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. 990-PF

Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

<u> </u>	cale	endar year 2010, or tax year beginning	3/1/2010 , a	ina enaing		728/2011	
G	Che	ck all that apply	Initial return of a fo	· <u>—</u>	•	Final re	eturn
		Amended return	Address change	□ Na	_	change	
Νβ	me of	foundation			A	Employer identification ni	ımber
		ighton Foundation		<u>-</u> ,	<u> </u>	13-6200	
		and street (or P O box number if mail is not delivered to stree	et address)	Room/suite	В	Telephone number (see pag	ge 10 of the instructions)
		ndation Source, 55 Walls Drive, 3rd Floor			ļ	(800) 839	-1754
Cit	y or to	wn, state, and ZIP code			C	f exemption application is pe	ending, check here 🕨 🗌
	rfield		CT	06824	D 1	I. Foreign organizations, ch	eck here ▶
ᄲ		ck type of organization X Section 501(c)(3)			2	2. Foreign organizations me	_
<u>L</u>	Sec	tion 4947(a)(1) nonexempt charitable trust	Otner taxable private	toundation	_ 1	check here and attach cor f private foundation status w	
ı		market value of all assets at end J Accounting		h 🔲 Accrual		inder section 507(b)(1)(A),	
		ear (from Part II, col (c), ☐ Other 16) ► \$ 7 133 699 (Part I, colum	(specify)		1	f the foundation is in a 60-m	
		1,100,000		3/3 /		inder section 507(b)(1)(B), o	r
Fa	rt I	Analysis of Revenue and Expenses (The total	(a) Novembe and	(b) Net investr	ent	(c) Adjusted net	(d) Disbursements for charitable
		amounts in columns (b), (c), and (d) may not necessarily eq the amounts in column (a) (see page 11 of the instructions)		ıncome		income	purposes
_	_			/3.00	1	,	(cash basis only)
	1	Contributions, gifts, grants, etc , received (attach schedule)		(200	. **	· · · · · · · · · · · · · · · · · · ·	· '7.
	2	Check ► if the foundation is not required to attach Sch		<u> </u>			\$\`\st\\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
	3	Interest on savings and temporary cash investment Dividends and interest from securities			33		
	1	Gross rents	174,849	1/4	4,849	<u> </u>	
		Net rental income or (loss)		, , , , , , , , , , , , , , , , , , ,		1. 3. 15. 15.	
ne	1	Net gain or (loss) from sale of assets not on line 10	124,437	\(\partial \partial \pa			,,,
ē		Gross sales price for all assets on line 6a 1,684,3		7 mg 16 3 16	<u> </u>		42,
Revenue	7	Capital gain net income (from Part IV, line 2)			4,437	 	
ш	8	Net short-term-capital gain		1	.,		
	9	Income modifications []/[]		٠,,	r'		\$ · · · · · · · · · · · · · · · · · · ·
	10 a	Income modifications [] / [] Gross sales-less returns and allowances		4 (1)	*\$·	A April 31	·
	l t	Less Cost of goods sold	()	3.	ζ.	, ,	,, , , , ,
	l c	Grossarofit of (loss) 4atlach/schiedule)		57.			1 84 4 1 2 3
	11	Other income (attach schedule)	5,616				
	12	Total. Add Ines 1 through 11 1	304,935	299	9,319	9	
S	13	Compensation of officers directors, trustees, etc					
Expenses	14	Other employee salaries and wages	··· · ····				
be	15	Pension plans, employee benefits					
Ĕ		Legal fees (attach schedule)					
tive		Accounting fees (attach schedule)	22.070		1 470	 	0.000
ati		Other professional fees (attach schedule)	33,078	30	0,178	<u> </u>	2,900
Administra	17 18	Interest Taxes (attach schedule) (see page 14 of the instructions)	1,400			 	
Ë	19	Depreciation (attach schedule) and depletion	1,400	<u>'</u>		 	N.5 - 45
Ξ	20	Occupancy		 		 	
Ą	21	Travel, conferences, and meetings				†	
and	22	Printing and publications		†		<u> </u>	
ā	23	Other expenses (attach schedule)	36,412				36,412
Operating	24	Total operating and administrative expenses.					
īa		Add lines 13 through 23	70,890),178	3	39,312
be	25	Contributions, gifts, grants paid	275,250		y 34 .	, 🤻 , , , , , ,	275,250
0	26	Total expenses and disbursements Add lines 24 and 25	346,140),178	3	314,562
	27	Subtract line 26 from line 12	*************				
	а	Excess of revenue over expenses and disbursements	-41,205			<u> </u>	
		Net investment income (if negative, enter -0-)		269	9,141		´., • %÷
	C	Adjusted net income (if negative, enter -0-)		<u></u>			·

For Paperwork Reduction Act Notice, see page 30 of the instructions. (HTA)

