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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

07/01, 2010, and ending

06/30, 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

THE STATEN ISLAND FOUNDATION

A Employer identification number

13-3993115

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

Room/suite

B Telephone number (see page 10 of the instructions)

260 CHRISTOPHER LANE

3B

(718) 697-2832

City or town, state, and ZIP code

STATEN ISLAND, NY 10314

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

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

16) \$ 75,083,172.

J Accounting method: ☐ Cash ☐ Accrual☒ Other (specify) MODIFIED CASH

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

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	508,091.	508,091.		ATCH 1
4 Dividends and interest from securities	314,447.	314,447.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	585,066.			
b Gross sales price for all assets on line 6a	25,978,859.			
7 Capital gain net income (from Part IV, line 2)		801,407.		
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) (attach schedule)				
11 Other income (attach schedule)		466,781.		ATCH 3
12 Total. Add lines 1 through 11	1,407,604.	2,090,726.		
13 Compensation of officers, directors, trustees, etc.	144,652.	4,340.		140,312.
14 Other employee salaries and wages	130,124.			130,124.
15 Pension plans, employee benefits	43,800.	1,314.		42,486.
16a Legal fees (attach schedule) ATCH 4	9,946.			9,946.
b Accounting fees (attach schedule) ATCH 5	56,244.	25,318.		30,776.
c Other professional fees (attach schedule) *	433,244.	1,018,343.		
17 Interest. ATTACHMENT 7		98.		
18 Taxes (attach schedule) (see page 14 of the instructions) *	30,782.	6,823.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	51,893.			51,893.
21 Travel, conferences, and meetings	3,240.			3,240.
22 Printing and publications	850.			850.
23 Other expenses (attach schedule) ATCH 9	249,818.			249,818.
24 Total operating and administrative expenses. Add lines 13 through 23	1,154,593.	1,056,236.		659,445.
25 Contributions, gifts, grants paid	3,609,014.			2,773,847.
26 Total expenses and disbursements. Add lines 24 and 25	4,763,607.	1,056,236.		3,433,292.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-3,356,003.			
b Net investment income (if negative, enter -0-)		1,034,490.		
c Adjusted net income (if negative, enter -0-)				

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

* ATCH 6 JSA ** ATCH 8

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9-14

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,754,833.	3,428,544.	3,428,544.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule). **	15,110,071.	5,551,874.	5,551,874.
	b Investments - corporate stock (attach schedule) ATCH 11	10,683,542.	24,063,465.	24,043,465.
	c Investments - corporate bonds (attach schedule) ATCH 12	5,097,375.	2,056,685.	2,056,685.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 13	34,801,725.	39,950,820.	39,950,820.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 14)	174,614.	51,784.	51,784.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	69,622,160.	75,103,172.	75,083,172.	
Liabilities	17 Accounts payable and accrued expenses	22,250.	22,500.	
	18 Grants payable	520,000.	1,355,167.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	542,250.	1,377,667.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	69,079,910.	73,725,505.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	69,079,910.	73,725,505.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	69,622,160.	75,103,172.	

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	69,079,910.
2 Enter amount from Part I, line 27a	2	-3,356,003.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 15	3	8,001,598.
4 Add lines 1, 2, and 3	4	73,725,505.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	73,725,505.

**ATCH 10

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	801,407.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	3,495,304.	70,558,959.	0.049537
2008	4,006,182.	68,025,911.	0.058892
2007	5,330,765.	91,314,148.	0.058378
2006	4,528,581.	89,097,391.	0.050827
2005	4,676,520.	82,582,361.	0.056629
2 Total of line 1, column (d)			2 0.274263
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.054853
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 72,717,200.
5 Multiply line 4 by line 3			5 3,988,757.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,345.
7 Add lines 5 and 6			7 3,999,102.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 3,433,292.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
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	20,690.
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	
3 Add lines 1 and 2		3	20,690.
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	20,690.
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	23,000.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	23,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	2,310.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 2,310. Refunded <input type="checkbox"/> 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NEW YORK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.THESTATENISLANDFOUNDATION.ORG				
14	The books are in care of THE FOUNDATION Telephone no. (718) 697-2832			
Located at 260 CHRISTOPHER LANE, SUITE 3B, STATEN ISLAND, NY ZIP + 4 10314				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N/A <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year 15				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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 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 checked="" type="checkbox"/> Yes	<input 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes	<input 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)	3b	X
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ 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 page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A ☒ N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 16		144,652.	15,782.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 17		130,124.	7,127.	0.

Total number of other employees paid over \$50,000 ☐ NONE

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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** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		1,018,343.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

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

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

	Amount
1 NONE	
	0.
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	30,607,925.
b	Average of monthly cash balances	1b	5,047,014.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	38,169,630.
d	Total (add lines 1a, b, and c)	1d	73,824,569.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	73,824,569.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,107,369.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	72,717,200.
6	Minimum investment return. Enter 5% of line 5	6	3,635,860.

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

1	Minimum investment return from Part X, line 6	1	3,635,860.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	20,690.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,690.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,615,170.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,615,170.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,615,170.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,433,292.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,433,292.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,433,292.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,615,170.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	2,105,407.			
b From 2006	182,631.			
c From 2007	878,612.			
d From 2008	632,648.			
e From 2009	0.			
f Total of lines 3a through e	3,799,298.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	3,433,292.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2010 distributable amount				3,433,292.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	181,878.			181,878.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,617,420.			
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 page 27 of the instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			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) (see page 27 of the instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	1,923,529.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,693,891.			
10 Analysis of line 9:				
a Excess from 2006	182,631.			
b Excess from 2007	878,612.			
c Excess from 2008	632,648.			
d Excess from 2009	0.			
e Excess from 2010	0.			

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

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2010

(b) 2009

(c) 2008

(d) 2007

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section

4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATTACHMENT 19A

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

ATTACHMENT 19B

c Any submission deadlines

ATTACHMENT 19B

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

ATTACHMENT 19C

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
a <i>Paid during the year</i> ATTACHMENT 20				2,773,847.
Total ► 3a				2,773,847.
b <i>Approved for future payment</i> ATTACHMENT 20				1,355,167.
Total ► 3b				1,355,167.

Enter gross amounts unless otherwise indicated

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
25,978,859.		PUBLICLY TRADED SECURITIES 25,393,793.					585,066.	
		CAPITAL GAIN FROM PARTNERSHIP					216,341.	
TOTAL GAIN (LOSS)					<u>801,407.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST ON SAVINGS & TEMPORARY CASH INVESTMENTS	508,091.	508,091.
TOTAL	<u>508,091.</u>	<u>508,091.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS FROM SECURITIES	314,447.	314,447.
TOTAL	<u>314,447.</u>	<u>314,447.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INCOME FROM PARTNERSHIP		466,781.
TOTALS		<u>466,781.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CARTER LEDYARD & MILBURN LLP	2,446.	2,446.
- LEGAL FEES		
THE SIPP LAW FIRM	7,500.	7,500.
- LEGAL FEES		
TOTALS	<u>9,946.</u>	<u>9,946.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONDON O'MEARA MCGINTY & DONNELLY LLP	28,044.	11,218.	16,676.
- AUDIT & TAX SERVICES POTTER, LAMARCA & COMPANY, LLP	28,200.	14,100.	14,100.
- ACCOUNTING FEES			
TOTALS	<u>56,244.</u>	<u>25,318.</u>	<u>30,776.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
IDB BANK OF NEW YORK	384,219.	384,219.
- INVESTMENT MANAGEMENT FEES		
JPMORGAN CHASE BANK	49,025.	49,025.
- CUSTODIAN AND INVESTMENT MANAGEMENT FEES		
JPMORGAN GLOBAL ACCESS PORTFOLIOS LLC		585,099.
- DEDUCTIONS-PORTFOLIO		
TOTALS	<u>433,244.</u>	<u>1,018,343.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST EXPENSE THROUGH PARTNERSHIP		98.
TOTALS		<u>98.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	30,782.	6,823.
FOREIGN TAXES FROM PARTNERSHIP		
TOTALS	<u>30,782.</u>	<u>6,823.</u>

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OFFICE IMPROVEMENTS	197,944.	197,944.
STATIONARY AND SUPPLIES	1,278.	1,278.
POSTAGE	336.	336.
DUES AND SUBSCRIPTIONS	1,645.	1,645.
INSURANCE	9,287.	9,287.
OTHER OFFICE EXPENSES	5,857.	5,857.
BUSINESS MEALS	7,420.	7,420.
MAINTENANCE CONTRACTS	6,475.	6,475.
FILING FEES	1,561.	1,561.
COMPUTER EXPENSE	6,842.	6,842.
OTHER EXPENSES	2,068.	2,068.
CONSULTANT EXPENSE	9,105.	9,105.
TOTALS	<u>249,818.</u>	<u>249,818.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ATTACHMENT 10	
	ENDING BOOK VALUE	ENDING FMV
US GOVERNMENT AND AGENCY OBLIGATIONS	5,046,062.	5,046,062.
US OBLIGATIONS TOTAL	5,046,062.	5,046,062.
MUNICIPAL BONDS	505,812.	505,812.
STATE OBLIGATIONS TOTAL	505,812.	505,812.
US AND STATE OBLIGATIONS TOTAL	5,551,874.	5,551,874.

ATTACHMENT 11FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 11A	2,719,515.	2,719,515.
SEE ATTACHMENT 11B	1,898,155.	1,898,155.
SEE ATTACHMENT 11C	1,869,170.	1,869,170.
SEE ATTACHMENT 11D	2,323,048.	2,303,048.
SEE ATTACHMENT 11E	1,078,342.	1,078,342.
SEE ATTACHMENT 11F	2,003,509.	2,003,509.
SEE ATTACHMENT 11G	1,725,661.	1,725,661.
SEE ATTACHMENT 11H	4,188,486.	4,188,486.
SEE ATTACHMENT 11I	6,257,579.	6,257,579.
TOTALS	<u>24,063,465.</u>	<u>24,043,465.</u>

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
AGCO CP	AGCO	562.000	27,740.32 49.36	24,756.17 2,984.15		
ADVANCE AUTO PARTS INC	AAP	328.000	19,184.72 58.49	20,613.42 1,428.70-	78.72 19.68	0.41
ALCOA INC	AA	1,809.000	28,690.74 15.86	23,874.14 4,816.60	217.08	0.76
ALEXANDRIA REAL ESTATE EQUITY	ARE	142.000	10,993.64 77.42	11,248.21 254.57-	255.60 63.90	2.32
ALPHA NATURAL RESOURCES	ANR	698.000	31,717.12 45.44	34,948.86 3,231.74-		
AMERICAN FINL GROUP INC OHIO	AFG	1,062.000	37,902.78 35.69	33,212.97 4,689.81	690.30	1.82
AMERISOURCERBERGEN CORP	ABC	1,005.000	41,607.00 41.40	41,848.20 241.20-	462.30	1.11
AMERIPRISE FINANCIAL INC	AMP	695.000	40,087.60 57.68	32,939.84 7,147.76	639.40	1.60
ATMEL CORP	ATML	2,179.000	30,658.53 14.07	24,366.81 6,291.72		
AUTOZONE INC	AZO	94.000	27,715.90 294.85	20,633.06 7,082.84		
BMC SOFTWARE INC	BMC	542.000	29,547.40 54.70	25,759.63 3,887.77		
CBS CORP CL B	CBS	1,353.000	38,546.97 28.49	31,980.63 6,566.34	541.20 135.30	1.40
CS RICHARD ELLIS GROUP INC CL A	CSG	1,220.000	30,634.20 25.11	20,828.27 9,805.93		
CMS ENERGY CORPORATION	CMS	1,164.000	22,919.16 19.69	21,235.37 1,683.79	977.76	4.27
CNA FINANCIAL CORP	CNA	367.000	10,661.35 29.05	11,207.95 546.60-	146.80	1.38

