494,899. |

FORM 990-PF

OTHER ASSETS

STATEMENT

5

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|--|-------------------------------|---------------------------|----------------------|
| LOAN RECEIVABLE MICROCREDIT ENTERPRISES | 0. | 1,000,000. | 1,000,000. |
| TO FORM 990-PF, PART II, LINE 15 | 0. | 1,000,000. | 1,000,000. |

Winslow Management Company

REALIZED GAINS AND LOSSES

Benito & Frances C. Gaguine Foundation
JZB243338

a0048
From 12-31-09 Through 12-31-10

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss | |
|-----------|------------|----------|-------------------------------------|------------|---------------------|----------|--------------|-----------|
| | | | | | | | Short Term | Long Term |
| 06-25-09 | 01-06-10 | 300 | Clean Energy Fuels Corporation | 2,490 | | 5,472 | 2,982 | |
| 06-25-09 | 01-07-10 | 272 | Clean Energy Fuels Corporation | 2,258 | | 4,833 | 2,576 | |
| 06-25-09 | 01-07-10 | 8 | Clean Energy Fuels Corporation | 66 | | 142 | 76 | |
| 06-25-09 | 01-07-10 | 12 | Clean Energy Fuels Corporation | 100 | | 213 | 114 | |
| 06-25-09 | 01-07-10 | 12 | Clean Energy Fuels Corporation | 100 | | 223 | 124 | |
| 07-16-09 | 01-14-10 | 150 | Church & Dwight Co., Inc | 8,345 | | 9,304 | 959 | |
| 07-21-09 | 01-14-10 | 70 | Church & Dwight Co., Inc | 3,937 | | 4,342 | 405 | |
| 10-08-09 | 01-14-10 | 85 | Church & Dwight Co., Inc | 4,878 | | 5,272 | 394 | |
| 10-20-09 | 01-19-10 | 60 | Chicago Bridge & Iron Company NV | 1,216 | | 1,400 | 184 | |
| 07-22-09 | 01-29-10 | 129 | Ruggedcom | 3,508 | | 2,424 | -1,085 | |
| 10-09-09 | 01-29-10 | 430 | Ruggedcom | 9,039 | | 8,078 | -960 | |
| 12-04-07 | 01-29-10 | 51 | Vestas Wind Systems | 5,025 | | 2,724 | | -2,301 |
| 02-04-08 | 01-29-10 | 100 | Vestas Wind Systems | 10,772 | | 5,341 | | -5,431 |
| 09-25-08 | 01-29-10 | 224 | Vestas Wind Systems | 25,868 | | 11,964 | | -13,903 |
| 01-12-09 | 01-29-10 | 68 | Vestas Wind Systems | 4,110 | | 3,632 | | -478 |
| 02-06-09 | 01-29-10 | 114 | Vestas Wind Systems | 5,394 | | 6,089 | 695 | |
| 10-13-09 | 01-29-10 | 60 | Vestas Wind Systems | 3,805 | | 3,205 | -600 | |
| 11-03-09 | 02-02-10 | 555 | Trex Company, Inc | 9,069 | | 8,913 | -156 | |
| 03-25-09 | 02-02-10 | 200 | Chipotle Mexican Grill, Inc Class A | 11,313 | | 20,106 | 8,793 | |
| 07-21-09 | 02-02-10 | 20 | Chipotle Mexican Grill, Inc Class A | 1,484 | | 2,011 | 527 | |
| 02-04-08 | 02-18-10 | 1,463 | First Group PLC - G34604101 | 19,824 | | 8,032 | | -11,792 |
| 04-24-08 | 02-18-10 | 1,202 | First Group PLC - G34604101 | 12,441 | | 6,599 | | -5,842 |
| 06-12-09 | 02-18-10 | 368 | First Group PLC - G34604101 | 2,370 | | 2,020 | -349 | |