9-14

Form 990-PF (201

Da	rt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End	of year
	U U	should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	50,340	37,887	
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable	, ,	. ~ .	; <u>.</u>
		Less allowance for doubtful accounts			- home and the property of the second
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			"
		disqualified persons (attach schedule) (see page 15 of the			
		instructions)			
	7	Other notes and loans receivable (attach schedule)	ستستنصده الاستقاسات بالمساسد		ا ـــــ کـــــــا
ţ		Less allowance for doubtful accounts			
Assets	8	Inventories for sale or use		<u> </u>	<u> </u>
As	9	Prepaid expenses and deferred charges			
	10 a	Investments—U.S. and state government obligations (attach schedule)			
	l t	nvestments—corporate stock (attach schedule)	5,878,408	5,849,656	7,095,812
	(Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis	n		* * * * * * * * * * * * * * * * * * *
		Less accumulated depreciation (attach schedule)			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis		*	
		Less accumulated depreciation (attach schedule)	***************************************		
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers—see the			
		instructions Also, see page 1, item I)	5,928,748	5,887,543	7,133,699
	17	Accounts payable and accrued expenses		•	
	18	Grants payable			1
Liabilities	19	Deferred revenue			
Ħ	20	Loans from officers, directors, trustees, and other disqualified persons			
ab	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0		
		Foundations that follow SFAS 117, check here		•	
Ś	İ	and complete lines 24 through 26 and lines 30 and 31.			
ည	24	Unrestricted			
alances	25	Temporarily restricted			1 2 3 4
Ba	26	Permanently restricted			
Þ		Foundations that do not follow SFAS 117, check here			
ڌِ		and complete lines 27 through 31.			* . 31
Net Assets or Fund	27	Capital stock, trust principal, or current funds			
S	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
šet	29	Retained earnings, accumulated income, endowment, or other funds	5,928,748	5,887,543	
Š	30	Total net assets or fund balances (see page 17 of the			
7		instructions)	5,928,748	5,887,543	
ž	31	Total liabilities and net assets/fund balances (see page 17			1 ' ' '
		of the instructions)	5,928,748	5,887,543]
Pa	rt III	Analysis of Changes in Net Assets or Fund Balances		0,001,040	
		net assets or fund balances at beginning of year—Part II, column (a), line	30 (must agree with		
		of-year figure reported on prior year's return)		1	5,928,748
2		amount from Part I, line 27a	•	2	-41,205
3		r increases not included in line 2 (itemize)		3	
4		ines 1, 2, and 3		4	5,887,543
		eases not included in line 2 (itemize) ►		5	1
		net assets or fund balances at end of year (line 4 minus line 5)—Part II, c	olumn (b), line 30	6	5,887,543

