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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 2010, and ending

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

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT. #12161901
P.O. BOX 45174
SAN FRANCISCO, CA 94145-0174

A Employer identification number

94-6054473

B Telephone number (see the instructions)

(415) 705-7199

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 ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

► \$ 38,045,564.

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss) 1,132,942.

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 2,056,610.

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/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 1

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instr) SEE STM 2

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 3

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter 0)

c Adjusted net income (if negative, enter 0)

SCANNED MAY 23 2011

ADMINISTRATIVE AND OPERATING EXPENSES

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		896,866.	437,282.	437,282.
	3	Accounts receivable	156,859.			
		Less allowance for doubtful accounts		52,975.	156,859.	156,859.
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		59,668.	57,739.	57,739.
	10a	Investments — U S and state government obligations (attach schedule)		210,340.	148,819.	152,439.
	b	Investments — corporate stock (attach schedule)		8,907,892.	8,401,020.	10,973,947.
	c	Investments — corporate bonds (attach schedule)		1,436,088.	1,181,569.	1,294,033.
	LIABILITIES	11	Investments — land, buildings, and equipment basis	4,684,905.		
		Less accumulated depreciation (attach schedule) SEE STMT 4	2,141,655.	1,958,709.	2,543,250.	24,950,000.
12		Investments — mortgage loans				
13		Investments — other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)				
15		Other assets (describe SEE STATEMENT 5)	30,805.	23,265.	23,265.	
16		Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	13,553,343.	12,949,803.	38,045,564.	
17		Accounts payable and accrued expenses	100,509.	104,462.		
18		Grants payable				
NET ASSETS OR FUND BALANCES	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 6)	179,324.	195,913.		
	23	Total liabilities (add lines 17 through 22)	279,833.	300,375.		
		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.				
27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, building, and equipment fund	5,750,491.	5,750,491.			
29	Retained earnings, accumulated income, endowment, or other funds	7,523,019.	6,898,937.			
30	Total net assets or fund balances (see the instructions)	13,273,510.	12,649,428.			
31	Total liabilities and net assets/fund balances (see the instructions)	13,553,343.	12,949,803.			

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	13,273,510.
2	Enter amount from Part I, line 27a	2	-624,082.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	12,649,428.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	12,649,428.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 7				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	87,915.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	-554.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	1,941,626.	37,863,208.	0.051280
2008	2,669,501.	42,886,283.	0.062246
2007	1,940,985.	45,002,417.	0.043131
2006	1,513,515.	37,705,259.	0.040141
2005	1,023,797.	19,129,726.	0.053519

2 Total of line 1, column (d)	2	0.250317
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	0.050063
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	37,957,486.
5 Multiply line 4 by line 3	5	1,900,266.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,618.
7 Add lines 5 and 6	7	1,911,884.
8 Enter qualifying distributions from Part XII, line 4	8	1,762,609.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instr.)		1	23,235.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
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	23,235.
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	23,235.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	11,600.	
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	11,600.	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	306.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	11,941.	
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 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2010)

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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>FLEISCHMANN & WADA, INC., CPA'S</u> Telephone no <u>(415) 332-0220</u> Located at <u>ONE HARBOR DRIVE, STE. 102, SAUSALITO, CA</u> ZIP + 4 <u>94965-1433</u>			
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 <u>N/A</u>	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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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 <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
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	N/A
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

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Form 990-PF (2010)

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 instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b 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?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UNION BANK P.O. BOX 45174 SAN FRANCISCO, CA 94145-0174	CORP. TRUSTEE 15.00	353,656.	0.	0.
CHESTER R. MACPHEE, JR. P.O. BOX 874 ROSS, CA 94957	TRUSTEE 10.00	26,110.	0.	0.
THOMAS J. FEENEY, ESQ. 236 WEST PORTAL AVE., #847 SAN FRANCISCO, CA 94127-1423	TRUSTEE 5.00	0.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2010)

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	1a	12,268,883.
a	Average monthly fair market value of securities	1b	1,078,774.
b	Average of monthly cash balances	1c	25,187,862.
c	Fair market value of all other assets (see instructions)	1d	38,535,519.
d	Total (add lines 1a, b, and c)		
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	38,535,519.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	578,033.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,957,486.
6	Minimum investment return. Enter 5% of line 5	6	1,897,874.

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	1,897,874.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	23,235.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,235.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,874,639.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,874,639.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,874,639.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	1,762,609.
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1b	
b	Program-related investments — total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	1,762,609.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	6	1,762,609.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,874,639.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				92,550.
e From 2009				71,596.
f Total of lines 3a through e	164,146.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,762,609.				
a Applied to 2009, but not more than line 2a			0.	
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				1,762,609.
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))	112,030.			112,030.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	52,116.			
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 instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	52,116.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				52,116.
e Excess from 2010				

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
<i>a Paid during the year</i> 2010-SEE ATTACHED SCHEDULE	N/A		SEE ATTACHED SCHEDULE	1,697,700.
Total				▶ 3a 1,697,700.
<i>b Approved for future payment</i>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	2,734.	
4 Dividends and interest from securities			14	344,361.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	1,132,942.	
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	83,110.	4,805.
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)				1,563,147.	4,805.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,567,952.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2010

FEDERAL STATEMENTS

PAGE 1

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUNKER & COMPANY LLP	\$ 20,250.	\$ 18,225.		\$ 2,025.
FLEISCHMANN & WADA, INC.	59,187.	53,268.		5,919.
TOTAL	<u>\$ 79,437.</u>	<u>\$ 71,493.</u>		<u>\$ 7,944.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	\$ 23,235.			
FOREIGN TAXES PAID	983.	\$ 983.		
TOTAL	<u>\$ 24,218.</u>	<u>\$ 983.</u>		<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	\$ 4,999.	\$ 4,999.		
OFFICE EXPENSE	627.	627.		
OTHER INSURANCE	5,287.	5,287.		
RENTAL EXPENSES	728,087.	728,087.		
TOTAL	<u>\$ 739,000.</u>	<u>\$ 739,000.</u>		<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 3,502,336.	\$ 2,141,655.	\$ 1,360,681.	\$ 24,950,000.
LAND	363,604.		363,604.	0.
MISCELLANEOUS	818,965.	0.	818,965.	0.
TOTAL	<u>\$ 4,684,905.</u>	<u>\$ 2,141,655.</u>	<u>\$ 2,543,250.</u>	<u>\$ 24,950,000.</u>

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

STATEMENT 5
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST/DIVIDENDS RECEIVABLE	\$ 23,265.	\$ 23,265.
TOTAL	\$ 23,265.	\$ 23,265.

STATEMENT 6
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DEPOSITS	\$ 176,331.
DUE TO OTHERS	7,638.
EXCISE TAX PAYABLE	11,941.
ROUNDING	3.
TOTAL	\$ 195,913.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	500 SHS ABBOTT LABS COM	PURCHASED	6/13/2005	10/04/2010
2	8000 SHS APPLIED MATERIALS INC.	PURCHASED	VARIOUS	11/30/2010
3	3000 SHS BANK AMERICA CORP	PURCHASED	7/05/1994	12/02/2010
4	3300 SHS BP PLC ADR	PURCHASED	VARIOUS	7/09/2010
5	CASH IN LIEU BERKSHIRE HATHAWAY INC. DEL CL B NEW	PURCHASED	7/31/2003	3/17/2010
6	500 SHS COSTCO WHOLESALE CORP	PURCHASED	7/29/1998	10/04/2010
7	800 SHS COSTCO WHOLESALE CORP	PURCHASED	7/29/1998	12/02/2010
8	600 SHS DISNEY WALT CO.	PURCHASED	1/08/1996	10/04/2010
9	700 SHS DISNEY WALT CO.	PURCHASED	1/08/1996	12/02/2010
10	2700 SHS DOW CHEMICAL CO	PURCHASED	VARIOUS	10/04/2010
11	500 SHS DOW CHEMICAL CO	PURCHASED	7/05/1994	7/09/2010
12	1000 SHS DOW CHEMICAL CO	PURCHASED	7/05/1994	4/06/2010
13	700 SHS EMERSON ELECTRIC CO	PURCHASED	11/08/1991	12/02/2010
14	CASH IN LIEU EXXON MOBIL CORP	PURCHASED	9/17/2009	8/02/2010
15	1000 SHS EXXON MOBIL CORP	PURCHASED	9/13/1976	12/02/2010
16	CASH IN LIEU FRONTIER COMMUNICATIONSCORP COM	PURCHASED	3/13/2007	7/21/2010
17	1008 SHS FRONTIER COMMUNICATIONSCORP COM	PURCHASED	VARIOUS	7/09/2010
18	800 SHS GENERAL MILLS INC	PURCHASED	VARIOUS	10/04/2010
19	500 SHS GENERAL MILLS INC	PURCHASED	VARIOUS	7/09/2010
20	700 SHS GENERAL MILLS INC	PURCHASED	7/29/1998	12/02/2010
21	500 SHS HEWLETT PACKARD CO	PURCHASED	7/29/1998	7/09/2010
22	400 SHS HEWLETT PACKARD CO	PURCHASED	7/29/1998	10/04/2010
23	400 SHS INTERNATIONAL BUSINESS MACHINES CORP	PURCHASED	7/14/2000	12/02/2010
24	1000 SHS JP MORGAN CHASE & CO.	PURCHASED	7/05/1994	4/06/2010
25	1284 SHS JP MORGAN CHASE & CO.	PURCHASED	7/05/1994	7/09/2010
26	700 SHS JP MORGAN CHASE & CO.	PURCHASED	7/05/1994	12/02/2010

