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Form **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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

04/01, 2010, and ending

03/31, 2011

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

THE EDWARD AND FLORENCE PALEY FOUNDATION
(F/K/A EDWARD PALEY FOUNDATION)

A Employer identification number

51-0196679

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

650 EAST CRESCENT AVENUE, SUITE 100

(201) 760-9970

City or town, state, and ZIP code

UPPER SADDLE RIVER, NJ 07458

H Check type of organization

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

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) ▶ \$ 2,128,124.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | 228,000. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 47. | 47. | | ATCH 1 |
| 4 Dividends and interest from securities | 41,366. | 41,366. | | ATCH 2 |
| 5 a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6 a Net gain or (loss) from sale of assets not on line 10 | 25,559. | | | |
| b Gross sales price for all assets on line 6a | 666,853. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 25,559. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10 a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | -290,684. | -290,684. | | ATCH 3 |
| 12 Total. Add lines 1 through 11 | 4,288. | -223,712. | | |
| 13 Compensation of officers, directors, trustees, etc. | | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16 a Legal fees (attach schedule) | 7,852. | 3,925. | 0. | 0. |
| b Accounting fees (attach schedule) | 4,608. | 2,304. | | |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 11 of the instructions) | | | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) | 5,244. | 5,159. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 17,704. | 11,388. | 0. | 0. |
| 25 Contributions, gifts, grants paid | 65,715. | | | 65,715. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 83,419. | 11,388. | 0. | 65,715. |
| 27 Subtract line 26 from line 12 | -79,131. | | | |
| a Excess of revenue over expenses and disbursements | | 0. | | |
| b Net investment income (if negative, enter -0-) | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

For Paperwork Reduction Act Notice, see page 30 of the instructions

* ATCH 5 JSA

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | 11,234. | 6,163. | 6,163. |
| | 2 | Savings and temporary cash investments | | 535,490. | 52,254. | 52,254. |
| | 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 (attach schedule) (see page 15 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | | |
| | | Less allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 7 | 402,172. | 1,138,080. | 1,120,217. | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | Liabilities | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | 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 ▶ ATCH 8) | 1,259,722. | 949,490. | 949,490. | |
| 16 | | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 2,208,618. | 2,145,987. | 2,128,124. | |
| 17 | | Accounts payable and accrued expenses | 0. | 16,500. | | |
| 18 | | Grants payable | | | | |
| 19 | Deferred revenue | | | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | | | |
| 22 | Other liabilities (describe ▶) | | | | | |
| 23 | Total liabilities (add lines 17 through 22) | 0. | 16,500. | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 2,208,618. | 2,129,487. | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | 2,208,618. | 2,129,487. | | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 2,208,618. | 2,145,987. | | | |

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 | 2,208,618. |
| 2 | Enter amount from Part I, line 27a | 2 | -79,131. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 2,129,487. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 2,129,487. |

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 SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 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 | 25,559. | |
| 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 | | |

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) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2009 | 37,415. | 905,857. | 0.041303 |
| 2008 | 96,405. | 1,073,328. | 0.089819 |
| 2007 | 83,660. | 968,272. | 0.086401 |
| 2006 | 109,948. | 2,021,760. | 0.054382 |
| 2005 | 78,146. | 1,449,231. | 0.053922 |
| 2 Total of line 1, column (d) | | | 2 0.325827 |
| 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 0.065165 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | | | 4 987,766. |
| 5 Multiply line 4 by line 3 | | | 5 64,368. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 0. |
| 7 Add lines 5 and 6 | | | 7 64,368. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18 | | | 8 65,715. |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions) | 1 | 0. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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 | 0. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0. |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 0. |
| 6 | Credits/Payments | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 887. |
| b | Exempt foreign organizations-tax withheld at source | 6b | 0. |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 0. |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 887. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 887. |
| 11 | Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 887. Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> NJ, | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|----------|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 <input type="text"/> N/A | | | | |
| 14 | The books are in care of <input type="text"/> JANE LONGO Telephone no <input type="text"/> 201 760-9970 | | | |
| Located at <input type="text"/> ATTACHMENT 9 ZIP + 4 <input type="text"/> 07458 | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | <input type="checkbox"/> | | |
| and enter the amount of tax-exempt interest received or accrued during the year | | <input type="text"/> 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 X | No |
| 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 <input type="text"/> VARIOUS | | | | |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | | Yes | No |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a | During the year did the foundation (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> | 1b | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? <input type="checkbox"/> | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 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) <input type="checkbox"/> | 2b | X |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/> | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) <input type="checkbox"/> | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> | 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? <input type="checkbox"/> | 4b | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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 page 22 of the instructions)? ☒ 5bOrganizations 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)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No 7b X**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 10 | | -0- | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|------------------------------------------------------------------------------------|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | NONE |