19 Publicly-traded Secunities 6 (a) Gross sales price (b) Gross sales price (c) Gross sales price (c) Gross sales price (d) Gross s	(a) List and describe the	I Losses for Tax on Investme kind(s) of property sold (e.g., real estate, e, or common stock, 200 shs MLC Co.)	ent Incoi	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
B	1a Publicly-traded Securities			B Bondion		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) Gams (Cet (i) gain minus (g)						
(e) Gross sales price (f) Depreciation allowed (cor allowable) (g) Cost or other basis plus expense of sales price (e) plus (f) minus (g) a 1,684,364 1,559,927 124,43 b 1,559,927 124,43 c 1,684,364 1,559,927 124,43 c 1,684,364 1,684,364 1,559,927 124,43 c 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,364 1,684,36	С					
(a) Gross sales price (b) Depreciation allowed (c) and overable) (c) Flows sales price (c) plus (f) minus (g) (ar allowable) (or allowable) (<u>d</u>					
(or allowable) plus expense of sales (e) plus (f) minus (g) a	e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) F M V as of 12/31/69 (i) F M V as of 12/31/69 (ii) F M V as of 12/31/69 (iii) Adjusted basis (iv) Excass of col. (i) col. (iv) Adjusted basis (iv) Excass of col. (iv) col. (iv) col. (iv) col. (iv) col. (iv) col	(e) Gross sales price	· · · · · · · · · · · · · · · · · · ·				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) FM V as of 12/31/69 (ii) Adjusted basis as of 12/31/69 (iii) Excess of cot (i) excess of cot (ii) excess of cot (iii) excess of cot (iii) excess of cot (iii) excess of cot (iiii) excess of cot (iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii	a 1,684,364		_	1,559,927		124,437
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 (ii) Adjusted basis as of 12/31/69 (iii) Adjusted basis (iii) Adjusted (iii) Adjusted (iii) Adjusted (iii) Adjusted (iii) Adjusted (iii) Adjusted (iiii) Adjusted (iiii) Adjusted (iiii) Adjusted (iiii) Adjusted (iiii) Adjusted (iiiii) Adjusted (iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii	b					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (h) Ganis (Cot (h) gain minus col (k), but not less than -0-) or Losses (from cot (h)) a						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) FM V as of 12/31/69 (ii) Adjusted basis as of 12/31/69 (iii) Adjusted basis as of 12/31/69 (iv) Adjusted file for the section 40/40 (a) for Reduced Tax on Net Investment Income (For optional use by domestic private foundations subject to the section 49/40(a) tax on net investment income (b) (for expensive time appropriate amount in each column for each year, see page 18 off the instructions before making any entries (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) Adjusted qualifying distributions (b) Adjusted qualifying 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 (c) 4, 36, 56 (c) Add lines 5 and 6 (c) Add lines 5 and 6 (d) Add lines 5 and 6 (e) Add lines 5 and 6 (f) Add lines 5 and 6 (g) Add lines 6 and 12/31/49 (g) Add lines 5 and 6 (g) Add lines 5 and 6 (g) Add lines 6 and 12/31/49						
(i) F M V as of 12/31/69 (ii) Adjusted basis as of 12/31/69 (iv) Excess of col (i) col (iv) Losses (from col (iii)) a 124,43 (iv) as of 12/31/69 (iv) col (i						
a 124,43 b 124,43 c 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 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8 If (loss)	Complete only for assets showing	ng gain in column (h) and owned by the	ne foundation	on on 12/31/69		
C capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 124,43 1	(ı) FM V as of 12/31/69	* .		***	,	· ·
C dd de e 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 } { If (loss), enter -0- in Part I, line 7 } } 2 124,43 3 Net short-term capital gain or (loss) as defined in sections 122(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 (loss), enter -0- in Part I, line 7 (loss), enter -0- in Part	a					124,437
Calendar year cotra page amount in each column for each year, see page 18 of the instructions before making any entires (est) elegated years (2009 439,556 6,140,526 2007 384,648 8,173,519 0.04625 2.005 359,455 7,805,848 0.04602 2.005 346,667 7,493,981 0.04625 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 and 6 Enter 1% of net investment income (1% of Part I, line 3 and 6 as 5,586 5 and 6 a character 1% of net investment income (1% of Part I, line 3 character 1% of net investment income) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 and 18 and	b					
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 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8. Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8. column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. 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 X No If Yes, the foundation lable for the section 4940(e) Do not complete this part 1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries (a) Base period years Calendar year (or tax year beginning in) Adjusted qualifying distributions Adjusted qualifying distribution assets (b) Adjusted qualifying distribution assets (col (b) divided by col (c)) Distribution ratio (col (b) divided by col (c)) Distribution ratio (col (b) divided by col (c)) 2008 419,507 6,709,909 0.06252 2007 384,648 8,173,519 0.04706 2006 329,455 7,805,848 0.04604 2005 340,667 7,493,981 0.05469 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 5 365,86 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 8 314,668 8 Enter qualifying distributions from Part XII, line 4	С					
2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 1 (loss), enter -0 in Part I, line 8 124,43 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0 in Part I, line 8 3 3 3 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income (For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income) If section 4940(d)(2) applies, leave this part blank Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes X No If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part 1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries. (a) (b) (c) (c) (d) (c) (d) (d) (d) (d) (d) (d) (d) (d) (d) (d	d					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 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 X No If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part 1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries (a) (b) (a) (b) (b) (c) (a) (b) (d) (b) (d) (d) (d) (d) (d	e					
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income (For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.) If section 4940(d)(2) applies, leave this part blank Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part 1. Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries. (a) Base period years Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets. (b) Adjusted qualifying distributions Net value of noncharitable-use assets. (col. (b) divided by col. (col.) Distribution ratio (col.) (col.) (d) divided by col. (d). (d) divided by col. (e). (e) (d) divided by col. (e). (e)	2 Capital gain net income or (r				2	124,437
Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income	3 Net short-term capital gain of	r (loss) as defined in sections 122	22(5) and	(6)		
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	If gain, also enter in Part I, Ii	ne 8, column (c) (see pages 13 ar	nd 17 of t	he }		
(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 X No if "Yes," the foundation does not qualify under section 4940(e). Do not complete this part 1	instructions) If (loss), enter-	-0- ın Part I, line 8		J	3	
If section 4940(d)(2) applies, leave this part blank Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No if "Yes," the foundation does not qualify under section 4940(e). Do not complete this part 1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries. (a) Base period years Calendar year (or tax year beginning in) 2009 439,556 6,140,526 2008 419,507 6,709,909 007158 2006 348,648 8,173,519 0,04706 2006 359,455 7,805,848 0,04604 2005 346,667 7,493,981 0,04625 2 Total of line 1, column (d) 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 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,69 8 Enter qualifying distributions from Part XII, line 4 8 314,566	Part V Qualification Unde	er Section 4940(e) for Reduc	ed Tax o	n Net Investme	ent Income	
(a) Base period years Calendar year (or tax year beginning in) Adjusted qualifying distributions Adjusted qualifying distribution and conditions Adjusted qualifying distribution and	Was the foundation liable for the If "Yes," the foundation does not	e section 4942 tax on the distribute t qualify under section 4940(e) Do	o not com	plete this part		
Base period years Adjusted qualifying distributions Net value of noncharitable-use assets Distribution ratio (col (b) divided by col (c))		unt in each column for each year,	see page	18 of the instruct	ions before mak	
Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets (col (b) divided by col (c))	` ,			• •		
2008 419,507 6,709,909 0 06252 2007 384,648 8,173,519 0 04706 2006 359,455 7,805,848 0 04604 2005 346,667 7,493,981 0 04625 2 Total of line 1, column (d) 2 0 27347 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0 05469 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 6,689,32 5 Multiply line 4 by line 3 5 365,86 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,69 7 Add lines 5 and 6 7 368,55 8 Enter qualifying distributions from Part XII, line 4 8 314,56		Adjusted qualifying distributions	Net value	of noncharitable-use a	ceate I	
2007 384,648 8,173,519 0 04706 2006 359,455 7,805,848 0 04604 2005 346,667 7,493,981 0 04625 2 Total of line 1, column (d) 2 0 27347 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0 05469 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 6,689,32 5 Multiply line 4 by line 3 5 365,86 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,69 7 Add lines 5 and 6 7 368,55 8 Enter qualifying distributions from Part XII, line 4 8 314,56	2009	439,556		6,140	,526	0 071583
2006 359,455 7,805,848 0 04604 2005 346,667 7,493,981 0 04625 2 Total of line 1, column (d) 2 0 27347 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0 05469 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 6,689,32 5 Multiply line 4 by line 3 5 365,86 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,69 7 Add lines 5 and 6 7 368,55 8 Enter qualifying distributions from Part XII, line 4 8 314,56		419,507	1	6,709	,909	0 062521
2 Total of line 1, column (d) 2 O 27347 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 O 05469 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 O 6,689,32 5 Multiply line 4 by line 3 5 O 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 C 7 O 7 O 7 O 7 O 7 O 7 O 7 O 7 O 7 O 7						0 047060
2 Total of line 1, column (d) 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0 05469 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 7 368,55 8 Enter qualifying distributions from Part XII, line 4	·					0 046049
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 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4	2005	346,667	L	7,493	3,981	0 046259
the number of years the foundation has been in existence if less than 5 years 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4					 	0 273472
5 Multiply line 4 by line 3 5 365,86 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,69 7 Add lines 5 and 6 7 368,55 8 Enter qualifying distributions from Part XII, line 4 8 314,56						0 054694
6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,69 7 Add lines 5 and 6 7 368,55 8 Enter qualifying distributions from Part XII, line 4 8 314,56	4 Enter the net value of nonch	arıtable-use assets for 2010 from	Part X, Iır	ie 5	4	6,689,323
7 Add lines 5 and 6 7 368,55 8 Enter qualifying distributions from Part XII, line 4 8 314,56	5 Multiply line 4 by line 3				5	365,866
8 Enter qualifying distributions from Part XII, line 4 8 314,56	6 Enter 1% of net investment	ncome (1% of Part I, line 27b)			6	2,691
	7 Add lines 5 and 6				7	368,557
If the of sequal to of greater than the 7, check the box in Fart VI, the 1b, and complete that part using a 176 tax rate. See			t VI, line 1	b, and complete t		314,562 1% tax rate See