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
27	300 SHS MCDONALDS CORP	PURCHASED	7/29/1998	10/04/2010
28	2100 SHS MEDTRONIC INC.	PURCHASED	VARIOUS	11/30/2010
29	2000 SHS MICROSOFT CORP	PURCHASED	7/29/1998	10/04/2010
30	7200 SHS NOKIA CORP.	PURCHASED	VARIOUS	12/02/2010
31	400 SHS PEPSICO INC	PURCHASED	1/08/1996	12/02/2010
32	500 SHS TARGET CORP	PURCHASED	9/15/2000	7/09/2010
33	300 SHS UNITED TECHNOLOGIES CORP.	PURCHASED	3/27/2003	10/04/2010
34	800 SHS WELLS FARGO & CO	PURCHASED	7/14/2000	12/02/2010
35	1500 UNITS ISHARES MSCI EAFE INDEX FUND	PURCHASED	9/14/2005	4/06/2010
36	500 UNITS ISHARES MSCI EAFE INDEX FUND	PURCHASED	10/04/2005	4/06/2010
37	700 UNITS ISHARES MSCI EAFE INDEX FUND	PURCHASED	10/04/2008	7/14/2010
38	525 UNITS ISHARES MSCI EAFE INDEX FUND	PURCHASED	10/04/2005	10/04/2010
39	2975 UNITS ISHARES MSCI EAFE INDEX FUND	PURCHASED	12/19/2005	10/04/2010
40	100 UNITS SPDR SERIES TR BARCLAY CAP CONV STR	PURCHASED	12/21/2009	6/28/2010
41	400 UNITS SPDR SERIES TR BARCLAY CAP CONV STR	PURCHASED	12/21/2009	6/28/2010
42	500 UNITS SPDR SERIES TR BARCLAY CAP CONV STR	PURCHASED	12/21/2009	6/30/2010
43	1000 UNITS SPDR SERIES TR BARCLAY CAP CONV STR	PURCHASED	1/07/2010	7/22/2010
44	1000 UNITS SPDR SERIES TR BARCLAY CAP CONV STR	PURCHASED	1/28/2010	9/23/2010
45	3277.154 UNITS VANGUARD CONVERTIBLE SECS INV FD	PURCHASED	5/11/2009	7/09/2010
46	250000 VODAFONE GROUP PLC 7.75% 2/15/2010	PURCHASED	10/18/2000	2/15/2010
47	12855.49 SHS FGLMC 5.5% 7/1/2021	PURCHASED	3/27/2009	VARIOUS
48	13487.03 SHS FGLMC 5.00% 11/1/2021	PURCHASED	3/27/2009	VARIOUS
49	9748.88 SHS FNMA 5.00% 7/01/2033	PURCHASED	3/27/2009	VARIOUS
50	23245.80 SHS FNMA 4.50% 7/1/2020	PURCHASED	6/16/2009	VARIOUS
51	2000 SHS BURLINGTON NORTHN SANTA FE CORP.	PURCHASED	7/31/2003	2/12/2010
52	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	26,160.		24,315.	1,845.				\$ 1,845.
2	98,598.		215,600.	-117,002.				-117,002.
3	34,739.		31,485.	3,254.				3,254.
4	108,954.		83,200.	25,754.				25,754.
5	49.		15.	34.				34.
6	32,344.		14,763.	17,581.				17,581.
7	54,991.		23,625.	31,366.				31,366.
8	19,866.		12,237.	7,629.				7,629.
9	26,187.		14,277.	11,910.				11,910.
10	73,979.		78,618.	-4,639.				-4,639.
11	12,665.		10,940.	1,725.				1,725.
12	31,116.		21,880.	9,236.				9,236.
13	39,780.		8,773.	31,007.				31,007.
14	33.		33.	0.				0.
15	71,109.		2,838.	68,271.				68,271.
16	1.		2.	-1.				-1.
17	7,397.		2,376.	5,021.				5,021.
18	29,552.		9,113.	20,439.				20,439.
19	18,150.		5,696.	12,454.				12,454.

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
20	24,968.		8,907.	16,061.				\$ 16,061.
21	22,515.		11,102.	11,413.				11,413.
22	16,200.		8,880.	7,320.				7,320.
23	58,059.		41,465.	16,594.				16,594.
24	45,749.		16,896.	28,853.				28,853.
25	48,766.		21,694.	27,072.				27,072.
26	27,349.		11,827.	15,522.				15,522.
27	22,395.		10,020.	12,375.				12,375.
28	70,542.		98,820.	-28,278.				-28,278.
29	47,540.		55,469.	-7,929.				-7,929.
30	69,839.		247,603.	-177,764.				-177,764.
31	25,900.		10,283.	15,617.				15,617.
32	24,674.		13,675.	10,999.				10,999.
33	21,123.		9,065.	12,058.				12,058.
34	22,824.		17,590.	5,234.				5,234.
35	85,124.		85,586.	-462.				-462.
36	28,375.		29,065.	-690.				-690.
37	34,678.		40,691.	-6,013.				-6,013.
38	28,665.		30,518.	-1,853.				-1,853.
39	162,433.		180,031.	-17,598.				-17,598.
40	3,671.		3,775.	-104.				-104.
41	14,635.		15,100.	-465.				-465.
42	18,005.		18,875.	-870.				-870.
43	37,590.		38,560.	-970.				-970.
44	38,745.		36,890.	1,855.				1,855.
45	40,932.		35,000.	5,932.				5,932.
46	250,000.		250,000.	0.				0.
47	12,855.		13,346.	-491.				-491.
48	13,487.		14,102.	-615.				-615.
49	9,749.		10,087.	-338.				-338.
50	23,246.		23,987.	-741.				-741.
51	15,502.		0.	15,502.				15,502.
52								4,805.
TOTAL								\$ 87,915.

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: CHESTER R. MACPHEE, JR.
CARE OF:
STREET ADDRESS: P.O. BOX 591717
CITY, STATE, ZIP CODE: SAN FRANCISCO, CA 94159-1717
TELEPHONE:
FORM AND CONTENT: LETTERS EXPLAINING QUALIFIED ACTIVITIES UNDER IRC SECTION 501(C)(3).
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: CONTRIBUTIONS ARE MADE PRIMARILY TO SUPPORT LOCAL ACTIVITIES BENEFITTING THE HANDICAPPED AND INFIRMED, AND FOR EDUCATIONAL SUPPORT. HOWEVER, THERE ARE NO SPECIFIC RESTRICTIONS OR LIMITATIONS.