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CA INC	CA	1,730,000	39,513.20 22.84	38,586.58 926.62	346.00	0.88
CAPITALSOURCE INC	CSE	5,094,000	32,856.30 6.45	29,348.71 3,507.59	203.76	0.62
CARDINAL HEALTH INC	CAH	846,000	38,425.32 45.42	29,589.42 8,835.90	727.56 181.89	1.89
COMMUNITY HEALTH SYSTEMS INC NEWCO	CYH	619,000	15,895.92 25.68	24,941.16 9,045.24		
CUMMINS INC	CMI	371,000	38,394.79 103.49	30,460.37 7,934.42	389.56	1.01
CYTEC INDS INC	CYT	593,000	33,913.97 57.19	27,735.44 6,178.23	296.50	0.87
DPL INC	DPL	1,047,000	31,577.52 30.16	27,394.06 4,183.46	1,392.51	4.41
DST SYSTEMS	DST	691,000	36,484.80 52.80	29,049.45 7,435.35	483.70	1.33
DTE ENERGY CO	DTE	630,000	31,512.60 50.02	28,891.43 2,621.17	1,480.50 370.13	4.70
DARDEN RESTAURANTS INC	DRI	537,000	26,721.12 49.76	24,824.88 1,896.24	687.36	2.57
DENTSPLY INT INC	XRAY	789,000	30,045.12 38.08	24,925.73 5,119.39	157.80 39.45	0.53
DR PEPPER SNAPPLE GROUP INC	DPS	1,106,000	46,374.58 41.93	40,264.65 6,109.93	1,415.68 353.92	3.05
EATON CORP	ETN	818,000	42,086.10 51.45	39,586.23 2,499.87	1,112.48	2.64
FACTSET RESEARCH SYSTEMS INC	FDS	434,000	44,406.88 102.32	33,967.44 10,439.44	468.72	1.06
FAIRCHILD SEMICONDUCTOR INTL	FCS	1,482,000	24,764.22 16.71	27,203.76 2,439.54		
FIFTH THIRD BANCORP	FTB	1,837,000	23,421.75 12.75	24,444.46 1,022.71	440.88 110.22	1.88
FOOT LOCKER INC	FL	1,106,000	26,278.56 23.76	21,384.94 4,893.62	729.96	2.78
FOREST OIL CORP	FST	718,000	19,177.78 26.71	22,937.11 3,759.33		
GOODYEAR TIRE & RUBBER CO	GT	1,852,000	31,058.04 16.77	20,696.54 10,362.50		
HCP INC	HCP	805,000	29,535.45 36.69	27,588.22 1,947.23	1,546.60	5.23

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HANSEN NATURAL CORP	HANS	451.000	36,508.45 80.95	23,684.74 12,823.71		
HARLEY DAVIDSON INC	HOG	700.000	28,579.00 40.97	27,679.69 999.31	350.00	1.22
HELMERICH & PAYNE	HP	707.000	46,746.84 66.12	29,270.89 17,475.95	197.96	0.42
HERSHEY CO FOODS CORP	HSY	512.000	29,107.20 56.85	26,847.50 2,459.70	706.56	2.43
HUMANA INC	HUM	552.000	44,458.08 80.54	44,182.08 276.00	552.00 138.00	1.24
HUNT J.B. TRANS SVCS INC	JBHT	891.000	41,957.19 47.09	37,187.75 4,769.44	463.32	1.10
IAC INTERACTIVE CORP	IAC	1,115.000	42,559.55 38.17	27,475.63 15,083.92		
KBR INC	KBR	878.000	33,091.82 37.69	26,036.42 7,055.40	175.60 43.90	0.53
KLA-TENCOR CORP	KLAC	585.000	23,680.80 40.48	26,588.53 2,907.73-	585.00	2.47
LEAR CORP NEW	LEA	552.000	31,560.15 53.48	32,176.54 516.38-	296.00	0.93
LIMITED BRANDS INC	LTD	1,022.000	39,295.90 38.45	32,146.26 7,149.64	817.50 1,022.00	2.08
LINEAR TECHNOLOGY CORPORATION	LLTC	1,040.000	34,340.80 33.02	32,059.35 2,281.45	998.40	2.91
MGIC INVT CORP WIS	MTG	2,400.000	14,280.00 5.95	21,988.92 7,708.92-		
MACYS INC	M	1,558.000	45,555.92 29.24	37,661.01 7,894.91	623.20 155.80	1.37
MANITOWOC INC	MTW	1,576.000	26,539.84 16.84	31,242.24 4,702.40-	126.08	0.48
MARRIOTT INTERNATIONAL INC	MAR	674.000	23,920.26 35.49	24,525.68 705.42-	269.60	1.13
MCGRAW HILL COMPANIES INCORPORATED	MHP	1,046.000	43,837.86 41.91	44,653.74 815.88-	1,046.00	2.39
MEADWESTVACO CORP	MWV	791.000	26,348.21 33.31	24,817.03 1,531.18	791.00	3.00
METROPCS COMMUNICATIONS	PCS	2,562.000	44,082.02 17.21	26,608.40 17,483.62		
MOLEX INC	MOLX	997.000	25,692.69 25.77	27,538.40 1,845.71-	797.50 199.40	3.10

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MURPHY OIL CORPORATION	MUR	441.000	28,956.08 65.66	26,622.57 2,333.39	485.10	1.63
MYRIAD GENETICS INC	MYGN	1,118.000	25,389.78 22.71	23,214.80 2,174.98		
NRG ENERGY INCORPORATED	NRG	1,476.000	36,280.08 24.58	31,173.74 5,106.34		
NOBLE ENERGY INC	NBL	470.000	42,126.10 89.63	38,695.57 3,430.53	338.40	0.80
OIL STS INTL INC	OIS	294.000	23,493.54 79.91	21,973.56 1,519.98		
PPG INDUSTRIES INCORPORATED	PPG	423.000	38,404.17 90.79	30,712.72 7,691.45	964.44	2.51
PARKER HANNIFIN CORP	PH	396.000	35,537.04 89.74	28,466.82 7,070.22	586.08	1.65
QUEST DIAGNOSTICS	DGX	689.000	40,719.90 59.10	40,385.08 334.82	275.60 68.90	0.68
RAYMOND JAMES FINL INC	RJF	1,121.000	36,040.15 32.15	32,795.90 3,244.25	582.92 145.73	1.62
REALTY INCOME CORP	O	1,104.000	36,972.96 33.49	38,927.04 1,954.08-	1,918.75 159.94	5.19
REPUBLIC SVCS INC	RSG	868.000	26,777.80 30.85	26,132.10 645.70	684.40 173.60	2.59
ROCKWELL AUTO CORP	ROK	423.000	36,699.48 86.76	25,128.77 11,570.71	719.10	1.96
ROCKWOOD HOLDINGS INC	ROC	220.000	12,163.80 55.29	11,413.60 750.20		
ROSS STORES INCORPORATED	ROST	506.000	40,540.72 80.12	40,839.26 298.54-	445.28	1.10
RYDER SYSTEMS INC	R	661.000	37,009.35 56.85	29,336.92 7,672.43	703.08	1.90
SEMPRA ENERGY INC	SRE	777.000	41,087.76 52.88	41,536.43 448.67-	1,491.84 372.96	3.63
SUNTRUST BANKS INC	STI	1,301.000	33,565.80 25.80	38,299.31 4,733.51-	52.04	0.16
TECH DATA CORP	TECD	674.000	32,951.86 48.89	29,234.22 3,717.64		
TERADYNE INC	TER	1,403.000	20,764.40 14.80	25,148.17 4,383.77-		
TIMKEN CO.	TKR	446.000	22,478.40 50.40	22,205.34 272.06	356.80	1.59

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
UNITED STATES STEEL CORP	X	321.000	14,778.84 46.04	18,487.56 3,718.72-	64.20	0.43
VALERO ENERGY CORP	VLO	867.000	22,169.19 25.57	16,355.98 5,813.21	173.40	0.78
VARIAN MED-SYS INC	VAR	198.000	13,863.96 70.02	13,342.17 521.79		
VERISIGN INC	VRSN	1,002.000	33,525.92 33.46	31,590.85 1,936.07		
VORNADO REALTY TRUST	VNO	334.000	31,122.12 93.18	26,298.92 4,823.20	521.84	2.96
WADDELL & REED FINANCIAL INC CL A	WDR	685.000	24,899.75 36.35	26,565.50 1,665.75-	548.00	2.20
WATERS CORPORATION	WAT	410.000	38,253.40 93.74	29,371.30 9,882.10		
WESTERN UNION CO	WU	1,583.000	31,707.49 20.03	28,773.27 2,934.22	506.56	1.60
WEYERHAEUSER COMPANY	WY	1,220.000	26,669.20 21.86	21,080.44 5,588.76	732.00	2.74
WHITING PETE CORP NEW	WLL	430.000	24,471.30 56.91	23,959.44 471.86		
ZEBRA TECHNOLOGIES CORP CL A	ZBRA	958.000	40,314.52 42.17	33,784.58 6,529.94		
FIRST HORIZON NATIONAL BANCORP 1/100,000		146,800.000	16.63 0.00	3.00 13.63		
ALLIED WORLD ASSURANCE HLDG AG SHS	AWH	265.000	15,258.70 57.58	15,587.21 428.51	397.50	2.61
TOTAL			2,719,514.91	2,445,137.15 274,377.76	37,640.97 3,764.72	1.38

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
AEROPOSTALE COM	ARO	1,431.000	25,042.50 17.50	39,943.39 14,900.89-		
ALBEMARLE CORP	ALB	499.000	34,530.80 69.20	34,018.47 512.33	329.34 82.34	0.95
AMERICAN CAPITAL AGENCY CORP	AGNC	1,413.000	41,132.43 29.11	42,544.68 1,412.25-	7,912.80 1,978.20	19.24
ANSYS INC	ANSS	617.000	33,731.39 54.67	28,564.92 5,166.47		
BORG WARNER INC	BWA	413.000	33,366.27 80.79	20,738.64 12,627.63		
CABOT CORP	CBT	729.000	29,065.23 39.87	23,424.74 5,640.49	524.88	1.81
CENTRAL EUROPEAN DIST CORP	CEDC	1,096.000	12,275.20 11.20	31,669.51 19,424.31-		
CHIMERA INVT CORP	CIM	10,908.000	37,741.68 3.46	43,126.14 5,384.46-	5,672.16 1,418.04	15.03
CLIFFS NATURAL RESOURCES INC NEW	CLF	427.000	39,476.15 92.45	25,615.89 13,860.26	239.12	0.61
CORRECTIONS CORP OF AMERICA NEW	CXW	1,493.000	32,323.45 21.65	33,036.93 713.48-		
CREE INC	CREE	634.000	21,296.06 33.59	36,072.56 14,776.50-		
EATON VANCE CORP	EV	862.000	26,058.26 30.23	28,691.54 2,633.28-	620.64	2.38
ENERGEN CORP	EGN	543.000	30,679.50 56.50	24,668.01 6,011.49	293.22	0.96
EQUINIX INC NEW	EQIX	316.000	31,922.32 101.02	26,335.36 5,586.96		
FIFTH THIRD BANCORP	FTB	2,547.000	32,474.25 12.75	32,963.35 489.10-	611.28 152.82	1.88

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FOSSIL INC	FOSL	346.000	40,731.12 117.72	26,399.69 14,331.43		
GAMESTOP CORP NEW CL A	GME	1,331.000	35,497.77 26.57	28,204.13 7,293.64		
GOODRICH CORP	GR	433.000	41,351.50 .95.50	33,829.19 7,522.31	502.28	1.21
HASBRO INC	HAS	602.000	26,445.86 43.93	28,687.17 2,241.31-	722.40	2.73
HELMERICH & PAYNE	HP	523.000	34,580.76 66.12	31,037.94 3,542.82	146.44	0.42
HOSPIRA INC	HSP	499.000	28,273.34 56.66	29,081.19 807.85-		
HUMANA INC	HUM	398.000	32,054.82 80.54	20,655.13 11,399.79	398.00 99.50	1.24
HUMAN GENOME SCIENCES INC	HGSI	980.000	24,049.20 24.54	24,708.74 659.54-		
ITT EDUCATIONAL SERVICES INC	ESI	305.000	23,863.20 78.24	28,689.93 4,826.73-		
IHS INC CL A	IHS	311.000	25,943.62 83.42	19,777.20 6,166.42		
KBR INC	KBR	1,181.000	44,511.89 37.69	28,194.58 16,317.31	236.20 59.05	0.53
KANSAS CITY SOUTHERN INDUSTRIES INC NEW	KSU	683.000	40,522.39 59.33	28,380.51 12,141.88		
L-3 COMMUNICATION HOLDINGS CORPORATION	LLL	460.000	40,227.00 87.45	37,662.08 2,564.92	828.00	2.06
LAM RESEARCH CORP	LRCX	579.000	25,638.12 44.28	26,773.28 1,135.16-		
LEXMARK INTERNATIONAL INC	LXX	614.000	17,965.64 29.26	23,021.94 5,056.30-		
MACERICH CO	MAC	787.000	42,104.50 53.50	34,167.40 7,937.10	1,574.00	3.74
MCDERMOTT INTL INC	MDR	1,623.000	32,151.63 19.81	27,039.27 5,112.36		
NIJ HOLDINGS INC CL B NEW	NIHD	610.000	25,851.80 42.38	25,335.28 516.52		
NUANCE COMMUNICATIONS INC	NUAN	1,313.000	28,190.11 21.47	22,534.03 5,656.08		
ONEOK INC	OKE	371.000	27,457.71 74.01	17,905.26 9,552.45	771.68	2.81