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 NONE | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

| | Amount |
|-------------------------------------------------------------------------|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

| | | | |
|----------|---------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 523,429. |
| b | Average of monthly cash balances | 1b | 479,379. |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 1,002,808. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 1,002,808. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 15,042. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 987,766. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 49,388. |

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

| | | | |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|---------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 49,388. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 0. |
| b | Income tax for 2010 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 0. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 49,388. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 49,388. |
| 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, line 1 | 7 | 49,388. |

Part XII Qualifying Distributions (see page 25 of the instructions)

| | | | |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 65,715. |
| 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 | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 65,715. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 65,715. |

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 page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 49,388. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | | |
| b Total for prior years 20 08, 20 07, 20 06 | | | | |
| 3 Excess distributions carryover, if any, to 2010 | | | | |
| a From 2005 3,172. | | | | |
| b From 2006 11,549. | | | | |
| c From 2007 37,584. | | | | |
| d From 2008 43,865. | | | | |
| e From 2009 | | | | |
| f Total of lines 3a through e | 96,170. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 65,715. | | | | |
| a Applied to 2009, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2010 distributable amount | | | | 49,388. |
| e Remaining amount distributed out of corpus | 16,327. | | | |
| 5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 112,497. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | 3,172. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 109,325. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 11,549. | | | | |
| b Excess from 2007 37,584. | | | | |
| c Excess from 2008 43,865. | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 16,327. | | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of 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))

EDWARD PALEY AND FLORENCE PALEY

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

N/A

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 page 28 of the 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

N/A

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

NAME - ADDRESS - PHONE # - PURPOSE OF ORGANIZATION

c Any submission deadlines

NONE

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

ATTACHMENT 11

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| <i>a Paid during the year</i> ATTACHMENT 12 | | | | |
| Total | | | 3a | 65,715. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | 3b | |

Form 990-PF (2010)

| | | Yes | No |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

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

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

OMB No 1545-0047

2010

Name of the organization

THE EDWARD AND FLORENCE PALEY FOUNDATION
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number

51-0196679

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**☒

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

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization **THE EDWARD AND FLORENCE PALEY FOUNDATION**
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|-------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | FLORENCE PALEY 650 E. CRESCENT AVENUE, SUITE 100 UPPER SADDLE RIVER, NJ 07458 | \$ 16,000. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 2 | EDWARD PALEY 650 E. CRESCENT AVENUE, SUITE 100 UPPER SADDLE RIVER, NJ 07458 | \$ 212,000. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|----------------------------------------------|---------------------------------------|-----------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 199,034. | | SEE ATTACHED SCHEDULE PROPERTY TYPE: OTHER 202,970. | | | | | VAR | VAR |
| | | | | | | | -3,936. | |
| 467,794. | | SEE ATTACHED SCHEDULE PROPERTY TYPE: OTHER 438,324. | | | | P | VAR | VAR |
| | | | | | | | 29,470. | |
| 25. | | GAIN ON DISPOSITION | | | | | VAR | VAR |
| | | | | | | | 25. | |
| TOTAL GAIN(LOSS) | | | | | | | <u>25,559.</u> | |

Family Endowment Partners, LP
REALIZED GAINS AND LOSSES
The Edward and Florence Paley Foundation
Charles Schwab Account #7534-0299
From 01-01-10 Through 12-31-10

