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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 **JUL 1, 2010**, and ending **JUN 30, 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		A Employer identification number 06-1439255		
THE MACAULEY FOUNDATION, INC.				
Number and street (or P O box number if mail is not delivered to street address) 131 HAZEL PLAIN RD		Room/suite		
City or town, state, and ZIP code WOODBURY, CT 06798				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,692,878.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
Revenue	1 Contributions, gifts, grants, etc., received	25,000.	N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments			
	3 Dividends and interest from securities	64,686.	64,686.	STATEMENT 1
	5a Gross rents b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 1,448,737.	82,467.		
	7 Capital gain net income (from Part IV, line 2)		82,467.	
	8 Net short-term capital gain			
	9 Income modifications Gross sales less returns and allowances			
	10a b Less Cost of goods sold c Gross profit or (loss)			
	11 Other income			
	12 Total. Add lines 1 through 11	172,153.	147,153.	
	13 Compensation of officers, directors, trustees, etc	56,360.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 2	2,725.	0.	0.
c Other professional fees				
17 Interest	STMT 3	42,104.	37,237.	0.
18 Taxes		189.	0.	
19 Depreciation and depletion				
20 Occupancy		185.	0.	0.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 4	67,124.	15,505.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		168,687.	52,742.	0.
25 Contributions, gifts, grants paid		327,600.		327,600.
26 Total expenses and disbursements Add lines 24 and 25		496,287.	52,742.	327,600.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		-324,134.		
b Net investment income (if negative, enter -0-)			94,411.	
c Adjusted net income (if negative, enter -0-)				N/A

Assets	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				
	2 Savings and temporary cash investments		72,119.	29,063.	29,063.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 5	1,896,439.	1,615,550.	1,663,719.
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►	3,483.			
	Less accumulated depreciation	STMT 6 ►	3,387.	285.	96.
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		1,968,843.	1,644,709.	1,692,878.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		1,968,843.	1,644,709.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	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				
	30 Total net assets or fund balances		1,968,843.	1,644,709.	
	31 Total liabilities and net assets/fund balances		1,968,843.	1,644,709.	

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 1,968,843.
2 Enter amount from Part I, line 27a	2 -324,134.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 1,644,709.
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 1,644,709.

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 VARIOUS STOCKS - SCHEDULE		P	VARIOUS	VARIOUS
b VARIOUS OPTIONS - SCHEDULE		P	VARIOUS	VARIOUS
c LONG TERM CAPITAL GAIN DISTRIBUTIONS		P		
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	1,405,322.		1,364,039.	41,283.
b	19,562.		2,231.	17,331.
c	23,853.			23,853.
d				
e				
	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				41,283.
b				17,331.
c				23,853.
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	82,467.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	700,144.	1,949,063.	.359221
2008	670,639.	2,122,069.	.316031
2007	1,056,571.	3,327,254.	.317550
2006	293,000.	2,643,155.	.110852
2005	739,883.	2,175,535.	.340092

2 Total of line 1, column (d)

2 1.443746

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 .288749

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 1,762,764.

5 Multiply line 4 by line 3

5 508,996.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 944.

7 Add lines 5 and 6

7 509,940.

8 Enter qualifying distributions from Part XII, line 4

8 327,600.

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)	1	1,888.
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			
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	1,888.
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	1,888.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	18,480.	
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	18,480.	
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	16,592.	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ►	11	14,672.	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
1d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
2	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	X	
3	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		
4a	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4b	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
4c	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? <i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
8b	CT If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **THEMACAULEYFOUNDATION.COM** 13

14 The books are in care of ► **THE MACAULEY FOUNDATION** Telephone no. ► **203-263-3816**
Located at ► **131 HAZEL PLAIN ROAD, WOODBURY, CT** ZIP+4 ► **06798**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** ► N/A

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► **N/A**

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

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 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 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

► _____, _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a

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

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			N/A	5b
Organizations relying on a current notice regarding disaster assistance check here			<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
<i>If "Yes" to 6b, file Form 8870.</i>				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED				
	0.00	56,360.	0.	0.

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

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

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

► 0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

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

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

►

0
Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

►

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,658,920.
b	Average of monthly cash balances	1b	130,688.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,789,608.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,789,608.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,844.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,762,764.
6	Minimum investment return. Enter 5% of line 5	6	88,138.