W I N S L O W
GREEN INVESTING SINCE 1983
A Brown Advisory Investment Group

Winslow Management Company

REALIZED GAINS AND LOSSES

Benito & Frances C. Gaguine Foundation
JZB243338

a0048

From 12-31-09 Through 12-31-10

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss | |
|-----------|------------|----------|-------------------------------|------------|---------------------|----------|--------------|-----------|
| | | | | | | | Short Term | Long Term |
| 07-22-09 | 02-18-10 | 255 | First Group PLC - G34604101 | 1,455 | | 1,400 | -55 | |
| 07-24-08 | 02-18-10 | 148 | Novozymes A/S Nam | 14,366 | | 15,149 | | 783 |
| 07-23-08 | 02-19-10 | 1,251 | Carmanah Technologies | 1,327 | | 876 | | -451 |
| 10-31-07 | 02-22-10 | 735 | Sims Metal Management Limited | 18,922 | | 12,987 | | -5,935 |
| 04-23-08 | 02-22-10 | 50 | Sims Metal Management Limited | 1,626 | | 883 | | -743 |
| 05-15-08 | 02-22-10 | 12 | Sims Metal Management Limited | 415 | | 212 | | -203 |
| 05-15-08 | 03-01-10 | 78 | Sims Metal Management Limited | 2,700 | | 1,364 | | -1,337 |
| 09-17-08 | 03-01-10 | 327 | Sims Metal Management Limited | 7,567 | | 5,718 | | -1,849 |
| 12-04-08 | 03-01-10 | 74 | Sims Metal Management Limited | 593 | | 1,294 | | 701 |
| 06-12-09 | 03-01-10 | 2,893 | EDP Renovaveis | 29,598 | | 23,156 | -6,441 | |
| 10-13-09 | 03-01-10 | 230 | EDP Renovaveis | 2,525 | | 1,841 | -684 | |
| 10-20-09 | 03-01-10 | 885 | EDP Renovaveis | 9,455 | | 7,084 | -2,371 | |
| 07-23-08 | 03-01-10 | 727 | Kingspan Group (G52654103) | 8,646 | | 5,322 | | -3,325 |
| 07-28-08 | 03-01-10 | 540 | Kingspan Group (G52654103) | 5,859 | | 3,953 | | -1,906 |
| 11-10-09 | 03-01-10 | 1,432 | Kingspan Group (G52654103) | 12,489 | | 10,482 | -2,006 | |
| 11-12-09 | 03-01-10 | 579 | Kingspan Group (G52654103) | 5,014 | | 4,238 | -776 | |
| 07-24-08 | 03-01-10 | 56 | Novozymes A/S Nam | 5,436 | | 5,710 | | 274 |
| 10-03-08 | 03-01-10 | 127 | Novozymes A/S Nam | 10,863 | | 12,949 | | 2,086 |
| 10-27-09 | 03-01-10 | 83 | Novozymes A/S Nam | 7,102 | | 8,463 | 1,360 | |
| 02-06-06 | 03-03-10 | 129 | United Natural Foods, Inc | 4,000 | | 3,511 | | -489 |
| 02-01-08 | 03-03-10 | 22 | United Natural Foods, Inc | 541 | | 599 | | 57 |
| 05-15-08 | 03-03-10 | 125 | United Natural Foods, Inc | 2,290 | | 3,402 | | 1,112 |
| 09-17-08 | 03-03-10 | 41 | United Natural Foods, Inc | 971 | | 1,116 | | 145 |

