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

**2010**

Department of the Treasury  
Internal Revenue Service

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

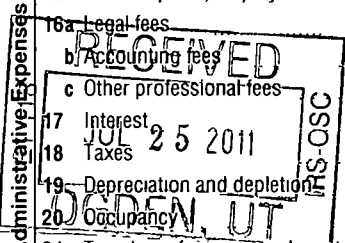
**For calendar year 2010, or tax year beginning** APR 1, 2010 **, and ending** MAR 31, 2011

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

<b>Name of foundation</b> <b>WELFLEET FOUNDATION, INC</b>		<b>A Employer identification number</b> <b>13-3170169</b>
<b>Number and street (or P O box number if mail is not delivered to street address)</b> <b>C/O COWAN, DE BAETS, ET AL, 41 MADISON A</b>		<b>B Telephone number</b> <b>201-525-5454</b>
<b>City or town, state, and ZIP code</b> <b>NEW YORK, NY 10010</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I Fair market value of all assets at end of year</b> (from Part II, col. (c), line 16) \$ <b>2,286,626.</b>	<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))					
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	6,421.	6,421.	6,421.	<b>STATEMENT 1</b>
	<b>4</b> Dividends and interest from securities	56,051.	56,051.	56,051.	<b>STATEMENT 2</b>
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	0.			
	<b>b</b> Gross sales price for all assets on line 6a	150,000.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		0.		
	<b>8</b> Net short-term capital gain			0.	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income					
<b>12 Total</b> Add lines 1 through 11	62,472.	62,472.	62,472.		
<b>13</b> Compensation of officers, directors, trustees, etc	0.	0.	0.	0.	
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>Operating and Administrative Expenses</b>	<b>16a</b> Legal fees				
	<b>b</b> Accounting fees	7,175.	0.	0.	<b>STMT 3</b>
	<b>c</b> Other professional fees				
	<b>17</b> Interest				
	<b>18</b> Taxes	834.	834.	834.	0.
	<b>19</b> Depreciation and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses	400.	250.	250.	150.
<b>24 Total operating and administrative expenses</b> Add lines 13 through 23	8,409.	1,084.	1,084.	7,325.	
<b>25</b> Contributions, gifts, grants paid	54,035.			54,035.	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	62,444.	1,084.	1,084.	61,360.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a</b> Excess of revenue over expenses and disbursements	28.				
<b>b Net investment income</b> (if negative, enter -0-)		61,388.			
<b>c Adjusted net income</b> (if negative, enter -0-)			61,388.		

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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	96,796.	80,159.	80,159.
	2 Savings and temporary cash investments	649,671.	693,385.	693,385.
	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	311,866.	311,866.	311,866.
	10a Investments - U.S. and state government obligations <b>STMT 6</b>	377,875.	212,505.	221,080.
	b Investments - corporate stock <b>STMT 7</b>	140,003.	144,935.	150,602.
	c Investments - corporate bonds <b>STMT 8</b>	689,078.	822,467.	829,534.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
<b>16 Total assets (to be completed by all filers)</b>	<b>2,265,289.</b>	<b>2,265,317.</b>	<b>2,286,626.</b>	
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 ▶ _____)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
<b>30 Total net assets or fund balances</b>	<b>2,265,289.</b>	<b>2,265,317.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>2,265,289.</b>	<b>2,265,317.</b>		

**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	2,265,289.
2 Enter amount from Part I, line 27a	2	28.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	2,265,317.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,265,317.

**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 50000 HSBC FINANCIAL 4.55 BOND	P		04/05/10
b 100000 CATERPILLAR FNCL 4.7 BOND	P		07/11/10
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 50,000.		50,000.	0.
b 100,000.		100,000.	0.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			0.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	0.
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	0.