Fom	n 990-PF (2010) Axe-Houghton Foundation 13-6	520020	0 F	age 4
Pa	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of	the ins	tructi	ons)
1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 ☐	-		
	Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check		5,383	3
	here and enter 1% of Part I, line 27b			
C	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4%			لــــــــــــــــــــــــــــــــــــــ
_	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-)		5.000	
3	Add lines 1 and 2 Subtitle A (record) to y (demostra control 4047(s)(4) to y to and to a blo (s) 1 (10.00 to 10.00 to 1		5,383	
4 5	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		E 202	
6	Credits/Payments		5,383	1
	2010 estimated tax payments and 2009 overpayment credited to 2010 6a 3,000			
	Exempt foreign organizations—tax withheld at source 6b		٠ , '	
	C Tax paid with application for extension of time to file (Form 8868)			
	Backup withholding erroneously withheld 6d			
7	Total credits and payments Add lines 6a through 6d	*****	3,000)
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶ 9		2,383	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		(
	Enter the amount of line 10 to be Credited to 2011 estimated tax ▶ 0 Refunded ▶ 11			
Pa	rt VII-A Statements Regarding Activities			
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		Yes	No
	participate or intervene in any political campaign?	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the	ľ		
	instructions for definition)?	1b	<u> </u>	X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			,
C	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		١,	
	(1) On the foundation \$ (2) On foundation managers \$	_		
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			safintes
_	on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
3	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	+-	X
	of If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	1.7.	X
	If "Yes," attach the statement required by General Instruction T	Ţ,	, ; "	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.			12.
	By language in the governing instrument, or		١,	3
	 By state legislation that effectively amends the governing instrument so that no mandatory directions 	A]
	that conflict with the state law remain in the governing instrument?	6	<u> </u>	<u> </u>
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	<u> 7</u>	X	<u> </u>
ва	Enter the states to which the foundation reports or with which it is registered (see page 19 of the			
L	instructions) NY	-	1	
10	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney		 	
9	General (or designate) of each state as required by General Instruction G? If "No," attach explanation Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3)	<u>8b</u>	 ×	1
9	or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)?		-	
	If "Yes," complete Part XIV	9		l x
10	Did any nersons become substantial contributors during the tay year? If "Ves " attach a schedule listing	 	+	 ^-

their names and addresses

5	Other Department Activities (continued)			
•	t VII-A Statements Regarding Activities (continued)	т —		
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		х
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before			
	August 17, 2008?	12		X_
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address			-,
14	The books are in care of ► c/o Foundation Source Telephone no Telephon) 839-	1754
	Located at ► 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ► 19809-1377			<u></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		Þ	L
40			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	[5]	X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter	30	7	_^_
	the name of the foreign country		Sick ?	i iki i
Pai	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	727		
, a	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)		. CC	<u> </u>
ıu	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?]]		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	3.0		%
	a disqualified person?		3/3/52 "	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	ſ^^		. 5
				, 5
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? L Yes X 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)?		`	
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			3°94 *;
	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)	,	,	ŵ.
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations		***	
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here		XX.	
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,	1.3		
_	that were not corrected before the first day of the tax year beginning in 2010?	1c		Х
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))	1.6		/ \s
_	• •			
а	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 20, 20, 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)		. %,	, ,
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)		,	
	to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A	
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		ž.	,
	2 0		1.00	Ž
3a	Did the foundation hold more than a 2% direct or indirect interest in any business			
_	enterprise at any time during the year?		,,,	CZ k Š
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation		,	١.,
	or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3)			
	the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine			
	if the foundation had excess business holdings in 2010)	3b	N/A	****
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable		1. <u>1</u> . 20. 30.	
-	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	margal Programs	Х