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

1	Minimum investment return from Part X, line 6	1	88,138.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,888.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,888.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,250.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	86,250.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,250.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	327,600.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	327,600.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	327,600.
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		
6	Adjusted qualifying distributions Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				86,250.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	647,400.			
b From 2006	167,160.			
c From 2007	908,066.			
d From 2008	572,682.			
e From 2009	651,903.			
f Total of lines 3a through e	2,947,211.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 327,600.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount			86,250.	
e Remaining amount distributed out of corpus	241,350.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	3,188,561.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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	0.			
d Subtract line 6c from line 6b. Taxable amount - see instructions	0.			
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	647,400.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	2,541,161.			
10 Analysis of line 9:				
a Excess from 2006	167,160.			
b Excess from 2007	908,066.			
c Excess from 2008	572,682.			
d Excess from 2009	651,903.			
e Excess from 2010	241,350.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED				327,600.
Total			► 3a	327,600.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	64,686.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	82,467.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		147,153.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		147,153.

Part XVI B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	THE INVESTMENT INCOME AND SALES OF SECURITIES PROVIDE FUNDS WHICH ARE DISBURSED TO CHARITABLE ORGANIZATIONS.

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

• Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b. If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

9/18
Date

Title

Signature or officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	PETER D STANO		<i>11/21/16</i>		
	Firm's name ► FIECH, PIACENTE & STANO, CPA'S, LLP			Firm's EIN ►	
Firm's address ► 199 MAIN STREET WHITE PLAINS, NY 10601			Phone no. 914-949-3900		

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

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

OMB No. 1545-0047

2010**Name of the organization****Employer identification number****THE MACAULEY FOUNDATION, INC.****06-1439255****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).

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

Name of organization

Employer identification number

THE MACAULEY FOUNDATION, INC.06-1439255**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>ALMA JANE MACAULEY</u> <u>12227 NORTH CIRCLE</u> <u>NORTH PALM BEACH, FL 33408</u>	\$ <u>25,000.</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Employer identification number

THE MACAULEY FOUNDATION, INC.06-1439255**Part II Noncash Property (see instructions)**

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

Name of organization

Employer identification number

THE MACAULEY FOUNDATION, INC.

06-1439255

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
	(e) Transfer of gift		Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
	(e) Transfer of gift		Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
	(e) Transfer of gift		Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
	(e) Transfer of gift		Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

Asset No	Description	990-PF										Ending Accumulated Depreciation
		Date Acquired	Method	Life	C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	
1	COMPUTER	11/07/03	200DB	5.00	HY17	1,841.			921.	920.		0.
2	COMPUTER	01/19/07	200DB	5.00	HY17	1,642.				1,642.	1,357.	189.
* TOTAL 990-PF PG 1 DEPR						3,483.				2,562.	2,277.	189.
												2,466.