**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	65,228.	2,213,111.	.029473
2008	53,852.	2,210,697.	.024360
2007	100,015.	2,142,744.	.046676
2006	143,385.	2,142,867.	.066913
2005	143,425.	2,017,142.	.071103

2 Total of line 1, column (d)	2	.238525
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	.047705
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,252,332.
5 Multiply line 4 by line 3	5	107,447.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	614.
7 Add lines 5 and 6	7	108,061.
8 Enter qualifying distributions from Part XII, line 4	8	61,360.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,228.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,228.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,228.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,120.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,120.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	108.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9	X	
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address NONE
14 The books are in care of ROTH TOSCANO & AMATO Telephone no. 201-525-5454
Located at 411 HACKENSACK AVE, HACKENSACK, NJ ZIP+4 07601
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
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

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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 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)? Yes X 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 X 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
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GERALD FEIL C/O S. ROTH, 411 HACKENSACK AVE HACKENSACK, NJ 07601	DIRECTOR 0.00	0.	0.	0.
HILA FEIL C/O S. ROTH, 411 HACKENSACK AVE HACKENSACK, NJ 07601	DIRECTOR 0.00	0.	0.	0.
STANLEY ROTH 411 HACKENSACK AVE HACKENSACK, NJ 07601	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 <b>GIFTS TO VARIOUS CHARITABLE ORGANIZATIONS (501(C)(3)) - SEE ATTACHED SCHEDULE</b>	
	50,000.
2	
3 <b>SEE STATEMENT 9</b>	4,035.
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 <b>N/A</b>	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,214,760.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	760,005.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	311,866.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,286,631.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,286,631.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	34,299.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,252,332.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	112,617.

**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.)

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

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	61,360.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	61,360.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	61,360.

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

**Part XIII Undistributed Income** (see instructions)

N/A

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

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

**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 ▶ 02/24/84

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	61,388.	55,911.	70,185.	91,072.	278,556.
<b>b</b> 85% of line 2a	52,180.	47,524.	59,657.	77,411.	236,773.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	61,360.	65,228.	53,852.	99,765.	280,205.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities	61,360.	66,228.	53,852.	99,765.	281,205.
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.	-1,000.	0.	0.	-1,000.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets	2,286,626.	2,226,455.	2,232,988.	2,254,285.	9,000,354.
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)	2,286,626.	2,226,455.	2,232,988.	2,254,285.	9,000,354.
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	0.	0.	0.	130,650.	130,650.
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
<b>(3)</b> Largest amount of support from an exempt organization					0.
<b>(4)</b> Gross investment income	62,471.	58,700.	72,176.	87,728.	281,075.

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

**c** Any submission deadlines:

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







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


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SOURCE	AMOUNT
MERRILL LYNCH	947.
STERLING NATIONAL BANK	5,474.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,421.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	56,051.	0.	56,051.
TOTAL TO FM 990-PF, PART I, LN 4	56,051.	0.	56,051.

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**FORM 990-PF ACCOUNTING FEES STATEMENT 3**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,175.	0.	0.	7,175.
TO FORM 990-PF, PG 1, LN 16B	7,175.	0.	0.	7,175.

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**FORM 990-PF TAXES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	834.	834.	834.	0.
TO FORM 990-PF, PG 1, LN 18	834.	834.	834.	0.

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FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK & SERVICE CHARGES	150.	0.	0.	150.	
NYS STATUTORY FEE	250.	250.	250.	0.	
TO FORM 990-PF, PG 1, LN 23	400.	250.	250.	150.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US TREASURY INFLATION NOTE	X		0.	0.	
GNMA 5% DUE 2035	X		70,667.	72,990.	
100K FEDERAL HOME LOAN BANK BOND	X		101,973.	106,669.	
GNMA 5% DUE 2038	X		39,865.	41,421.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			212,505.	221,080.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			212,505.	221,080.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
5890 PIMCO REAL RETURN	65,754.	67,676.		
6031 TEMPLETON BOND FD CL C	79,181.	82,926.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	144,935.	150,602.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
50K HSBC FINANCIAL BOND	0.	0.	
50K CHUBB CORP NOTES	54,038.	51,666.	
100K CATERPILLAR FINCL BOND	0.	0.	
50K CONOCO PHILLIPS BOND	50,939.	52,998.	
50K GENERAL ELECTRIC BOND	50,000.	51,699.	
100K MERCK & CO BOND	102,976.	109,315.	
100K PROCTOR & GAMBLE BOND	106,125.	111,076.	
75K BANK OF AMERICA BOND	75,000.	75,374.	
50K DOW CHEMICAL BOND	50,000.	50,148.	
50K BANK OF AMERICA	50,000.	48,312.	
50K WESTPAC BANK	51,808.	51,527.	
50K SHELL INTERNATIONAL FINCL	51,475.	51,615.	
30K MCDONALDS	29,881.	29,301.	
50K MORGAN STANLEY	50,225.	48,980.	
100K HSBC FINANCIAL	100,000.	97,523.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	822,467.	829,534.	