Forr	990-PF (2010) Axe-Houghton Foundation							13-62	200200	Page 6
Pa	rt VII-B Statements Regarding Activi	ties f	or Which Forn	n 47	720 May Be R	equire	d (continued)			
5a	During the year did the foundation pay or incur a	ny am	ount to							
	(1) Carry on propaganda, or otherwise attempt	to infl	uence legislation (sect	ion 4945(e))?		Yes	X No		
	(2) Influence the outcome of any specific publi	c elect	ion (see section 4	955)	, or to carry			_		
	on, directly or indirectly, any voter registrat	on dri	ve?				Yes	X No		
	(3) Provide a grant to an individual for travel, s	tudy, d	or other similar pur	pose	es?		Yes	X No	.	
	(4) Provide a grant to an organization other than	•	•	•				_		
	in section 509(a)(1), (2), or (3), or section 4	940(d)(2)? (see page 22	of t	he instructions)		Yes	X No	.	. 8
	(5) Provide for any purpose other than religiou	s, cha	ritable, scientific, li	tera	ry, or		<u></u>			
	educational purposes, or for the prevention	of cru	elty to children or	anın	nals?		Yes	X No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the	trans	actions fail to qual	ify u	nder the exception	ns desc	ribed in	_		
	Regulations section 53 4945 or in a current notic	e rega	rding disaster ass	star	ice (see page 22	of the in:	structions)?		5b	N/A
	Organizations relying on a current notice regarding	ng disa	aster assistance cl	neck	here		•		· ·	
C	If the answer is "Yes" to question 5a(4), does the	found	lation claim exemp	tion	from the			_	1	{
	tax because it maintained expenditure responsib	lity for	the grant?				Yes	No	.	,,
	If "Yes," attach the statement required by Regula	tions s	section 53 4 <mark>945</mark> –5	(d)					l,	
6a	Did the foundation, during the year, receive any	unds,	directly or indirect	ly, to	pay		_			[?] !
	premiums on a personal benefit contract?						Yes	X No		
b	Did the foundation, during the year, pay premium	is, dire	ectly or indirectly, o	n a	personal benefit	contract?	•		6b	X
	If "Yes" to 6b, file Form 8870								80.7	
7a	At any time during the tax year, was the foundati	on a p	arty to a prohibited	tax	shelter transaction	on?	Yes	X No	·	
_	If "Yes," did the foundation receive any proceeds								7b	N/A
Р	art VIII Information About Officer	s, Dir	ectors, Truste	es	, Foundation	Manag	jers, Highly	Paid E	mploy	ees,
	and Contractors						···			
_1	List all officers, directors, trustees, foun	_			•			he insti	ruction	s).
	(a) Name and address	(b)	Title, and average hours per week		c) Compensation f not paid, enter		Contributions to lovee benefit plans	, (se account,
		d	evoted to position		-0-)	and de	ferred compensati	on	otner a	lowances
SE	ATTACHMENT							1		
—	 	+		 						
	• • • • • • • • • • • • • • • • • • • •									
		+		├─						
		•								
_		+								
		•								
	Compensation of five highest-paid empl	ovees	other than the	ose	included on li	ne 1—s	ee page 23 of	the ins	structio	ons).
	If none, enter "NONE."	,	(**************************************				or programme			- /-
_			(b) Title, and avera	200			(d) Contributions t	0		
(a	Name and address of each employee paid more than \$5	0,000	hours per week	-	(c) Compensation	on	employee benefit plans and deferre			se account, lowances
			devoted to position	on			compensation	٠	other at	lowances
NC	NE						, ,,		•	
_										
	· · · · · · · · · · · · · · · · ·	-						+		
Ta	al number of other employees paid over \$50	000	I.		<u> </u>	J		•	-	
. 0	ai number of other employees paid over \$50	,000					•	-		

Form **990-PF** (2010)

Form 990-PF (2010) Axe-Houghton Foundation		13-6200200 Page /
Part VIII Information About Officers, Directors, Trustees, I	Foundation Managers, Highly Paid	l Employees,
and Contractors (continued) 3 Five highest-paid independent contractors for professional services (see	nage 22 of the instructions) If none ente	r "NONE "
		(c) Compensation
(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	>	
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant the number of organizations and other beneficiaries served, conferences convened, research p		Expenses
1		
2		
3		
4		
Part IX-B Summary of Program-Related Investments (see p		
Describe the two largest program-related investments made by the foundation during the tax ye	ar on lines 1 and 2	Amount
1		
2		
All other program-related investments See page 24 of the instructions		
3		
		0

Total. Add lines 1 through 3

orm	99ò-PF (2010) Axe-Houghton Foundation	13-	6200200 Page 8
Pai	Minimum Investment Return (All domestic foundations must complete this part. Foreign		
	see page 24 of the instructions)		,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,	4.7	
	purposes		
а	Average monthly fair market value of securities	1a	6,740,123
b	Average of monthly cash balances	1b	51,068
С	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	6,791,191
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)	23	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,791,191
4	Cash deemed held for charitable activities Enter 11/2 % of line 3 (for greater amount, see page 25		
	of the instructions)	4	101,868
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,689,323
<u> </u>	Minimum investment return. Enter 5% of line 5	6	334,466
Par	t XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private of	peratii	ng
	foundations and certain foreign organizations check here L and do not complete this part)		
1	Minimum investment return from Part X, line 6	1	334,466
2a	Tax on investment income for 2010 from Part VI, line 5	T 3356538361	
b	Income tax for 2010 (This does not include the tax from Part VI)		
С	Add lines 2a and 2b	2c	5,383
3	Distributable amount before adjustments Subtract line 2c from line 1	3	329,083
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	329,083
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,	1 1	
	line 1	7	329,083
Par	Qualifying Distributions (see page 25 of the instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	314,562
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the	12	
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0

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

Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

income Enter 1% of Part I, line 27b (see page 26 of the instructions)

Adjusted qualifying distributions. Subtract line 5 from line 4

4

5

6

314,562

314,562

4

- a	t XIII Undistributed Income (see pag	e 26 01 t	ne instructio	ons)	(b)		(c)	· · · · · · · · · · · · · · · · · · ·	(d)	· · · ·
1	Distributable amount for 2010 from Part XI, line 7		Corpus		Years prior to	2009	200	9	2010	329,083
2		2010								29,063
	Undistributed income, if any, as of the end of 2 Enter amount for 2009 only	2010				-		168,338		
•	•					0		100,550		
3	Total for prior years 20, 20, 20, 20					4			· *** * · · · · · · · · · · · · · · · ·	
_	Excess distributions carryover, if any, to 2010									
•	From 2005		s							
	From 2006	0						:		
•	From 2007	0						į		
•	From 2008	0	*							
	From 2009	0								
1	· · · · · · · · · · · · · · · · · · · · · · · · · · · · · ·			0						
4	Qualifying distributions for 2010 from Part						1	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	1500	
	XII, line 4 > \$314,562					-			·	
	Applied to 2009, but not more than line 2a							168,338		
ı	Applied to undistributed income of prior years									¥
	(Election required—see page 26 of the instruc	tions)				0			·····	¥.
(Treated as distributions out of corpus (Election	n								
	required—see page 26 of the instructions)									
(Applied to 2010 distributable amount		<i>?</i> ``.	`		` "			•	146,224
(Remaining amount distributed out of corpus			0						
5	Excess distributions carryover applied to 2010)		0						0
	(If an amount appears in column (d), the same amount must be shown in column (a))			۶′,	*		V A	sign s	, y *	*
6	Enter the net total of each column as indicated below:						. >			
	Corpus Add lines 3f, 4c, and 4e Subtract line	5		0]		1		
	Prior years' undistributed income Subtract								***************************************	<u> </u>
	line 4b from line 2b					ol		,		
	Enter the amount of prior years' undistributed							,		
	income for which a notice of deficiency has					ľ	3		3	•
	been issued, or on which the section 4942(a)								· As	.\$
	• •					Ì	Mar.		₩.	· **
	tax has been previously assessed					<u> </u>	······································			
,	Subtract line 6c from line 6b Taxable					ol*	- Ž	` `	2	(a)
	amount—see page 27 of the instructions	'				식	/"¥"			
(Undistributed income for 2009 Subtract line]		:		
	4a from line 2a Taxable amount—see page 2	7 of the	å. e.s.	ź	<u>}</u>	ş. İ		اء		
	Instructions		<u> </u>		* _			0		····
	Undistributed income for 2010 Subtract					1				
	lines 4d and 5 from line 1. This amount must			3		,				
	be distributed in 2011		§ / / /	.3	*	*	*,	.,,		182,859
7	Amounts treated as distributions out of									
	corpus to satisfy requirements imposed by							4.1		
	section 170(b)(1)(F) or 4942(g)(3) (see page 2	27 of					4	42.		* ′
	the instructions)		_							*****
8	Excess distributions carryover from 2005									
	not applied on line 5 or line 7 (see page 27 of	the				9			**	:
	instructions)			0		·		2.	"	
9	Excess distributions carryover to 2011.					T				
	Subtract lines 7 and 8 from line 6a			0		1				
10	Analysis of line 9									
	Excess from 2006	0				- 1				
Ì	Excess from 2007	0								
·	Excess from 2008	0				[
į	Excess from 2009	0						:		
	Excess from 2010	0				- 1				

	990-PF (2010) Axe-Houghton Foundation				13-6200	
Par	t XIV Private Operating Foundations (s	ee page 27 of th	e instructions a	nd Part VII-A, qu	estion 9)	N/A
1 a	If the foundation has received a ruling or determination, and the ruling is effective for 2010, ent			•		
b	Check box to indicate whether the foundation is a	private operating fou	ndation described ii	n section	4942(J)(3) or	4942(j)(5)
	Enter the lesser of the adjusted net	Tax year		Prior 3 years		
	income from Part I or the minimum	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
	investment return from Part X for each year listed		(6) 2000	(6) 2500	(4) 2007	
_	85% of line 2a	0	0	0	0	0
_	Qualifying distributions from Part XII,	<u>-</u>				
·	line 4 for each year listed	o				0
d	Amounts included in line 2c not used directly					
_	for active conduct of exempt activities					0
е	Qualifying distributions made directly		-			<u>_</u>
	for active conduct of exempt activities					
_	Subtract line 2d from line 2c	0	0	0	0	0
3	Complete 3a, b, or c for the alternative test relied upon					
а	"Assets" alternative test—enter					
	(1) Value of all assets					0
	(2) Value of assets qualifying					
h	under section 4942(j)(3)(B)(i) "Endowment" alternative test—enter 2/3			<u>-</u>		0
	of minimum investment return shown in					
	Part X, line 6 for each year listed	. 0				0
С	"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)					0
	(2) Support from general public and 5 or more exempt					
	organizations as provided in					
	section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from an exempt organization			_		0
	(4) Gross investment income					0
Pa	t XV Supplementary Information (Co				000 or more in	
	assets at any time during the ye		3 of the instruc	tions.)		
1	Information Regarding Foundation Manag					
а	List any managers of the foundation who have corbefore the close of any tax year (but only if they have			•	the foundation	
		ive contributed more	(See	section 507(d)(2))		
<u>NO</u>	NE List any managers of the foundation who own 10%	or more of the stock	k of a corporation (a	y an equally large no	odion of the	
U	ownership of a partnership or other entity) of which		,		or tion or the	
NO	NE		· ·			
2	Information Regarding Contribution, Gran	t, Gift, Loan, Sch	olarship, etc., Pr	rograms:		
	Check here X If the foundation only makes	contributions to pres	selected charitable	organizations and do	es not accept	
	unsolicited requests for funds. If the foundation ma		(see page 28 of th	ne instructions) to ind	lividuals or organizati	ons
	under other conditions, complete items 2a, b, c, ar					
а	The name, address, and telephone number of the	person to whom app	olications should be	addressed		
	<u> </u>					
b	The form in which applications should be submitte	a and information an	a materials they sho	ould include		
	Any submission deadlines					
·	,					
٦,	Any restrictions or limitations on awards, such as l	ov geographical area	s, chantable fields	kinds of institutions	or other	
u	factors	-, 3003.apinoai aica	-, 5. m. masic noids,		J. 30101	

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During th	e Year or Approved	for Future	Payment	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		···-
a Paid during the year ABINGDON THEATRE COMPANY	N/A	509(a)(1)	Summer in Sanctuary	4,000
312 W 36TH ST	IN/C	309(a)(1)	Summer in Sanctuary	4,000
NEW YORK NY 10018				
ACTORS COMPANY THEATRE INC	N/A	509(a)(1)	Mainstage Production of	4,000
900 BROADWAY STE 905	1,47,1	000(0)(1)	Three Men on a Horse	4,000
NEW YORK NY 10003			by G Abbott & JC Holm	
AMERICAN GLOBE THEATRE LTD	N/A	509(a)(1)	Shakespeare For	5,000
145 W 46TH ST 3RD FL		`^`	Schools	-,
NEW YORK NY 10036		1		
ATLANTIC THEATER COMPANY	N/A	509(a)(1)	2010/2011 Youth	5,000
76 9TH AVE		` ` ` `	Theaters	·
NEW YORK NY 10011				
CHERRY LANE ALTERNATIVE INC	N/A	509(a)(1)	2011 Mentor Project	6,000
38 COMMERCE ST				
NEW YORK NY 10014				
CHILD INC CENTRAL HARLEM INITIATIVE	N/A	509(a)(1)	The Oratory Program	2,000
155 W 19TH ST				
NEW YORK NY 10011				
CITY COLLEGE FUND	N/A	509(a)(1)	The Poetry Outreach	2,500
160 CONVENT AVE S166			Center	
NEW YORK NY 10031				
CIVILIANS INC	N/A	509(a)(1)	The Great Immensity	3,000
138 S OXFORD ST, 3C			Project	
BROOKLYN NY 11217				
CLASSICAL THEATRE OF HARLEM INC	N/A	509(a)(2)	Future Classics, A Play	5,000
520 8TH AVE, STE 313			Reading Series Program	
NEW YORK NY 10018				
CLUBBED THUMB INC	N/A	509(a)(1)	2011 Summerworks	4,000
141 E 3RD ST APT 11H			Project	
NEW YORK NY 10009	A.V.A	500(-)(4)		4.000
COMMUNITY-WORD PROJECT INC	N/A	509(a)(1)	Classroom Arts	4,000
42 BROADWAY 18TH FL			Residencies Writing and Performing Poetry	
NEW YORK NY 10004 Total See Attached Statement	i		■ 3a	275,250
b Approved for future payment		ı	Ja	210,230
S Approved for fatare payment				
		1	ľ	
		1		
			ŀ	
Total		1	L 26	
Total	" "		▶ 3b	0

Part XVI-A Analysis of Income-Producing Act	T	1			
Enter gross amounts unless otherwise indicated	Unrelated bus	iness income	Excluded by section	n 512, 513, or 514	(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of
1 Program service revenue					the instructions)
a L					
b				.=	<u> </u>
C					
d					
e					
T See and analysis f					
g Fees and contracts from government agencies 2 Membership dues and assessments					
3 Interest on savings and temporary cash investments		· · · ·	14	33	
4 Dividends and interest from securities			14	174,849	
5 Net rental income or (loss) from real estate	× 3" 5 - 02"	1.後付ごの: ái			66 1.24
a Debt-financed property	-	1,32 .7 ,7 ,8%	* 1/2	& 3. 2. 2.	× / / / / / / / / / / / / / / / / / / /
b Not debt-financed property				·	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	124,437	
9 Net income or (loss) from special events			10	124,457	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Federal Tax Refund			01	5,616	
b			01	3,010	
С					
d	-				
e					
е	\$ # 2 /	0		304,935	0
e	V 20 20 20 20 20 20 20 20 20 20 20 20 20	0	1200000	304,935 13	
e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions on page 29 to verify calc		0			
e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions on page 29 to verify calc Part XVI-B Relationship of Activities to the Ac	ulations)	of Exempt P	urposes	13	
e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions on page 29 to verify calc Part XVI-B Relationship of Activities to the Activities No. Explain below how each activity for which income the accomplishment of the foundation's exempt	complishment	of Exempt Pt	urposes /I-A contributed in	13	
e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions on page 29 to verify calc Part XVI-B Relationship of Activities to the Activine No. Explain below how each activity for which income	complishment	of Exempt Pt	urposes /I-A contributed in	13	
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e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions on page 29 to verify calc Part XVI-B Relationship of Activities to the Act Line No. Explain below how each activity for which income the accomplishment of the foundation's exempt	complishment	of Exempt Pt	urposes /I-A contributed in	13	
e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions on page 29 to verify calc Part XVI-B Relationship of Activities to the Activities No. Explain below how each activity for which income the accomplishment of the foundation's exempt	complishment	of Exempt Pt	urposes /I-A contributed in	13	
e 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions on page 29 to verify calc Part XVI-B Relationship of Activities to the Act Line No. Explain below how each activity for which income the accomplishment of the foundation's exempt	complishment	of Exempt Pt	urposes /I-A contributed in	13	0 304,935

Form 990-PF (2010) Axe-Houghton Foundation 13-6200200 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable

0		Exempt Organiza	ations							
1	Did the	<u> </u>		ngage in any of the following v	with any of	ther organization	described		Yes	No
	ın sectio	on 501(c) of the Code	(other than s	section 501(c)(3) organizations	s) or in sec	ction 527, relating	to political		4.9	100
	organız	ations?								
а	Transfe	rs from the reporting	foundation to	a noncharitable exempt organ	nization of					
	(1) Cas	sh						1a(1)		Х
	(2) Oth	er assets				•		1a(2)		Х
b		ansactions						1	200	
		es of assets to a non-		-				1b(1)		X
				able exempt organization				1b(2)	$oxed{igspace}$	X
		ntal of facilities, equip		r assets				1b(3)		X
		mbursement arrange						1b(4)		X
		ins or loan guarantee		nip or fundraising solicitations				1b(5)	$\overline{}$	X
c	• •			ts, other assets, or paid emplo	WARS			1b(6)		
	-		-	complete the following schedu	-	n (h) should alu	rave chave the fo			
u	value of	f the goods, other ass	sets, or servic	es given by the reporting foun	dation If the	he foundation red	ceived less than	fair ma	arket	
	value in	any transaction or sl	haring arrange	ement, show in column (d) the	e value of	the goods, other	assets, or servi	ces rec	eivec	t
(a)	Line no	(b) Amount involved	(c) Name	of noncharitable exempt organization	(d) De	escription of transfers,	transactions, and sl	hanng an	angen	nents
	Ĭ									
						-				
			 		-					
	+	 -								
				·						
										