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ONYX PHARMACEUTICALS INC	ONXX	698.000	24,639.40 35.30	17,879.32 6,760.08		
PETROHAWK ENERGY CORP	HK	1,356.000	33,452.52 24.67	25,070.92 8,381.60		
PLAINS EXPL & PRODUCTION	PXP	1,136.000	43,304.32 38.12	29,520.61 13,783.71		
PRICELINE.COM INC	PCLN	52.000	26,620.36 511.93	15,051.01 11,569.35		
REGAL BELOIT CORP	RBC	458.000	31,248.36 68.77	27,940.14 3,308.22	336.96 84.24	1.08
REGENERON PHARMACEUTICALS	REGN	621.000	35,216.91 56.71	16,685.95 18,520.96		
RIVERBED TECHNOLOGY INC	RVBD	802.000	31,751.18 39.59	28,754.54 2,996.64		
ROPER INDS INC	ROP	498.000	41,483.40 83.30	36,963.09 4,520.31	219.12	0.53
ROVI CORP	ROVI	660.000	37,857.60 57.36	29,670.31 8,187.29		
SCHEIN HENRY INC	HSIC	384.000	27,490.56 71.59	27,138.57 351.99		
SKYWORK SOLUTIONS INC	SWKS	980.000	22,520.40 22.98	27,649.91 5,129.51		
J M SMUCKER COMPANY	SJM	610.000	46,528.40 76.44	39,032.65 7,595.75	1,073.60	2.30
STANCORP FINANCIAL GROUP	SFG	751.000	31,684.69 42.19	33,785.94 2,101.25	645.86	2.04
TTM TECHNOLOGIES INC	TTMI	1,605.000	25,712.10 16.02	26,541.40 829.30		
TEMPLE INLAND INC	TIN	1,203.000	35,777.22 29.74	26,400.02 9,377.20	625.56	1.75
THORATEC CORP	THOR	1,072.000	35,183.04 32.82	34,625.35 557.69		
TORCHMARK CORP	TMK	579.000	37,137.06 64.14	31,865.06 5,282.00	370.56	1.00
TOWER GROUP INC	TWGP	1,676.000	39,922.32 23.82	39,688.53 233.79	1,257.00	3.15
UGI CORPORATION NEW	UGI	712.000	22,705.68 31.89	19,780.93 2,924.75	740.48 185.12	3.26
VARIAN MED SYS INC	VAR	432.000	30,248.64 70.02	25,471.72 4,776.92		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
WMS INDUSTRIES INC	WMS	1,142,000	35,082.24 30.72	48,399.75 13,317.51-		
WADDELL & REED FINANCIAL INC CL A	WDR	972,000	35,332.20 36.35	29,693.27 5,638.93	777.60	2.20
ZIONS BANCORPORATION	ZION	1,781,000	42,761.81 24.01	36,963.44 5,798.37	71.24	0.17
CHECK POINT SOFTWARE TECHNOLOGIES	CHKP	455,000	25,866.75 56.85	17,180.00 8,676.75		
TOTAL			1,898,154.73	1,705,290.50 192,864.23	27,500.42 4,059.31	1.45

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS	MDRX	3,796.000	73,718.32 19.42	64,068.56 9,649.76		
ATWOOD OCEANICS INC	ATW	1,490.000	65,753.70 44.13	49,553.16 16,200.54		
BANCFIRST CORP	BANF	550.000	21,230.00 38.60	22,922.44 1,692.44-	550.00 137.50	2.59
BARRETT BILL CORP	BBG	1,060.000	49,131.00 46.35	39,890.97 9,240.03		
BENCHMARK ELECTRONICS INC	BHE	2,410.000	39,765.00 16.50	44,980.26 5,215.26-		
CALGON CARBON CORP	CCC	4,040.000	68,680.00 17.00	58,152.41 10,527.59		
CHART INDUSTRIES INC	GTLS	1,610.000	86,907.80 53.98	40,231.08 46,676.72		
EMCOR GROUP INC	EME	1,790.000	52,464.90 29.31	46,433.68 6,031.22		
FORWARD AIR CORP	FWRD	1,910.000	64,538.90 33.79	52,151.24 12,387.66	534.80	0.83
FUEL SYSTEM SOLUTIONS INC	FSYS	1,470.000	36,676.50 24.95	44,561.46 7,884.96-		
HANCOCK HOLDING CO	HBHC	1,237.000	38,322.26 30.98	34,916.30 3,405.96	1,187.52	3.10
HARMONIC INC	HLIT	6,620.000	47,862.60 7.23	42,479.95 5,382.65		
HELCA MINING	HL	3,210.000	24,684.90 7.69	26,418.61 1,733.71-		
INTERDIGITAL INC	IDCC	1,170.000	47,794.50 40.85	35,879.88 11,914.62	468.00	0.98
INVESTMENT TECHNOLOGY GROUP NEW	ITG	1,720.000	24,114.40 14.02	27,713.31 3,598.91-		
ITRON INC	ITRI	790.000	38,046.40 48.16	51,817.90 13,771.50-		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
LAKELAND FINL CORP	LKFN	1,390.000	30,941.40 22.26	28,497.91 2,443.49	861.80	2.79
LAYNE CHRISTENSEN CO	LAYN	1,750.000	53,095.00 30.34	49,709.08 3,385.92		
MVC CAPITAL INC	MVC	1,160.000	15,346.80 13.23	15,339.87 6.93	556.80	3.63
MERIT MEDICAL SYSTEMS INC	MMSI	3,487.000	62,661.39 17.97	64,056.19 1,394.80-		
NAVIGATORS GROUP INC	NAVX	930.000	43,710.00 47.00	40,831.23 2,878.77		
OMNIVISION TECHNOLOGIES INC	OVTI	1,110.000	38,639.10 34.81	39,582.60 943.50-		
PAREXEL INTL CORP	PRXL	2,880.000	67,852.80 23.56	59,950.43 7,902.37		
PORTFOLIO RECOVERY ASSOCIATES	PRAA	620.000	52,569.80 84.79	38,981.98 13,587.82		
PRESTIGE BRANDS HOLDINGS INC	PBH	2,970.000	38,134.80 12.84	27,311.45 10,823.35		
SALLY BEAUTY HOLDINGS INC	SBH	5,940.000	101,574.00 17.10	64,411.77 37,162.23		
SEMTECH CORP.	SMTX	2,610.000	71,357.40 27.34	52,430.27 18,927.13		
SOUTHWEST BANCORP INC OKLAHOMA	OKSB	2,260.000	22,125.40 9.79	29,172.92 7,047.52-		
STERIS CORPORATION	STE	1,510.000	52,819.80 34.98	51,446.20 1,373.60	906.00	1.72
SUN HYDRAULICS CORP	SNHY	1,100.000	52,580.00 47.80	31,982.18 20,597.82	594.00 346.50	1.13
SUPERIOR ENERGY SERVICES INC	SPN	1,430.000	53,110.20 37.14	38,103.94 15,006.26		
SYNAPTICS INC	SYNA	1,270.000	32,689.80 25.74	37,171.63 4,481.83-		
TTM TECHNOLOGIES INC	TTMI	4,220.000	67,604.40 16.02	47,105.62 20,498.78		
THORATEC CORP	THOR	1,280.000	42,009.60 32.82	33,241.53 8,768.07		
TORO CO	TTC	1,060.000	64,130.00 60.50	59,975.56 4,154.44	848.00 212.00	1.32
UNITED NATURAL FOODS INC	UNFI	1,480.000	63,151.60 42.67	49,328.74 13,822.86		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
VIRGINIA COMMERCIAL BANCORP INC	VCBI	4,330.000	25,590.30 5.91	27,983.72 2,393.42-		
WMS INDUSTRIES INC	WMS	1,230.000	37,785.60 30.72	55,972.94 18,187.34-		
TOTAL			1,869,170.37	1,624,768.97 244,401.40-	6,506.92 695.00	0.35

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
AEON CO LTD ADR	ACNNY	1,330.000	15,941.38 11.99	17,143.81 1,202.43-	279.30	1.75
ADE AIR LIQUIDE	AIQY	1,658.000	47,519.94 28.66	36,754.86 10,765.08	777.60	1.54
ADR AKZO NOBEL NV SPONSORED	AKZOY	855.000	53,823.14 63.07	47,963.07 5,960.07	1,433.84	2.66
ADR BG PLC FINANCIAL INSTITUTION	BRGY	246.000	27,922.23 113.51	20,921.82 7,000.41	265.68	0.95
ADR BP AMOCO PLC	BP	1,382.000	61,208.78 44.29	54,822.89 6,385.89	2,321.76	3.79
ADR BNP PARIBAS	BNPQY	2,118.000	81,729.38 38.59	72,900.53 8,828.85	2,344.63	2.87
ADR BANCO SANTANDER BRASIL S A ADS	BSBR	2,238.000	26,206.98 11.71	26,387.57 180.59-	745.25 384.60	2.84
ADR BARCLAYS PLC	BCS	1,155.000	18,976.65 16.43	19,227.93 251.28-	405.41	2.14
BAYER A G SPONSORED ADR	BAYRY	667.000	53,612.79 80.38	44,877.68 8,735.11	1,073.87	2.00
ADR BAYERISCHE MOTOREN WERKE A G	BAMXY	1,198.000	39,798.76 33.22	23,401.74 16,387.02	488.78	1.23
CANNON INC ADR REPSTG 5 SHS	CAJ	392.000	18,655.28 47.59	18,785.97 130.69-	568.40	3.05
ADR CHINA CONSTR BANK CORP	CICHY	1,482.000	24,734.38 16.58	27,457.72 2,733.34-	1,584.50 975.17	6.41
ADR CHINA PETROLEUM & CHEMICAL CORP	SNP	332.000	33,678.08 101.44	30,368.10 3,309.98	931.92 589.95	2.77
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR	CHU	1,750.000	35,472.50 20.27	37,450.00 1,977.50-	194.25	0.55
ADR CREDIT SUISSE GROUP	CS	650.000	26,923.80 39.02	29,885.24 2,961.44-	1,020.51	3.79

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
DANONE SPONSORED ADR	DANCY	1,609,000	24,004.67 14.92	18,592.19 5,412.48	411.90	1.72
ADR DASSAULT SYS S A SPONSORED	DASTY	357,000	30,387.84 85.12	23,938.99 6,450.85	212.06 272.04	0.70
ADR DENSO CORP	DNZOY	1,884,000	34,782.41 18.46	29,624.00 5,158.41	442.74	1.27
ADR DEUTSCHE BOERSE	DBOEY	3,803,000	28,891.39 7.60	25,827.32 3,064.07	1,410.91	4.88
ADR EDP ENERGIAS DE PORTUGAL SA SPONSORED	EDPFY	1,158,000	41,117.11 35.51	38,803.61 2,313.50	1,961.65	4.77
ADR EAST JAPAN RAILWAY	EJPRY	4,767,000	45,343.70 9.51	62,290.48 6,946.78	881.90	1.94
ERICSSON L M TEL CO	ERIC	1,995,000	28,688.10 14.38	21,252.32 7,435.78	514.71	1.79
ADR ERSTE BK DER OESTERREICHISCHEN	EBKDY	885,000	23,454.37 26.21	19,582.99 3,871.38	311.46	1.33
ADR HDFC BANK LTD	HDB	216,000	38,100.24 176.39	33,411.11 4,689.13	397.44	1.04
HSBC HOLDINGS PLC SPONSORED ADR NEW	HBC	1,214,000	60,238.68 49.62	60,538.06 299.38	2,245.90	3.73
ADR HEINEKEN NV	HINKY	1,468,000	44,131.75 30.06	34,358.46 9,773.29	604.82	1.37
ADR HENNES & MAURITZ	HNNMY	3,599,000	24,879.89 6.91	25,582.48 702.59	849.36	3.41
ADR HONDA MOTOR COMPANY LTD	HMC	706,000	27,258.66 38.61	30,131.75 2,873.09	329.70	1.21
ADR HUTCHINSON WHAMPOA LTD	HUWHY	798,000	43,072.85 53.98	31,853.72 11,119.13	953.61	2.21
ADR ICICI BANK LTD	IBN	831,000	40,968.30 49.30	36,191.89 4,776.41	516.05	1.26
ADR ING GROUP NV	ING	5,730,000	70,880.10 12.37	56,303.06 14,577.04		
ADR KAO CORP	KCRPY	936,000	24,454.87 26.13	22,691.24 1,763.63	540.07	2.21
ADR KDDI CORP	KDDIY	319,000	22,791.27 71.45	16,621.42 6,169.85	483.29	2.12
ADR KEPPEL LTD SPONSORED	KPELY	2,985,000	53,882.24 18.05	54,685.20 802.96	1,898.46	3.52
ADR KINGFISHER PLC	KGFHY	2,812,000	24,126.96 8.58	24,106.11 20.85	565.21	2.34