EIN: 06-1439255

MACAULEY FOUNDATION -- CAPITAL GAINS AND LOSSES -- FYE 6/30/11

Date Sold		Pur.Date	Proceeds	Cost	Gain/(Loss)
07/14/10	48 FRONTIER COMM	12/18/09	350.44	405.64	(55.20)
07/14/10	500 ISHARES S&P GSCI COMM IND TRUST	12/18/09	14,261.35	15,151.00	(889.65)
07/14/10	300 ISHARES TR MSCI EAFE INDEX FUND	12/18/09	15,219.25	16,386.00	(1,166.75)
07/14/10	200 ISHARES RUSSELL 2000 INDEX FUND	12/18/09	12,763.98	12,177.30	586.68
07/14/10	100 ISHARES DJ US R.E. INDEX FUND	12/18/09	4,941.11	4,525.80	415.31
07/14/10	3064.325 LORD ABBETT FLOATING RATE FUND	12/18/09	27,916.00	28,007.96	(91.96)
07/14/10	26405.23 PIMCO TOTAL RETURN FUND	12/18/09	297,851.00	287,817.01	10,033.99
07/14/10	4769.26 TEMPLETON GLOBAL BOND FUND	12/18/09	62,525.00	59,997.29	2,527.71
			435,828.13	424,468.00	11,360.13
07/21/10	CALL ARCH COAL	04/23/10	99.99		99.99
07/21/10	CALL BARRICK GOLD CORP	04/23/10	122.99		122.99
07/21/10	CALL DEVON ENERGY	05/26/10	68.99		68.99
07/21/10	CALL DIAGEO PLC	04/23/10	54.99		54.99
07/21/10	CALL GOLDMAN SACHS	04/23/10	234.99		234.99
07/21/10	CALL IBM	04/23/10	95.99		95.99
07/21/10	CALL ISHARES RUSSELL 2000 INDEX FD	03/19/10	185.99		185.99
07/21/10	CALL MONSANTO	04/23/10	109.99		109.99
07/21/10	CALL NUCOR	04/23/10	165.99		165.99
07/21/10	CALL SPDR GOLD	05/11/10	602.98		602.98
07/21/10	CALL 3M CO	04/23/10	160.99		160.99
07/19/10	CALL NOKIA	01/20/10	339.99		339.99
			2,243.87	-	2,243.87
					13,604.00
08/13/10	100 CON ED	12/18/09	4,499.92	4,534.71	(34.79)
08/27/10	100 MCDONALDS	12/18/09	6,999.88	6,239.80	760.08
			11,499.80	10,774.51	725.29
08/20/10	CALL COCA COLA	05/26/10	47.99	26.00	21.99
08/26/10	CALL ADP	05/26/10	59.99		59.99
08/26/10	CALL BAXTER INTL.	05/26/10	69.99		69.99
08/26/10	CALL CONOCO PHILIPS	05/26/10	111.99		111.99
08/23/10	CALL JC PENNEY	05/26/10	92.99		92.99
08/26/10	CALL HEWLETT PACKARD	05/26/10	62.99		62.99
08/26/10	CALL HOME DEPOT	05/21/10	117.99		117.99
08/23/10	CALL SCHLUMBERGER	05/26/10	101.99		101.99