| Open Date | Close Date | Quantity | Security | Cost Basis | Proceeds | Gain Or Loss | |
|--------------|---------------|-----------|-----------------------------------------------|---------------|-----------|--------------|------------|
| | | | | | | Short Term | Long Term |
| 05-01-06 | 06-02-10 | 1,276 521 | Artisan Intl Small Cap Fund Investor Share | 30,993.92 | 19,977 56 | | -11,016 36 |
| 12-20-06 | 06-02-10 | 193 654 | Artisan Intl Small Cap Fund Investor Share | 4,146 14 | 3,030 69 | | -1,115 45 |
| 12-20-06 | 06-02-10 | 41 772 | Artisan Intl Small Cap Fund Investor Share | 894 33 | 653 74 | | -240 59 |
| 12-20-06 | 06-02-10 | 30 807 | Artisan Intl Small Cap Fund Investor Share | 659 58 | 482 13 | | -177 45 |
| 12-19-07 | 06-02-10 | 201.129 | Artisan Intl Small Cap Fund Investor Share | 4,509 32 | 3,147 66 | | -1,361 66 |
| 12-19-07 | 06-02-10 | 35 135 | Artisan Intl Small Cap Fund Investor Share | 787 73 | 549 86 | | -237 87 |
| 12-19-07 | 06-02-10 | 14 072 | Artisan Intl Small Cap Fund Investor Share | 315 49 | 220 23 | | -95 26 |
| 12-17-08 | 06-02-10 | 27 216 | Artisan Intl Small Cap Fund Investor Share | 297 47 | 425 93 | | 128 46 |
| 12-17-08 | 06-02-10 | 26 872 | Artisan Intl Small Cap Fund Investor Share | 293 71 | 420 55 | | 126 84 |
| 12-17-08 | 06-02-10 | 6 135 | Artisan Intl Small Cap Fund Investor Share | 67 06 | 96 01 | | 28 95 |
| 12-17-09 | 06-02-10 | 12 855 | Artisan Intl Small Cap Fund Investor Share | 216 10 | 201 17 | -14 93 | |
| 03-05-04 | 06-02-10 | 2,748 608 | Matthews Asian Growth & Income Fund | 40,267 10 | 43,208 12 | | 2,941 02 |
| 06-30-04 | 06-02-10 | 30.254 | Matthews Asian Growth & Income Fund | 429 61 | 475 60 | | 45 99 |
| 12-07-04 | 06-02-10 | 68.434 | Matthews Asian Growth & Income Fund | 1,063 47 | 1,075 79 | | 12 32 |
| 12-07-04 | 06-02-10 | 52 037 | Matthews Asian Growth & Income Fund | 808 65 | 818 03 | | 9 38 |
| 12-07-04 | 06-02-10 | 16 684 | Matthews Asian Growth & Income Fund | 259 27 | 262 28 | | 3.01 |
| 03-17-05 | 06-02-10 | 1 706 | Matthews Asian Growth & Income Fund | 27 67 | 26 82 | | -0 85 |
| 06-28-05 | 06-02-10 | 57 167 | Matthews Asian Growth & Income Fund | 943 25 | 898 67 | | -44 58 |
| 12-22-05 | 06-02-10 | 199 489 | Matthews Asian Growth & Income Fund | 3,401 29 | 3,135 97 | | -265 32 |
| 12-22-05 | 06-02-10 | 63 353 | Matthews Asian Growth & Income Fund | 1,080 17 | 995 91 | | -84 26 |
| 12-22-05 | 06-02-10 | 2 743 | Matthews Asian Growth & Income Fund | 46 76 | 43 12 | | -3 64 |
| 06-27-06 | 06-02-10 | 40 441 | Matthews Asian Growth & Income Fund | 709 34 | 635 74 | | -73 60 |
| 12-06-06 | 06-02-10 | 312 966 | Matthews Asian Growth & Income Fund | 5,742 92 | 4,919 82 | | -823 10 |
| 12-06-06 | 06-02-10 | 71 251 | Matthews Asian Growth & Income Fund | 1,307 45 | 1,120 07 | | -187 38 |
| 12-06-06 | 06-02-10 | 3 379 | Matthews Asian Growth & Income Fund | 62 01 | 53 12 | | -8 89 |
| 06-26-07 | 06-02-10 | 65 535 | Matthews Asian Growth & Income Fund | 1,313 33 | 1,030 21 | | -283 12 |
| 06-26-07 | 06-02-10 | 39 376 | Matthews Asian Growth & Income Fund | 789 10 | 618 99 | | -170 11 |

Family Endowment Partners, LP
REALIZED GAINS AND LOSSES
The Edward and Florence Paley Foundation
Charles Schwab Account #7534-0299
From 01-01-10 Through 12-31-10