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
LVMH MOET HENNESSEY LOU VUITTON ADR	LVMUY	1,583.000	56,964.26 35.99	41,681.21 15,283.05	677.52	1.19
ADR MAN SE	MAGOY	4,095.000	54,598.64 13.33	40,895.04 13,703.60	786.24 788.21	1.44
ADR MITSUBISHI CORPORATION	MSBHY	685.000	33,927.37 49.53	33,255.54 671.83	974.07	2.87
ADR NESTLE SA REPSTS REG SH	NSRGY	1,192.000	73,969.56 62.06	59,876.84 14,092.72	2,106.26	2.85
ADR NOMURA HLDGS INC	NMR	2,344.000	11,555.92 4.93	14,993.71 3,437.79-	186.90	1.70
ADR PETROLEO BRASILEIRO SA	PBR	515.000	17,437.90 33.86	20,631.04 3,193.14-	77.25	0.44
PUBLICIS S A SPONSORED ADR NEW	PUBGY	912.000	25,420.18 27.87	23,033.88 2,386.30	380.30 365.77	1.50
RECKITT BENCKISER GROUP PLC ADR	RBGPY	2,005.000	22,145.23 11.05	21,172.94 972.29	671.68	3.03
RICOH LTD ADR NEW	RICOY	626.000	34,455.04 55.04	48,151.54 13,696.50-	1,133.06	3.29
ADR RIO TINTO PLC	RIO	857.000	61,978.24 72.32	61,922.67 55.57	914.42	1.48
ADR ROCHE HOLDINGS LTD	RHHBY	1,812.000	75,696.30 41.78	65,703.05 9,993.25	2,047.56	2.70
ADR ROYAL DUTCH SHELL PLC	RDSA	1,270.000	90,335.10 71.13	75,098.01 15,237.09	3,627.12	4.02
ROYAL KPN NV SPONSORED ADR	KCPNY	1,673.000	24,328.77 14.54	24,620.13 291.36-	1,575.97	6.48
SANOFI AVENTIS	SNY	1,403.000	56,358.51 40.17	45,693.01 10,665.50	1,856.17	3.29
ADR SIEMENS AG	SI	637.000	87,606.61 137.53 ^A	64,179.72 23,426.89	1,717.35	1.96
ADR SMITH & NEPHEW PLC	SNN	304.000	16,464.64 54.16	13,852.41 2,612.23	231.34	1.41
ADR SUMITOMO MITSUI FINL GROUP SPON	SMFG	6,434.000	39,569.10 6.15	41,162.02 1,592.92-	1,125.95	2.85
SYMRISE AG ADR	SYIEY	930.000	29,636.31 31.87	22,553.24 7,083.07	742.14	2.50
ADR TAIWAN SEMICONDUCTOR MFG	TSM	3,794.000	47,842.34 12.61	40,153.01 7,689.33	2,989.67 1,573.06	6.25
TECK RESOURCES LTD CL B	TCK	586.000	29,733.64 50.74	24,362.53 5,371.11	369.18 184.52	1.24

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
TELECOM ITALIA SPA	TI	805 000	11,189.50 13.90	10,478.66 710.84	855.72	7.65
ADR TESCO PLC	TSCDY	1,905.000	36,884.61 19.36	37,700.05 815.44-	1,253.49	3.40
TOKIO MARINE HOLDINGS INC ADR	TKOMY	650.000	18,068.70 27.80	18,995.36 926.66-	326.95	1.81
VODAFONE GROUP PLC SPONSORED ADR NEW	VOD	1,692.000	45,210.24 26.72	38,059.74 7,150.50	2,378.95 1,635.95	5.26
WESTPAC BANKING CORP	WBK	199.000	23,911.84 120.16	22,079.68 1,832.18	1,544.24	6.46
TOTAL			2,323,048.02	2,075,148.34 247,899.68	60,526.44 6,769.27	2.61

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ADR AXA SPONSORED	AXAHY	660.000	14,994.54 22.72	11,508.20 3,488.34	553.08	3.69
ADR BASF SE SPONSORED	BASFY	280.000	27,430.48 97.97	19,658.00 7,772.48	642.04	2.34
ADR BHP BILLITON LTD	BHP	625.000	59,143.75 94.63	50,805.07 8,338.68	1,137.50	1.92
ADR BRITISH AMERICAN TOB PLC	BTI	325.000	28,600.00 88.00	23,248.10 5,351.90	1,202.18	4.20
BROOKFIELD ASSET MANAGEMENT	BAM	365.000	12,107.05 33.17	10,167.51 1,939.54	189.80	1.57
CANADIAN NATIONAL RAILWAY COMPANY	CNI	420.000	33,558.00 79.90	27,028.15 6,529.85	573.30	1.71
CANADIAN NAT RES LIMITED	CNQ	930.000	38,929.80 41.86	38,682.02 237.78	345.96 86.55	0.89
CANADIAN PACIFIC RAILWAY LTD	CP	610.000	38,015.20 62.32	38,462.06 446.86	761.89 190.43	2.00
ADR DIAGEO PLC	DEO	365.000	29,882.55 81.87	26,363.64 3,518.91	907.76	3.04
ENSIGN ENERGY SERVICES INC	ESVIF	440.000	8,731.80 19.85	5,879.46 2,852.34	167.20 41.80	1.91
FINNING INTERNATIONAL INC NEW	FINGF	85.000	2,523.14 29.68	2,346.00 177.14	44.20	1.75
MANULIFE FINL CORP	MFC	760.000	13,421.60 17.66	11,885.82 1,535.78	403.56	3.01
ADR NESTLE SA REPSTS REG SH	NSRGY	770.000	47,782.35 62.06	41,112.80 6,669.55	1,360.59	2.85
ADR NOVARTIS AG	NVS	400.000	24,444.00 61.11	21,530.03 2,913.97	802.00	3.28
POTASH CORP SASK INC	POT	1,020.000	58,129.80 56.99	42,808.48 15,321.32	285.60	0.49

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ADR RIO TINTO PLC	RIO	790.000	57,132.80 72.32	48,717.48 8,415.32	842.93	1.48
SCHLUMBERGER	SLB	700.000	60,480.00 86.40	51,050.73 9,429.27	700.00	1.16
SUNCOR ENERGY	SU	1,550.000	60,605.00 39.10	52,168.09 8,436.91	691.30	1.14
TALISMAN ENERGY INC	TLM	560.000	11,474.40 20.49	10,302.63 1,171.77	157.92	1.38
TENARIS S A SPONSORED ADR	TS	860.000	43,900.80 45.73	40,802.43 3,098.37	652.80	1.49
UNILEVER NV	UN	820.000	26,937.00 32.85	24,483.81 2,453.19	823.28	3.06
VALE SA ADR	VALE	1,300.000	41,535.00 31.95	41,797.12 262.12-	478.40	1.15
YARA INTERNATIONAL ASA SPONSORED ADR	YARIY	55.000	3,113.17 56.60	2,533.55 579.62	45.87	1.47
COOPER INDUSTRIES PLC	CBE	575.000	34,310.25 / 59.67	30,703.79 3,606.46	667.00	1.94
INGERSOLL RAND PLC	IR	650.000	29,516.50 45.41	25,910.47 3,606.03	312.00	1.06
NABORS INDUSTRIES	NBR	2,300.000	56,672.00 24.64	50,124.66 6,547.34		
PARTNERRE LTD	PRE	140.000	9,639.00 68.85	11,180.80 1,541.80-	336.00	3.49
WEATHERFORD INTERNATIONAL LTD.	WFT	2,690.000	49,875.00 18.75	48,875.46 999.54		
NOBLE CORPORATION SWITZERLAND	NE	1,515.000	63,647.15 39.41	58,350.63 5,296.52	873.72	1.37
TRANSOCEAN LTD	RIG	810.000	52,293.60 64.56	55,819.89 3,526.29-	2,559.60	4.89
UBS AG SHS	UBS	1,370.000	25,016.20 18.26	21,312.13 3,704.07		
CORE LABORATORIES	CLB	130.000	14,500.20 111.54	10,369.20 4,131.00	130.00	0.90
TOTAL			1,078,342.13	955,994.21/ 122,347.92	18,647.48 318.78	1.73

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
AMERICAN CAMPUS COMMUNITIES	ACC	875.000	31,080.00 35.52	24,293.74 6,786.26	1,181.25	3.80
AMERON INTL INC	AMN	265.000	17,405.20 65.68	18,058.61 653.41-	318.00	1.83
ANSYS INC	ANSS	275.000	15,034.25 54.67	11,967.65 3,066.60		
BLACKBOARD INC	BBBB	315.000	13,667.85 43.39	12,208.16 1,459.69		
BLACKBAUD INC	BLKB	1,025.000	28,413.00 27.72	23,890.88 4,522.12	492.00	1.73
CLECO CORP	CNL	1,375.000	47,918.75 34.85	36,281.12 11,637.63	1,540.00	3.21
CAVIUM INC	CAVM	730.000	31,820.70 43.59	29,386.68 2,434.02		
CLARCOR INC	CLC	800.000	37,824.00 47.28	28,299.75 9,524.25	336.00	0.89
CLEARBRIDGE ENERGY MLP COMMON	CEM	575.000	12,759.25 22.19	11,779.39 979.86	816.50	6.40
COGNEX CORP	CGNX	875.000	31,001.25 35.43	16,633.28 14,367.97	315.00	1.02
COHEN & STEERS INC	CNS	1,075.000	35,636.25 33.15	24,599.41 11,036.84	645.00	1.81
COHU INC	COHU	1,225.000	16,059.75 13.11	16,662.63 602.88-	294.00 73.50	1.83
COMPASS MINERALS INT	CMP	325.000	27,972.75 86.07	24,444.25 3,528.50	585.00	2.09
COSTAR GROUP INC	CSGP	295.000	17,487.60 59.28	19,989.20 2,501.60-		
DRIL-QUIP INC	DRQ	575.000	39,002.25 67.83	32,738.02 6,264.23		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
DUFF & PHELPS CORP NEW CL A	DUF	775.000	9,943.25 12.83	13,172.16 3,228.91-	248.00	2.49
GLACIER BANCORP INC NEW	GBCI	1,075.000	14,491.00 13.48	15,063.34 572.34-	559.00	3.86
GROUP 1 AUTOMOTIVE INC	GPI	775.000	31,914.50 41.18	31,693.67 220.83	341.00	1.07
GULFPORT ENERGY CORP NEW	GPOR	1,225.000	36,370.25 29.69	17,304.01 19,066.24		
HMS HOLDINGS CORP	HMSY	500.000	38,435.00 76.87	23,483.54 14,951.46		
HANGER ORTHOPEDIC GROUP INC	HGR	1,300.000	31,811.00 24.47	30,052.65 1,758.35		
HARMONIC INC	HLIT	2,900.000	20,967.00 7.23	18,716.40 2,250.60		
HEALTHCARE SERVICES GROUP INC	HCSG	1,388.000	22,555.00 16.25	20,427.73 2,127.27	874.44	3.88
HEARTLAND EXPRESS INC	HTLD	1,950.000	32,292.00 16.56	29,573.55 2,618.45	156.00 39.00	0.48
HIBBETT SPORTS INC	HIBB	900.000	36,639.00 40.71	20,928.40 15,712.60		
HITTITE MICROWAVE CORP	HITT	825.000	51,075.75 61.91	34,696.15 16,379.60		
ICU MED INC	ICUI	725.000	31,682.50 43.70	25,849.47 5,833.03		
IPC THE HOSPITALIST CO INC	IPCM	440.000	20,374.20 46.31	21,991.20 1,617.00-		
IBERIABANK CORP	IBKC	560.000	32,278.40 57.64	32,151.45 126.95	761.60 190.40	2.36
KAYNE ANDERSON MASTER LIMITED PARTNERSHIP INVESTMENT CO	KYN	750.000	22,687.50 30.25	17,841.75 4,845.75	1,492.50	6.58
LANDAUER INC	LDR	310.000	19,092.90 61.59	19,137.04 44.14-	682.00 170.50	3.57
LIFE TIME FITNESS INC	LTM	635.000	25,342.85 39.91	18,505.44 6,837.41		
LULULEMON ATHLETICA INC	LULU	210.000	23,482.20 111.82	20,227.20 3,255.00		
MARKETAXESS HOLDINGS INC	MKTX	825.000	20,674.50 25.06	17,630.25 3,044.25	297.00	1.44
MATTHEWS INTL CORP CL A	MATW	490.000	19,683.30 40.17	16,464.72 3,218.58	156.80	0.80