Form 990PF - Year 2010
94-6054473
George H. Sandy Foundation

Part II: Investments - Securities - Line 10(a)

Par Value/ <u>Units</u>	<u>U.S. Government Obligations</u>	Cost or <u>Basis</u>	Market <u>Value</u>
25,696.88	Federal Home Loan Mtg Corp. 5.00% 11/1/2021	\$ 26,677	\$ 27,275
25,495.45	Federal Home Mortgage Corp Pool 5.50% 7/1/2021	26,659	27,356
31,023.61	Federal National Mtg Assn Pool 5.00% 7/1/2033	32,100	32,812
61,425.22	Federal National Mtg Assn Pool 4.50% 7/1/2033	<u>63,383</u>	<u>64,996</u>
	Total U.S. Government Obligations	\$ <u>148,819</u>	\$ <u>152,439</u>

Form 990PF - Year 2010
94-6054473
George H. Sandy Foundation

Part II: Investments - Securities - Line 10(b)

Number of Shares	Common and Preferred Stock	Cost or Basis	Market Value
4,500	Abbott Labs	\$ 214,895	\$ 215,595
2,600	Allstate Corp Com	22,754	82,888
2,400	American Express	101,303	103,008
5,000	AT&T	125,144	146,900
2,600	Automatic Data Processing Inc	127,820	120,328
6,686	Bank of America Corp	149,770	89,191
2,200	Baxter Intl Inc	82,602	111,364
1	Berkshire Hathaway Inc Del Cl A	33,532	120,450
983	Berkshire Hathaway Inc Del Cl B New	22,015	78,748
3,000	Bristol Myers Squibb Co Com	75,433	79,440
3,400	Chevron Corp Com	110,609	310,250
6,000	Cisco Systems Inc	113,370	121,380
1,800	Colgate Palmolive Co	88,222	144,666
4,300	ConocoPhillips	105,916	292,830
2,000	Costco Wholesale Corp New Com	64,955	144,420
3,500	CVS Caremark Corporation	109,625	121,695
3,400	Danaher Corp	89,032	160,378
4,700	Disney, Walt Co Inc	101,989	176,297
1,000	DuPont Nemours & Co Com	42,741	49,880
5,300	Emerson Electric	86,084	303,001
2,300	Exelon Corp	57,987	95,772
4,090	Exxon Mobil Corporation	84,168	299,061
11,600	General Electric Co	346,107	212,164
4,000	General Mills Inc Com	81,513	142,360
2,000	Hanover Ins Group Inc Com	84,910	93,440
2,600	Hewlett Packard Co	61,042	109,460
5,500	Home Depot, Inc	111,876	192,830
12,900	Intel Corp	266,120	271,287
1,700	International Business Machs Com	162,365	249,492
5,000	Johnson & Johnson Com	82,655	309,250
7,300	JPMorgan Chase & Co	256,237	309,666
3,000	Kimberly Clark Corp	173,899	189,120
2,200	McDonalds Corp	65,656	168,872
9,200	Microsoft Corp	259,788	256,772
1,700	Monsanto Co	136,941	118,388
2,600	Nextera Energy Inc Com	80,519	135,174
6,000	Oracle Corp Com	118,280	187,800
3,200	Pepsico Inc Com	112,705	209,056
13,147	Pfizer Inc	361,737	230,204
1,100	Praxair Inc	74,539	105,017
2,000	Qualcomm Inc. Com	68,060	98,980
1,900	Schlumberger Ltd Com	76,568	158,650
3,500	Staples Inc	54,950	79,695
2,800	Target Corp	79,648	168,364
2,000	3M Co Com	43,954	172,600
1,700	United Technologies Corp	51,366	133,824
4,200	Verizon Communications	35,960	150,276
9,800	Wells Fargo & Co	224,535	303,702
Total Common and Preferred Stocks		\$ 5,481,896	\$ 8,123,985

Form 990PF - Year 2010
 94-6054473
 George H. Sandy Foundation

Part II: Investments - Securities - Line 10(b)

<u>Units</u>	<u>Exchange-Traded Funds</u>	<u>Cost or Basis</u>	<u>Market Value</u>
10,525	iShares MSCI EAFE Index Fund	\$ 716,307	\$ 612,766
	Total Exchange-Traded Funds	<u>716,307</u>	<u>612,766</u>
<u>Mutual Funds</u>			
29,090 491	Columbia Small Cap Value Fund II Class Z	341,322	400,285
29,798 806	Payden & Rygel Short Term Bond Fund	300,672	301,862
82,567 162	Highmark International Opportunities Fund	756,674	592,832
9,212 445	Highmark Geneva Small Cap Growth Fund	209,149	277,847
4,807 692	Pimco High Yield Fund	35,000	44,712
26,525 200	Dunham Appreciation & Income Fund	200,000	229,973
7,090 839	RS Emerging Markets Fund Class Y	185,000	189,680
9,182 948	Lazard Emerging Mkts Institutional Fund	<u>175,000</u>	<u>200,005</u>
	Total Mutual Funds	<u>2,202,817</u>	<u>2,237,196</u>
	Total Funds	\$ <u>2,919,124</u>	\$ <u>2,849,962</u>
	Total Corporate Stocks and Funds	\$ <u>8,401,020</u>	\$ <u>10,973,947</u>

Form 990PF - Year 2010
94-6054473
George H. Sandy Foundation

Part II: Investments - Securities - Line 10(c)

<u>Par</u> <u>Value</u>	<u>Corporate Bonds</u>	<u>Cost or</u> <u>Basis</u>	<u>Market</u> <u>Value</u>
250,000	Amgen Incorporated 5.70% 2/1/2019	\$ 258,208	\$ 284,225
250,000	Carolina Power & Light Bonds 5.30% 1/15/2019	256,541	277,505
150,000	Duke Energy Corp 5.30% 10/1/2015	153,398	168,077
100,000	International Business Machines 5.7% 9/14/2017	103,200	114,775
150,000	Pfizer Inc.6.20% 3/15/2019	155,064	175,704
150,000	Southern Cal Edison 4.150% 9/15/2014	150,096	160,701
100,000	Wal Mart Stores Inc 5.3750% 4/5/2017	105,062	113,046
	Total Corporate Bonds	\$ <u>1,181,569</u>	\$ <u>1,294,033</u>

George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

All contributions are made to tax-exempt organizations qualifying under Internal Revenue Code Section 501 (c)(3)

<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
<u>COMMUNITY</u>		
Adopt a Family of Marin 1930 Fourth Street San Rafael, CA 94901	To support their general operations and core services.	10,000
Alameda County Community Food Bank P.O. Box 2599 Oakland, CA 94614	To support their general operating fund and services in 2010.	15,000
Arriba Juntos 1850 Missions Street San Francisco, CA 94103	To support their automated offices skills program.	15,000
Bernal Heights Neighborhood Center 515 Cortland Avenue San Francisco, CA 94110	To support their Neighborhood Elders Support Team Case Management Program.	10,000
Bucklelew Programs 914 Mission Avenue San Rafael, CA 94901	To support the upgrade of their computer systems and network.	10,000
Canine Companions for Independence 2965 Dutton Avenue P.O. Box 446 Santa Rosa, CA 95402-0446	To support a Team Training Sponsorship which serves children waiting for canine companion dogs.	30,000
Central City Hospitality House 290 Turk Street San Francisco, CA 94102	To support their Hospitality House's general operations.	20,000
Episcopal Community Services of SF 165 Eighth Street, 3 rd Floor San Francisco, CA 94103	To support their general operations and core services.	15,000
Food Bank of Contra Costa and Solano 4010 Nelson Avenue Concord, CA 94520	To support their food distribution programs	15,000
Holy Family Day Home 299 Dolores Street San Francisco, CA 94103	To help subsidize tuition costs.	15,000
Homework Central P.O. Box 6687 San Mateo, CA 95503-6687	To provide assistance with site coordinator salaries.	5,000
HOPE Services 30 Las Colinas Lane San Jose, CA 95119	To support their Community Employment Program for individuals with developmental disabilities.	10,000

George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

All contributions are made to tax-exempt organizations qualifying under
Internal Revenue Code Section 501 (c)(3)