| Open Date | Close Date | Quantity | Security | Cost Basis | Proceeds | Gain Or Loss | |
|--------------|---------------|-----------|-------------------------------------|---------------|-----------|--------------|------------|
| | | | | | | Short Term | Long Term |
| 06-26-07 | 06-02-10 | 26 654 | Matthews Asian Growth & Income Fund | 534 14 | 419 00 | | -115 14 |
| 12-06-07 | 06-02-10 | 277 515 | Matthews Asian Growth & Income Fund | 5,605 80 | 4,362 53 | | -1,243 27 |
| 12-06-07 | 06-02-10 | 129 637 | Matthews Asian Growth & Income Fund | 2,618 67 | 2,037 89 | | -580 78 |
| 12-06-07 | 06-02-10 | 3 689 | Matthews Asian Growth & Income Fund | 74 52 | 58 00 | | -16 52 |
| 06-25-08 | 06-02-10 | 7 404 | Matthews Asian Growth & Income Fund | 131 42 | 116 40 | | -15 02 |
| 06-25-08 | 06-02-10 | 58 877 | Matthews Asian Growth & Income Fund | 1,045 07 | 925 55 | | -119 52 |
| 06-25-08 | 06-02-10 | 94 908 | Matthews Asian Growth & Income Fund | 1,684 62 | 1,491 95 | | -192 67 |
| 12-10-08 | 06-02-10 | 476 799 | Matthews Asian Growth & Income Fund | 5,302 01 | 7,495 25 | | 2,193 24 |
| 12-10-08 | 06-02-10 | 65 499 | Matthews Asian Growth & Income Fund | 728 35 | 1,029 64 | | 301 29 |
| 12-10-08 | 06-02-10 | 10 152 | Matthews Asian Growth & Income Fund | 112 89 | 159 59 | | 46 70 |
| 06-25-09 | 06-02-10 | 80 104 | Matthews Asian Growth & Income Fund | 1,080 60 | 1,259 23 | 178 63 | |
| 12-09-09 | 06-02-10 | 70 174 | Matthews Asian Growth & Income Fund | 1,098 92 | 1,103 12 | 4 20 | |
| 02-23-06 | 07-02-10 | 2,426 074 | Keeley Small Cap Value Fund CI A | 58,007.44 | 44,785 33 | | -13,222 11 |
| 12-27-06 | 07-02-10 | 0 024 | Keeley Small Cap Value Fund CI A | 0 63 | 0 44 | | -0 19 |
| 12-27-07 | 07-02-10 | 59 619 | Keeley Small Cap Value Fund CI A | 1,638 34 | 1,100 57 | | -537 77 |
| 12-29-09 | 07-02-10 | 4 562 | Keeley Small Cap Value Fund CI A | 91 93 | 84 21 | -7 72 | |
| 09-28-01 | 07-02-10 | 311 624 | Turner Emerging Growth | 10,000 00 | 11,882 22 | | 1,882 22 |
| 10-01-01 | 07-02-10 | 315 060 | Turner Emerging Growth | 10,000 00 | 12,013 24 | | 2,013 24 |
| 10-04-01 | 07-02-10 | 151 286 | Turner Emerging Growth | 5,000 00 | 5,768.54 | | 768 54 |
| 08-07-03 | 07-02-10 | 133 624 | Turner Emerging Growth | 5,091 07 | 5,095 08 | | 4 01 |
| 12-12-05 | 07-02-10 | 62 833 | Turner Emerging Growth | 3,415 58 | 2,395 82 | | -1,019 76 |
| 12-12-05 | 07-02-10 | 26 583 | Turner Emerging Growth | 1,445 07 | 1,013 61 | | -431 46 |
| 12-14-06 | 07-02-10 | 92 771 | Turner Emerging Growth | 5,221 17 | 3,537 36 | | -1,683 81 |
| 12-13-07 | 07-02-10 | 160 621 | Turner Emerging Growth | 8,925 69 | 6,124 48 | | -2,801 21 |
| 12-13-07 | 07-02-10 | 6 661 | Turner Emerging Growth | 370 14 | 253 98 | | -116 16 |
| 12-28-07 | 07-02-10 | 5 618 | Turner Emerging Growth | 320 81 | 214 21 | | -106 60 |
| 12-18-08 | 07-02-10 | 49 597 | Turner Emerging Growth | 1,491 39 | 1,891 14 | | 399 75 |
| 09-30-03 | 09-30-10 | 5,143 200 | Wimbledon HDN Fund, LTD | 54,865 35 | 96,614 68 | | 41,749 33 |
| 03-23-07 | 11-04-10 | 2,546 130 | Baron Partners Fund | 59,630 37 | 47,510 78 | | -12,119 59 |
| 03-27-07 | 11-04-10 | 5 619 | Baron Partners Fund | 129 85 | 104 85 | | -25 00 |
| 12-20-07 | 11-04-10 | 62 938 | Baron Partners Fund | 1,500 43 | 1,174 42 | | -326 01 |
| 12-20-07 | 11-04-10 | 50 735 | Baron Partners Fund | 1,209 53 | 946 72 | | -262 81 |
| 09-25-08 | 11-04-10 | 78 912 | Baron Partners Fund | 1,481 97 | 1,472 50 | | -9 47 |
| 09-25-08 | 11-04-10 | 24 128 | Baron Partners Fund | 453 12 | 450 23 | | -2 89 |
| 11-04-03 | 11-04-10 | 2,994 124 | Marsico Growth Fund | 45,450 80 | 56,259 59 | | 10,808 79 |
| 12-14-07 | 11-04-10 | 96 873 | Marsico Growth Fund | 2,164 15 | 1,820 24 | | -343 91 |
| 12-12-08 | 11-04-10 | 21 844 | Marsico Growth Fund | 267 37 | 410 45 | | 143 08 |
| 12-12-08 | 11-04-10 | 1 490 | Marsico Growth Fund | 18 24 | 28 00 | | 9 76 |
| 12-18-09 | 11-04-10 | 14 518 | Marsico Growth Fund | 231 71 | 272 79 | 41 08 | |