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MERIDIAN BIOSCIENCE INC	VIVO	1,200.000	28,932.00 24.11	25,032.62 3,899.38	912.00	3.15
MID-AMERICA APT COMMUNITIES INC	MAA	615.000	41,494.05 67.47	30,987.76 10,506.29	1,543.65	3.72
MIDDLEBY CORP	MIDD	525.000	49,371.00 94.04	24,055.17 25,275.83		
MONRO MUFFLER BRAKE INC	MINRO	667.000	24,872.43 37.29	15,512.78 9,359.65	213.44	0.86
NATIONAL HEALTH INVESTMENT INC	NHI	545.000	24,214.35 44.43	24,033.32 181.03	1,340.70 335.18	5.54
NORDSON CORP	NDSN	660.000	36,201.00 54.85	19,352.37 16,848.63	277.20	0.77
PSS WORLD MED INC	PSSI	1,150.000	32,211.50 28.01	28,790.85 3,420.65		
PEETS COFFEE & TEA INC	PEET	315.000	18,175.50 57.70	11,651.39 6,524.11		
PORTFOLIO-RECOVERY ASSOCIATES	PRAA	345.000	29,252.55 84.79	18,498.44 10,753.11		
POWER INEGRATIONS INC	POWI	660.000	25,363.80 38.43	23,317.90 2,045.90	132.00	0.52
PROASSURANCE CORP	PRA	485.000	33,950.00 70.00	25,714.23 8,235.77		
PRIVATEBANCORP INC	PVTB	1,350.000	18,630.00 13.80	21,613.50 2,983.50	54.00	0.29
PROS HOLDINGS INC	PRO	775.000	13,554.75 17.49	6,800.11 6,754.64		
RITCHIE BROS AUCTIONEERS INC	RBA	550.000	15,119.50 27.49	15,020.50 99.00	231.00	1.53
ROFIN SINAR TECHNOLOGIES INC	RSTI	950.000	32,442.50 34.15	20,631.91 11,810.59		
RUDDICK CORP	RDK	875.000	38,057.50 43.54	27,157.34 10,940.16	455.00 113.75	1.19
RYLAND GROUP INC	RYL	675.000	11,157.75 16.53	15,887.25 4,729.50	81.00	0.73
SVB FINANCIAL GROUP	SIVB	505.000	30,153.55 59.71	23,500.63 6,652.92		
SCHNITZER STL INDS	SCHN	615.000	35,424.00 57.60	31,511.88 3,912.12	41.82	0.12
SIGNATURE BANK NEW YORK	SBNY	775.000	44,330.00 57.20	27,329.95 17,000.05		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
SILGAN HOLDINGS INC	SLGN	990.000	40,560.30 40.97	27,560.65 12,999.65	435.60	1.07
SOLERA HOLDINGS INC	SLH	485.000	28,692.60 59.16	16,712.43 11,980.17	145.50	0.51
SOURCEFIRE INC	FIRE	600.000	17,832.00 29.72	11,533.97 6,298.03		
STIFEL FINANCIAL CORP	SF	720.000	25,819.20 35.86	23,510.54 2,308.66		
TESCO CORP	TESO	1,450.000	28,144.50 19.41	19,646.82 8,497.68		
TEXAS ROADHOUSE INC	TXRH	1,600.000	28,056.00 17.54	22,282.54 5,773.46	512.00 128.00	1.82
TORO CO	TTC	460.000	27,830.00 60.50	21,449.75 6,380.25	368.00 92.00	1.32
TORTOISE ENERGY INFRASTRUCTURE CORP	TYG	460.000	17,484.60 38.01	13,883.00 3,601.60	1,007.40	5.76
TRACTOR SUPPLY	TSCO	605.000	40,462.40 66.88	16,137.91 24,324.49	290.40	0.72
TUPPERWARE CORP	TUP	675.000	45,528.75 67.45	30,656.10 14,872.65	810.00 202.50	1.78
U VI INC	UVI	1,550.000	39,680.00 25.60	21,748.65 17,931.35		
UMPQUA HOLDINGS CORP	UMPQ	1,475.000	17,065.75 11.57	18,223.64 1,157.89	295.00 73.75	1.73
UNITED THERAPEUTICS CORP	UTHR	440.000	24,244.00 55.10	24,188.71 55.29		
UNIVERSAL FOREST PRODUCTS INC	UFPI	525.000	12,579.00 23.96	18,792.44 6,213.44	210.00	1.67
US ECOLOGY INC	ECOL	850.000	14,535.00 17.10	12,683.72 1,851.28	612.00	4.21
WD-40 COMPANY	WDFC	455.000	17,763.20 39.04	14,820.23 2,942.97	491.40	2.77
WEST PHARMACEUTICAL SERVICES INC	WST	675.000	29,538.00 43.76	25,857.85 3,680.15	469.00	1.55
STEINER LEISURE LTD ORD	STNR	435.000	19,870.80 45.68	21,280.20 1,409.40		
TOTAL			2,003,608.78	1,573,650.94 429,857.84	23,009.20 1,418.58	1.15

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ALEXANDRIA REAL ESTATE EQUITY	ARE	1,432,000	110,865.44 77.42	92,755.04 18,110.40	2,577.60 644.40	2.32
AMERICAN CAMPUS COMMUNITIES	ACC	3,033,000	107,732.16 35.52	104,668.83 3,063.33	4,094.55	3.80
AMERICAN TOWER CORP. CL A	AMT	1,124,000	58,818.92 52.33	50,779.56 8,039.36		
BIOMED REALTY TRUST INC	BMR	1,500,000	28,860.00 19.24	27,563.16 1,296.84	1,200.00 300.00	4.16
BOSTON PROPERTIES	BXP	503,000	53,398.48 106.16	41,925.83 11,472.65	1,006.00 251.50	1.88
BRANDYWINE REALTY TRUST	BDN	4,265,000	49,431.35 11.59	49,402.79 28.56	2,559.00	5.18
BROOKDALE SR LIVING INC	BKD	900,000	21,825.00 24.25	16,947.37 4,877.63		
CB RICHARD ELLIS GROUP INC CL A	CBG	1,705,000	42,812.55 25.11	35,170.60 7,641.95		
COGDELL SPENCER INC	CSA	4,535,000	27,164.65 5.99	29,631.25 2,466.60-	1,814.00 453.50	6.68
CORESITE REALTY CORP	COO	2,775,000	45,510.00 16.40	46,342.50 832.50-	1,443.00 360.75	3.17
CORPORATE OFFICE PPTYS REIT TR	OFC	1,572,000	48,904.92 31.11	59,248.06 10,343.14-	2,593.80 648.45	5.30
DCT INDUSTRIAL TRUST	DCT	7,007,000	36,646.61 5.23	34,868.23 1,778.38	1,961.96	5.35
DIGITAL REALTY TRUST	DLR	1,648,000	101,813.44 61.78	83,285.99 18,527.45	4,482.56	4.40
DOUGLAS EMMETT INC REIT	DEI	3,176,000	63,170.64 19.89	47,022.38 16,148.26	1,651.52 412.88	2.61
DUPONT FABROS TECHNOLOGY INC COM	DFT	3,325,000	83,790.00 25.20	76,337.58 7,452.42	1,586.00 399.00	1.90

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EASTGROUP PROPERTY INC	EGP	1,030,000	43,785.30 42.51	40,578.24 3,207.06	2,142.40	4.89
EDUCATION REALTY TRUST INC	EDR	2,360,000	20,225.20 8.57	19,285.17 940.03	660.80	3.27
ENTERTAINMENT PPTYS TRUST	EPR	1,196,000	55,853.20 46.70	44,955.87 10,857.33	3,348.80 837.20	6.00
EQUITY RESIDENTIAL	EQR	1,154,000	69,240.00 60.00	64,200.18 5,039.82	1,557.90 389.48	2.25
ESSEX PPTY REIT	ESS	398,000	53,845.42 135.29	52,926.04 919.38	1,655.68 413.92	3.07
FOREST CITY ENTERPRISES INC CL A	FCE/A	6,298,000	117,583.66 18.67	81,250.16 36,333.50		
LASALLE HOTEL PPTYS	LHO	1,427,000	37,587.18 26.34	32,733.60 4,853.58	627.88 156.97	1.57
PLUM CREEK TIMBER	PCL	495,000	20,067.30 40.54	20,332.50 265.20-	831.60	4.14
PROLOGIS INC	PLD	769,000	27,560.96 35.84	14,437.41 13,123.55	861.28	3.13
PUBLIC STORAGE INCORPORATED	PSA	334,000	38,079.34 114.01	36,643.70 1,435.64	1,269.20	3.33
REGENCY CENTERS CORP	REG	1,585,000	68,692.45 43.97	65,777.81 3,914.64	2,932.25	4.21
SL GREEN RLTY CORP	SLG	123,000	10,193.01 82.87	6,442.39 3,750.62	49.20 12.30	0.48
SIMON PROPERTY GROUP INC	SPG	934,000	108,558.82 116.23	79,838.21 28,620.61	2,988.80	2.75
TAUBMAN CENTERS	TCO	392,000	23,206.40 59.20	22,814.40 392.00	686.00	2.96
UDR INC	UDR	820,000	20,131.00 24.55	16,570.80 3,560.20	656.00	3.26
U STORE IT TRUST	YSI	1,745,000	18,357.40 10.52	18,405.31 47.91-	488.60	2.66
VENTAS INC.	VTR	871,000	45,910.41 52.71	38,667.59 7,242.82	2,003.30	4.36
VORNADO REALTY TRUST	VNO	698,000	65,039.64 93.18	37,077.39 27,962.25	1,926.48	2.96
TOTAL			1,725,660.85	1,489,025.94 236,634.91	51,666.16 5,280.36	2.99

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ALBEMARLE CORP	ALB	1,546.000	106,983.20 69.20	74,180.40 32,802.80	1,020.36 255.09	0.95
ALLEGHENY TECHNOLOGIES INC	ATI	1,723.000	109,358.81 63.47	80,661.14 28,697.67	1,240.56	1.13
APPLE INC	AAPL	410.000	137,624.70 335.67	99,883.03 37,741.67		
BORG WARNER INC	BWA	91.000	7,351.89 80.79	5,421.40 1,930.49		
BRISTOL MYERS SQUIBB	BMJ	2,041.000	59,107.36 28.96	52,942.19 6,165.17	2,694.12 673.53	4.56
ADR CHGO BRDG & IRON CO NV	CBI	817.000	31,781.30 38.90	32,373.90 582.60-	81.70	0.26
CLEAN HARBORS INC	CLH	988.000	102,011.00 103.25	67,669.54 34,341.46		
COGNIZANT TECH SOL CL A	CTSH	1,160.000	85,074.40 73.34	56,459.95 28,614.45		
COMPASS MINERALS INT	CMP	987.000	84,951.09 86.07	77,383.42 7,567.67	1,776.60	2.09
CROWN HLDGS INC	CCK	1,934.000	75,077.88 38.82	54,017.58 21,060.30		
DISCOVER FINANCIAL SERVICES	DFS	2,778.000	74,311.50 26.75	66,337.26 7,974.24	666.72	0.90
DISCOVERY COMMUNICATIONS NEW COM SERIES A	DISCA	832.000	34,078.72 40.96	27,560.29 6,518.43		
DOW CHEMICAL CO	DOW	2,288.000	82,368.00 36.00	83,283.20 915.20-	2,288.00 572.00	2.78
EBAY INC	EBAY	3,525.000	113,751.75 32.27	115,161.75 1,410.00-		
GLOBAL PAYMENTS INC	GPN	474.000	24,174.00 51.00	21,763.17 2,410.83	37.92	0.16
HASBRO INC	HAS	2,052.000	90,144.36 43.93	79,302.20 10,842.16	2,462.40	2.73

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HEINZ HJ CO	HJZ	1,408.000	75,018.24 53.28	75,970.20 951.96-	2,703.36 675.84	3.60
IMPERIAL OIL LTD	IMO	1,138.000	53,019.42 46.59	60,878.69 7,859.27-	526.89	0.99
INTERDIGITAL INC	IDCC	1,602.000	65,441.70 40.85	68,821.92 3,380.22-	640.80	0.98
ITC HOLDINGS CORP	ITC	1,045.000	74,999.65 71.77	76,922.45 1,922.80-	1,400.30	1.87
KIRBY CORP	KEX	245.000	13,884.15 56.67	13,495.74 388.41		
ADR KOMATSU LTD	KMTUY	1,648.000	50,954.51 30.92	50,923.20 31.31	629.54	1.24
LORILLARD INC	LO	653.000	71,092.11 108.87	74,468.71 3,376.60-	3,395.60	4.78
MF GLOBAL HOLDINGS LTD	MF	2,414.000	18,684.36 7.74	21,918.03 3,233.67-		
MARSH & MC LENNAN COMPANY	MMC	2,482.000	77,725.48 31.19	75,990.59 1,734.89	2,192.96	2.82
MCDONALDS CORPORATION	MCD	568.000	47,893.76 84.32	42,813.24 5,080.52	1,385.92	2.89
MICROCHIP TECH INC	MCHP	1,605.000	60,845.55 37.91	64,200.00 3,354.45-	2,221.32	3.65
NATIONAL FUEL GAS CO	NFG	1,667.000	121,367.60 72.80	88,070.71 33,286.89	2,367.14 591.79	1.95
NATIONAL OIL WELL VARCO	NOV	1,143.000	89,394.03 78.21	89,278.76 115.27	502.92	0.56
NAVISTAR INTL CORP NEW	NAV	844.000	47,652.24 56.46	53,925.65 6,273.41-		
NORDSTROM INC	JWN	1,399.000	65,669.06 46.94	63,808.39 1,860.67	1,287.08	1.96
NORFOLK SOUTHERN CORPORATION	NSC	686.000	52,076.35 74.93	50,331.90 1,744.45	1,112.00	2.14
ADR NOVO-NORDISK AS	NVO	631.000	79,051.68 125.28	54,174.42 24,877.26	856.90	1.08
NOVOZYMES A/S SPONSORED ADR	NVZMY	398.000	64,915.31 162.70	52,782.03 12,133.28	407.38	0.63
OCCIDENTAL PETROLEUM CORP	OXY	910.000	94,676.40 104.04	81,726.31 12,950.09	1,674.40 418.60	1.77
PEABODY ENERGY CORP	BTU	727.000	42,827.57 58.91	44,705.15 1,877.58-	247.18	0.58

