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

2010

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

For calendar year 2010, or tax year beginning , 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 ELBRIDGE & EVELYN STUART FOUNDATION		A Employer identification number 95-6014019
Number and street (or P O box number if mail is not delivered to street address) PENDLETON FID.MNGMT, INC; PO BOX 1905	Room/suite	B Telephone number 414-977-1210
City or town, state, and ZIP code JACKSON, WY 83001		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,660,485.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		42,362.	23,981.		STATEMENT 1
4 Dividends and interest from securities		161,234.	157,261.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		437,543.			
b Gross sales price for all assets on line 6a		11,751,242.			
7 Capital gain net income (from Part IV, line 2)			437,543.		
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		30,824.	30,824.		STATEMENT 3
12 Total Add lines 1 through 11		671,963.	649,609.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		1,800.	0.		0.
b Accounting fees					
c Other professional fees STMT 5		16,790.	16,790.		0.
17 Interest					
18 Taxes STMT 6		1,461.	1,461.		0.
19 Depreciation and depletion		31,739.	31,739.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		17,890.	17,890.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		69,680.	67,880.		0.
25 Contributions, gifts, grants paid		345,000.			345,000.
26 Total expenses and disbursements. Add lines 24 and 25		414,680.	67,880.		345,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		257,283.			
b Net investment income (if negative, enter -0-)			581,729.		
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		123,569.	10,968.	10,968.
	2	Savings and temporary cash investments		1,312,579.	377,240.	377,240.
	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				
	b	Investments - corporate stock	STMT 8	3,720,829.	3,441,721.	3,982,522.
	c	Investments - corporate bonds	STMT 9	2,118,242.	2,996,684.	2,972,850.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	0.	1,176,707.	1,316,905.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ <u>OTHER INVESTMENTS</u>)		500,000.	0.	0.	
16	Total assets (to be completed by all filers)		7,775,219.	8,003,320.	8,660,485.	
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 ▶ ☐ 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		7,775,219.	7,775,219.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	228,101.	
30	Total net assets or fund balances		7,775,219.	8,003,320.		
31	Total liabilities and net assets/fund balances		7,775,219.	8,003,320.		

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	7,775,219.
2	Enter amount from Part I, line 27a	2	257,283.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,032,502.
5	Decreases not included in line 2 (itemize) ▶ <u>COST BASIS ADJUSTMENT</u>	5	29,182.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,003,320.

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 11,751,242.		11,313,683.	437,543.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			437,543.

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	437,543.
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	358,294.	7,580,181.	.047267
2008	490,182.	9,542,050.	.051371
2007	645,177.	11,626,316.	.055493
2006	560,339.	11,017,801.	.050858
2005	548,592.	10,991,275.	.049912

2 Total of line 1, column (d)	2	.254901
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	.050980
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,073,697.
5 Multiply line 4 by line 3	5	411,597.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,817.
7 Add lines 5 and 6	7	417,414.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	345,000.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	11,635.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	11,635.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	11,635.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 2,214.	7	15,714.
b Exempt foreign organizations - tax withheld at source	6b	8	236.
c Tax paid with application for extension of time to file (Form 8868)	6c 13,500.	9	
d Backup withholding erroneously withheld	6d	10	3,843.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 3,843. Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► N/A	13	X	
14	The books are in care of ► BNY MELLON Telephone no. ► 310-551-7618 Located at ► 1 WALL STREET, NEW YORK, NY ZIP+4 ► 10286			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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? If "Yes," list the years ► , , ,	☐ Yes ☒ No	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CLARKE A NELSON 3400 ARROWLEAF LANE WILSON, WY 83014	CO-TRUSTEE 2.00	0.	0.	0.
EVELYN NELSON ATTAWAY 7608 N SHADOW MOUNTAIN RD PARADISE VALLEY, AZ 85253	CO-TRUSTEE 2.00	0.	0.	0.

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

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

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

0

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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	6,436,681.
b	Average of monthly cash balances	1b	1,759,966.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,196,647.
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	8,196,647.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	122,950.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,073,697.
6	Minimum investment return. Enter 5% of line 5	6	403,685.

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	403,685.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	11,635.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,635.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	392,050.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	392,050.
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	392,050.

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	345,000.
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	345,000.
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	345,000.

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.

