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

2010

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

For calendar year 2010, or tax year beginning 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 <b>THE MACAULEY FOUNDATION, INC.</b>		A Employer identification number <b>06-1439255</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>131 HAZEL PLAIN RD</b>	Room/suite	B Telephone number <b>203-263-3816</b>
City or town, state, and ZIP code <b>WOODBURY, CT 06798</b>		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>1,692,878.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		25,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 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		82,467.			
b Gross sales price for all assets on line 6a <b>1,448,737.</b>					
7 Capital gain net income (from Part IV, line 2)			82,467.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
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 <b>STMT 2</b>		2,725.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes <b>STMT 3</b>		42,104.	37,237.		0.
19 Depreciation and depletion		189.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		185.	0.		0.
22 Printing and publications					
23 Other expenses <b>STMT 4</b>		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	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (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					
	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.	96.	
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			1,968,843.	1,644,709.	1,692,878.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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.)
<b>1a VARIOUS STOCKS-SCHEDULE</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b VARIOUS OPTIONS-SCHEDULE</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c LONG TERM CAPITAL GAIN DISTRIBUTIONS</b>	<b>P</b>		
<b>d</b>			
<b>e</b>			

(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)
<b>a 1,405,322.</b>		<b>1,364,039.</b>	<b>41,283.</b>
<b>b 19,562.</b>		<b>2,231.</b>	<b>17,331.</b>
<b>c 23,853.</b>			<b>23,853.</b>
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			<b>41,283.</b>
<b>b</b>			<b>17,331.</b>
<b>c</b>			<b>23,853.</b>
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>82,467.</b>
<b>3</b> 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	{ }	<b>3</b>	<b>N/A</b>

**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

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>1.443746</b>
<b>3</b> 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	<b>3</b>	<b>.288749</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	<b>1,762,764.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>508,996.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>944.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>509,940.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>327,600.</b>

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,888.
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 <input type="checkbox"/> 1,920. Refunded <input type="checkbox"/>		11	14,672.

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

N/A

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>THEMACAULEYFOUNDATION.COM</b>	13	X	
14	The books are in care of ► <b>THE MACAULEY FOUNDATION</b> Telephone no. ► <b>203-263-3816</b> Located at ► <b>131 HAZEL PLAIN ROAD, WOODBURY, CT</b> ZIP+4 ► <b>06798</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<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 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?	<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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

Form 990-PF (2010)

2010.04050 THE MACAULEY FOUNDATION, IN FOUND921





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

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

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	327,600.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	327,600.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	327,600.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				86,250.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
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.			
a Applied to 2009, but not more than line 2a			0.	
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,188,561.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

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

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

**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
<b>a</b> <i>Paid during the year</i> <b>SEE ATTACHED</b>				<b>327,600.</b>
<b>Total</b>			<b>▶ 3a</b>	<b>327,600.</b>
<b>b</b> <i>Approved for future payment</i>  <b>NONE</b>				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>





**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 foundationCheck 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	ALMA JANE MACAULEY 12227 NORTH CIRCLE NORTH PALM BEACH, FL 33408	\$ 25,000.	Person <input 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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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
	(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

990-PF

Asset No	Description	Date Acquired	Method	Life	C o v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER	11/07/03	200DB	5.00		HY17	1,841.			921.	920.	920.		0.	920.
2	COMPUTER	01/19/07	200DB	5.00		HY17	1,642.				1,642.	1,357.		189.	1,546.
* TOTAL 990-PF PG 1 DEPR							3,483.			921.	2,562.	2,277.		189.	2,466.

028111  
05-01-10

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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 INT'L	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	100JC 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)
					6,986 87
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

[illegible]

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

**\$ 327,600**

## **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 County 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.

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.