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
PERRIGO CO	PRGO	1,283.000	112,737.21 87.87	68,564.56 44,172.65	359.24	0.32
PHILLIPS VAN HEUSEN CORP		770.000	50,411.90 65.47	47,518.53 2,893.37	115.50	0.23
PROSHARES ULTRASHORT S&P 500	SDS	5,705.000	117,745.50 20.64	115,925.60 1,819.90		
PROSHARES ULTRASHORT BASIC MATERIALS	SMN	1,924.000	32,554.08 16.92	33,823.92 1,269.84-		
PROTECTIVE LIFE CORP	PL	2,269.000	52,481.97 23.13	65,358.57 12,876.60-	1,452.16	2.77
ROBERT HALF INTERNATIONAL INC	RHI	2,647.000	71,548.41 27.03	76,271.74 4,723.33-	1,482.32	2.07
ROPER INDS INC	ROP	512.000	42,649.60 83.30	30,719.56 11,930.04	225.28	0.53
ROVI CORP	ROVI	798.000	45,773.28 57.36	43,167.07 2,606.21		
SLM CORP	SLM	5,498.000	92,421.38 16.81	90,662.02 1,759.36	2,199.20	2.38
STERICYCLE INC	SRCL	424.000	37,786.88 89.12	25,425.92 12,360.96		
TW TELECOM INC	TWTC	2,102.000	43,154.06 20.53	46,748.48 3,594.42-		
TRANSDIGM GROUP INC	TDG	620.000	56,537.80 91.19	29,520.19 27,017.61		
TRINITY INDUSTRIES INC	TRN	596.000	20,788.48 34.88	22,423.62 1,635.14-	214.56	1.03
VERIFONE SYSTEM INC	PAY	1,144.000	50,736.40 44.35	52,898.56 2,162.16-		
VERISK ANALYTICS INC CL A	VRSK	898.000	31,088.76 34.62	27,843.14 3,245.62		
WABCO HOLDINGS INC	WBC	920.000	63,535.20 69.06	64,565.60 1,030.40-		
WADDELL & REED FINANCIAL INC CL A	WDR	604.000	21,955.40 36.35	21,641.79 313.61	483.20	2.20
WASTE MANAGEMENT INC	WM	2,197.000	81,882.19 37.27	71,416.28 10,465.91	2,987.92	3.65
WEBMD HEALTH CORP	WBMD	1,303.000	59,390.74 45.58	54,577.69 4,813.05		
WEIGHT WATCHERS INTL	WTW	531.000	40,074.57 75.47	44,538.30 4,463.73-	371.70 92.93	0.93

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
WYNN RESORTS LTD	WYNN	620.000	88,994.80 143.54	57,834.87 31,159.93	620.00	0.70
YUM BRANDS INCORPORATED	YUM	1,167.000	64,465.08 55.24	65,079.77 614.69-	1,167.00	1.81
ENERGY XXI LTD USD UNRS SHS	EXXI	319.000	10,597.18 33.22	11,241.90 644.72-		
TYCO INTERNATIONAL LTD	TYC	1,642.000	81,164.06 49.43	81,393.94 229.88-	1,642.00	2.02
NXP SEMICONDUCTORS N V	NXPI	1,715.000	45,841.95 26.73	46,562.04 720.09-		
TEEKAY CORP	TK	614.000	18,960.32 30.88	21,673.16 2,712.84-	776.71	4.10
PROSHARES ULTRASHORT QQQ		2,275.000	114,705.50 50.42	118,084.52 3,379.02-		
PROSHARES ULTRASHORT FUSSELL 2000		2,069.000	86,401.44 41.76	87,560.08 1,158.64-		
PROSHARES ULTRASHORT DJ-UBS COMMODITY	CMD	1,372.000	66,772.50 48.67	63,139.44 3,633.06		
TOTAL			4,188,485.77	3,785,787.37	49,969.31 3,284.15	1.17

Description	Ending Book Value	Ending FMV
General Electric Capital Corp	256,400.00	256,400 00
ING Group NV	112,500.00	112,500 00
Royal Bank of Scotland Group PLC RBC Pref R ADR	98,580.00	98,580 00
IShares Barclays Agency Fund	1,793,502.00	1,793,502.00
Ishares Barclays 1-3 Year Credit Bond Fund	1,994,050.00	1,994,050.00
JPM Short Duration Bond Fund	1,701,547.00	1,701,547 00
JPM Managed Income Fund	301,000.00	301,000.00
 TOTAL	 6,257,579.00	 6,257,579 00

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 12

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHMENT 12A

2,056,685.

2,056,685.

TOTALS

2,056,685.

2,056,685.

ATTACHMENT 13

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

JPMORGAN GLOBAL ACCESS
PORTFOLIOS LLC - GROWTH
STRATEGIES TE PORTFOLIO

39,950,820.

39,950,820.

TOTALS

39,950,820.

39,950,820.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST RECEIVABLE	51,784.	51,784.
TOTALS	<u>51,784.</u>	<u>51,784.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN DUE TO CHANGE IN
FAIR VALUE OF INVESTMENTS

8,001,598.

TOTAL

8,001,598.

THE STATEN ISLAND FOUNDATION

13-3993115

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

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZABETH A. DUBOVSKY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	EXECUTIVE DIRECTOR 40 HRS/WK	144,652.	15,782.	0.
ALLAN WEISSGLASS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	CHAIRMAN 1-3 HRS/WK	0.	0.	0.
ALICE DIAMOND 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	VICE CHAIR 1-3 HRS/WK	0.	0.	0.
JOHN R. MORRIS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	SECRETARY & TREASURER 1-3 HRS/WK	0.	0.	0.
DENIS P. KELLEHER 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0.	0.	0.
TOMAS MORALES 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0.	0.	0.

THE STATEN ISLAND FOUNDATION

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

13-3993115

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LENORE PULEO 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0.	0.	0.
KATHRYN KRAUSE ROONEY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0.	0.	0.
JILL O'DONNELL TORMEY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0.	0.	0.
GRAND TOTALS		144,652.	15,782.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
LAURA JEAN WALTERS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 103014	PROGRAM OFFICER 40 HRS/WK	75,100.	7,127. 0.
MARIE PAYNE 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	GRANTS MANAGER 40 HRS/WK	55,024.	0. 0.
	TOTAL COMPENSATION	<u>130,124.</u>	<u>7,127.</u> <u>0.</u>

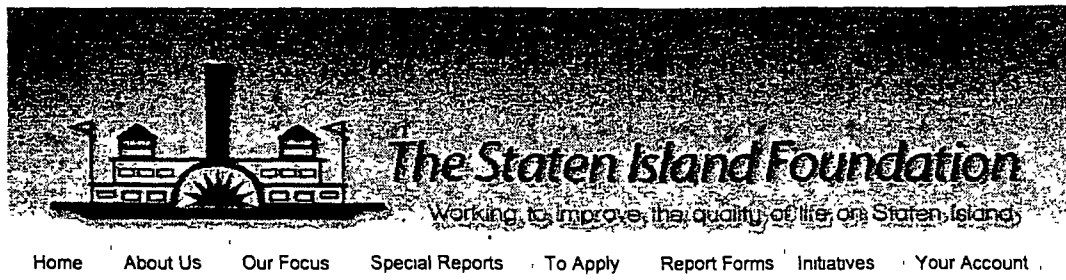
990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
IDB BANK OF NEW YORK 201 EDWARD CURRY AVENUE, SUITE 204 STATEN ISLAND, NY 10314	INVEST MGMT	384,219.
JPMORGAN CHASE BANK 270 PARK AVENUE NEW YORK, NY 10017	CUST & INVEST MGMT	49,025.
JPMORGAN GLOBAL ACCESS PORTFOLIOS LLC 270 PARK AVENUE, 5TH FLOOR NEW YORK, NY 10017	DEDUCTIONS-PORTFOLIO	585,099.
TOTAL COMPENSATION		<u>1,018,343.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

Applications are only accepted electronically (submitted via the Foundation's website: www.thestatenislandfoundation.org).

Elizabeth A. Dubovsky, Executive Director
260 Christopher Lane, Suite 3B
Staten Island, NY 10314
718-697-2832



Foundation Grant Process



Step One: Look at Our Guidelines

The Staten Island Foundation focuses its funding in a number of key areas to make a positive impact on the lives of Staten Island residents. The [Grant Investment Guidelines](#) can be found [here](#). Please read and review this information before you begin the application process. Reviewing our [Outcomes-based Approach](#) and [Defining Project Results](#) will also be helpful.

If you are not sure if you meet the criteria, the eligibility questions that are part of the on-line application will help you assess your proposal against the criteria. Please call us if you are uncertain that your application will meet our requirements.

Step Two: Call and Speak to a Staff Member

The Staten Island Foundation's grantmaking is a process that includes a dialogue. That dialogue begins with a phone conversation that allows us to discuss current Foundation funding priorities, the appropriateness of the proposed request in relation to the current priorities, a timeline for making a request, and any outstanding reports required before another request can be considered.

Please contact us at 718-697-2831. A phone call will help potential applicants prepare strong proposals or know when requests do not meet Foundation requirements.

Step Three: Applications and Deadlines

The Foundation currently has three distinct applications: Direct Services, Capacity Building and Capital Improvements. In order to proceed with an online grant application, eligibility questions must be answered. Feel free to call to discuss your proposal with Foundation staff should you be unable to proceed with an application. Complete and submit the application online. The Foundation will review each submitted application, evaluate the project for alignment with Foundation focus areas and results and determine if it is complete enough to move forward. If you do not have adequate technology resources to complete the application or are having difficulty, please call 718-697-2831. Only click on one of the below application links if this is a new application. If you already have an account and want to return to an application already started, [click here](#).

Click here for our [Direct Service Application](#)

Click here for our [Capacity Building Application](#)

Click here for our [Capital Improvements Application](#)

Application Assistance

For assistance with your application, we recommend that you make use of the following worksheets and workbooks in order to develop a strong application.

To help you Define Strong Results for a Direct Service Application, click [here](#).

To help you Define Strong Results for a Capacity Building Application, click [here](#).

To help you Define Strong Results for a Capital Improvement Application, click [here](#).

You can fill in your answers and then copy and paste into the appropriate section of the IGAM application.

Within the application, you will be asked to define milestones that you will use to track progress, the critical steps you will take to accomplish each milestone, and a timeline of when those milestones will be achieved. We recommend that you make use of the following workbooks for this section.

To help you identify milestones and critical steps for a Direct Service Application, click [here](#).

To help you identify milestones and critical steps for a Capacity Building Application, click [here](#)

To help you identify milestones and critical steps for a Capital Improvement Application, click [here](#)

You can fill in your answers and then copy and paste into the appropriate section of the IGAM application

It is strongly recommended that you email a draft of your application before final submission. The application will be reviewed and feedback will be provided. Changes to the application cannot be made once it has been submitted. Please note that failure to send a draft for review could delay the application process.

Required Attachments

You will need to attach a [budget form](#) for the funding request as well as the [supplemental financial form](#)* and a cover letter signed by the chief executive. Additional required attachments are the current organizational budget; the Board of Directors List; the Audited Financial Statement; and, the IRS Determination Letter.

* Arts and Cultural organizations please attach your Cultural Data Project Funder Report in lieu of the supplemental financial form

Step Four: Notification of Receipt

Applicants will receive an email notification within approximately 1-2 weeks of receipt of the application. If you have not received notification of receipt please contact the Foundation. Those organizations or proposals that do not qualify will receive a declination email.

Step Five: Review Process

As stated previously, The Foundation's review process is a dialogue that does not end with the submission of the application. The process may include a site visit or requests for additional information. Only complete applications are eligible for final review.

The Foundation Board makes grant decisions at quarterly Board meetings (usually held in January, April, June, and October). Grant decisions are shared promptly.

Step Six: Grant Agreements

Organizations that are approved for a Foundation grant receive a grant agreement letter. This agreement, which outlines the requirements, must be signed by the chief executive and returned to the Foundation before a check can be forwarded. In cases where the amount of the grant differs from the request made, a revised grant expense budget must be submitted.

Step Seven: Declined Proposals

Organizations receiving declinations can call the Foundation to discuss the reasons as well as proposal or project areas that may need to be strengthened. This can assist the applicant in developing stronger applications to other funding sources as well as to The Staten Island Foundation.

Step Eight: Administration and Reports

Should your organization be unable to proceed with the activities outlined in the grant agreement, please inform The Foundation as soon as possible.