Family Endowment Partners, LP
REALIZED GAINS AND LOSSES
The Edward and Florence Paley Foundation
Charles Schwab Account #7534-0299
From 01-01-10 Through 12-31-10

| Open Date | Close Date | Quantity | Security | Cost Basis | Proceeds | Gain Or Loss | |
|------------------------------------|------------|-----------|--------------------------------------|------------|------------|--------------|------------|
| | | | | | | Short Term | Long Term |
| 09-28-01 | 11-04-10 | 358.295 | Selected American Shares | 10,000 00 | 14,478 70 | | 4,478 70 |
| 10-01-01 | 11-04-10 | 359 324 | Selected American Shares | 10,000 00 | 14,520 28 | | 4,520 28 |
| 10-04-01 | 11-04-10 | 174 520 | Selected American Shares | 5,000 00 | 7,052 35 | | 2,052 35 |
| 02-19-02 | 11-04-10 | 30 412 | Selected American Shares | 876 78 | 1,228 95 | | 352 17 |
| 12-02-02 | 11-04-10 | 10 659 | Selected American Shares | 282 05 | 430 73 | | 148 68 |
| 08-07-03 | 11-04-10 | 454 797 | Selected American Shares | 12,843.48 | 18,378 35 | | 5,534 87 |
| 12-01-05 | 11-04-10 | 14 221 | Selected American Shares | 575 11 | 574 67 | | -0 44 |
| 12-01-06 | 11-04-10 | 8 943 | Selected American Shares | 402 44 | 361 39 | | -41 05 |
| 12-03-07 | 11-04-10 | 14 318 | Selected American Shares | 687 24 | 578 59 | | -108.65 |
| 12-01-08 | 11-04-10 | 19 658 | Selected American Shares | 504 62 | 794 38 | | 289 76 |
| 12-01-09 | 11-04-10 | 11 195 | Selected American Shares | 411 87 | 452 39 | 40 52 | |
| 11-04-10 | 12-01-10 | 600 000 | iShares Trust Barclays Aggrega | 65,342 33 | 63,854 59 | -1,487 74 | |
| 11-04-10 | 12-01-10 | 435 000 | iShares Trust Barclays Aggrega | 47,373 19 | 46,294 59 | -1,078 60 | |
| 11-04-10 | 12-01-10 | 400 000 | iShares Trust Barclays Aggrega | 43,561 55 | 42,569 73 | -991 82 | |
| 11-04-10 | 12-01-10 | 300 000 | iShares Trust Barclays Aggrega | 32,671 16 | 31,927 36 | -743 80 | |
| 11-04-10 | 12-01-10 | 100 000 | iShares Trust Barclays Aggrega | 10,890 39 | 10,642 49 | -247 90 | |
| TOTAL GAINS | | | | | | 264 43 | 80,992.72 |
| TOTAL LOSSES | | | | | | -4,572.51 | -51,631 30 |
| | | | | 641,293.62 | 666,346 96 | -4,308 08 | 29,361 42 |
| TOTAL REALIZED GAIN/LOSS 25,053 34 | | | | | | | |
| CAPITAL GAIN DISTRIBUTIONS | | | | | | | |
| | 12-07-10 | | iShares Trust Barclays Aggrega | | | 371 91 | |
| | 12-07-10 | | iShares Trust Barclays Aggrega | | | | 108 85 |
| | 12-08-10 | | PIMCO Investment Grade Corp Bd Instl | | | 11,545 06 | |
| | 12-08-10 | | PIMCO Investment Grade Corp Bd Instl | | | | 6,416 50 |
| | 12-08-10 | | PIMCO Total Return Fund Instl CI | | | 6,302 54 | |
| | 12-08-10 | | PIMCO Total Return Fund Instl CI | | | | 2,881 82 |
| TOTAL DISTRIBUTIONS | | | | | | 18,219 51 | 9,407 17 |
| | | | | | | 13,911.43 | 38,768.59 |
| TOTAL GAIN/LOSS | | 52,680 02 | | | | | |

| | Proceeds | i-shares December Dist | Total Proceeds | Cost Basis | Gain On Disposition | | Total |
|------------|----------|------------------------|----------------|------------|---------------------|------------|------------|
| | | | | | Gain/(Loss) | PNI Lender | |
| SHORT TERM | 198,662 | 372 | 199,034 | 202,970 | (4,308) | | (3,936 17) |
| LONG-TERM | 467 685 | 109 | 467,794 | 438,324 | 29,361 | 25 | 29,495 27 |
| TOTAL | 666,347 | 481 | 666,828 | 641,294 | 25,053 | | 25,559 |

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-----------------------------------|---------------------------------------------------|--------------------------------------|
| SCHWAB VALUE ADVANTAGE MONEY FUND | 47. | 47. |
| TOTAL | <u>47.</u> | <u>47.</u> |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-----------------------------------|---------------------------------------------------|--------------------------------------|
| SECURITIES DIVIDENDS | 38,614. | 38,614. |
| OID INCOME - STATE OF ISRAEL BOND | 2,752. | 2,752. |
| TOTAL | <u>41,366.</u> | <u>41,366.</u> |