W I N S L O W

GREEN INVESTING SINCE 1983

A Brown Advisory Investment Group

Winslow Management Company

REALIZED GAINS AND LOSSES

Benito & Frances C. Gaguine Foundation
JZB243338

a0048

From 12-31-09 Through 12-31-10

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Gain Or Loss | |
|-----------|------------|----------|----------------------------------|------------|---------------------|--------------|-----------|
| | | | | | | Short Term | Long Term |
| 02-10-09 | 03-03-10 | 108 | United Natural Foods, Inc | 1,562 | | 2,940 | 1,378 |
| 09-17-08 | 03-03-10 | 122 | Interface, Inc | 1,473 | | 1,094 | -378 |
| 03-25-09 | 03-03-10 | 440 | Interface, Inc | 1,327 | | 3,947 | 2,619 |
| 07-23-08 | 03-03-10 | 6,253 | Carmanah Technologies | 6,633 | | 4,212 | -2,421 |
| 07-24-08 | 03-03-10 | 2,012 | Carmanah Technologies | 2,126 | | 1,355 | -770 |
| 07-28-08 | 03-03-10 | 743 | Carmanah Technologies | 779 | | 500 | -278 |
| 03-25-09 | 03-12-10 | 516 | Interface, Inc | 1,557 | | 5,755 | 4,199 |
| 03-27-09 | 03-12-10 | 544 | Interface, Inc | 1,706 | | 6,068 | 4,362 |
| 10-20-09 | 03-22-10 | 176 | Chicago Bridge & Iron Company NV | 3,566 | | 4,125 | 560 |
| 12-04-08 | 04-01-10 | 559 | Sims Metal Management Limited | 4,483 | | 11,329 | 6,846 |
| 10-01-09 | 04-01-10 | 485 | Sims Metal Management Limited | 9,354 | | 9,829 | 475 |
| 11-19-09 | 04-01-10 | 749 | Headwaters, Inc | 3,575 | | 3,575 | -2 |
| 11-19-09 | 04-01-10 | 353 | Headwaters, Inc | 1,774 | | 1,684 | -90 |
| 02-01-08 | 04-05-10 | 1,986 | US Geothermal, Inc | 5,104 | | 1,887 | -3,217 |
| 09-17-08 | 04-05-10 | 1,185 | US Geothermal, Inc | 1,706 | | 1,126 | -581 |
| 09-18-08 | 04-05-10 | 315 | US Geothermal, Inc | 477 | | 299 | -178 |
| 07-21-09 | 04-05-10 | 1,285 | US Geothermal, Inc | 1,859 | | 1,221 | -639 |
| 04-21-08 | 04-08-10 | 800 | US Geothermal, Inc (Restricted) | 1,858 | | 768 | -1,090 |
| 11-19-09 | 04-16-10 | 35 | Headwaters, Inc. | 176 | | 175 | -1 |
| 11-23-09 | 04-16-10 | 472 | Headwaters, Inc | 2,343 | | 2,361 | 18 |
| 11-24-09 | 04-16-10 | 312 | Headwaters, Inc | 1,544 | | 1,560 | 17 |
| 12-09-09 | 04-16-10 | 1,206 | Headwaters, Inc | 5,801 | | 6,032 | 231 |
| 12-15-09 | 05-12-10 | 796 | Comfort Systems USA, Inc | 9,907 | | 9,097 | -810 |
| 12-23-09 | 05-12-10 | 384 | Comfort Systems USA, Inc | 4,869 | | 4,388 | -481 |
| 03-04-10 | 05-12-10 | 338 | Comfort Systems USA, Inc | 4,005 | | 3,863 | -143 |
| 10-23-09 | 06-02-10 | 625 | ProLogis | 7,950 | | 6,769 | -1,181 |
| 09-29-09 | 06-02-10 | 69 | Encor Group, Inc | 1,768 | | 1,635 | -133 |
| 02-10-09 | 06-07-10 | 283 | United Natural Foods, Inc | 4,092 | | 9,200 | 5,108 |
| 02-10-09 | 06-08-10 | 96 | United Natural Foods, Inc | 1,388 | | 3,122 | 1,734 |
| 09-30-09 | 06-08-10 | 145 | United Natural Foods, Inc | 3,477 | | 4,715 | 1,238 |