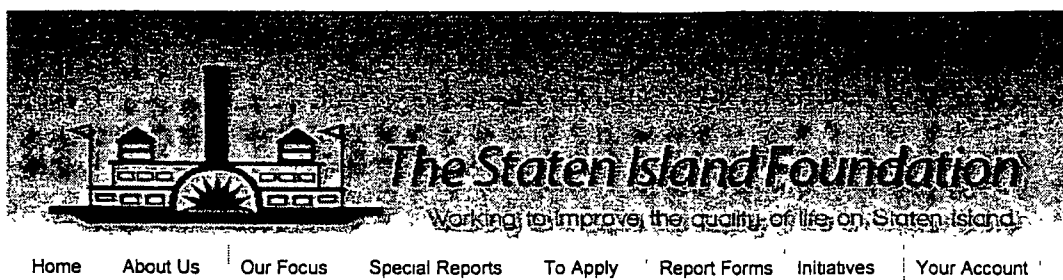
The Staten Island Foundation requires grant recipients to submit an online six month progress report as well as an online report upon completion of the grant period.

Final reports will demonstrate outcomes anticipated in the original proposal that have been achieved and what has been learned. The evidence that has been used to verify the actual outcomes should be available upon request. An accounting of the expenditure of funds is required. In cases where the anticipated outcomes have not been achieved or unexpected circumstances arose, please explain. A final report must be received for future funding to be considered.

Once you have established an account, please make a record for your files of your User ID and password. The Foundation does not have access to IDs and passwords.

(Photos from left to right courtesy of Food Bank for NYC, The Staten Island Foundation, Great Kills Little League)

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Grant Investment Guidelines



The mission of The Staten Island Foundation is to improve the quality of life on Staten Island, particularly for the least advantaged, with a focus on strengthening the community, and improving education, health, and the arts

Strategies to accomplish the mission include financial support through grants, providing leadership for the community, convening and collaborating with grantee partners, funders, and other entities in order to share best practices, and building the capacity of local organizations to better fulfill their missions

All organizations and the individuals working with them learn continually from the results of their activities and services. Applying that learning in order to improve is of particular interest to the foundation. In our grant making, we look to fund opportunities that educate Staten Island organizations and individuals in a way that leads to their learning, we define learning as a positive change in behavior. Our grants are an investment in these changes. Our definition of a successful investment includes strong results for program participants, and strong learnings for the organizations we invest in.

Mindful of the wisest use of foundation dollars and looking for the highest return on our investments, The Staten Island Foundation reviews each proposal with respect to available dollars and responses to three questions:

- 1. What will be the result from this proposed grant and how will we know it has been achieved? Results are the positive changes in behavior or condition for community members as a result of the grant project
- 2. How likely is it that the results can be achieved? Our focus is on such factors as past success of the partner and its programs, validity of the proposed program approach, organizational capability and key personnel leading the project
- 3. Is this the best possible use of The Staten Island Foundation funds given the results we seek to achieve? We consider the cost relative to the gain – not just for our funds, but all monies going into a project or program

In determining where to invest, The Staten Island Foundation looks for projects with the following characteristics:

- Projects that clearly and directly benefit the Staten Island community
- Projects that demonstrate their commitment to the inclusion of vulnerable or under-served populations
- Projects designed to produce measurable long-term results
- Projects that can be effectively implemented and ultimately continued without our funding
- Projects that are replicable and can be shared with other organizations looking to produce similar results

We focus our resources with organizations working in the following priority focus areas:

- Education
- Health
- Arts & Culture
- Strengthening Community Capacity

The Staten Island Foundation makes 3 types of investments in each of its priority focus areas. You will find the applications below. After creating or opening your [online account](#), complete the appropriate application and submit with the [budget template](#), [supplemental financial form](#) as well as requested attachments. To return to an application in progress click [here](#).

Direct Service

Investments in grantee partner programs and projects that are focused on improving the lives of those being served. These one year grants range from \$5,000 to \$50,000. This is the link for our [Direct Service Application](#).

Capacity Building

Investments in the sustainability of grantee partner organizations so they can achieve and maintain stronger results for those they serve. These one year grants range from \$5,000 to \$50,000. Capacity Building investments are available to assist your organization in becoming more efficient and effective in achieving and sustaining stronger results for the Staten Island community. This is the link for our [Capacity Building Application](#).

Capital Improvement

Investments in grantee partner physical assets in order to achieve and sustain stronger results for the Staten Island community. These grants do not exceed \$150,000 over a three year period and are very limited at this time. This is the link for our [Capital Improvement Application](#).

Please review the results we seek and examples of the investments we make in each of our priority focus areas below to determine if your project aligns with Staten Island Foundation's guidelines.

Education

The Staten Island Foundation supports local education leadership in their goal to provide all students with a high quality education that prepares them for life and to become productive members of our community. The ability to read and write fluently is essential. The Foundation invests in organizations, programs, and projects inside and outside of public and private schools for all age groups.

Results we seek in this priority focus area are:

- Increases in the number of K-12 students that are reading and writing at or above grade level
- Increases in the number of pre K children meeting their developmental milestones
- Increases in the number of parents that are actively involved in supporting their child's educational success
- Increases in the number of English language learners or students with special needs that progress at the same academic rate as their peers without those barriers
- Increases in the number of youth that obtain a high school diploma, GED or vocational credential
- Increase the number of least-advantaged students that enter and succeed in college
- Increases in the number of adult English language learners becoming proficient in English at a level that meets their educational or career needs

We make the following types of investments in this priority focus area:

Direct Service:

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to - literacy development, parent engagement projects, after school and youth development projects, family literacy projects, ESL programs that meet basic proficiency, educational, and career needs, tutoring and mentoring programs, and childhood development programs.

Capacity Building:

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to - training and professional development in best practices or technical assistance that helps staff deliver services more efficiently and effectively, projects focused on strategy, fundraising or other plans, technology integration, school collaborations to leverage assets and resources, developing new programmatic models that increase results.

Capital Improvements:

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to - expanded or improved learning spaces, rehabilitation or improvement of recreational space, greening of existing space and facilities, and projects that enhance academic achievement in schools including technology and new equipment.

Health

The Staten Island Foundation seeks to address the health needs of our community. Staten Island has the highest median income among the New York City boroughs with health statistics that are usually associated with poorer communities by public health experts. Obesity, heart disease, and diabetes rates are high. In the low income communities of the North Shore, statistics show trends that mimic New York City's most critically health-challenged neighborhoods, with inadequate services. Good physical and mental health and health care is essential to the quality of life of our community.

Results we seek in this priority focus area are:

- Increases of those at risk for health problems that connect to needed health services
- Increases in the number of residents that increase their level of daily physical activity and improve their diet with nutritious foods
- Increases in the number of youth that abstain from substance abuse
- Increases in available health services for the least advantaged, including mental health services
- Improvements in organizational effectiveness and efficiency leading to enhanced delivery of community health services

We make the following types of investments in this priority focus area:

Direct Service:

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to - Health education, health screenings, disease management workshops, nutritional projects, exercise and recreational programs, smoking cessation, school wellness programs, substance abuse prevention programs, health resource and referral programs, mental health services.

Capacity Building:

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to - training and professional development in best practices or technical assistance that helps staff deliver services more efficiently and effectively, projects focused on strategy, fundraising or other plans, and projects that enhance the organizational capacity and infrastructure of health care organizations

Capital Improvements:

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to - facility expansion or improvement, mobile service units, technology and new equipment

Arts & Culture

The Staten Island Foundation is focused on supporting arts and culture programs to enhance the quality of life for all residents in Staten Island. We believe that through arts education both youth and adults have an opportunity for self development and a better understanding of human cultures and our shared human experience. Helping arts organization to expand their audiences especially the number of young Staten Islanders participating in arts and cultural activities increases these opportunities

Results we seek in this priority focus area are

- Increases in the number of residents and non-residents especially underserved populations participating in Staten Island art and culture offerings
- Increases in the number of schools and community organizations that offer strong arts education
- Increases in the number of youth that participate in the arts in or out of school through multiple experiences
- Improvements in effectiveness and efficiency of arts organizations that leads to their enhanced sustainability

We make the following types of investments in this priority focus area

Direct Service:

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to - arts education programs, new performance series, new exhibits, projects that expose students to a variety of art forms, projects that build the artistic skills of residents, projects that build the teaching skills of artists, projects that enhance cultural or historical understanding

Capacity Building:

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to - training and professional development in best practices or technical assistance that helps staff deliver services more effectively, projects focused on strategy, fundraising or other plans especially earned income efforts, collaborative marketing opportunities, planning, professional development for educators, development of arts curriculum that meets NYC school "blueprint" standards, development of new cultural offerings

Capital Improvements:

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to - theatre restoration, historical preservation projects, new performance or exhibit space, and projects that enhance the capacity and infrastructure of cultural organizations including technology and new equipment that help track audience development and feedback

Strengthening Community Capacity

The Staten Island Foundation is focused on creating a vibrant, diverse community of tolerant, civically engaged neighbors where all residents, especially the least advantaged, have the resources necessary for a productive life. We seek a community that offers strong supports and opportunities for all to make a positive contribution

Results we seek in this priority focus area are

- Improvements in human services or community-based service organizations' effectiveness and efficiency that lead to improved results for those they serve
- Increases in the availability and use of social services to stabilize the lives of at-risk individuals and families
- Increases in the number of individuals and families experiencing poverty that get their basic needs met (food, clothing, shelter) and connect to other needed resources
- Increases in the number of residents that volunteer their time and experience to better the community
- Increases in the number of residents, particularly youth, that demonstrate their leadership skills in the community, at home, school, or in the workplace

We make the following types of investments in this priority focus area.

Direct Service:

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to - community service projects, foreclosure prevention programs, food distribution programs, food pantries, housing and shelter programs, legal services, immigration services, community development projects, senior services, volunteer programs of all types, projects that bring greater civility, tolerance, and multicultural understanding, leadership development programs, and expansion of existing social service programs

Capacity Building:

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to - training and professional development in best practices or technical assistance technical assistance that helps staff deliver services more efficiently and effectively, projects focused on strategy, fundraising or other plans, especially earned income efforts, development of new programming to address local needs, community planning efforts, and civic engagement projects

Capital Improvements:

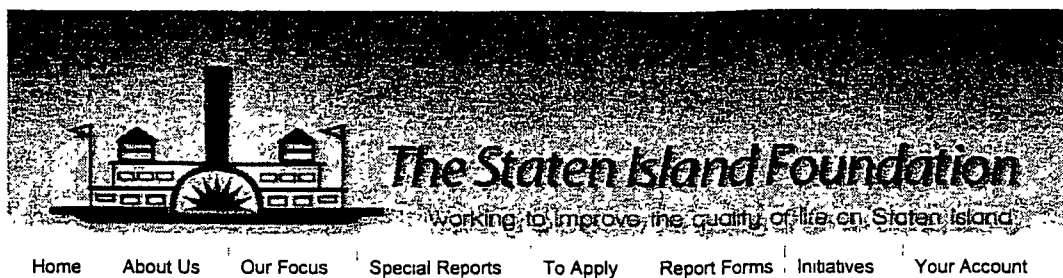
- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to rehabilitation and expansion of new or existing community based service program space or community assets, technology expansion, and greening of existing space and assets

Limitations**Contributions will not be made**

- For renovations/repairs to places of worship
- In response to solicitors on behalf of an organization (response to organizational leaders only)
- For fundraising event sponsorships, journal ads, or yearbook ads
- To private foundations or individuals
- To political causes, candidates or lobbying efforts
- For medical research
- To cemetery associations
- To animal welfare groups
- To fraternal and veterans organizations
- To business professional and civic associations or clubs
- For memorial fundraising
- For tickets to events

(Photo courtesy of The College of Staten Island)

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Outcomes-Based Approach



The Staten Island Foundation now emphasizes measurable outcomes at the proposal stage. For organizations that are not familiar with setting measurable outcomes, we offer some thoughts about the outcomes-based approach.

For those organizations just beginning their work with an outcomes-based approach, The Staten Island Foundation is open to working with you or to providing funds in order to build your organization's capacity to set targets as well as to verify and use results to improve performance.

In our primary areas of interest: education, health, arts and culture, and strengthening community capacity, we seek to invest in those programs and services that will provide measurable human gain for residents of Staten Island. This goes beyond the activities not for profit organizations offer, to the level of quantifying the difference those activities are making.

The Foundation will review proposals by looking at the strength of the proposed results and whether the proposed results are clearly articulated and set at a comparatively high level. In addition, we will examine whether there is a clear way to verify the proposed results. Our new applications, as well as interim and final reports focus on results and allow the Foundation to track an organization's progress toward those results. Please review [Defining Project Results](#) for help in setting the results of your proposed project or program.

In developing our outcomes-based approach, we have consulted with the Rensselaerville Institute. The Institute develops outcome tools for funders and nonprofit leaders to help shift their focus from activities to results. To learn more about the Institute, see www.rniinstitute.org.

Results matter, as the Foundation looks more carefully than ever for the difference that funded programs and services will make in terms of human gain—the measure of changed lives for a better community.

We have high aspirations for Staten Island and look forward to the success of our schools and nonprofit organizations which help our residents, especially the least advantaged, have happy, healthy and productive lives.

Betsy Dubovsky
Executive Director
May 2010

(Photo courtesy of Habitat for Humanity of NY)

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Defining Project Results

A Guide for Applicants

PROJECT RESULTS – What defines success and for how many participants?