<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Jewish Family & Children Services 2150 Post Street San Francisco, CA 94115	To support their special needs program.	30,000
La Casa de las Madres 1663 Mission Street, Suite 225 San Francisco, CA 94103	To support their core services.	20,000
Marin Community Food Bank 75 Digital Drive Novato, CA 94949	To support their emergency food pantry program.	25,000
Meals on Wheels of S.F. 1375 Fairfax Avenue San Francisco, CA 94124	To provide general support for their programs.	25,000
Project Open Hand 730 Polk Street San Francisco, CA 94109	To support of their program services in San Francisco and Alameda counties.	20,000
Raphael House 1065 Sutter Street San Francisco, CA 94109	To support their general operations & expansion of children's services.	15,000
Ritter Center 16 Ritter Street P.O. Box 3517 San Rafael, CA 94912	To support their Food Pantry Program.	17,500
Saint Ignatius Church 650 Parker Avenue San Francisco, CA 94118	To support their Shelter Meal Program which distributes meals to homeless shelters in San Francisco.	15,000
Saint Vincent de Paul Society 169 Stillman Street San Francisco, CA 94107	To provide support of vital services for domestic violence survivors.	20,000
San Francisco C.A.S.A. Program 100 Bush Street, Suite 650 San Francisco, CA 94104	To support their volunteer training component.	25,000
San Francisco Food Bank 727 Golden Gate Avenue, Second Floor San Francisco, CA 94102	To support and expand the Healthy Children Pantry Program.	20,000
San Francisco SPCA 2500 16 th Street San Francisco, CA 94103	To support their animal-assisted therapy department.	20,000

George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

All contributions are made to tax-exempt organizations qualifying under Internal Revenue Code Section 501 (c)(3)

<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
San Francisco Senior Center 890 Beach Street San Francisco, CA 94109	To provide general operations support.	15,000
San Francisco Suicide Prevention P.O. Box 191350 San Francisco, CA 94159	To support their Youth Risk Reduction Program.	5,000
Senior Medi-Benefits 3195 Adeline Street P.O. Box 3435 Berkeley, CA 94703	To support their general programs and services.	12,000
St. Anne's Home Little Sisters of the Poor 300 Lake Street San Francisco, CA 94118-1397	To provide a Kowa Slit Lamp and blanket warming cabinet.	10,000
The Coming Home Project 1801 Bush Street, Suite 213 San Francisco, CA 94109	To provide support for mental health services for Iraq and Afghanistan Veterans.	50,000
Turn On To America 80 Hamilton Place Oakland, CA 94612	To provide funding to accomplish Food Pantry goals for 2010.	5,000
Wildcare 76 Albert Park Lane San Rafael, CA 94901	To provide support for their strategic plan program.	10,000
	Total Community Contributions	<u>\$529,500</u>

HANDICAP

The Arc of San Francisco 1500 Howard Street San Francisco, CA 94103	To provide support for the residential services.	10,000
Bay Area Outreach & Recreation 600 Bancroft Way Berkeley, CA 94710	To support the adaptive cycling program.	10,000
Blind Babies Foundation 1814 Franklin Street, 11 th Floor Oakland, CA 94612	To support their intensive intervention program.	10,000

George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

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Internal Revenue Code Section 501 (c)(3)

<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Books Aloud P.O. Box 5731 San Jose, CA 95150-8731	To provide for core services and volunteers	10,000
Camping Unlimited 4610 Whitesands Court El Sobrante, CA 94803	To support the rebuilding project at Camp Krem.	20,000
Center for Independent Living 2539 Telegraph Avenue Berkeley, CA 94704	To support their core services and to provide general support.	10,000
Center for Early Intervention on Deafness 1035 Grayson Street Berkeley, CA 94710	To support their home based education and support program.	10,000
Charles Armstrong School 1405 Solana Drive Belmont, CA 94002-3653	To support their Tuition Assistance program.	30,000
Environmental Traveling Companions Fort Mason Center, Building C San Francisco, CA 94123	To support their outdoor adventures and education programs.	15,000
Family Builders by Adoption 401 Grand Avenue, Suite 400 Oakland, CA 94610	To support their core programs and services.	15,000
Hearing & Speech Center of Northern CA 1234 Divisadero Street San Francisco, CA 94115	To provide support of the Family Communications Program.	10,000
In Spirit P.O. Box 383 Woodacre, CA 94973	To support their financial aid program for attendant care.	10,000
Janet Pomeroy Center 207 Skyline Blvd. San Francisco, CA 94132	To support their after-school programs for children and teens.	35,000
J.W. Oral School For the Deaf 3518 Jefferson Avenue Redwood City, CA 94062	To support their early intervention, listening and spoken language programs.	30,000
Laguna Honda Hospital Volunteers 375 Laguna Honda Boulevard San Francisco, CA 94116	To support their volunteer efforts & core services.	40,000

George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

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<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Lighthouse for the Blind & Visually Impaired (formerly Rose Resnick Lighthouse) 215 Van Ness Ave. San Francisco, CA 94102	To support their 2010 Summer Camp.	30,000
Marin Center for Independent Living 710 Fourth Street San Rafael, CA 94901	To support their Attendant Referral Registry.	20,000
Okizu Foundation 16 Digital Drive Novato, CA 94949	To support their general operation and core programs.	30,000
Positive Resource Center 785 Market Street, 10 th Floor San Francisco, CA 94103	To support their benefits counseling and employment services program.	10,000
Recording For The Blind & Dyslexic 20 Roszel Road Princeton, NJ 08540	To support the expansion of their Northern California studio operations.	15,000
Saint Ignatius College Preparatory 2001 37 th Avenue San Francisco, CA 94116	To support their scholarship program.	15,000
Saint Mary's College of California P.O. Box 4300 Moraga, CA 94575-3005	To support their Undergraduate Scholarship Assistance Fund	15,000
Stanbridge Academy 515 East Poplar Avenue San Mateo, CA 94401	To support their tuition assistance program.	36,500
Sunburst Projects 2 Padre Parkway, Suite 106 Rohnert Park, CA 94928	To support Camp Sunburst.	20,000
Total Handicap Contributions		<u>\$456,500</u>

SCHOOLS

Children's Empowerment, Inc. 480 Collins Avenue, Suite J Colma, CA 94014	To provide general operating support.	20,000
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George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

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<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
College of Marin Foundation The Marin Community Colleges 835 College Avenue Kentfield, CA 94904	To support their Disabled Students Program.	10,000
Hanna Boys Center 17000 Arnold Drive P.O. Box 100 Sonoma, CA 95476-0100	To support their summer schedule program.	10,000
Holy Name of Jesus School 1560 40th Avenue San Francisco, CA 94122-3030	To support tuition assistance for students.	15,000
Megan Furth Academy 2445 Pine Street San Francisco, CA 94115	To support their Tier II Tuition Aid Program and afterschool program.	20,000
San Francisco Education Fund 727 Golden Gate Avenue, 2 nd Floor San Francisco, CA 94102	To support the School Volunteers Program.	15,000
Schools of the Sacred Heart 1911 Pine Street San Francisco, CA 94109	To support their Financial Aid Program for Stuart Hall High School.	15,000
Star Academy 4470 Redwood Highway San Rafael, CA 94903	To support their Making Math Real program.	20,000
Swords to Plowshares 1060 Howard Street San Francisco, CA 94103	To support the work of the Health and Social Services Department.	15,000
University of the Pacific McGeorge School of Law 3200 Fifth Avenue Sacramento, CA 95817	To support their Public Legal Services Society Fund.	25,000
Vietnam Veterans of America, Inc. California State Council P.O. Box 884 Kentfield, CA 94914-0718	To provide general support for the Marin County chapter.	8,000
Wildlife Associates P.O. Box 3098 Half Moon Bay, CA 94019	To support the public school program.	10,000