08/23/10	CALL BANK OF AMERICA	05/26/10	89.99		89.99
			755.91	26.00	729.91
					1,455.20
09/10/10	200 ALTRIA	12/18/09	4,399.92	3,921.60	478.32
09/17/10	300 SPDR GOLD	05/07/10	35,999.39	35,534.40	464.99
			40,399.31	39,456.00	943.31
09/17/10	CALL PHILIP MORRIS	03/19/10	143.99	72.00	71.99
09/21/10	CALL BILLITON LTD	07/21/10	127.99		127.99
09/21/10	CALL BRISTOL MYERS SQUIBB	03/29/10	84.99		84.99
09/21/10	CALL HONEYWELL	07/21/10	38.99		38.99
09/21/10	2 CALLS ISHARES RUSSELL 2000 INDEX	07/21/10	133.99		133.99
09/21/10	2 CALLS NORFOLK SOUTHERN	07/21/10	79.99		79.99
09/21/10	CALL PRUDENTIAL FINANCIAL	07/21/10	77.99		77.99
09/21/10	CALL 3M CO	07/21/10	51.99		51.99
09/21/10	CALL WALMART	03/19/10	73.99		73.99
09/20/10	CALL BECTON DICKINSON	03/19/10	159.99		159.99
09/20/10	2 CALLS G.E	05/26/10	75.99		75.99
09/20/10	3 CALLS ISHARES DJ US REAL ESTATE INDEX	03/19/10	365.99		365.99
			1,415.88	72.00	1,343.88
					2,287.19
10/01/10	500 PETROLEO BRASILEIRO	09/24/10	18,290.69	17,245.00	1,045.69
10/05/10	200 ATT	12/18/09	5,399.90	5,457.98	(58.08)
10/15/10	100 ARCH COAL	12/18/09	2,399.95	2,124.75	275.20
10/15/10	100 BARRICK COAL	12/18/09	4,599.92	3,911.75	688.17
10/15/10	100 HEWLETT PACKARD	12/18/09	4,199.92	5,144.71	(944.79)
10/15/10	100 IBM	12/18/09	13,499.77	12,760.60	739.17
10/15/10	100 QUALCOMM	12/18/09	4,099.93	4,436.51	(336.58)
10/22/10	4280.822 PIMCO TOTAL RETURN FUND	12/18/09	50,000.00	46,660.96	3,339.04
10/26/10	100 CONOCO PHILLIPS	12/18/09	5,749.90	4,977.80	772.10
			108,239.98	102,720.06	5,519.92
10/18/10	CALL MERCK	04/23/10	65.99		65.99
10/22/10	CALL MICROSOFT	04/23/10	102.99		102.99
10/22/10	CALL GOLDMAN SACHS	07/21/10	188.99		188.99
10/18/10	CALL JOHNSON & JOHNSON	04/23/10	54.99		54.99
10/18/10	CALL ELI LILLY & CO	04/23/10	36.99		36.99
10/22/10	CALL MONSANTO	07/21/10	113.99		113.99
10/18/10	2 CALL NUCOR	07/21/10	165.99		165.99
10/22/10	CALL PROCTER & GAMBLE	04/23/10	96.99		96.99