Winslow Management Company

REALIZED GAINS AND LOSSES

Benito & Frances C. Gaguine Foundation
JZB243338
a0048

From 12-31-09 Through 12-31-10

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss | |
|-----------|------------|----------|----------------------------------|------------|---------------------|----------|--------------|-----------|
| | | | | | | | Short Term | Long Term |
| 10-16-09 | 06-08-10 | 225 | United Natural Foods, Inc | 5,600 | | 7,317 | 1,717 | |
| 03-23-10 | 07-01-10 | 545 | Willbros Group, Inc | 6,927 | | 3,882 | -3,045 | |
| 03-23-10 | 07-13-10 | 212 | Willbros Group, Inc | 2,695 | | 1,586 | -1,108 | |
| 03-25-10 | 07-13-10 | 740 | Willbros Group, Inc | 9,317 | | 5,537 | -3,779 | |
| 04-15-10 | 07-13-10 | 105 | Willbros Group, Inc | 1,381 | | 786 | -595 | |
| 06-03-10 | 07-13-10 | 1,073 | Willbros Group, Inc | 9,412 | | 8,029 | -1,383 | |
| 03-25-09 | 07-23-10 | 174 | Westport Innovations, Inc. | 899 | | 3,487 | | 2,588 |
| 01-29-10 | 07-28-10 | 634 | Cascades Inc | 4,781 | | 4,217 | -563 | |
| 02-01-10 | 07-28-10 | 615 | Cascades Inc | 4,635 | | 4,091 | -544 | |
| 03-12-10 | 07-28-10 | 512 | Cascades Inc | 4,148 | | 3,406 | -742 | |
| 10-20-09 | 07-29-10 | 299 | Chicago Bridge & Iron Company NV | 6,058 | | 6,450 | 392 | |
| 09-17-08 | 07-30-10 | 4,350 | Capstone Turbine Corp | 6,481 | | 4,101 | -2,381 | |
| 09-17-08 | 08-05-10 | 350 | Capstone Turbine Corp. | 521 | | 322 | -199 | |
| 07-21-09 | 08-05-10 | 2,030 | Capstone Turbine Corp. | 1,644 | | 1,868 | 224 | |
| 03-29-10 | 08-05-10 | 2,591 | Capstone Turbine Corp. | 3,472 | | 2,384 | -1,088 | |
| 06-14-10 | 08-06-10 | 252 | Veeco Instruments, Inc | 9,547 | | 10,029 | 482 | |
| 07-01-10 | 08-06-10 | 114 | Veeco Instruments, Inc | 3,908 | | 4,537 | 629 | |
| 07-02-10 | 08-06-10 | 116 | Veeco Instruments, Inc | 4,075 | | 4,616 | 541 | |
| 10-16-09 | 08-09-10 | 260 | United Natural Foods, Inc | 6,471 | | 9,313 | 2,842 | |
| 03-29-10 | 08-12-10 | 4,501 | Capstone Turbine Corp | 6,031 | | 3,216 | -2,815 | |
| 02-01-08 | 08-19-10 | 321 | Telvent Git S A | 6,780 | | 6,549 | | -230 |
| 04-23-08 | 08-19-10 | 81 | Telvent Git S A | 1,936 | | 1,653 | | -284 |
| 04-28-08 | 08-19-10 | 19 | Telvent Git S A | 474 | | 388 | | -86 |
| 05-15-08 | 08-19-10 | 20 | Telvent Git S A | 561 | | 408 | | -153 |
| 09-18-08 | 08-19-10 | 28 | Telvent Git S A | 588 | | 571 | | -17 |
| 09-22-08 | 08-19-10 | 17 | Telvent Git S A | 358 | | 347 | | -11 |
| 09-23-08 | 08-19-10 | 16 | Telvent Git S A | 337 | | 326 | | -10 |
| 09-26-08 | 08-19-10 | 157 | Telvent Git S A | 3,299 | | 3,203 | | -96 |
| 03-29-10 | 08-25-10 | 450 | Capstone Turbine Corp | 603 | | 286 | -317 | |
| 04-26-10 | 08-25-10 | 4,882 | Capstone Turbine Corp | 6,298 | | 3,105 | -3,192 | |
| 06-08-10 | 08-25-10 | 4,276 | Capstone Turbine Corp | 4,875 | | 2,720 | -2,155 | |
| 09-17-08 | 08-27-10 | 371 | Nalco Holding Company | 7,558 | | 8,470 | | 932 |
| 09-29-09 | 09-10-10 | 357 | Emcor Group, Inc | 9,146 | | 8,493 | -653 | |