George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

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<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
YWCA of San Francisco & Marin 271 Austin Street San Francisco, CA 94109	To support their Fiftyplus Employment program.	10,000
Total School Contributions		<u>\$193,000</u>
 <u>MEDICAL</u>		
Alisa Ann Ruch Burn Foundation 2501 W. Burbank Blvd., Ste. 201 Burbank, CA 91505	To support the 2010 young adult summit.	10,000
Alta Bates Summit Medical Center 2450 Ashby Avenue Berkeley, CA 94705	To support their Tele-Care Program.	10,000
Dogs for Diabetics, Inc. 1647 Willow Pass Road, #157 Concord, CA 94520-2611	To provide general support.	20,000
Hemophilia Foundation of Northern California 6400 Hollis Street, Suite 6 Emeryville, CA 94608	To provide general operating support.	15,000
Homeless Prenatal Program 2500 18 th Street San Francisco, CA 94110	To provide general support and for their building project.	20,000
Hospice By The Bay Foundation 17 East Sir Francis Drake Blvd., Ste. 100 Larkspur, CA 94939-1708	To support their nursing program.	25,000
KARA 457 Kingsley Avenue Palo Alto, CA 94301-3299	To provide support for general operating funds.	25,000
Maitri 401 Duboce Avenue San Francisco, CA 94117	To support six program areas for residents.	15,000
Marin Brain Injury 1132 Magnolia Avenue Larkspur, CA 94939	To provide general support for their current programs and expansion of programs.	35,000

George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

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<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Marin Community Clinics P.O. Box 1868 Novato, CA 94945	To purchase cervical cancer screening equipment.	23,700
Operation Access 115 Sansome Street, Suite 1205 San Francisco, CA 94104	To support their operations and core services.	15,000
Pathways Hospice Foundation 585 North Mary Avenue Sunnyvale, CA 94085	To general support of their program.	5,000
San Francisco Child Abuse Prevention Center 1757 Waller Street San Francisco, CA 94117	To provide support for health services for seriously ill and dying children.	10,000
Shanti 730 Polk Street San Francisco, CA 94109	To provide support for their programs.	10,000
Thesecondopinion 1200 Gough Street, Suite 500 San Francisco, CA 94109	To support their programs for adults needing second opinions.	20,000
West Marin Community Services 11431 Highway One, Suite 20 Point Reyes Station, CA 94956	To provide general operating support.	10,000

Total Medical Contributions	<u>\$268,700</u>
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YOUTH

Adolescent Counseling Services 4000 Middlefield Road, Room FH Palo Alto, CA 94303	To support their Adolescent Substance Abuse Treatment Program.	10,000
Advocates for Children 1515 S. El Camino Real, Suite 201 San Mateo, CA 94402	To provide advocacy services & mentoring for foster & delinquent children/youth in San Mateo County.	15,000
Big Brothers/Big Sisters of the Bay Area 731 Market Street, 6 th Floor San Francisco, CA 94103	To provide support for their community based mentoring program.	10,000
City Youth Now 375 Woodside Avenue San Francisco, CA 94127	To support their individual grant program.	20,000

George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

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<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Cleo Eulau Center 2483 Old Middlefield Way, Suite 208 Mountain View, CA 94043	To support their direct psychotherapy services.	20,000
El Centro de Libertad 1230-A Hopkins Avenue Redwood City, CA 94062	To support their Youth Intervention program.	10,000
Enterprise for High School Students 200 Pine Street, Suite #600 San Francisco, CA 94104	To support their Pathways program.	10,000
Huckleberry Youth Programs 3310 Geary Blvd. San Francisco, CA 94118	To assist in general funding for their programs.	5,000
Independent Living Resource Center 649 Mission Street, 3 rd Floor San Francisco, CA 94105	To provide support for their program and general operating funds.	10,000
JobTrain 1200 O' Brien Dr. Menlo Park, CA 94025	To support their culinary arts program	5,000
Larkin Street Youth Services 701 Sutter Street, Suite 2 San Francisco, CA 94109	To support their housing & supportive services.	60,000
Lavender Youth Recreation & Info Center 127 Collingwood Street San Francisco, CA 94114	To support their social change program.	15,000
PARCA 800 Airport Blvd., Suite 320 Burlingame, CA 94010-3210	To provide support for program expenses.	5,000
Patient Assistance Foundation 2100 Webster Street, Suite 100 San Francisco, CA 94115	To support their health collaboration with the YMCA senior health screening program.	10,000
Project Avary 385 Bel Marin Keys Blvd., Ste. G Novato, CA 94949	To provide support of their children's programs..	25,000
St. Paul of the Shipwreck Catholic 1122 Jamestown Avenue San Francisco, CA 94124	To support of their Sports & Arts Academy Afterschool Program.	10,000

George H. Sandy Foundation - Year 2010

94-6054473

Part XV - Line 3A - Contributions

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<u>NAME</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Sunny Hills Services 300 Sunny Hills Drive San Anselmo, CA 94960-1995	To support their Therapeutic Educational Enrichment Programs.	10,000
	Total Youth Contributions	<u>\$250,000</u>
	Total Contributions	<u>\$1,697,700</u>

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 1

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
RENTAL ACTIVITY - VARIOUS RENTAL PROPERTIES																
BUILDINGS																
5	1755 VAN NESS	12/31/70		617,453							617,453	617,453	S/L	18		0
6	2210 PACIFIC	12/30/70		578,731							578,731	578,731	S/L	18		0
	TOTAL BUILDINGS			1,196,184		0	0	0	0	0	1,196,184	1,196,184				0
FURNITURE AND FIXTURES																
7	FIXTURES/APPL	1/01/85		23,007							23,007	23,007	S/L	10		0
8	FIXTURES/APPL	1/01/81		28,947							28,947	28,947	S/L	10		0
12	FIXTURES	1/01/89		3,819							3,819	3,457	S/L	7		0
33	CARPET	3/01/93		1,176							1,176	1,176	S/L	7		0
37	AIR REDUCER	10/08/93		2,100							2,100	2,100	S/L	7		0
40	AIR REDUCER	10/08/93		3,063							3,063	3,063	S/L	7		0
52	CABINETS	11/19/94		4,962							4,962	4,962	S/L	7		0
66	DRAPERIES	4/14/95		1,108							1,108	1,108	S/L	7		0
67	CARPETS	8/14/95		7,833							7,833	7,833	S/L	7		0
69	CARPETS	10/13/95		1,892							1,892	1,892	S/L	7		0
93	CABINETS	2/07/97		2,127							2,127	2,127	S/L	7		0
96	CARPET	2/12/97		2,559							2,559	2,559	S/L	7		0
98	CABINETS	3/10/97		2,876							2,876	2,876	S/L	7		0
100	CARPET	5/20/97		6,245							6,245	6,245	S/L	7		0
101	CARPET	10/14/97		1,919							1,919	1,919	S/L	7		0
112	CARPET	8/14/98		1,978							1,978	1,978	S/L	7		0
113	CABINETS	9/30/98		1,978							1,978	1,978	S/L	7		0
114	CARPET	7/14/98		1,792							1,792	1,792	S/L	7		0

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 2

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
117	CARPET	9/30/98		1,957							1,957	1,957	S/L	7		0
122	CARPET	12/15/99		2,239							2,239	2,239	S/L	7		0
169	CARPET	10/09/02		1,327							1,327	1,327	S/L	7		0
170	CARPET	12/02/02		1,830							1,830	1,830	S/L	7		0
199	DRAPERIES	9/08/04		1,304							1,304	1,022	S/L	7		186
200	CARPET-COMMON AREAS	9/29/04		4,111							4,111	3,229	S/L	7		587
201	CARPET	12/13/04		1,486							1,486	1,166	S/L	7		212
208	WINDOW COVERINGS	3/02/05		1,082							1,082	697	S/L	7		155
209	CARPET	4/27/05		785							785	504	S/L	7		112
211	WINDOW COVERINGS	2/02/05		1,760							1,760	1,130	S/L	7		251
212	CARPET	4/01/05		964							964	621	S/L	7		138
214	LIGHTING FIXTURES	5/09/05		11,988							11,988	7,708	S/L	7		1,713
TOTAL FURNITURE AND FIXTURE																
				130,214	0	0	0	0	0	0	130,214	122,449				3,354
IMPROVEMENTS																
1	ELECTRIC CIRCUITS	1/01/77		3,586							3,586	3,586	S/L	10		0
2	ELEVATOR RENOV	1/01/79		31,337							31,337	31,337	S/L	10		0
3	ELEVATOR RENOV	1/01/77		13,731							13,731	13,731	S/L	10		0
4	UTILITY METERS	1/01/79		11,665							11,665	11,665	S/L	10		0
9	ROOF	9/01/87		30,000							30,000	24,279	S/L	27.5		1,091
13	IMPROVEMENTS	5/01/90		13,878							13,878	9,910	S/L	27.5		505
14	IMPROVEMENTS	7/01/90		6,203							6,203	4,397	S/L	27.5		226
15	IMPROVEMENTS	5/22/91		19,974							19,974	13,492	S/L	27.5		726
16	IMPROVEMENTS	9/30/91		2,442							2,442	1,624	S/L	27.5		89
17	IMPROVEMENTS	5/22/91		20,159							20,159	13,622	S/L	27.5		733
18	IMPROVEMENTS	11/30/91		5,000							5,000	3,291	S/L	27.5		182