EIN: 06-1439255

MACAULEY FOUNDATION -- CAPITAL GAINS AND LOSSES -- FYE 6/30/11

Date Sold		Pur.Date	Proceeds	Cost	Gain/(Loss)
10/22/10	CALL DEVON	07/21/10	105.99		105.99
10/22/10	CALL EXXON MOBIL	04/23/10	98.99		98.99
			1,031.90		1,031.90
					6,551.82
11/19/10	100 ADP	12/18/09	4,199.92	4,225.99	(26.07)
11/19/10	200 BAXTER	12/18/09	9,499.83	10,111.42	(611.59)
11/19/10	100 BHP BILLITON	12/18/09	7,999.86	7,296.40	703.46
11/19/10	100 COCA COLA	12/18/09	5,749.90	5,678.80	71.10
11/19/10	200 ISHARES RUSSELL 2000 INDEX FUND	12/18/09	14,199.76	12,177.30	2,022.46
11/19/10	100 JC PENNEY	12/18/09	2,699.95	2,700.71	(0.76)
11/19/10	100 JC PENNEY	08/26/10	2,699.95	2,095.80	604.15
			47,049.17	44,286.42	2,762.75
11/19/10	CALL HOME DEPOT	08/26/10	78.99	98.00	(19.01)
11/22/10	CALL 3M CO.	09/21/10	154.99		154.99
			233.98	98.00	135.98
					2,898.73
12/01/10	1,000 SH ISHARES S&P GSCI COMMODITY	12/18/09	32,133.45	30,302.00	1,831.45
12/01/10	1,250 SPROTT PHYSICAL SILVER TRUST	10/29/10	14,927.24	12,500.00	2,427.24
12/10/10	100 DEVON ENERGY CORP	12/01/09	6,999.88	6,958.60	41.28
12/17/10	100 BNY MELLON	12/18/09	2,799.95	2,665.85	134.10
12/17/10	100 HONEYWELL	12/18/09	4,699.92	3,923.71	776.21
12/17/10	100 VALERO ENERGY	12/18/09	1,799.96	1,681.71	118.25
12/28/10	200 NUCOR CORP	12/18/09	8,199.86	8,701.42	(501.56)
12/28/10	100 NUCOR CORP	10/22/10	4,099.93	3,817.78	282.15
			75,660.19	70,551.07	5,109.12
12/20/10	CALL ISHARES DJ US REAL ESTATE INDEX FUND	07/21/10	569.99		569.99
12/20/10	CALL ISHARES TR MSCI EAFE INDEX FD	07/21/10	939.98		939.98
12/01/10	2 CALL JPMORGAN CHASE	09/21/10	179.99		179.99
12/01/10	CALL 3MONSANTO	10/22/10	113.99		113.99
12/17/10	CALL PHILIP MORRIS	09/17/10	101.99	178.00	(76.01)
12/20/10	CALL GOLDMAN SACHS	10/22/10	334.99		334.99
12/20/10	CALL NORFOLK SOUTHERN	09/21/10	159.99		159.99
12/20/10	CALL PRUDENTIAL FINANCIAL	09/21/10	83.99		83.99
12/20/10	CALL VISA	10/22/10	119.99		119.99
12/20/10	CALL WALMART	12/20/10	85.99		85.99
			2,690.89	178.00	2,512.89
					7,622.01
01/18/11	200 CVS CAREMARK	09/21/10	6,599.87	6,007.42	592.45
01/18/11	100 PROCTER AND GAMBLE	12/18/09	6,499.87	6,088.80	411.07
01/21/11	300 ALCOA	VAR	4,199.91	4,081.30	118.61
01/21/11	2000 CITIGROUP	12/06/10	9,763.81	8,700.00	1,063.81
01/21/11	100 DIAGEO	12/18/09	7,499.85	6,825.75	674.10
01/21/11	100 EXXON MOBIL	01/21/11	6,999.86	6,794.99	204.87
01/21/11	100 GENERAL DYNAMICS	08/26/10	6,999.86	5,750.71	1,249.15
01/21/11	1500 ISHARES S&P GSCI COMMODITY	VAR	47,999.07	45,589.00	2,410.07
01/21/11	100 SCHLUMBERGER	12/18/09	7,499.85	6,306.80	1,193.05
			104,061.95	96,144.77	7,917.18
01/21/11	CALL GENERAL ELECTRIC	10/22/10	61.99	452.00	(390.01)
01/24/11	CALL INTEL	10/22/10	131.99		131.99
01/24/11	CALL JC PENNEY	12/01/10	79.99		79.99
01/27/11	CALL BOEING	10/22/10	79.99		79.99
01/27/11	2 CALLS BRISTOL MYERS SQUIBB	09/21/10	65.99		65.99
01/27/11	CALL EXELON CORP	08/26/10	71.99		71.99
01/27/11	CALL ISHARES TRUST MSCI EAFE INDEX	10/22/10	434.99		434.99
01/27/11	CALL PETROBRAS	10/01/10	554.99		554.99
01/27/11	CALL TARGET	10/22/10	63.99		63.99
01/27/11	CALL 3M CO	01/24/11	122.99		122.99
			1,668.90	452.00	1,216.90
					9,134.08
02/18/11	200 CHESAPEAKE ENERGY	12/18/09	5,799.88	5,227.42	572.46
02/18/11	200 HOME DEPOT	VAR	6,399.87	5,970.51	429.36
02/25/11	34,530,387 PIMCO TOTAL RETURN FUND	12/18/09	375,000.00	376,381.22	(1,381.22)
02/25/11	6666 667 TEMPLETON GLOBAL BOND FUND	12/18/09	90,000.00	83,866.67	6,133.33
			477,199.75	471,445.82	5,753.93
02/18/11	2 CALL CHESAPEAKE ENERGY	01/05/11	52.00	300.00	(248.00)
02/22/11	10 CALLS GM	11/30/10	999.98		999.98
02/22/11	10 CALLS GM	01/05/11	909.98		909.98
02/18/11	CALL EFA	01/05/11	324.99	860.00	(535.01)
02/22/11	CALL GOLDMAN SACHS	01/05/11	105.99		105.99
			2,392.94	1,160.00	1,232.94