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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				392,050.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			323,487.	
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: ▶ \$ 345,000.				
a Applied to 2009, but not more than line 2a			323,487.	
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				21,513.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				370,537.
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	Prior 3 years			(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:

SEE STATEMENT 11

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

- c Any submission deadlines:

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

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 12				
Total				345,000.
b Approved for future payment				
NONE				
Total				0

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 LINN ENERGY K-1				
b BNY MELLON - STATEMENT AVAILABLE UPON REQUEST		P		
c BNY MELLON - STATEMENT AVAILABLE UPON REQUEST		P		
d JP MORGAN - STATEMENT AVAILABLE UPON REQUEST		P		
e CAPITAL GAINS DIVIDENDS				
f				
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			-16.
b 5,742,673.		5,720,097.	22,576.
c 3,395,122.		2,752,065.	643,057.
d 2,611,846.		2,841,521.	-229,675.
e 1,601.			1,601.
f			
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			-16.
b			22,576.
c			643,057.
d			-229,675.
e			1,601.
f			
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	437,543.
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
BNY MELLON	22,240.
BNY MELLON - MUNI INTEREST	18,381.
BNY MELLON - OID MUNI INTEREST	609.
BNY MELLON - US BOND INTEREST	100.
DORCHESTER MINERALS K-1	1.
JP MORGAN	995.
LINN ENERGY	2.
POWERSHARES DB AGRICULTURAL FUND	21.
ROYALTY TRUSTS	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	42,362.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON	93,505.	1,601.	91,904.
JP MORGAN	69,330.	0.	69,330.
TOTAL TO FM 990-PF, PART I, LN 4	162,835.	1,601.	161,234.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DORCHESTER MINERALS	2,513.	2,513.	
ENCORE ENERGY PARTNERS	60.	60.	
ENCORE ENERGY PARTNERS	-478.	-478.	
POWERSHARES DB AGRICULTURE FUND	13,640.	13,640.	
CROSS TIMBER	1,546.	1,546.	
PERMIAN BASIN ROYALTY	2,601.	2,601.	
HUGOTON TRUST	1,291.	1,291.	
SABINE	1,550.	1,550.	
BP PRUDHOE	2,798.	2,798.	
SAN JUAN	2,458.	2,458.	
ENCORE ENERGY PARTNERS	1,081.	1,081.	
LEGACY RESERVES	1,410.	1,410.	
LINN ENERGY	354.	354.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,824.	30,824.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	1,800.	0.			0.
TO FM 990-PF, PG 1, LN 16A	1,800.	0.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FIDUCIARY FEES - PENDLETON	15,100.	15,100.			0.
ADMIN FEES	1,690.	1,690.			0.
TO FORM 990-PF, PG 1, LN 16C	16,790.	16,790.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PRODUCTION TAXES	1,190.	1,190.			0.
FOREIGN TAXES	271.	271.			0.
TO FORM 990-PF, PG 1, LN 18	1,461.	1,461.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SECTION 59(E)(2) FROM POWERSHARES DB	1,419.	1,419.			0.
AGRICULTURE FUND	156.	156.			0.
BANK FEES	40.	40.			0.
INVESTMENT EXPENSES	231.	231.			0.

INVESTMENT EXPENSES - JP MORGAN	5,979.	5,979.	0.
INVESTMENT EXPENSES - BNY MELLON	10,065.	10,065.	0.
TO FORM 990-PF, PG 1, LN 23	17,890.	17,890.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	3,441,721.	3,982,522.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,441,721.	3,982,522.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	2,996,684.	2,972,850.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,996,684.	2,972,850.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	COST	1,176,707.	1,316,905.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,176,707.	1,316,905.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDBNY MELLON
ONE WALL STREET
NEW YORK, NY 10286TELEPHONE NUMBERNAME OF GRANT PROGRAM

310-551-7618

N/A

FORM AND CONTENT OF APPLICATIONSLETTER STATING PURPOSE OF REQUESTING FUNDS. BRIEF HISTORY AND CURRENT TAX
EXEMPT STATUS OF ORGANIZATION MAKE THE REQUEST.ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN SCHOOL OF CLASSICAL STUDIES 6 CHARLTON ST #8 PRINCETON, NJ 08540		PUBLIC CHARITY	1,000.
CALIFORNIA SCIENCE CENTER 700 STATE DR LOS ANGELES, CA 90037		PUBLIC CHARITY	1,000.
CAMP KOREY AT CARNATION FARM 1605 NW SAMMAMISH ISSAQUAH, WA 98027		PUBLIC CHARITY	5,000.
CHURCH DIVINITY SCHOOL OF THE PACIFIC 2451 RIDGE RD BERKELEY, CA 94709		PUBLIC CHARITY	1,000.
COLONIAL WILLAMSBURG PO BOX 1776 WILLIAMSBURG, VA 23187		PUBLIC CHARITY	8,000.
EARTH SERVICE 1800 AVENUE OF THE STARS LOS ANGELES, CA 90067		PUBLIC CHARITY	3,000.
EPISCOPAL DIOCESE OF LOS ANGELES 3621 BRUNSWICK AVE LOS ANGELES, CA 90039		PUBLIC CHARITY	500.
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DR LOS ANGELES, CA 90027		PUBLIC CHARITY	1,000.

HARVARD UNIVERSITY - GRADUATE SCHOOL OF BUSINESS SOLDIERS FIELD BOSTON, MA 02163	PUBLIC CHARITY	2,000.
HARVARD UNIVERSITY- WESTLAKE SCHOOL 700 N FARING RD LOS ANGELES, CA 90777	PUBLIC CHARITY	5,000.
HOLTON ARMS SCHOOL 7303 RIVER RD BETHESDA , MD 20817	PUBLIC CHARITY	1,000.
INNER CITY EDUCATION FOUNDATION 5150 W GOLDFLEAF CIR STE 401 LOS ANGELES, CA 90056	PUBLIC CHARITY	6,500.
INSTITUTE FOR EDUCATIONAL ADVANCEMENT 325 FAIR OAKS AVE STE 285 S PASADENA, CA 91030	PUBLIC CHARITY	1,000.
J. PAUL GETTY TRUST 1200 GETTY CENTER DR LOS ANGELES, CA 90049	PUBLIC CHARITY	35,000.
LOS ANGELES PHILHARMONIC 151 S GRAND AVE LOS ANGELES, CA 90012	PUBLIC CHARITY	1,500.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	PUBLIC CHARITY	1,000.
MARLBOROUGH SCHOOL 250 S ROSSMORE AVE LOS ANGELES, CA 90004	PUBLIC CHARITY	1,000.
MIND RESEARCH INSTITUTE 3631 S HARBOR BLVD STE 200 SANTA ANA, CA 92704	PUBLIC CHARITY	1,000.

NEIGHBORHOOD YOUTH ASSOCIATION 1016 PLEASANT VIEW AVE VENICE, CA 90291	PUBLIC CHARITY	20,000.
NEW VISIONS FOUNDATION 3131 OLYMPIC BLVD SANTA MONICA, CA 90404	PUBLIC CHARITY	5,000.
ONE VOICE 1228 15TH ST STE C SANTA MONICA, CA 90404	PUBLIC CHARITY	2,000.
PIERPONT MORGAN LIBRARY 225 MADISON AVE NEW YORK , NY 10016	PUBLIC CHARITY	2,000.
POLLY HILL ARBORETUM PO BOX 561 WEST TISBURY, MA 02575	PUBLIC CHARITY	1,000.
PRINCETON UNIVERSITY 300 ALEXANDER ST PRINCETON, NJ 08540	PUBLIC CHARITY	23,500.
SAINT MATTHEWS PARISH 346 E 36TH ST LOS ANGELES, CA 90011	PUBLIC CHARITY	3,000.
UCLA FOUNDATION 405 HILGARD AVE LOS ANGELES, CA 90024	PUBLIC CHARITY	5,000.
UNIVERSITY OF REDLANDS PO BOX 3080 REDLANDS, CA 92373	PUBLIC CHARITY	20,000.
UNIVERSITY OF SOUTHERN CA - THE LAW SCHOOL USC LOS ANGELES, CA 90011	PUBLIC CHARITY	2,000.

ELBRIDGE & EVELYN STUART FOUNDATION95-6014019

WINROCK INTERNATIONAL INSTITUTE 2101 RIVERFRONT DR LITTLE ROCK, AR 72202	PUBLIC CHARITY	1,000.
TETON SCIENCE SCHOOLS PO BOX 68 KELLY, WY 83011	PUBLIC CHARITY	150,000.
STANFORD UNIVERSITY 450 SERRA MALL STANFORD , CA 94503	PUBLIC CHARITY	25,000.
LEGACY CHARTER SCHOOL 9900 S VERMONT LOS ANGELES, CA 90044	PUBLIC CHARITY	5,000.
SOL-LA MUSIC ACADEMY 1812 STANFORD STREET SANTA MONICA, CA 90404	PUBLIC CHARITY	1,000.
ST ANDREWS EPISCOPAL CHURCH E CHAPMAN AVE FULLERTON, CA 92835	PUBLIC CHARITY	2,000.
ROBERT S PEABODY MUSEUM 165 MAIN STREET ANDOVER, MA 01810	PUBLIC CHARITY	2,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		<u>345,000.</u>