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 3

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

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19	IMPROVEMENTS	11/30/91		8,900							8,900	5,859	S/L	27.5		324
20	IMPROVEMENTS	9/30/91		2,984							2,984	1,989	S/L	27.5		109
21	ROOF	10/01/85		15,000							15,000	15,000	S/L	19		0
24	BUILDOUT	1/01/93		3,969							3,969	2,448	S/L	27.5		144
25	PARAPET PLANS	2/01/93		2,700							2,700	1,659	S/L	27.5		98
26	BUILDOUT	4/01/93		3,509							3,509	2,133	S/L	27.5		128
27	BUILDOUT	6/01/93		4,350							4,350	2,608	S/L	27.5		158
29	BUILDOUT	9/01/93		9,680							9,680	5,749	S/L	27.5		352
30	PAINTING	7/21/93		23,152							23,152	13,823	S/L	27.5		842
31	TANK REMOVAL	11/09/93		20,241							20,241	11,899	S/L	27.5		736
32	TANK REMOVAL	7/28/93		5,097							5,097	2,914	S/L	27.5		185
41	ROOFING REPAIR	9/09/94		17,750							17,750	9,891	S/L	27.5		645
42	TILE ROOF PAINTING	12/01/94		10,950							10,950	6,004	S/L	27.5		398
43	IMPROVEMENTS	12/14/94		6,404							6,404	3,514	S/L	27.5		233
44	TANK REMOVAL	3/14/94		6,130							6,130	3,512	S/L	27.5		223
45	IMPROVEMENTS	11/01/94		38,800							38,800	21,400	S/L	27.5		1,411
46	IMPROVEMENTS	2/20/94		5,650							5,650	3,244	S/L	27.5		205
47	IMPROVEMENTS	3/21/94		3,520							3,520	2,016	S/L	27.5		128
49	IMPROVEMENTS	5/31/94		3,113							3,113	1,761	S/L	27.5		113
50	IMPROVEMENTS	10/17/94		1,935							1,935	1,065	S/L	27.5		70
53	IMPROVEMENTS	3/14/95		3,904							3,904	2,100	S/L	27.5		142
54	IMPROVEMENTS	3/14/95		2,250							2,250	1,212	S/L	27.5		82
55	HOT WATER BOILER/TANKS	5/12/95		9,540							9,540	5,075	S/L	27.5		347
56	IMPROVEMENTS	6/15/95		5,236							5,236	2,765	S/L	27.5		190
57	IMPROVEMENTS	9/15/95		14,416							14,416	7,490	S/L	27.5		524
58	IMPROVEMENTS	4/24/95		6,640							6,640	3,546	S/L	27.5		241
59	IMPROVEMENTS	5/18/95		7,526							7,526	4,007	S/L	27.5		274

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 4

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR	SALVAGE /BASIS REDUCT	DEPR BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
60	ROOFING	6/15/95		7,400							7,400	3,912	S/L	27.5		269
61	IMPROVEMENTS	8/14/95		3,200							3,200	1,668	S/L	27.5		116
62	IMPROVEMENTS	3/09/95		6,250							6,250	3,358	S/L	27.5		227
63	LIGHTING	5/12/95		3,179							3,179	1,696	S/L	27.5		116
64	IMPROVEMENTS	3/09/95		4,750							4,750	2,559	S/L	27.5		173
68	IMPROVEMENTS	10/09/95		5,145							5,145	2,657	S/L	27.5		187
70	IMPROVEMENTS	4/01/96		2,925							2,925	1,454	S/L	27.5		106
71	IMPROVEMENTS	6/13/96		18,865							18,865	9,290	S/L	27.5		686
72	IMPROVEMENTS	11/15/96		50,863							50,863	50,863	S/L	27.5		0
73	ROOFING	12/06/96		25,850							25,850	12,259	S/L	27.5		940
74	IMPROVEMENTS	11/20/96		3,700							3,700	1,770	S/L	27.5		135
75	IMPROVEMENTS	11/15/96		10,112							10,112	4,829	S/L	27.5		368
76	IMPROVEMENTS	3/14/96		3,600							3,600	1,807	S/L	27.5		131
78	IMPROVEMENTS	4/12/96		1,140							1,140	562	S/L	27.5		41
81	IMPROVEMENTS	6/06/96		1,950							1,950	981	S/L	27.5		71
83	IMPROVEMENTS	5/14/97		9,818							9,818	4,507	S/L	27.5		357
84	IMPROVEMENTS	6/26/97		3,329							3,329	1,518	S/L	27.5		121
85	WALK - DECK	6/12/97		3,675							3,675	1,680	S/L	27.5		134
86	IMPROVEMENTS	8/14/97		8,515							8,515	3,836	S/L	27.5		310
87	IMPROVEMENTS	12/15/97		10,177							10,177	4,455	S/L	27.5		370
88	IMPROVEMENTS	3/13/97		2,520							2,520	1,177	S/L	27.5		92
89	LAUNDRY ROOM IMPROVEMENTS	5/28/97		11,565							11,565	5,315	S/L	27.5		421
90	REMODEL IMPROVEMENTS	5/14/97		12,756							12,756	5,858	S/L	27.5		464
91	IMPROVEMENTS	10/14/97		4,725							4,725	2,100	S/L	27.5		172
92	REMODEL IMPROVEMENTS	10/14/97		1,707							1,707	757	S/L	27.5		62
103	IMPROVEMENTS	8/14/98		2,800							2,800	1,160	S/L	27.5		102
104	IMPROVEMENTS	12/14/98		12,305							12,305	4,937	S/L	27.5		447

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 5

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
105	IMPROVEMENTS	2/11/98		1,284							1,284	558	S/L	27.5		47
106	IMPROVEMENTS	5/14/98		5,580							5,580	2,360	S/L	27.5		203
107	IMPROVEMENTS	6/15/98		13,710							13,710	4,063	S/L	39		352
108	IMPROVEMENTS	6/30/98		9,999							9,999	4,201	S/L	27.5		364
109	IMPROVEMENTS	9/30/98		6,667							6,667	1,931	S/L	39		171
110	IMPROVEMENTS	9/30/98		6,167							6,167	2,529	S/L	27.5		224
111	IMPROVEMENTS	12/14/98		10,037							10,037	4,030	S/L	27.5		365
118	BOILER REPLACEMENT	6/02/99		28,014							28,014	10,743	S/L	27.5		1,019
119	ELECTRICAL UPGRADE	6/11/99		11,484							11,484	8,250	S/L	27.5		418
123	IMPROVEMENTS	3/14/00		4,763							4,763	1,694	S/L	27.5		173
124	IMPROVEMENTS	4/13/00		3,205							3,205	1,136	S/L	27.5		117
127	FIRE ESCAPE DECK EXTENSN	12/11/00		1,800							1,800	585	S/L	27.5		65
128	IMPROVEMENTS REMODEL	12/20/00		3,500							3,500	1,143	S/L	27.5		127
129	VACANCY UPGRADES	7/11/00		7,359							7,359	2,546	S/L	27.5		268
130	IMPROVEMENTS	11/06/00		1,706							1,706	563	S/L	27.5		62
132	IMPROVEMENTS	2/08/01		4,000							4,000	1,288	S/L	27.5		145
133	IMPROVEMENTS	3/09/01		6,831							6,831	2,181	S/L	27.5		248
134	SEWER REPLACEMENT	3/13/01		7,890							7,890	2,523	S/L	27.5		287
135	IMPROVEMENTS	4/04/01		4,500							4,500	1,428	S/L	27.5		164
136	IMPROVEMENTS	5/16/01		3,400							3,400	1,069	S/L	27.5		124
137	IMPROVEMENTS	6/20/01		3,535							3,535	1,102	S/L	27.5		129
138	IMPROVEMENTS	7/16/01		3,353							3,353	1,032	S/L	27.5		122
139	AUTOMATIC GATE	11/13/01		1,580							1,580	463	S/L	27.5		57
141	HOT WATER SYSTEM	6/20/01		3,650							3,650	1,136	S/L	27.5		133
142	IMPROVEMENTS	8/22/01		2,972							2,972	904	S/L	27.5		108
143	IMPROVEMENTS	9/11/01		2,290							2,290	688	S/L	27.5		83
144	IMPROVEMENTS	2/20/02		11,313							11,313	3,237	S/L	27.5		411

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 6

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW	PRIOR 179/ BONUS/ SP. DEPR	PRIOR DEC BAL DEPR	SALVAGE /BASIS REDUCT	DEPR BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
145	ROOF REPAIR	3/21/02		4,750							4,750	1,348	S/L	27.5		173
146	STEEL DOORS	9/16/02		7,691							7,691	2,042	S/L	27.5		280
147	IMPROVEMENTS	1/10/02		6,170							6,170	1,783	S/L	27.5		224
148	IMPROVEMENTS	3/05/02		5,995							5,995	1,699	S/L	27.5		218
149	ELEVATOR REBUILD	4/28/02		15,555							15,555	4,363	S/L	27.5		566
150	IMPROVEMENTS	6/26/02		2,400							2,400	656	S/L	27.5		87
151	ELECTRICAL UPGRADE	6/05/02		4,465							4,465	1,222	S/L	27.5		162
152	ELECTRICAL UPGRADE	7/24/02		53,720							53,720	14,567	S/L	27.5		1,953
153	ELECTRICAL UPGRADE	7/24/02		12,844							12,844	3,483	S/L	27.5		467
154	IMPROVEMENTS	7/26/02		21,280							21,280	5,773	S/L	27.5		774
155	IMPROVEMENTS	7/17/02		3,826							3,826	1,037	S/L	27.5		139
156	REMODEL	9/09/02		24,950							24,950	6,614	S/L	27.5		907
157	IMPROVEMENTS	10/22/02		2,200							2,200	577	S/L	27.5		80
158	IMPROVEMENTS	10/22/02		5,372							5,372	1,406	S/L	27.5		195
159	FURNACE	10/09/02		9,781							9,781	2,566	S/L	27.5		356
160	IMPROVEMENTS	12/23/02		2,800							2,800	718	S/L	27.5		102
161	ELECTRICAL WORK	12/02/02		3,795							3,795	972	S/L	27.5		138
171	ROOF REPLACEMENT	3/28/03		57,580							57,580	14,134	S/L	27.5		2,094
172	IMPROVEMENTS	5/22/03		2,300							2,300	553	S/L	27.5		84
173	IMPROVEMENTS	12/10/03		4,629							4,629	1,022	S/L	27.5		168
174	ELECTRICAL UPGRADES	4/30/03		107,284							107,284	26,007	S/L	27.5		3,901
175	ELECTRICAL UPGRADES	4/30/03		3,844							3,844	933	S/L	27.5		140
176	IMPROVEMENTS-STOREFRONT	4/30/03		48,127							48,127	11,667	S/L	27.5		1,750
177	IMPROVEMENTS	6/10/03		18,415							18,415	4,411	S/L	27.5		670
178	ELECTRICAL UPGRADES	7/03/03		12,171							12,171	2,879	S/L	27.5		443
179	ELECTRICAL UPGRADES	8/18/03		6,805							6,805	1,564	S/L	27.5		247
180	ELECTRICAL UPGRADES	8/13/03		36,574							36,574	8,534	S/L	27.5		1,330

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 7

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
181	PHONE ACCESS SYSTEM	12/29/03		3,069							3,069	672	S/L	27.5		112
182	IMPROVEMENTS	1/28/04		5,038							5,038	1,091	S/L	27.5		183
183	IMPROVEMENTS	3/16/04		19,675							19,675	4,141	S/L	27.5		715
184	IMPROVEMENTS-PULL STN	5/17/04		1,681							1,681	343	S/L	27.5		61
185	IMPROVEMENTS	6/16/04		2,075							2,075	416	S/L	27.5		75
186	WIRING/PAINTING	8/12/04		5,875							5,875	1,150	S/L	27.5		214
187	BLDG EXTERIOR PAINTING	11/30/04		32,250							32,250	6,012	S/L	27.5		1,173
188	IMPROVEMENTS	6/16/04		11,850							11,850	2,388	S/L	27.5		431
189	IMPROVEMENTS	3/29/04		2,691							2,691	567	S/L	27.5		98
190	SECURITY CAMERA SYSTEM	12/27/04		16,380							16,380	3,005	S/L	27.5		596
191	SEC CAMERA WIRING/CONDT.	12/27/04		11,600							11,600	2,128	S/L	27.5		422
192	IMPROVEMENTS	12/07/04		7,153							7,153	1,311	S/L	27.5		260
193	HEATER/(2) 120 GAL TANKS	11/09/04		5,975							5,975	1,112	S/L	27.5		217
194	ROOFING	12/21/04		47,500							47,500	8,707	S/L	27.5		1,727
202	IMPROVEMENTS	2/15/05		21,161							21,161	3,749	S/L	27.5		769
203	IMPROVEMENTS	11/28/05		15,660							15,660	2,347	S/L	27.5		569
204	SECURITY CAMERAS WIRING	1/15/05		18,380							18,380	3,313	S/L	27.5		668
205	IMPROVEMENTS	9/28/05		3,000							3,000	468	S/L	27.5		109
206	IMPROVEMENTS	10/27/05		2,652							2,652	404	S/L	27.5		96
219	IMPROVEMENTS	8/29/06		2,478							2,478	300	S/L	27.5		90
220	IMPROVEMENTS	2/21/06		15,124							15,124	2,108	S/L	27.5		550
221	IMPROVEMENTS	5/26/06		7,268							7,268	946	S/L	27.5		264
222	IMPROVEMENTS	5/26/06		18,020							18,020	2,347	S/L	27.5		655
223	IMPROVEMENTS	6/28/06		13,429							13,429	1,708	S/L	27.5		488
224	IMPROVEMENTS	8/29/06		6,142							6,142	743	S/L	27.5		223
225	IMPROVEMENTS	10/12/06		5,141							5,141	608	S/L	27.5		187
228	IMPROVEMENTS	7/17/06		3,908							3,908	485	S/L	27.5		142