EIN: 06-1439255

MACAULEY FOUNDATION -- CAPITAL GAINS AND LOSSES -- FYE 6/30/11

Date Sold		Pur.Date	Proceeds	Cost	Gain/(Loss)
03/23/11	1000 NOKIA	01/20/10	8,381.84	12,956.50	(4,574.66)
03/23/11	300 NOKIA	05/26/10	2,514.55	3,023.25	(508.70)
			10,896.39	15,979.75	(5,083.36)
03/23/11	CALL BECTON DICKINSON	12/01/10	99.99	99.99	
03/23/11	CALL ISHARES DJ US REAL ESTATE INDEX	01/27/11	271.99	271.99	
03/23/11	CALL PHILIP MORRIS	12/17/10	74.99	74.99	
03/23/11	CALL PRUDENTIAL FINANCIAL	01/27/11	120.99	120.99	
03/23/11	CALL SPDR SER TR	01/27/11	539.98	539.98	
03/23/11	CALL VISA INC	01/27/11	118.99	118.99	
			1,226.93	-	1,226.93
					(3,856.43)
04/28/11	1000 GOLDMAN, SACHS	10/26/10	24,606.92	25,000.00	(393.08)
04/18/11	CALL CHESAPEAKE ENERGY CORP	02/18/11	67.99	67.99	
04/18/11	CALL EXELON	01/27/11	19.99	19.99	
04/18/11	CALL EFA	01/27/11	299.99	299.99	
04/18/11	CALL JPMORGAN CHASE	01/27/11	171.99	171.99	
04/18/11	CALL JNJ	12/01/10	46.99	46.99	
04/18/11	2 CALL MONSANTO	01/27/11	301.99	301.99	
04/18/11	5 CALL PETROBRAS	01/27/11	319.99	319.99	
04/18/11	CALL TARGET	01/27/11	115.99	115.99	
04/18/11	CALL 3M CO	01/27/11	78.99	78.99	
04/18/11	CALL VVO	01/27/11	424.99	424.99	
			1,848.90	-	1,848.90
					1,455.82
05/10/11	100 BOEING CO	09/21/10	7,499.85	6,428.20	1,071.65
05/26/11	747.863 LORD ABBETT FLOATING RATE FUND	12/18/09	7,000.00	6,835.48	164.52
05/26/11	100 MCDONALDS CORP	02/25/11	7,999.84	7,450.78	549.06
05/26/11	905.797 PIMCO TOTAL RETURN FUND	12/18/09	10,000.00	9,873.19	126.81
			32,499.69	30,587.65	1,912.04
05/20/11	CALL JC PENNEY	01/27/11	120.99	36.00	84.99
05/23/11	CALL CHESAPEAKE ENERGY CORP	03/23/11	72.99	72.99	
05/23/11	CALL VERIZON	02/25/11	85.99	85.99	
05/23/11	CALL MARATHON OIL	03/23/11	95.99	95.99	
05/27/11	CALL WEATHERFORD INT'L	01/27/11	272.99	272.99	
05/27/11	CALL BROADCOM CORP	03/23/11	215.98	215.98	
05/27/11	CALL GOLDMAN SACHS	03/23/11	126.99	126.99	
05/27/11	CALL PRUDENTIAL FINANCIAL	03/23/11	114.99	114.99	
05/27/11	CALL SPDR SER TRUST	03/23/11	544.98	544.98	
05/27/11	CALL MARKET VECTORS ETF TR.	03/23/11	84.99	84.99	
			1,736.88	36.00	1,700.88
					3,612.92
05/31/11	100 PEPSICO	02/25/11	6,749.87	6,370.60	379.27
06/06/11	100 BECTON DICKINSON	12/18/09	7,999.84	7,478.80	521.04
06/17/11	200 NORFOLK SOUTHERN	12/18/09	13,999.73	10,405.60	3,594.13
06/28/11	300 AMERICAN CAP AGY CORP	06/23/11	8,631.49	8,370.00	261.49
			37,380.93	32,625.00	4,755.93
06/16/11	CALL PHILIP MORRIS	03/23/11	60.99	70.00	(9.01)
06/20/11	2 CALL BRISTOLMYERS SQUIBB	01/27/11	81.99	81.99	
06/20/11	CALL BANK OF NY MELLON	03/23/11	58.99	58.99	
06/28/11	4 CALL ISHARES DJ US REAL ESTATE INDEX	01/27/11	391.99	391.99	
06/20/11	10 CALL GENERAL MOTORS	03/23/11	699.98	699.98	
06/20/11	3 CALL INTEL	02/25/11	86.99	86.99	
06/20/11	5 CALL EFA	01/27/11	544.98	544.98	
06/20/11	4 CALL ISHARES DJ US REAL ESTATE INDEX	03/23/11	303.99	303.99	
06/28/11	CALL VISA INC	03/23/11	84.99	139.00	(54.01)
			2,314.89	209.00	2,105.89
					6,861.82

THE MACAULEY FOUNDATION, INC
EIN: 06-1439255
FORM 990 PF

LIST OF OFFICERS, DIRECTORS AND KEY EMPLOYEES

<u>NAME, ADDRESS, TITLE</u>	<u>COMPENSATION</u>
ANNIE YATES 131 HAZEL PLAIN ROAD WOODBURY, CT 06798 EXECUTIVE DIRECTOR	56,360
ALMA JANE MACAULEY 12227 NORTH CIRCLE NORTH PALM BEACH, FL 33408 EXECUTIVE V.P. AND DIRECTOR	0
MELINDA RICE MACAULEY 188 HAIGHTS ST SAN FRANCISCO, CA 94110 DIRECTOR	0
ROBERT C. MACAULEY JR., M.D. 175 HILLS POINT RD CHARLOTTE, VT 05455 DIRECTOR	0
ANNE MARIE WEIRETHER 2400 UPPER COLD RIVER RD CUTTINGSVILLE, VT 05738 SECRETARY	0