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------------|-----------------------------------------|-----------------------------|
| CHATHAM INVESTMENT FUND | 9,215. | 9,215. |
| CLBW LENDER, LP | 8,036. | 8,036. |
| LBC CREDIT PARTNERS PARALLEL FUND | 5,596. | 5,596. |
| LBC CREDIT PARTNERS PARALLEL FUND II | -2,480. | -2,480. |
| WIMBLEDON FUND LP FINANCING SERIES | -21,861. | -21,861. |
| PNI LENDER | -195,595. | -195,595. |
| BANYON INCOME FUND | -93,595. | -93,595. |
| TOTALS | -290,684. | -290,684. |

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|---------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| GRANT THORNTON, LLP | 7,852. | 3,925. | | |
| TOTALS | <u>7,852.</u> | <u>3,925.</u> | <u>0.</u> | <u>0.</u> |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---------------------------------------------------|--------------------------------------|
| LEGAL FEES | 4,608. | 2,304. |
| TOTALS | <u>4,608.</u> | <u>2,304.</u> |

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-----------------------|-----------------------------------------|-----------------------------|
| BROKERAGE FEES | 5,039. | 5,039. |
| NEW JERSEY FILING FEE | 60. | |
| BANK FEES | 120. | 120. |
| OTHER FEES | 25. | |
| TOTALS | <u>5,244.</u> | <u>5,159.</u> |

Ballamor Capital Management, Inc
 PORTFOLIO APPRAISAL
 Edward Paley Foundation
 Charles Schwab Acct# 7534-0299
 March 31, 2011

| Date | Quantity | Security | Total Cost | Market Value |
|-------------------------------------------------------------------|------------|---------------------------------|----------------------------------------------|-----------------------|
| Mutual Funds | | | | |
| VAR | 18,707 923 | Pimco Investment Grade Corp | 222,152 11 | 197,742 75 |
| VAR | 18,088 094 | Pimco Total Return Fund | 211,908 85 | 196,798 46 |
| VAR | 2,711 872 | Fidelity Low Priced Stock Fund | 100,243 49 | 110,535 90 |
| VAR | 16,584 972 | Pimco All Asset Instl | 201,052 62 | 205,321 95 |
| VAR | 9,535 973 | Vanguard Wellington Fund | 302,633 81 | 306,962 97 |
| VAR | 4,253 741 | Wells Fargo Advantage | 100,089 33 | 102,855 46 |
| | | | <u>1,138,080 21</u> | <u>1,120,217 49</u> |
| Cash Equivalents | | | | |
| | | Schwab Value Advantage (MMF) | 41,876 71 | 41,876 71 ✓ |
| TOTAL PORTFOLIO AT CHARLES SCHWAB | | | 1,179,956.92 | 1,162,094.20 ✓ |
| Held outside of Charles Schwab | | | | |
| 7/1/2002 | 48,000 | STATE OF ISRAEL BOND 7/1/12 | 47,285 81 | 47,285 81 |
| Other Investments | | | | |
| | | Wimbledon HDN Offshore LTD | 222,081 81 | 222,081 81 |
| | | Mundane Intl | 100,000 00 | 100,000 00 |
| | | Wimbledon Fund LTD -Class B | 145,490 62 | 145,490 62 |
| | | Chatham | 241,827 65 | 241,827 65 |
| | | Wimbledon Opportunistic Fund LP | 30,834 00 | 30,834 00 |
| | | LBC Credit partners | 66,304 63 | 66,304 63 |
| | | LBC Credit partners II | 33,306 03 | 33,306 03 |
| | | CLBW Lender | 97,939 02 | 97,939 02 |
| | | PNI Lender | 3,779 52 | 3,779 52 |
| | | SLG Land/ Stokes | 2,963 03 | 2,963 03 |
| | | Banyon Income Fund | 4,964 11 | 4,964 11 |
| TOTAL PORTFOLIO | | | 2,176,733.15 | 2,158,870.43 |
| Asset Summary for Form 990-PF Page 2 columns (b) & (c) | | | | |
| Cash | | | 6,162.87 | 6,162 87 |
| Cash Equivalents | | | 89,162 52 | 89,162 52 |
| Securities | | | 1,138,080 21 | 1,120,217.49 |
| Other Assets - Partnerships/PFICs | | | 949,490 42 | 949,490 42 |
| | | | Due to '09 adjustment - carry forward | -36,908 00 |
| | | | 2,145,988 02 | 2,128,125 30 |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-----------------------|------------------------------|-----------------------|
| SEE ATTACHED SCHEDULE | 1,138,080. | 1,120,217. |
| TOTALS | <u>1,138,080.</u> | <u>1,120,217.</u> |