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	9
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## ACTIVITY TWO

DONATED MATERIALS TO THE NATIONAL CENTER FOR JEWISH FILM AT BRANDEIS UNIVERSITY (A 501(C)(3) ORGANIZATION) USED AND TO SUPPORT THE RESTORATION OF A MOTION PICTURE OF UNIQUE CULTURAL SIGNIFICANCE TRANSFORMING IT FROM IT'S POOR AND RAPIDLY DETERIORATING CONDITION TO DURABLE STATE REFLECTING THE CREATIVE AND TECHNICAL QUALITIES INHERENT IN THE ORIGINAL 1975 PRODUCTION AND TO PRESERVE THE RESULTING RESTORATION IN A STABLE FORM SUITABLE FOR VIEWING BY CONTEMPORARY AUDIENCES. ADDITIONAL RELEVANT COSTS.

## EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

4,035.

**WELLFLEET FOUNDATION, INC.  
C/O COWAN DEBAETS, ABRAHAMS &  
SHEPPARD LLP  
41 MADISON AVENUE, 34<sup>TH</sup> FLOOR  
NEW YORK, NY 10010**

13-3170169

**MARCH 31, 2011  
PART XIX – A AND  
PART XV – QUESTION 3 (A)**

<u>NAME &amp; ADDRESS OF RECIPIENT</u>	<u>FOUNDATION STATUS</u>	<u>AMOUNT</u>
McGill University Parents Fund 1430 Peel Street Montreal Quebec H3A 3T3	501 © (3)	\$ 500
Fund for the Aged C/o Development The Jewish Home & Hospital for the Aged 120 West 106 <sup>th</sup> Street New York, NY 10025-3797	501 © (3)	1,000
Hagedorn Little Village School 750 Hicksville Road Seaford, NY 11783	501 © (3)	500
East Harlem Tutorial Program 2050 Second Avenue New York, NY 10029	501 @ (3)	2,000
Doctors Without Borders 333 Seventh Avenue New York, NY 10001-5004	501 © (3)	3,000
Friends of the Montreal Museum of Fine Arts c/o Mr. Richard Schmeelk, President P. O. Box 3000, Station "H" Montreal, Quebec, Canada H3G 2T9	501 © (3)	250
Dr. Jeanne Houck Executive Director Abraham Lincoln Brigade Archives 799 Broadway, Suite 341 New York, NY 10003	501 © (3)	750

**Wellfleet Foundation, Inc. (Recipients)**  
**March 31, 2011**  
**Page Two**

<b>Provincetown Aids Support Group</b> <b>P. O. Box 1522</b> <b>Provincetown, MA 02657</b>	<b>501 © (3)</b>	<b>1,000</b>
<b>Truro Fire Association</b> <b>P. O. Box 88</b> <b>Truro, MA 02666-0088</b>	<b>501 © (3)</b>	<b>500</b>
<b>Truro Police Association</b> <b>P. O. Box 808</b> <b>Truro, MA 02666</b>	<b>501 © (3)</b>	<b>500</b>
<b>Wellfleet Police Association</b> <b>P. O. Box 832</b> <b>Wellfleet, MA 02667</b>	<b>501 © (3)</b>	<b>500</b>
<b>Wellfleet Fire Association</b> <b>P. O. Box 602</b> <b>Wellfleet, MA 02667</b>	<b>501 © (3)</b>	<b>500</b>
<b>Outer Cape Health Services, Inc.</b> <b>3130 Route 6</b> <b>Wellfleet, MA 02667</b>	<b>501 © (3)</b>	<b>500</b>
<b>WOMR 91.9 FM</b> <b>794 Commercial Street</b> <b>Provincetown, MA 02657</b>	<b>501 © (3)</b>	<b>750</b>
<b>Newark Public Radio</b> <b>WBGO-FM</b> <b>54 Park Place</b> <b>Newark, NJ 07102</b>	<b>501 © (3)</b>	<b>1,000</b>
<b>James W. Mell</b> <b>Step Ahead, Inc.</b> <b>54 Main Street, Suite 201</b> <b>Succasunna, NJ 07876</b>	<b>501 © (3)</b>	<b>1,500</b>
<b>Congregation Bet Tefilah</b> <b>479 Lloyd Avenue</b> <b>Aberdeen, NJ 07747</b>	<b>501 © (3)</b>	<b>250</b>