**The Macauley Foundation
CONTRIBUTIONS, GIFTS AND GRANTS PAID
FISCAL YEAR ENDED JUNE 30, 2011
EIN: 06-1439255**

Aiding Romania's Children 212 W. Lancaster Paoli, PA 19301	\$ 6,000
AmeriCares 88 Hamilton Avenue Stamford, Connecticut 06902	100,000
Bridgeport Rescue Mission 1088 Fairfield Avenue P.O. Box 9057 Bridgeport, Connecticut 06601-9057	10,000
Children of the Light 3615 62nd Street E. Bradenton, Florida 34208	16,000
The Denan Project P.O. Box 543 Woodbury, Connecticut 06798	20,000
Education and Hope P.O. Box 486 Norwalk, Connecticut 06856	7,500
El Porvenir P.O. Box 12547 Denver, CO 80212	2,600
Fraternite Notre Dame Triborough Station P.O. Box 1713 New York, New York 10035	24,000
Glasswing International 25 Orchard Street Amherst, Massachusetts 01002	5,000
Good Counsel Homes P.O. Box 6068 Hoboken, New Jersey 07030	8,000
Haitian Health Foundation 97 Sherman Street Norwich, Connecticut 06360	20,000

Hope for Haiti 1021 5th Avenue North Naples, FL 34102	10,000
Indian Mobile Mission P.O. Box 838 Snowflake, Arizona 85937	8,500
The Kellermann Foundation P.O. Box 1901 Penn Valley, California 95946	10,000
Little Britches Therapeutic Riding P.O. Box 120 Woodbury, Connecticut	10,000
Lynchburg College 1501 Lakeside Drive Lynchburg VA 24501	2,000
Meds & Food For Kids 4488 Forest Park Avenue St. Louis, Missouri 63108	10,000
Senior Gleaners 1951 Bell Avenue Sacramento, California 95838-3039	15,000
SHARE 591 Mountain Road New City, New York 10956	20,000
Star of the Sea P.O. Box 313230 Jamaica, New York 11431	15,000
Waterbury Youth Services 95 North Main Street, #2 Waterbury, Connecticut 06702	8,000
TOTAL	<u>\$ 327,600</u>

MISSIONS OF ORGANIZATIONS SUPPORTED BY THE MACAULEY FOUNDATION

Fraternite Notre Dame: Fraternite Notre Dame is a traditional Catholic and humanitarian organization which helps anyone in need, with no distinction of race, class, gender or religious beliefs. Over 300 people are served free, nutritious meals on a daily basis, as well as operating a food pantry to assist families every week. Over 33,680 families are served through the food pantry.

Children of the Light: Children of the Light's mission is to provide love and care to street children, children at social risk and abandoned children in Honduras. Given them a place to live, provide food and medical attention and most important, provide love and education to change their lives.

Star of the Sea: Star of the Sea's mission is to house, support and assist homeless and low-moderate income women towards self-sufficiency through providing safe, decent housing as well as access to education, job training, etc. within the community.

Indian Mobile Mission: Indian Mobile Mission is a Christian outreach to the Navajo people of northern Arizona. Reaches over 400 families (with an average of six children each) and two schools.

Hope for Haiti: Hope For Haiti's mission is to improve the quality of life of the Haitian people, particularly children, through education, nutrition and healthcare.

Education and Hope: Education and Hope was founded on the belief that education is a fundamental human right, and that all the world's children deserve to be educated – believing that education is the most effective means to truly break the cycle of poverty.

Aiding Romania's Children: Aiding Romania's Children's mission is to provide financial and humanitarian support to children infected with HIV/AIDS in Romania. ARC's intention is to extend children's lives and improve their health.

Bridgeport Rescue Mission: BRM's mission is to fight poverty from the inside out by providing a place of hope and dignity through a yearlong educational program, biblical counseling and case management. BRM offers 3 meals a day, 365 days a week at their main campus, and operates a mobile kitchen 7 days per week.