ATTACHMENT 8FORM 990PF, PART II - OTHER ASSETS

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|------------------------------|-----------------------|
| CHATHAM INVESTMENT FUND | 241,828. | 241,828. |
| MUNDANE INTL. | 100,000. | 100,000. |
| WIMBLEDON HDN OFFSHORE LTD | 222,082. | 222,082. |
| WIMBLEDON FUND LTD - CLASS B | 145,490. | 145,490. |
| WIMBLEDON OPPORTUNISTIC FUND | 30,834. | 30,834. |
| LBC CREDIT PARTNERS | 66,304. | 66,304. |
| LBC CREDIT PARTNERS II | 33,306. | 33,306. |
| CLBW LENDER | 97,939. | 97,939. |
| PNI LENDER | 3,780. | 3,780. |
| SLG LAND | 2,963. | 2,963. |
| BANYON INCOME FUND | 4,964. | 4,964. |
| TOTALS | <u>949,490.</u> | <u>949,490.</u> |

THE EDWARD AND FLORENCE PALEY FOUNDATION

51-0196679

ATTACHMENT 9

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

650 EAST CRESCENT AVENUE, SUITE 100 UPPER SADDLE RIVER, NJ

THE EDWARD AND FLORENCE PALEY FOUNDATION

51-0196679

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

PRESIDENT

EDWARD PALEY
C/O ACAJOUX INC.
650 EAST CRESCENT AVE
UPPER SADDLE RIVER, NJ 07458

VICE PRESIDENT

FLORENCE PALEY
C/O ACAJOUX INC.
650 EAST CRESCENT AVE
UPPER SADDLE RIVER, NJ 07458

TRUSTEE

DOUGLAS PALEY
P.O. BOX 11029
ASPEN, CO 81611

TRUSTEE

WILLIAM PALEY
P.O. BOX 772084
STEAMBOAT SPRINGS, CO 80477

TRUSTEE

STEVEN PALEY
117 IVANHOE DRIVE
PARAMUS, NJ 07562

SX1429 700H

0160556-00001

ATTACHMENT 10

THE EDWARD AND FLORENCE PALEY FOUNDATION

51-0196679

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JANE ZARETSKY
26B ASH ROAD
UPPER SADDLE RIVER, NJ 07458

TRUSTEE

GRAND TOTALS

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE EDWARD PALEY FOUNDATION ACCEPTS SOLICITATION FROM CHARITABLE ORGANIZATIONS. THE BULK OF THE GIFTS EACH YEAR ARE TO PREDETERMINED CHARITIES, WITH A SMALL AMOUNT DONATED TO ORGANIZATIONS WHO SOLICIT. MOST SOLICITED DONATIONS ARE \$100 OR LESS.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------|----------------------------------------------------------------------------------|----------------------------------|--------|
| SEE ATTACHED SCHEDULE 12A | NONE | | 65,715 |
| | PUBLIC CHARITY | | |

TOTAL CONTRIBUTIONS PAID 65,715

**EDWARD PALEY FOUNDATION
CHARITABLE CONTRIBUTIONS
F/Y/E 3/31/2011**

| DESCRIPTION | AMOUNT | |
|------------------------------------------------|----------------------|--------------|
| 5/25/2010 Temple Beth Tefillah | 200 00 | Contribution |
| 6/2/2010 Temple Beth Tefillah | 405 00 | Contribution |
| 7/14/2010 Temple Emanuel of the Pascack Valley | 200 00 | Contribution |
| 8/4/2010 Play for Pink | 125 00 | Contribution |
| 9/21/2010 Sisterhood of Temple Emanuel | 25 00 | Contribution |
| 9/21/2010 Valley Chabad | 1,800 00 | Contribution |
| 9/21/2010 BRCH Foundation | 10,000 00 | Contribution |
| 10/27/2010 Anti-Defamation League | 6,000 00 | Contribution |
| 10/27/2010 Boca Raton Museum Of Art | 5,000 00 | Contribution |
| 10/27/2010 Boca Raton Museum Of Art | 400 00 | Contribution |
| 11/5/2010 Boca West Cancer Research Chapter | 125 00 | Contribution |
| 12/1/2010 JARC | 5,000 00 | Contribution |
| 12/1/2010 Jewish Home Of Rockleigh | 5,000 00 | Contribution |
| 12/7/2010 Anti-Defamation League | 4,000 00 | Contribution |
| 11/30/2010 Boca Raton Cancer Research Unit | 300 00 | Contribution |
| 12/13/2010 Allendale Ambulance Corps | 25 00 | Contribution |
| 12/13/2010 SRDS Senior Class | 150 00 | Contribution |
| 11/26/2010 U S Holocaust Museum | 500 00 | Contribution |
| 12/20/2010 Boca West Foundation | 50 00 | Contribution |
| 1/11/2011 PBC Cops For Kids Foundation | 15 00 | Contribution |
| 1/11/2011 American Technion Society | 5,000 00 | Contribution |
| 1/11/2011 Valley Chabad | 3,200 00 | Contribution |
| 2/14/2011 Saddle River Valley Rescue Squad | 50 00 | Contribution |
| 2/14/2011 Yavneh Academy | 25 00 | Contribution |
| 2/15/2011 Health & Humanitarian Aid Foundation | 1,050 00 | Contribution |
| 3/1/2011 Health & Humanitarian Aid Foundation | 350 00 | Contribution |
| 3/1/2011 B'nai B'rith | 20 00 | Contribution |
| 2/22/2011 BWCRC | 100 00 | Contribution |
| 3/9/2011 Sisterhood of Temple Emanuel | 100 00 | Contribution |
| Total | 49,215 | |
| Grand Total | <u><u>49,215</u></u> | |