**Wellfleet Foundation, Inc. (Recipients)**  
**March 31, 2011**  
**Page Three**

<b>Student Sponsor Program</b> <b>21 East 40<sup>th</sup> Street</b> <b>New York, NY 10036</b>	<b>501 © (3)</b>	<b>500</b>
<b>The Stephen E. Banner Fund</b> <b>c/o NYU Langone Medical Center</b> <b>1 Park Avenue, Flr. 17</b> <b>New York, NY 10157-2476</b>	<b>501 © (3)</b>	<b>1,000</b>
<b>Ms. Isabel Howe, Exec. Director</b> <b>The Authors Guild Foundation</b> <b>31 East 32<sup>nd</sup> Street, 7<sup>th</sup> Fl.</b> <b>New York, NY 10016</b>	<b>501 © (3)</b>	<b>1,500</b>
<b>Kathy Landau, Exec. Director</b> <b>National Dance Institute</b> <b>594 Broadway, Room 805</b> <b>New York, NY 10012</b>	<b>501 © (3)</b>	<b>1,000</b>
<b>Tomorrow's Children Fund</b> <b>30 Prospect Avenue</b> <b>Hackensack, NJ 07601</b>	<b>501 © (3)</b>	<b>500</b>
<b>Director's Guild Foundation</b> <b>7920 Sunset Boulevard</b> <b>Los Angeles, CA 90040</b>	<b>501 © (3)</b>	<b>500</b>
<b>Motion Picture Pioneers</b> <b>Assistance Fund</b> <b>10045 Riverside Drive</b> <b>Toluca Lake, CA 91602</b>	<b>501 © (3)</b>	<b>250</b>
<b>Congregation Rodeph Sholem</b> <b>7 West 83<sup>rd</sup> Street</b> <b>New York, NY 10024</b>	<b>501 © (3)</b>	<b>500</b>
<b>Sharon P. Rivo, Executive Director</b> <b>The National Center for Jewish Film</b> <b>Brandeis University</b> <b>LOWN 102, MS 053</b> <b>Waltham, MA 02454-9110</b>	<b>501 © (3)</b>	<b>3,500</b>

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**March 31, 2011**  
**Page Four**

<b>International Wildlife Rehabilitation Council (IWRC)</b> <b>P. O. Box 3197</b> <b>Eugene, OR 97403</b>	<b>501 © (3)</b>	<b>750</b>
<b>Caroline Yeager, Assistant Curator</b> <b>Motion Picture Department</b> <b>Jeffrey Selznick School of Film Preservation</b> <b>George Eastman House</b> <b>900 East Avenue</b> <b>Rochester, NY 14607</b>	<b>501 © (3)</b>	<b>5,000</b>
<b>Bob Russell, Executive Director</b> <b>The Little Theatre</b> <b>240 East Avenue</b> <b>Rochester, NY 14604</b>	<b>501 © (3)</b>	<b>1,000</b>
<b>The Actor's Fund of America</b> <b>729 Seventh Avenue, 10<sup>th</sup> Floor</b> <b>New York, NY 10019</b>	<b>501 © (3)</b>	<b>500</b>
<b>The Lustgarten Foundation</b> <b>1111 Stewart Avenue</b> <b>Bethpage, NY 11714</b> <b>Attn: Kerri Kaplan, Exec. Director</b>	<b>501 © (3)</b>	<b>1,000</b>
<b>Link TV</b> <b>Link Media</b> <b>P. O. Box 2008</b> <b>San Francisco, CA 94126</b>	<b>501 © (3)</b>	<b>2,500</b>
<b>Cape Cod Hospital</b> <b>Cape Cod Health Care Foundation</b> <b>P. O. Box 370</b> <b>Hyannis, MA 02601</b>	<b>501 © (3)</b>	<b>5,000</b>
<b>Marymount Institute for Arts &amp; Culture</b> <b>Loyola Marymount University</b> <b>1 LMU Drive</b> <b>University Hall, Suite 3000</b> <b>Los Angeles, CA 90045-2659</b>	<b>501 © (3)</b>	<b>10,000</b>
<b>TOTAL</b>		<b><u>\$50,000</u></b>