Meds & Food For Kids: Meds & Food for Kids (MFK) is dedicated to saving the lives of Haiti's malnourished children and other nutritionally vulnerable people.

Good Counsel: Good Counsel's primary mission is to help homeless pregnant women by providing a loving family environment in a safe and secure shelter for young mothers and their babies.

Waterbury Youth Services: Waterbury Youth Services' mission is dedicated to improving the lives of children and youth in the greater Waterbury region. WYSS provides hope and opportunity through programs and services that support families and help children reach their potential and become productive citizens.

Senior Gleaners, Inc.: Senior Gleaners' mission is to alleviate hunger among the poor, from infants to the elderly, by gleaning surplus food at little or no cost from every available source and distributing it among charitable organizations and the needy in a fair and equitable manner.

SHARE: The mission of SHARE is to focus on the children who have been orphaned by AIDS, on building on the ground EMT strength, providing visiting physicians from USA to local hospitals and helping establish a national EMT system in Kenya.

Haitian Health Foundation: HHF's mission is to improve the health and well being of the poor, sick, and infirm of the greater Jeremie region of southwestern Haiti. For more than 27 years, HHF has maintained a focus on women and children with programs which comprise health services, community development and self-help, emergency relief, and activities to facilitate the exchange of knowledge and expertise between Haitians and the international community.

The Denan Project: The Denan Project's mission is to provide free medical care, potable water, agricultural training, education and other critical services for the people of Denan, Ethiopia and the surrounding villages, and to other impoverished communities in the developing world.

The Kellermann Foundation (Bwindi Community Hospital): Bwindi Community Hospital was founded in 2003 by US Missionaries Scott and Carol Kellermann. Since then, it has grown to be a 62-bed hospital in a remote, rural area of Uganda providing services to more than 60,000 people, including more than 800 Batwa pygmies.

Glasswing International: Glasswing's mission is to mobilize resources and raise awareness in the United States for social investment projects, education and humanitarian initiatives in Central America.

Mayo Foundation: The Mayo Foundation's mission is to provide the best care to every patient every day through integrated clinical practice, education and research.

AmeriCares Free Clinics: AmeriCares Free Clinics provide free quality health care to low-income uninsured residents of Fairfield Country in a setting where all individuals are treated with dignity and respect. Our intention is to help those who are making a sincere effort to help themselves and their families but do not have the financial resources for medical care.

Lynchburg College (Robert C. Macauley Caring Award): The mission of Lynchburg College is to develop students to have strong character and balanced perspectives, to prepare them for intelligent and wholehearted participation in a global society and for effective leadership in the civic, professional, spiritual, and social dimensions of life.

Friends of Children: The Mission of Friends of Children is to improve the lives of children in serious need and their family situations.

El Porvenir: El Porvenir is an international non-profit organization that assists people in rural communities in Nicaragua to improve their living standards through sustainable development in clean water, sanitation, reforestation and health education. They have completed 660 water and sanitation projects that now supply 100,000 people with clean water on a daily basis.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITIGROUP GLOBAL MARKETS	64,686.	0.	64,686.
TOTAL TO FM 990-PF, PART I, LN 4	64,686.	0.	64,686.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIECH, PIACENTE & STANO CPA'S LLP - PREPARATION OF 990PF	2,725.	0.	0.	
TO FORM 990-PF, PG 1, LN 16B	2,725.	0.	0.	

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	37,237.	37,237.	0.	
PAYROLL TAXES	4,867.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	42,104.	37,237.	0.	

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXP	4,171.	0.	0.	
ASSET MANAGEMENT FEES	15,505.	15,505.	0.	
FILING FEES	358.	0.	0.	
SAFE DEPOSIT BOX	190.	0.	0.	
WORKERS COMPENSATION INSURANCE	349.	0.	0.	

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PAYROLL SERVICE FEES	718.	0.	0.
OUTSIDE SERVICE	45,833.	0.	0.
TO FORM 990-PF, PG 1, LN 23	67,124.	15,505.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS, MUTUAL FUNDS, ETC	1,615,550.	1,663,719.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,615,550.	1,663,719.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	6
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,841.	1,841.	0.
COMPUTER	1,642.	1,546.	96.
TOTAL TO FM 990-PF, PART II, LN 14	3,483.	3,387.	96.