	T I						_			
				-						
				· · · · · · · · · · · · · · · · · · ·	L					
2a				ated with, or related to, one or				, 53		
h		complete the followi		ther than section 501(c)(3)) or	in section	152//	Ш,	res 🗓	NO	
	11 103,	(a) Name of organization		(b) Type of organization		(c)	Description of relation	nehin		
		(2) 112110 01 019211220011		(E) Type of organization		(6)	Description of relation	лэпр		
						· · · · · · · · · · · · · · · · · · ·				
-										
						1				
				xamined this return, including accompa						
Si	gn belle	if, it is true, correct, and corr	npiete Declaratio	n of preparer (other than taxpayer or fi	duciary) is ba	sed on all information	of which preparer h	as any kr	nowled	.ge
He		Klann /	nuels	ant _	1.8	(. <i>11</i>	DETILON	17		
	D-	Signature of officer of truste	· <u> </u>		Date		PESIDER	7 1 .		
		Print/Type preparer's n		Preparer's signature	<u> </u>	Date		PTIN		
Pa	id	,, , , , , , , , , , , , , , , , , , , ,	-				Checkif			
Pre	eparer	Jeffrey D Haskell		Jeffrey D. Haskell		6/6/2011	self-employed			
	e Only		OUNDATION :				Firm's EIN ▶			
	,	Firm's address > 55	WALLS DRIV	/E, FAIRFIELD, CT 06824			Phone no	(800)	839-1	<u> 1754</u>

Form 990-PF, Part I, Line 11 - Other Income

0	(b) Net Investment	0									
5,616	(a) Revenue per Rooks	5.616									
TOTAL:											
		1 Federal Tax Refund									
		1 Fede	2	3	4	5	9	7	8	6	10
ı				<u> </u>		<u> </u>		• •	~		_

Form 990-PF, Part I, Line 16c - Other Professional Fees

Consulting Fees Character	Τ	TOTAL: 33,078	30,178	0	2,900
Expenses per		(a)	(p)	(၁)	(p)
30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30,178 30		Expenses per	Net Investment	Adjusted Net	Charitable
2,900	Management Services	30,178	30,178		O Desodin L
	ees	2,900	0		2,900

Form 990-PF, Part I, Line 18 - Taxes

Form 990-PF, Part I, Line 23 - Other Expenses

101AL: 30,412
Expenses per
Books
36,037
Local newspaper ad in satisfaction of public disclosure requirements
250

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:	5,849,656	7,095,812
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
-	ARTIO GLOBAL INVESTMENT FUNDS (JIEIX)	3,478	101,741	106,431
7	COLUMBIA FDS SRS TR I DIVIDEND INCOME FUND CLASS (GSFTX)	12,327	155,096	168,637
3	CRM MID CAP VALUE FUND (CRIMX)	3,468	94,892	105,837
7	ETFS GOLD TRUST (SGOL)	1,077	128,976	151,168
9	HARBOR CAPITAL APPRECIATION FUND (HACAX)	7,445	235,400	285,825
ဖ	HARBOR FDS INTL FD (HAINX)	1,703	68,405	107,253
7	ISHARES COMEX GOLD TRUST (IAU)	5,490	64,550	75,707
8	ISHARES SILVER TRUST (SLV)	3,539	65,367	117,176
6	PIMCO LOW DURATION INSTL (PTLDX)	42,183	440,970	439,548
10		21,145	230,693	230,056
11	SELECTED AMER SHR CL D (SLADX)	5,323	235,117	228,730
12	STREETTRACKS GOLD SHARES (GLD)	549	64,505	75,575
13	T ROWE PRICE MID CAP VALUE (TRMCX)	899'9	146,833	166,711
14	T ROWE PRICE HIGH YIELD FUND (PRHYX)	6,203	34,464	43,052
15	T ROWE PRICE SMALL-CAP VALUE FD INC (PRSVX)	2,403	80,241	666'06
16		4,172	90,004	91,741
17	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)	3,451	70,617	84,107
18	TWEEDY, BROWNE GLOBAL VALUE FD II (TBCUX)	1,832	18,949	21,211
19		7,355	35,655	42,804
20	VANGUARD GROWTH INDEX FUND SIGNAL SHARES (VIGSX)	9:6'6	210,439	304,343
21	VANGUARD INFLATION-PROTECTED SEC FD-AD (VAIPX)	26,057	592,023	671,239
22		13,363	125,904	132,829
23	VANGUARD INTL GROWTH FD ADMIRAL SHS (VWILX)	1,702	93,163	106,927
24	VANGUARD SHORT-TERM CORPORATE FD ADMIRAL SHS (VFSUX)	87,956	915,969	949,042
25	25 VANGUARD TOTAL BOND MARKET INDEX FUND SIGNAL SHARE (VBTSX)	24,912	254,294	263,315
5 6	26 VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND (VGTSX)	26,160	277,601	426,412
27	27 VANGUARD TOTAL STOCK MARKET INDEX FUND SIGNAL SH (VTSSX)	38,014	764,752	1,226,342
78	28 VANGUARD VALUE INDEX FUND SIGNAL SHARES (VVISX)	13,231	180,132	306,154
29	29 VANGUARD WINDSOR II FD ADMIRAL SHS (WWNAX)	1,583	72,904	76,641

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	Name	Street	City	State	Zıp Code	Title	Avg Hrs	Comp	Benefits	Expense Account
←	1 Lynn F Angelson	c/o Foundation Source 55 Walls Drive, 3rd Floor	Fairfield	CT	06824	President / Director	~	0	0	0
7	2 Suzanne Davidson	c/o Foundation Source 55 Walls Drive, 3rd Floor	Fairfield	СТ	06824	Director / Secretary		0	0	0
က	Bruce D Haims	c/o Foundation Source 55 Walls Drive, 3rd Floor	Fairfield	СТ	06824	Director / Treasurer	1	0	0	0
4	Remington P Patterson (removed in 2010)	c/o Foundation Source 55 Walls Drive, 3rd Floor	Fairfield	СТ	06824	Vice President / Director	7	0	0	0
5	Robert B von Mehren	c/o Foundation Source 55 Walls Drive, 3rd Floor	Fairfield	CT	06824	Vice President / Director	1	0	0	0
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Dixon Place 2010-2011 Literary Program