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 8

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR	SALVAGE /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
229	IMPROVEMENTS	7/20/06		2,000							2,000		S/L	27.5		73
230	IMPROVEMENT - #101	1/29/07		1,000							1,000		S/L	27.5		36
231	IMPROVEMENTS - #305	6/27/07		5,200							5,200		S/L	27.5		189
232	IMPROVEMENTS - #305, #406	7/11/07		5,500							5,500		S/L	27.5		200
233	ELEVATOR IMPROVEMENTS	9/05/07		2,485							2,485		S/L	27.5		90
234	ELEVATOR IMPROVEMENTS	10/03/07		3,269							3,269		S/L	27.5		119
235	IMPROVEMENTS - #305, #603	6/30/07		17,153							17,153		S/L	27.5		624
236	ROOF REPAIR	8/22/07		4,670							4,670		S/L	27.5		170
237	IMPROVEMENTS	9/26/07		9,852							9,852		S/L	27.5		358
238	IMPROVEMENTS	11/10/07		21,069							21,069		S/L	27.5		766
240	IMPROVEMENTS - #503	9/03/08		10,259							10,259		S/L	27.5		373
241	FIRE SPRINKLER UPGRADES	7/01/08		6,350							6,350		S/L	27.5		231
242	IMPROVEMENTS - #504, #505	9/18/08		24,049							24,049		S/L	27.5		875
243	IMPROVEMENTS - #204	11/25/08		21,555							21,555		S/L	27.5		784
244	IMPROVEMENTS - #245	11/25/08		4,093							4,093		S/L	27.5		149
247	IMPROVEMENTS - #301	7/16/09		22,548							22,548		S/L	27.5		820
252	IMPROVEMENTS - #605	1/21/09		2,604							2,604		S/L	27.5		95
253	IMPROV - HALLWAY PAINTING	3/12/09		34,958							34,958		S/L	27.5		1,271
254	GARBAGE CHUTE	3/26/09		14,867							14,867		S/L	27.5		541
255	IMPROVEMENTS - #302	4/09/09		22,181							22,181		S/L	27.5		807
256	IMPROVEMENTS - #203	5/27/09		2,950							2,950		S/L	27.5		107
257	IMPROVEMENTS - #102	6/25/09		20,084							20,084		S/L	27.5		730
258	IMPROVEMENTS - #305	9/23/09		9,848							9,848		S/L	27.5		358
259	PAINTING-EXTERIOR	12/21/09		114,069							114,069		S/L	27.5		4,148
260	ROOF REPAIR	12/02/09		16,250							16,250		S/L	27.5		591
261	IMPROVEMENTS - #501	11/03/09		17,427							17,427		S/L	27.5		634
264	IMPROVEMENTS - #208	12/21/09		7,754							7,754		S/L	27.5		282

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 9

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW	PRIOR 179/ BONUS/ SP DEPR	PRIOR DEC BAL DEPR	SALVAGE /BASIS REDUCT	DEPR BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
265	IMPROVEMENTS - #603	2/25/10		5,978							5,978		S/L	27	5	181
266	IMPROVEMENTS - #404	4/14/10		14,029							14,029		S/L	27	5	383
267	IMPROVEMENTS - #507	4/14/10		13,000							13,000		S/L	27	5	355
268	IMPROVEMENTS - #306	5/24/10		26,000							26,000		S/L	27	5	552
269	IMPROVEMENTS - #308	10/26/10		6,869							6,869		S/L	27	5	42
TOTAL IMPROVEMENTS																
				2,085,149		0	0	0	0	0	2,085,149	663,407				70,134
MACHINERY AND EQUIPMENT																
10	ADDITIONS	1/01/87		2,024							2,024	2,024	S/L	5		0
11	ADDITIONS	1/01/87		3,591							3,591	3,591	S/L	5		0
22	PHONE SYSTEM	2/01/92		1,800							1,800	1,800	S/L	5		0
23	CARPET	2/01/92		926							926	926	S/L	5		0
28	KEWANEE BOILER	8/26/93		2,013							2,013	2,013	S/L	5		0
34	APPLIANCES	5/01/93		2,027							2,027	2,027	S/L	5		0
35	APPLIANCES	8/01/93		1,130							1,130	1,130	S/L	5		0
36	APPLIANCES	9/01/93		1,573							1,573	1,573	S/L	5		0
38	HOT WATER TANK	1/01/93		3,580							3,580	3,580	S/L	5		0
39	PEERLESS BOILER	8/26/93		2,975							2,975	2,975	S/L	5		0
48	APPLIANCES	4/05/94		1,176							1,176	1,176	S/L	5		0
51	APPLIANCES	11/19/94		6,487							6,487	6,487	S/L	5		0
65	APPLIANCES	4/14/95		2,363							2,363	2,363	S/L	5		0
77	APPLIANCES	4/12/96		2,663							2,663	2,663	S/L	5		0
79	APPLIANCES	5/15/96		2,110							2,110	2,110	S/L	5		0
80	APPLIANCES	2/15/96		910							910	910	S/L	5		0
82	APPLIANCES	11/15/96		860							860	860	S/L	5		0
94	APPLIANCES	2/12/97		1,871							1,871	1,871	S/L	5		0

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 10

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

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95	APPLIANCES	8/14/97		1,876							1,876	1,876	S/L	5		0
97	APPLIANCES	2/12/97		1,398							1,398	1,398	S/L	5		0
99	APPLIANCES	4/14/97		1,340							1,340	1,340	S/L	5		0
102	APPLIANCES	11/13/97		1,795							1,795	1,795	S/L	5		0
115	APPLIANCES	7/14/98		1,772							1,772	1,772	S/L	5		0
116	APPLIANCES	9/14/98		929							929	929	S/L	5		0
120	GARAGE OPENER REPLACEMENT	2/11/99		6,000							6,000	6,000	S/L	5		0
121	APPLIANCES	6/11/99		1,483							1,483	1,483	S/L	5		0
125	APPLIANCES	3/14/00		1,552							1,552	1,552	S/L	5		0
126	APPLIANCES	4/13/00		1,513							1,513	1,513	S/L	5		0
131	APPLIANCES	7/13/00		1,255							1,255	1,255	S/L	5		0
140	APPLIANCES	3/13/01		1,672							1,672	1,672	S/L	5		0
162	APPLIANCES	3/13/02		2,062							2,062	2,062	S/L	5		0
163	TELEPHONE ENTRY SYSTEM	5/10/02		3,096							3,096	3,096	S/L	5		0
164	APPLIANCES	6/05/02		537							537	537	S/L	5		0
165	REFRIGERATOR	10/02/02		515							515	515	S/L	5		0
166	DISHWASHER	11/13/02		435							435	435	S/L	5		0
167	APPLIANCES	3/05/02		1,052							1,052	1,052	S/L	5		0
168	APPLIANCES	4/28/02		537							537	537	S/L	5		0
195	APPLIANCES	3/29/04		1,568							1,568	1,568	S/L	5		0
196	REFRIGERATOR/RANGE	4/08/04		1,004							1,004	1,004	S/L	5		0
197	RANGE/REFRIGERATOR	6/24/04		1,608							1,608	1,608	S/L	5		0
198	REFRIGERATOR/RANGE	5/17/04		860							860	860	S/L	5		0
207	REFRIGERATOR/RANGE	2/22/05		1,148							1,148	1,035	S/L	5		113
210	REFRIGERATOR/RANGE	9/28/05		564							564	508	S/L	5		56
213	REFRIGERATOR	4/27/05		526							526	473	S/L	5		53
215	GAS RANGE	8/26/05		450							450	405	S/L	5		45

12/31/10

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 11

GEORGE H. SANDY FOUNDATION
C/O UNION BANK ACCT.#12161901

94-6054473

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
216	GAS RANGE	10/27/05		522							522	468	S/L	5		54
217	GAS RANGE	11/17/05		1,510							1,510	1,359	S/L	5		151
218	REFRIGERATOR	11/26/05		584							584	526	S/L	5		58
226	GAS RANGE/REFRIGERATOR	2/21/06		1,112							1,112	851	S/L	5		222
227	REFRIGERATOR	2/21/06		694							694	533	S/L	5		139
239	REFRIGERATOR - #503	8/29/07		617							617	287	S/L	5		123
245	APPLIANCES - #504, #505	8/01/08		1,786							1,786	506	S/L	5		357
246	APPLIANCES - #204	10/09/08		1,012							1,012	253	S/L	5		202
248	ELECTRIC OVEN - #301	5/08/09		1,165							1,165	155	S/L	5		233
249	GAS RANGE	1/21/09		623							623	114	S/L	5		125
250	REFRIGERATOR - #407	1/21/09		581							581	107	S/L	5		116
251	GAS RANGE - #508	1/21/09		565							565	104	S/L	5		113
262	GAS RANGE - #202	9/28/09		693							693	35	S/L	5		139
263	GE REFRIGERATOR	9/28/09		700							700	35	S/L	5		140
TOTAL MACHINERY AND EQUIPME																
				90,790		0	0	0	0	0	90,790	83,690				2,439
TOTAL DEPRECIATION																
				3,502,337		0	0	0	0	0	3,502,337	2,065,730				75,927
GRAND TOTAL DEPRECIATION																
				3,502,337		0	0	0	0	0	3,502,337	2,065,730				75,927