PURPOSE OF GRANT OR CONTRIBUTION

THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE
ORGANIZATIONS IN CARRYING OUT THEIR EXEMPT FUNCTIONS

EDWARD PALEY FOUNDATION
CHARITABLE CONTRIBUTIONS CARRYOVER TO 2012
F/Y/E 3/31/2011

PBC

| DESCRIPTION | AMOUNT |
|------------------------------------------------|---------------|
| 3/21/2011 Health & Humanitarian Aid Foundation | 5,000 00 |
| 3/31/2011 UJA of SPBC - Lion Of Judah | 5,000 00 |
| 3/31/2011 YJCC of Bergen County | 6,500 00 |
| Total | 16,500 |
| Grand Total | <u>16,500</u> |

PURPOSE OF GRANT OR CONTRIBUTION

THE PURPOSE OF THESE CONTRIBUTIONS IS TO AID THE DONEE
ORGANIZATIONS IN CARRYING OUT THEIR EXEMPT FUNCTIONS.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust **THE EDWARD AND FLORENCE PALEY FOUNDATION**
(F/K/A EDWARD PALEY FOUNDATION)

Employer identification number
51-0196679

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | | | | | 1b -3,936. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | | | | | 2 |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | | 3 |
| 4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet | | | | | 4 () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back | | | | | 5 -3,936. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | | | | | 6b 29,495. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | | | | | 7 |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | | 8 |
| 9 Capital gain distributions | | | | | 9 |
| 10 Gain from Form 4797, Part I | | | | | 10 |
| 11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet | | | | | 11 () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back | | | | | 12 29,495. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2010

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see instr) | (2) Estate's or trust's | (3) Total |
|-------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|-------------------------|-----------|
| Caution: Read the instructions before completing this part | | | | |
| 13 | Net short-term gain or (loss) | 13 | | -3,936. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | 29,495. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksh) | 14b | | |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14a ▶ | 15 | | 25,559. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

| Part IV Capital Loss Limitation | |
|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 16 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000 16 () |

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

| Part V Tax Computation Using Maximum Capital Gains Rates | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. | |
| Caution: Skip this part and complete the worksheet on page 8 of the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero | |
| Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero. | |

| | | | | |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|--|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | | |
| 18 | Enter the smaller of line 14a or 15 in column (2) but not less than zero 18 | | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 19 | | | |
| 20 | Add lines 18 and 19 20 | | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ 21 | | | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- 22 | | | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- 23 | | | |
| 24 | Enter the smaller of the amount on line 17 or \$2,300 24 | | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 25 | | | |
| 26 | Subtract line 25 from line 24 26 | | | |
| 27 | Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 27 | | | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) 28 | | | |
| 29 | Subtract line 28 from line 27 29 | | | |
| 30 | Multiply line 29 by 15% (15) 30 | | | |
| 31 | Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 31 | | | |
| 32 | Add lines 30 and 31 32 | | | |
| 33 | Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 33 | | | |
| 34 | Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) 34 | | | |

Schedule D (Form 1041) 2010

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2010

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

THE EDWARD AND FLORENCE PALEY FOUNDATION

Employer identification number

51-0196679

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

| | |
|----------------------------------------------------------------------------------------------------|---------|
| 1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b | -3,936. |
|----------------------------------------------------------------------------------------------------|---------|

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2010

JSA
OF 1221 1 000

SX1429 700H

0160556-00001

Employer identification number

[illegible]

| | |
|-----------------------------------------------------------------------------------------------------|---------|
| 6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b | 29,495. |
|-----------------------------------------------------------------------------------------------------|---------|

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

| | | |
|---------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| Type or print | Name of exempt organization THE EDWARD AND FLORENCE PALEY FOUNDAT (F/K/A EDWARD PALEY FOUNDATION) | Employer identification number 51-0196679 |
| | Number, street, and room or suite no. If a P.O. box, see instructions 650 EAST CRESCENT AVENUE, SUITE 100 | |
| File by the due date for filing your return. See instructions | City, town or post office, state, and ZIP code. For a foreign address, see instructions UPPER SADDLE RIVER, NJ 07458 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

| Application Is For | Return Code | Application Is For | Return Code |
|------------------------------------------|-------------|--------------------------|-------------|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ► JANE LONGO

Telephone No ► 201 760-9970

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☐ calendar year 20____ or

► ☒ tax year beginning 04/01, 2010, and ending 03/31, 2011

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions | 3a \$ | 0. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b \$ | 887. |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | 3c \$ | 0. |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions