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

2010

Department of the Treasury
Internal Revenue Service

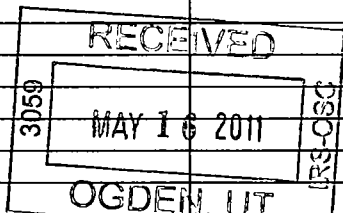
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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 THE GEORGIA B. RIDDER FOUNDATION		A Employer identification number 95-4813547
Number and street (or P O box number if mail is not delivered to street address) 4705 LAUREL CANYON BLVD.	Room/suite 204	B Telephone number 818 752-2880
City or town, state, and ZIP code VALLEY VILLAGE, CA 91607-3998		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) \$ 4,290,675.	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	300,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
4 Dividends and interest from securities	76,614.	76,614.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	56,146.			
b Gross sales price for all assets on line 6a	1,052,061.			
7 Capital gain net income (from Part IV, line 2)		56,146.		
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	8,055.	8,055.		STATEMENT 3
12 Total Add lines 1 through 11	440,816.	140,816.		
13 Compensation of officers, directors, trustees, etc	10,645.	1,065.		9,580.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	2,385.	0.		2,385.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	261.	176.		85.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	28,431.	28,431.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	41,722.	29,672.		12,050.
25 Contributions, gifts, grants paid	63,870.			63,870.
26 Total expenses and disbursements. Add lines 24 and 25	105,592.	29,672.		75,920.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	335,224.			
b Net investment income (if negative, enter -0-)		111,144.		
c Adjusted net income (if negative, enter -0-)			N/A	



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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		17,725.	17,725.	17,725.	
	2	Savings and temporary cash investments		530,227.	428,949.	428,949.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	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 STMT 7			153,443.	99,457.	104,134.
	b	Investments - corporate stock STMT 8			1,856,241.	2,161,418.	2,690,280.
	c	Investments - corporate bonds STMT 9			738,584.	922,679.	994,431.
	11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 10			53,940.	55,156.	55,156.	
14	Land, buildings, and equipment; basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			3,350,160.	3,685,384.	4,290,675.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	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			0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			3,350,160.	3,685,384.		
30	Total net assets or fund balances			3,350,160.	3,685,384.		
31	Total liabilities and net assets/fund balances			3,350,160.	3,685,384.		

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	3,350,160.
2	Enter amount from Part I, line 27a	2	335,224.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,685,384.
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	3,685,384.

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			
b	SEE ATTACHED STATEMENT		
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	1,052,061.	995,915.	56,146.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			56,146.

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	56,146.
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	58,585.	2,676,046.	.021892
2008	156,576.	2,422,820.	.064626
2007	58,262.	2,359,300.	.024695
2006	104,111.	1,568,190.	.066389
2005	20.	1,141,525.	.000018

2 Total of line 1, column (d)	2	.177620
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	.035524
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,547,783.
5 Multiply line 4 by line 3	5	126,031.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,111.
7 Add lines 5 and 6	7	127,142.
8 Enter qualifying distributions from Part XII, line 4	8	75,920.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,223.
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	2,223.
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	2,223.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,120.	
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	2,120.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	2.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		9	105.
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 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)? <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
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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 type="checkbox"/> \$ 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
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? <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, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 General Instruction G? <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

N/A

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>MICHAEL S. WHALEN</u> Telephone no. ▶ <u>818 752-2880</u> Located at ▶ <u>4705 LAUREL CANYON BLVD #204, VALLEY VILLAGE, CA</u> ZIP+4 ▶ <u>91607-3998</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>15</u> <u>N/A</u>			
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? 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 ▶	16	Yes	No 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 <u>N/A</u> ▶ <input type="checkbox"/>	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?	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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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? Yes No
 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? **N/A**

5b		
6b		X
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
MICHAEL S. WHALEN 4705 LAUREL CANYON BLVD #204 VALLEY VILLAGE, CA 91607-3998	PRESIDENT/DIRECTOR 1.00	10,644.	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

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

3 Five highest-paid independent contractors for professional services. 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

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.

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	3,431,420.
b	Average of monthly cash balances	1b	170,390.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,601,810.
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	3,601,810.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,027.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,547,783.
6	Minimum investment return. Enter 5% of line 5	6	177,389.

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	177,389.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,223.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,223.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	175,166.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	175,166.
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	175,166.

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	75,920.
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	75,920.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	75,920.

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				175,166.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			60,022.	
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: ▶ \$ 75,920.				
a Applied to 2009, but not more than line 2a			60,022.	
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				15,898.
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:				
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				159,268.
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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

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

OMB No 1545-0047

2010

Name of the organization

Employer identification number

THE GEORGIA B. RIDDER FOUNDATION

95-4813547

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization THE GEORGIA B. RIDDER FOUNDATION	Employer identification number 95-4813547
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GEORGIA RIDDER CHARITABLE TRUST <hr/> 4705 LAUREL CANYON BLVD. STE 204 <hr/> VALLEY VILLAGE, CA 91607-3998	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE GEORGIA B. RIDDER FOUNDATION	Employer identification number 95-4813547
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization THE GEORGIA B. RIDDER FOUNDATION	Employer identification number 95-4813547
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE GEORGIA B. RIDDER FOUNDATION

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 PER SPEARS ABACUS SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b PER SPEARS ABACUS SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c JABIL CIRCUIT - RETURN OF CAPITAL	P		
d SIMON PPTY GROUP NEW - RETURN OF CAPITAL	P		
e TORTOISE EGY INFRASTRUCT-RETURN OF CAPITAL	P		
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 188,328.		184,656.	3,672.
b 862,322.		810,008.	52,314.
c 924.		924.	0.
d 26.		26.	0.
e 301.		301.	0.
f 160.			160.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			3,672.
b			52,314.
c			0.
d			0.
e			0.
f			160.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	56,146.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
RIDDER THOROUGHBRED STABLE LLC	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB-ACCR. INT PAID	-4,883.	0.	-4,883.
CHARLES SCHWAB-DIVIDENDS	24,184.	160.	24,024.
CHARLES SCHWAB-INTEREST	57,473.	0.	57,473.
TOTAL TO FM 990-PF, PART I, LN 4	76,774.	160.	76,614.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME-FROM LLC	8,005.	8,005.	
2009 FTB REFUND FROM LLC K-1	50.	50.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,055.	8,055.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,385.	0.		2,385.
TO FORM 990-PF, PG 1, LN 16B	2,385.	0.		2,385.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	85.	0.		85.
FOREIGN TAX	176.	176.		0.
TO FORM 990-PF, PG 1, LN 18	261.	176.		85.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	21,591.	21,591.		0.
PORTFOLIO DEDUCTIONS FROM LLC K-1	6,840.	6,840.		0.
TO FORM 990-PF, PG 1, LN 23	28,431.	28,431.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT DEBT SECURITIES PER ATTACHMENT	X		99,457.	104,134.
TOTAL U.S. GOVERNMENT OBLIGATIONS			99,457.	104,134.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			99,457.	104,134.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PUBLICLY TRADED EQUITIES PER ATTACHMENT		2,111,368.	2,637,578.
PUBLICLY TRADED EQUITIES PER ATTACHMENT		50,050.	52,702.
TOTAL TO FORM 990-PF, PART II, LINE 10B		2,161,418.	2,690,280.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE BONDS PER ATTACHMENT		733,891.	795,368.
CORPORATE BONDS PER ATTACHMENT		188,788.	199,063.
TOTAL TO FORM 990-PF, PART II, LINE 10C		922,679.	994,431.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
RIDDER THOROUGHBRED STABLES LLC	COST	55,156.	55,156.
TOTAL TO FORM 990-PF, PART II, LINE 13		55,156.	55,156.

Spears Abacus
REALIZED GAINS AND LOSSES - SETTLED TRADES
GEORGIA B. RIDDER FOUNDATION
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
08-10-09	01-25-10	350.00	XTO ENERGY INC COM	14,869.60	16,422.31	1,552.71	
02-02-09	01-25-10	350.00	XTO ENERGY INC COM	13,182.04	16,422.31	3,240.27	
02-20-09	01-25-10	350.00	XTO ENERGY INC COM	12,451.10	16,422.30	3,971.20	
12-21-06	02-09-10	150.00	MEDTRONIC INC COM	8,089.50	6,410.05		(1,679.45)
10-05-05	02-09-10	75.00	MEDTRONIC INC COM	4,012.00	3,205.03		(806.97)
12-27-07	02-09-10	100.00	MEDTRONIC INC COM	5,021.00	4,273.37		(747.63)
06-21-06	02-09-10	150.00	MEDTRONIC INC COM	7,495.22	6,410.05		(1,085.17)
06-11-08	02-09-10	175.00	MEDTRONIC INC COM	8,719.59	7,478.39		(1,241.20)
10-24-06	02-09-10	100.00	MEDTRONIC INC COM	4,916.00	4,273.37		(642.63)
12-29-08	02-09-10	225.00	MEDTRONIC INC COM	6,797.20	9,615.08		2,817.88
03-14-06	03-03-10	50.000	UNITED STATES TREAS NTS 5.000% Due 02-15-11	50,794.60	52,193.75		1,399.15
08-15-07	03-08-10	300.00	ALTERA CORP COM	7,093.56	7,389.79		296.23
06-04-07	03-08-10	225.00	ALTERA CORP COM	5,151.42	5,542.34		390.92
05-27-08	04-05-10	100,000	FEDERAL FARM CR BKS CONS 5.500% Due 04-05-17	102,647.50	100,000.00		(2,647.50)
01-04-08	04-23-10	25.00	GOLDMAN SACHS GROUP INC COM	4,993.75	3,988.49		(1,005.26)
12-21-06	04-23-10	50.00	GOLDMAN SACHS GROUP INC COM	9,932.00	7,976.97		(1,955.03)
04-20-05	04-23-10	50.00	GOLDMAN SACHS GROUP INC COM	5,236.50	7,976.97		2,740.47
10-14-04	04-23-10	25.00	GOLDMAN SACHS GROUP INC COM	2,321.05	3,988.49		1,667.44
12-29-08	04-23-10	100.00	GOLDMAN SACHS GROUP INC COM	7,584.85	15,953.95		8,369.10
09-19-02	04-23-10	50.00	GOLDMAN SACHS GROUP INC COM	3,392.98	7,976.97		4,583.99
03-05-10	04-21-10	50.000	BALL CORP 6.875% Due 12-15-12	50,837.50	50,573.00	(264.50)	
06-04-07	04-26-10	275.00	ALTERA CORP COM	6,296.18	7,541.75		1,245.57
05-24-07	04-26-10	700.00	ALTERA CORP COM	15,680.06	19,197.19		3,517.13
12-27-07	04-26-10	300.00	ALTERA CORP COM	5,844.00	8,227.37		2,383.37
12-29-08	04-26-10	525.00	ALTERA CORP COM	8,214.18	14,397.90		6,183.72
12-21-06	05-26-10	500.00	STAPLES INC COM	13,480.00	10,743.10		(2,736.90)
06-20-06	05-26-10	600.00	STAPLES INC COM	14,754.00	12,891.73		(1,862.27)
02-28-06	05-26-10	187.00	STAPLES INC COM	4,418.81	4,017.92		(400.89)
07-13-06	05-26-10	200.00	STAPLES INC COM	4,666.00	4,297.24		(368.76)
01-04-08	05-26-10	200.00	STAPLES INC COM	4,272.00	4,297.24		25.24
12-29-08	05-26-10	550.00	STAPLES INC COM	9,517.90	11,817.42		2,299.52
10-26-00	05-26-10	375.00	STAPLES INC COM	2,861.88	8,057.33		5,195.45
11-20-06	05-26-10	75.00	STRYKER CORP COM	3,877.98	3,941.18		63.20
04-27-06	05-26-10	50.00	STRYKER CORP COM	2,208.24	2,627.45		419.21
06-09-06	05-26-10	100.00	STRYKER CORP COM	4,401.42	5,254.91		853.49
12-29-08	05-26-10	200.00	STRYKER CORP COM	7,818.75	10,509.81		2,691.06
09-09-08	06-15-10	650.00	QUALCOMM INC COM	30,194.78	22,382.05		(7,812.73)
12-28-09	06-15-10	325.00	QUALCOMM INC COM	14,821.80	11,191.02	(3,630.78)	
10-02-08	06-15-10	225.00	QUALCOMM INC COM	9,151.07	7,747.63		(1,403.44)
12-29-08	06-15-10	275.00	QUALCOMM INC COM	9,388.65	9,469.33		80.68
11-14-08	06-15-10	125.00	QUALCOMM INC COM	4,092.58	4,304.24		211.66
05-18-09	06-15-10	50,000	XEROX CORP 7.125% Due 06-15-10	51,325.00	50,000.00		(1,325.00)
09-22-08	06-23-10	40.00	APPLE INC COM	5,281.60	10,987.74		5,706.14

Spears Abacus
REALIZED GAINS AND LOSSES - SETTLED TRADES
GEORGIA B. RIDDER FOUNDATION
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-11-06	07-06-10	25.00	WEATHERFORD INTERNATIONAL LTD REG	505.37	339.39		(165.98)
10-02-08	07-06-10	325.00	WEATHERFORD INTERNATIONAL LTD REG	6,514.20	4,412.10		(2,102.10)
10-20-05	07-06-10	400.00	WEATHERFORD INTERNATIONAL LTD REG	5,901.33	5,430.28		(471.05)
05-12-05	07-06-10	200.00	WEATHERFORD INTERNATIONAL LTD REG	2,486.50	2,715.14		228.64
06-27-02	07-06-10	500.00	WEATHERFORD INTERNATIONAL LTD REG	5,732.50	6,787.85		1,055.35
12-29-08	07-06-10	750.00	WEATHERFORD INTERNATIONAL LTD REG	7,313.20	10,181.78		2,868.58
01-15-10	07-01-10	75.000	FISHER SCIENTIFIC INTL INC 6 125% Due 07-01-15	78,493.75	77,297.25	(1,196.50)	
12-29-08	07-26-10	200.00	WELLS FARGO & CO NEW COM	5,552.58	5,196.14		(356.44)
01-18-08	07-26-10	500.00	WELLS FARGO & CO NEW COM	12,755.00	12,990.36		235.36
11-20-01	07-26-10	200.00	WELLS FARGO & CO NEW COM	4,266.00	5,196.14		930.14
03-17-08	08-04-10	50,000	WYNN LAS VEGAS LLC / WYNN 6.625% Due 12-01-14	48,375.00	51,709.05		3,334.05
03-18-08	08-25-10	17.000	HOST MARRIOTT L P 7 125% Due 11-01-13	16,957.50	17,403.75		446.25
02-02-06	08-06-10	500.00	E M C CORP MASS COM	6,717.14	10,201.57		3,484.43
09-22-08	09-29-10	40.00	APPLE INC COM	5,281.60	11,644.05		6,362.45
02-02-06	10-05-10	100.00	E M C CORP MASS COM	1,343.43	2,060.56		717.13
07-12-06	10-05-10	1,100.00	E M C CORP MASS COM	11,188.20	22,666.13		11,477.93
12-29-08	10-05-10	800.00	E M C CORP MASS COM	8,128.15	16,484.46		8,356.31
12-21-06	11-02-10	400.00	GENERAL ELECTRIC CO COM	15,116.00	6,453.93		(8,662.07)
12-27-07	11-02-10	200.00	GENERAL ELECTRIC CO COM	7,496.00	3,226.97		(4,269.03)
04-26-05	11-02-10	150.00	GENERAL ELECTRIC CO COM	5,485.46	2,420.22		(3,065.24)
03-24-05	11-02-10	200.00	GENERAL ELECTRIC CO COM	7,192.00	3,226.97		(3,965.03)
01-11-05	11-02-10	200.00	GENERAL ELECTRIC CO COM	7,106.00	3,226.97		(3,879.03)
01-21-05	11-02-10	200.00	GENERAL ELECTRIC CO COM	7,076.00	3,226.96		(3,849.04)
03-08-04	11-02-10	125.00	GENERAL ELECTRIC CO COM	4,014.69	2,016.85		(1,997.84)
04-06-04	11-02-10	75.00	GENERAL ELECTRIC CO COM	2,370.73	1,210.12		(1,160.61)

Spears Abacus
REALIZED GAINS AND LOSSES - SETTLED TRADES
GEORGIA B. RIDDER FOUNDATION
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-19-04	11-02-10	50.00	GENERAL ELECTRIC CO COM	1,523.00	806.74		(716.26)
06-04-09	11-08-10	600.00	JOHNSON & JOHNSON COM	33,320.95	38,265.00		4,944.05
11-02-07	11-09-10	500.00	AMDOCS LTD ORD	17,542.25	13,741.97		(3,800.28)
06-04-08	11-09-10	250.00	AMDOCS LTD ORD	8,200.75	6,870.98		(1,329.77)
01-04-08	11-09-10	100.00	AMDOCS LTD ORD	3,229.00	2,748.39		(480.61)
03-14-08	11-09-10	250.00	AMDOCS LTD ORD	7,398.98	6,870.99		(527.99)
12-29-08	11-09-10	500.00	AMDOCS LTD ORD	9,358.45	13,741.98		4,383.53
09-22-08	11-10-10	35.00	APPLE INC COM	4,621.40	11,108.77		6,487.37
10-02-08	11-10-10	10.00	APPLE INC COM	1,012.32	3,173.95		2,161.62
03-18-08	11-29-10	17,000	HOST MARRIOTT L P 7.125% Due 11-01-13	16,957.50	17,201.96		244.46
12-11-08	12-15-10	50,000	CORNING INC 6.050% Due 06-15-15	40,025.00	50,000.00		9,975.00
TOTAL GAINS						8,764.18	120,833.28
TOTAL LOSSES						(5,091.78)	(68,519.20)
TOTAL REALIZED GAIN/LOSS						3,672.40	52,314.08
NO CAPITAL GAINS DISTRIBUTIONS							
				994,663.77	1,050,650.25		

S/A

"BALANCE SHEET ATTACHMENT"

Spears Abacus
PORTFOLIO APPRAISAL
GEORGIA B. RIDDER FOUNDATION
 December 31, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
TIPS							
100,204	UNITED STATES TREAS NTS 1.375% Due 01-15-20 Inflation factor 1.00204	99.25	99,457.26	103.92	104,133.90	2.5	1.3
			99,457.26		104,133.90	2.5	1.3
CORPORATE BONDS							
50,000	GENERAL ELEC CAP CORP MTN BE 5.720% Due 08-22-11	100.02	50,010.00	102.78	51,390.35	1.2	5.6
50,000	VENTAS RLTG LTD PARTNERSHIP 9.000% Due 05-01-12	107.90	53,950.00	105.67	52,832.90	1.3	8.5
100,000	SEARIVIER MARITIME FINL HLDGS 0.000% Due 09-01-12	73.28	73,282.50	96.18	96,177.60	2.3	0.0
40,000	CITIZENS COMMUNICATIONS CO 6.250% Due 01-15-13	91.00	36,400.00	105.50	42,200.00	1.0	5.9
50,000	LIFE TECHNOLOGIES CORP 3.375% Due 03-01-13	100.57	50,284.00	102.27	51,132.55	1.2	3.3
100,000	AMERICAN EXPRESS CR CORP MTNBE 5.875% Due 05-02-13	100.00	100,000.00	108.75	108,753.80	2.6	5.4
16,000	HOST MARRIOTT L P 7.125% Due 11-01-13	99.75	15,960.00	101.50	16,240.00	0.4	7.0
50,000	STAPLES INC 9.750% Due 01-15-14	103.80	51,900.00	121.19	60,592.55	1.4	8.0
50,000	CROWN CASTLE INTL CORP 9.000% Due 01-15-15	106.17	53,087.50	110.25	55,125.00	1.3	8.2
50,000	BANK NEW YORK INC SUB CORP: NT 4.950% Due 03-15-15	99.31	49,655.00	108.55	54,275.10	1.3	4.6
50,000	MGM RESORTS INTERNATIONAL 6.625% Due 07-15-15	94.75	47,375.00	91.62	45,812.50	1.1	7.2
50,000	BALL CORP 7.125% Due 09-01-16	104.42	52,212.50	107.75	53,875.00	1.3	6.6
50,000	OWENS CORNING NEW 6.500% Due 12-01-16	99.55	49,775.00	105.91	52,956.05	1.3	6.1
50,000	GENERAL ELECTRIC CO 5.250% Due 12-06-17	100.00	50,000.00	108.01	54,004.70	1.3	4.9
			733,891.50		795,368.10	18.8	5.4



Spears Abacus
PORTFOLIO APPRAISAL
GEORGIA B. RIDDER FOUNDATION
 December 31, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
CONVERTIBLE BONDS							
50,000	ICONIX BRAND GROUP INC 1.875% Due 06-30-12	93.55	46,775.00	100.50	50,250.00	1.2	1.9
50,000	AVATAR HLDGS INC 4.500% Due 04-01-24	98.55	49,275.00	100.25	50,125.00	1.2	4.5
100,000	MASCO CORP 0.000% Due 07-20-31	52.15	52,150.00	51.87	51,875.00	1.2	0.0
50,000	HOLOGIC INC 2.000% Due 12-15-37	81.17	40,587.50	93.62	46,812.50	1.1	2.1
			188,787.50		199,062.50	4.7	2.1
COMMON STOCK							
1,650.00	ACE LTD SHS	52.51	86,641.63	62.25	102,712.50	2.4	2.1
800.00	ALLERGAN INC COM	47.11	37,687.96	68.67	54,936.00	1.3	0.3
950.00	AMERICAN EXPRESS CO COM	36.07	34,266.05	42.92	40,774.00	1.0	1.7
1,000.00	APACHE CORP COM	78.04	78,040.56	119.23	119,230.00	2.8	0.5
245.00	APPLE INC COM	93.10	22,809.74	322.56	79,027.20	1.9	0.0
1,100.00	AUTOMATIC DATA PROCESSING INC COM	41.16	45,276.38	46.28	50,908.00	1.2	3.1
2,200.00	BAXTER INTL INC COM	49.94	109,872.42	50.62	111,364.00	2.6	2.4
2,700.00	BROADRIDGE FINL SOLUTIONS INC COM	22.85	61,682.16	21.93	59,211.00	1.4	2.7
1,000.00	CPI GENE CORP COM	37.53	37,525.09	59.14	59,140.00	1.4	0.0
2,200.00	CHECK POINT SOFTWARE TECH LTD ORD	31.69	69,713.46	46.26	101,772.00	2.4	0.0
3,700.00	CISCO SYS INC COM	20.85	77,149.16	20.23	74,851.00	1.8	0.0
4,900.00	COMCAST CORP NEW CL A	18.57	90,996.47	21.97	107,653.00	2.6	1.7
1,050.00	COOPER INDUSTRIES PLC SHS	43.32	45,483.72	58.29	61,204.50	1.5	1.9
2,300.00	CROWN CASTLE INTL CORP COM	24.16	55,561.60	43.83	100,809.00	2.4	0.0
2,800.00	CVS CAREMARK CORPORATION COM	30.75	86,112.14	34.77	97,356.00	2.3	1.0
800.00	DEVON ENERGY CORP NEW COM	71.49	57,192.63	78.51	62,808.00	1.5	0.8
850.00	F M C CORP COM NEW	54.68	46,475.35	79.89	67,906.50	1.6	0.6
175.00	GOOGLE INC CL A	411.84	72,071.51	593.97	103,944.75	2.5	0.0
1,000.00	IMAX CORP COM	27.10	27,098.95	28.07	28,070.00	0.7	0.0
3,300.00	JABIL CIRCUIT INC COM	16.41	54,153.52	20.09	66,297.00	1.6	1.4
1,347.46	KINDER MORGAN MANAGEMENT LLC SHS	49.89	67,226.49	66.88	90,118.08	2.1	6.6
1,300.00	KOHL'S CORP COM	51.09	66,419.96	54.34	70,642.00	1.7	0.0
2,000.00	LIFE TECHNOLOGIES CORP COM	46.59	93,174.81	55.50	111,000.00	2.6	0.0

S/A

"BALANCE SHEET ATTACHMENT"

Spears Abacus
PORTFOLIO APPRAISAL
GEORGIA B. RIDDER FOUNDATION
 December 31, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
3,600.00	MICROSOFT CORP COM	25.67	92,428.00	27.91	100,476.00	2.4	2.3
850.00	NESTLE S A SPONSORED ADR	39.13	33,259.68	58.74	49,927.55	1.2	1.5
3,000.00	ORACLE CORP COM	21.56	64,677.90	31.30	93,900.00	2.2	0.6
950.00	PROCTER & GAMBLE CO COM	59.21	56,249.65	64.33	61,113.50	1.4	3.0
1,200.00	SCHLUMBERGER LTD COM	55.76	66,909.09	83.50	100,200.00	2.4	1.0
155.00	SIMON PPTY GROUP INC NEW COM	58.88	9,100.49	99.49	15,420.95	0.4	3.2
1,800.00	ST JUDE MED INC COM	37.31	67,165.37	42.75	76,950.00	1.8	0.0
1,600.00	STATE STR CORP COM	52.65	84,240.49	46.34	74,144.00	1.8	0.1
1,000.00	TARGET CORP COM	47.63	47,627.34	60.13	60,130.00	1.4	1.7
1,700.00	THERMO FISHER SCIENTIFIC INC COM	47.89	81,408.93	55.36	94,112.00	2.2	0.0
300.00	TORTOISE ENERGY INFRSTRCTR CP COM	28.56	8,268.07	38.25	11,475.00	0.3	5.6
4,200.00	WESTERN UN CO COM	18.65	78,325.34	18.57	77,994.00	1.8	1.5
			2,111,368.11		2,637,577.54	62.5	1.2
PREFERRED STOCK							
575	AXIS CAP HLDGS LTD PFD SER B	87.04	50,050.00	91.66	52,702.37	1.2	8.2
			50,050.00		52,702.37	1.2	8.2