Winslow Management Company

REALIZED GAINS AND LOSSES

Benito & Frances C. Gaguine Foundation
JZB243338

a0048

From 12-31-09 Through 12-31-10

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss | |
|-----------|------------|----------|-------------------------------------|------------|---------------------|----------|--------------|-----------|
| | | | | | | | Short Term | Long Term |
| 09-29-09 | 09-14-10 | 382 | Emcor Group, Inc | 9,787 | | 9,223 | -564 | |
| 09-29-09 | 09-17-10 | 112 | Emcor Group, Inc | 2,869 | | 2,659 | -210 | |
| 10-08-09 | 09-17-10 | 125 | Emcor Group, Inc. | 3,149 | | 2,968 | -181 | |
| 01-19-10 | 09-17-10 | 528 | Emcor Group, Inc | 13,749 | | 12,537 | -1,213 | |
| 02-02-10 | 09-28-10 | 181 | Green Mountain Coffee Roasters, Inc | 5,198 | | 6,690 | 1,491 | |
| 09-26-08 | 10-06-10 | 44 | Telvent Git S A | 925 | | 1,076 | | 152 |
| 12-04-08 | 10-06-10 | 29 | Telvent Git S A | 278 | | 709 | | 431 |
| 12-04-08 | 10-11-10 | 390 | Telvent Git S A | 3,738 | | 9,348 | | 5,610 |
| 02-22-10 | 10-13-10 | 535 | Rubicon Technology, Inc | 9,049 | | 10,127 | 1,078 | |
| 03-04-10 | 10-13-10 | 140 | Rubicon Technology, Inc | 2,362 | | 2,650 | 288 | |
| 12-21-07 | 10-19-10 | 110 | Acuity Brands, Inc | 4,962 | | 5,437 | | 475 |
| 02-01-08 | 10-19-10 | 12 | Acuity Brands, Inc | 561 | | 593 | | 32 |
| 06-19-07 | 10-21-10 | 51 | First Solar, Inc | 4,027 | | 7,367 | | 3,341 |
| 10-29-09 | 10-29-10 | 433 | American Superconductor Corp. | 14,576 | | 14,582 | 6 | |
| 09-13-10 | 11-02-10 | 446 | Trex Company, Inc | 9,342 | | 7,765 | -1,577 | |
| 09-15-10 | 11-02-10 | 223 | Trex Company, Inc | 4,423 | | 3,882 | -541 | |
| 09-17-10 | 11-02-10 | 272 | Trex Company, Inc | 5,309 | | 4,735 | -574 | |
| 11-27-09 | 11-05-10 | 99 | Saft Groupe S A | 4,798 | | 3,709 | -1,089 | |
| 01-27-10 | 11-05-10 | 117 | Saft Groupe S A | 5,106 | | 4,383 | -723 | |
| 08-23-10 | 11-15-10 | 79 | iTron, Inc | 4,446 | | 4,664 | 218 | |
| 08-23-10 | 11-16-10 | 79 | iTron, Inc | 4,446 | | 4,576 | 129 | |
| 08-24-10 | 11-16-10 | 78 | iTron, Inc | 4,293 | | 4,518 | 225 | |
| 12-04-08 | 11-18-10 | 82 | Telvent Git S A | 786 | | 1,902 | | 1,117 |
| 12-17-08 | 11-18-10 | 39 | Telvent Git S A | 457 | | 905 | | 448 |
| 10-20-09 | 11-18-10 | 270 | Telvent Git S A | 8,543 | | 6,264 | -2,278 | |
| 02-10-10 | 11-19-10 | 0 | A O Smith Corp | 14 | | 19 | 4 | |
| 08-16-07 | 11-22-10 | 2,278 | Bioteq Environmental Tech | 6,974 | | 1,761 | -5,212 | |
| 04-23-08 | 11-22-10 | 1,540 | Bioteq Environmental Tech | 4,527 | | 1,191 | -3,336 | |
| 07-23-08 | 11-22-10 | 219 | Bioteq Environmental Tech | 692 | | 169 | -523 | |
| 09-24-08 | 11-22-10 | 423 | Bioteq Environmental Tech | 1,104 | | 327 | -777 | |
| 02-01-08 | 12-03-10 | 61 | Acuity Brands, Inc | 2,853 | | 3,464 | | 611 |
| 10-01-10 | 12-08-10 | 288 | United Natural Foods, Inc | 9,456 | | 10,325 | 869 | |

W I N S L O W
GREEN INVESTING SINCE 1983
A Green Advisory Investment Group

Winslow Management Company

REALIZED GAINS AND LOSSES

Benito & Frances C. Gaguine Foundation
JZB243338

a0048
From 12-31-09 Through 12-31-10

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss | |
|--------------------------|------------|----------|-----------------------|------------|---------------------|----------|--------------|-----------|
| | | | | | | | Short Term | Long Term |
| 12-02-10 | 12-13-10 | 91 | iTron, Inc | 4,825 | | 5,107 | 282 | |
| 12-03-10 | 12-13-10 | 104 | iTron, Inc | 5,591 | | 5,836 | 245 | |
| 02-01-08 | 12-13-10 | 52 | Acuity Brands, Inc | 2,432 | | 3,093 | | 661 |
| 04-23-08 | 12-13-10 | 60 | Acuity Brands, Inc | 2,765 | | 3,569 | | 804 |
| 04-29-10 | 12-31-10 | 644 | Powersecure Intl, Inc | 7,424 | | 4,907 | -2,517 | |
| TOTAL GAINS | | | | | | | 44,345 | 37,647 |
| TOTAL LOSSES | | | | | | | -50,134 | -80,494 |
| TOTAL REALIZED GAIN/LOSS | | | | 716,043 | 0 | 667,408 | -5,789 | -42,847 |

Benito and Frances Gaguine Foundation
C/O John Gaguine
Part XV, Form 990 PF Page 11
Grants and Contributions Paid During the Year

| <u>Name of Organization</u> | <u>Address</u> | <u>Amount</u> |
|------------------------------------|-------------------|--------------------------|
| International Rescue Committee Inc | New York NY USA | \$ 250,000 |
| US Committee for UNICEF | New York NY USA | 100,000 |
| Appleton Foundation | Santa Cruz CA USA | 200,000 |
| Southeast Alaska Food Bank | Janeau AK USA | 550 |
| Total | | <u>\$ 550,550</u> |