Remember: project results are those specific changes in core participant behavior, condition or satisfaction that define success for a program or project. When applicants seek investment, project results are what they commit to achieve in order to justify the investment. Project Results are defined in advance of "doing business," and they must be tangible, verifiable, and within the realm of possibility for an applicant to influence.

In simple form, an effective project result answers two questions:

1. What do our core participants "look like" when we consider them a success?
2. How many of them will "look like" that when our interaction with them is complete?

Building a project result – a 4-step sequence for your thinking

These four steps followed in sequence, will help you devise your project result:

- 1.) Identifying the changes in behavior or condition you seek.
- 2.) Specifying the degree of change you consider a success.
- 3.) Estimating how many participants *will* change in what ways and by when.
- 4.) Using a result sentence structure to express your result by a specific date.

Step 1.) Identify *the kind of change* you seek for your core participants.

Setting the result for change implies some comparison to current or expected behavior or condition of your participants. In human services projects, reduction in negative or destructive behaviors is often what is sought (drug use, teen pregnancy, delinquency, etc.). These can also be stated in terms of increasing positive behavior. For example, increasing the number of positive peer friendships, making better informed decisions in family relationships, etc. Some examples:

- *improving grades earned and overall school attendance*
- *reducing the number and intensity of arguments with family members*
- *getting and keeping non-subsidized jobs*
- *following prenatal nutrition and drug avoidance advice*

Step 2.) Specify *how much change* is required for you to consider it a success.

Your result must consider the question of degree... how much change; change maintained for how long; a condition with certain *minimum requirements* achieved. When you can clearly articulate this you have developed the content language of your project result. Some examples:

- *reducing failed courses from an average of two to one*
- *arguing with family members once per week as compared to once a day*
- *forming at least one friendship with a peer who is positive about school as compared to none*
- *reducing the amount of beer consumed from 4-6 per weekend to none*
- *getting a job that pays at least \$8/hr. and keeping it for at least six months*
- *remaining independent at home for the duration of the program year*

Step 3.) Using the core participant group(s) you identified from the previous page, *estimate how many of your participants will change as you suggest.*

To be effective, your project results must have a number attached to it...kind and degree of change is not enough. This is the step that some find the most difficult; the question is: how many do you

think you will succeed with? Consider your past experience with other participants and the characteristics of the participants you believe you will serve in the coming year. **Then make your projection!**

Of the ____ participants we will serve, we look to succeed with _____ by __/__/__.

Step 4.) Express your project result in a structured and time-bound way.

The "content portions" of your results have all been identified, and now it's time to put it all together into your Project Result. Note that the results can vary in form. Three approaches you can use are:

Single Focus: By 12/31/2009, 12 of the 18 adults we will serve this year will get and keep a minimum wage job for at least three months.

The Menu: Of the 140 teenagers enrolled in Grades 6 - 7 at Bedford Valley Middle School, 95 will show improvement in at least 2 of the following ways by June 1, 2009:

- *reducing failed courses from an average of two to one;*
- *arguing with family members once per week as compared to once a day;*
- *forming one friendship with a peer who is positive about school as compared to none;*
- *reducing the amount of beer consumed from 4-6 per weekend to none.*

Individualized: 30 families, of the 45 enrolled in our program this year, will reduce two or more of the barriers to housing which are identified in their individual case plans by September 30, 2009.

**The Staten Island Foundation
Application: Project Budget**

Organization Name:

Project Title:

Dates of Project:

Revenue				
				Budget Notes
The Staten Island Foundation				
Other Foundation Grants				
Government Grants				
Individual Support				
Corporate Support				
Special Events				
Other				
Total Revenue				

Expenses				
	The Staten Island Foundation	Other	Total	Budget Notes
Personnel				
Consultants/Program Specialists				
Conference/Training				
Equipment/Supplies				
Travel/Mileage				
Other				
Total Expenses				

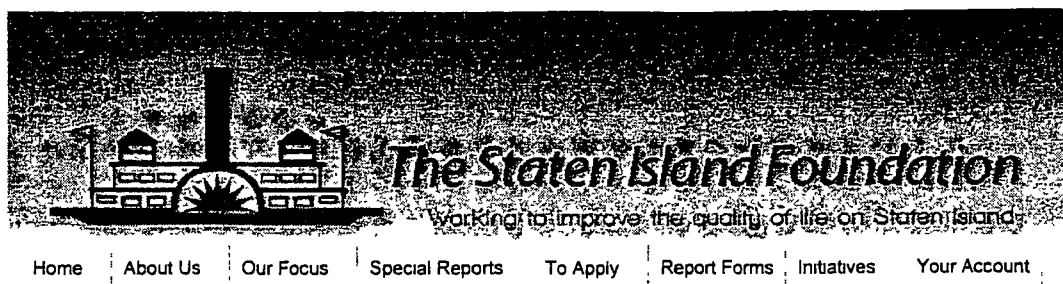
Additional Budget Notes:

Supplemental Financial Information

1. List the total actual operating income and expenses of your organization for the last three completed fiscal years as shown on IRS Form 990. If the 990 is not yet available for the most recently completed fiscal year, list the un-audited final income and expenditures and indicate the numbers are un-audited.

Year of Filing	Year 200	Year 200	Year 200
Income			
Expense			
Difference in Income & Expense			

2. If your organization has ended any of the past three fiscal years with a deficit, please provide an explanation for the deficit and indicate how the organization has compensated for the deficit.
3. Does the organization currently have an operating reserve? Yes ____ No ____
If yes, what is its amount? \$ ____
How many months of operating support does this represent? ____
4. Does the organization have an endowment or other funds not included in your annual budget?
Yes ____ No ____
If yes, what is the current balance of those funds? \$ ____
5. Aligned side by side on the same page, a list of Foundation and corporate supporters and all other sources of income, with amounts, for your current and most recent fiscal year.
6. Please list the foundations, corporations, and other sources that you are soliciting for funding and, to the best of your knowledge, the status of your proposal with each.
7. A current expense budget for the project is required using the budget template. List each staff line separately and include the percentage of time spent on project. Indicate the specific uses of the requested grant.
8. A list of all sources of income toward the project, actual and prospective with amounts.



Grant Applications

We focus our resources with organizations working in the following priority focus areas

- Education
- Health
- Arts & Culture
- Strengthening Community Capacity

The Staten Island Foundation makes 3 types of investments in each of its priority focus areas. You will find the applications below. After creating or opening your [online account](#), complete the appropriate application and submit with the [budget template](#), [supplemental financial form](#) as well as requested attachments. To return to an application in progress click [here](#).

Direct Service

Investments in grantee partner programs and projects that are focused on improving the lives of those being served. These one year grants range from \$5,000 to \$50,000. This is the link for our [Direct Service Application](#).

Capacity Building

Investments in the sustainability of grantee partner organizations so they can achieve and maintain stronger results for those they serve. These one year grants range from \$5,000 to \$50,000. Capacity Building investments are available to assist your organization in becoming more efficient and effective in achieving and sustaining stronger results for the Staten Island community. This is the link for our [Capacity Building Application](#).

Capital Improvement

Investments in grantee partner physical assets in order to achieve and sustain stronger results for the Staten Island community. These grants do not exceed \$150,000 over a three year period and are very limited at this time. This is the link for our [Capital Improvement Application](#).

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990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE MADE FOR THE BENEFIT OF STATEN ISLAND 501(C)(3) ORGANIZATIONS AND PRESELECTED CHARITIES IN THE AREAS OF EDUCATION, HEALTH AND HUMAN SERVICES, AND THE ARTS.

THE STATEN ISLAND FOUNDATION

990-PF

FY 2011

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Academy of St. Dorothy 1305 Hylan Boulevard Staten Island, NY 10305 2010 Literacy Grant	501(c)(3)	\$0 00	\$12,000.00	\$0.00	\$12,000.00	\$0.00
Academy of St. Dorothy 1305 Hylan Boulevard Staten Island, NY 10305 2011-2012 Literacy Grant	501(c)(3)	\$0.00	\$12,500.00	\$0.00	\$0 00	\$12,500.00
Archdiocese of New York, Dept of Education 1011 First Avenue New York, NY 10022 GRACE Initiative (Generating Resources for Academics and Catholic Ethos)	501(c)(3)	\$0 00	\$30,000.00	\$0 00	\$30,000 00	\$0 00
Archdiocese of New York, Dept of Education 1011 First Avenue New York, NY 10022 GRACE Initiative (Generating Resources for Academics and Catholic Ethos)	501(c)(3)	\$0.00	\$30,000 00	\$0.00	\$0.00	\$30,000 00
Blessed Sacrament School 830 Delafield Avenue Staten Island, NY 10310 Director/Employee Matching Gift	501(c)(3)	\$0 00	\$2,000 00	\$0.00	\$2,000 00	\$0.00
Bridge Fund of New York Inc. 271 Madison Avenue, Suite 907 New York, NY 10016 Preventing homelessness among the working poor of Staten Island	501(c)(3)	\$0.00	\$15,000 00	\$0.00	\$15,000 00	\$0 00
Camp Good Grief of Staten Island, Inc. P O Box 141046 Staten Island, NY 10314 Outreach and Public Relations Initiative	501(c)(3)	\$0 00	\$10,000 00	\$0.00	\$10,000 00	\$0 00
Catholic Charities Community Services, Archdiocese of New York 1011 First Avenue, 6th Floor New York, NY 10022-4187 Matching grant to improve facilities and programs at the Anderson Avenue Center	501(c)(3)	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
The Center for Arts Education 14 Penn Plaza 225 West 34th Street, Suite 1112 New York, NY 10122 <i>Staten Island Parents As Arts Partners Program</i>	501(c)(3)	\$0 00	\$40,000.00	\$0.00	\$40,000 00	\$0 00
Center for Migration Studies 209 Flagg Place Staten Island, NY 10304-1199 <i>Parent/Child Program Adult English as a Second Language / Children's Literacy</i>	501(c)(3)	\$0 00	\$10,000.00	\$0 00	\$10,000.00	\$0.00
City Parks Foundation 830 Fifth Avenue New York, NY 10021 <i>Tappen Park Revitalization Project</i>	501(c)(3)	\$0.00	\$20,000 00	\$0 00	\$20,000 00	\$0.00
College of Staten Island Foundation 2800 Victory Blvd. 1A - Rm 401 Staten Island, NY 10314 <i>SEEK/ Strategies for Success Program</i>	501(c)(3)	\$0.00	\$50,000 00	\$0 00	\$50,000 00	\$0.00
College of Staten Island Foundation 2800 Victory Blvd. 1A - Rm 401 Staten Island, NY 10314 <i>LEARN Committee Thurd Annual ESL Adult Literacy Conference</i>	501(c)(3)	\$0.00	\$5,000 00	\$0 00	\$5,000.00	\$0.00
College of Staten Island Foundation 2800 Victory Blvd. 1A - Rm 401 Staten Island, NY 10314 <i>Support for the collection and analysis of the Cultural Database Project data from local cultural organizations</i>	501(c)(3)	\$0 00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Trustees of Columbia U in the City of NY Social Enterprise Program 2880 Broadway, 4th floor New York, NY 10025 <i>Professional Development for Staten Island's Nonprofit Community</i>	501(c)(3)	\$0.00	\$31,000.00	\$0.00	\$31,000.00	\$0 00
Community Health Action of SI 56 Bay Street, 6th Floor Staten Island, NY 10301 <i>Youth Access to Reproductive Health Services Initiative</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000 00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>Membership contribution for 2010</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0 00
Council on the Arts & Humanities for SI 1000 Richmond Terrace Staten Island, NY 10301 <i>Arts in Education regrant project</i>	501(c)(3)	\$0.00	\$50,000.00	\$0 00	\$50,000 00	\$0 00
Council on the Arts & Humanities for SI 1000 Richmond Terrace Staten Island, NY 10301 <i>Support of the Philanthropy New York event on June 28, 2011</i>	501(c)(3)	\$0.00	\$3,000 00	\$0.00	\$3,000.00	\$0 00
Cross-Road Foundation, Inc. 15 Treadwell Avenue Staten Island, NY 10302 <i>Earn While You Learn Parenting Program</i>	501(c)(3)	\$0 00	\$5,000 00	\$0.00	\$5,000 00	\$0.00
Eden II School for Autistic Children, Inc. 150 Granite Avenue Staten Island, NY 10303 <i>15 Beach Street Renovation Project</i>	501(c)(3)	\$0 00	\$150,000.00	\$0.00	\$75,000 00	\$75,000.00
FAAP Foundation for the Advancement of Autistic Persons 150 Granite Avenue Staten Island, NY 10303 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Food Bank for New York City Hunts Point Co-op Market 355 Food Center Drive Bronx, NY 10474 <i>Staten Island Tax and Benefits Assistance</i>	501(c)(3)	\$0 00	\$50,000.00	\$0.00	\$50,000 00	\$0 00
The Foundation Center 79 Fifth Avenue New York, NY 10003-3076 <i>General operating support for 2010 Services and Programs</i>	501(c)(3)	\$0 00	\$5,000 00	\$0.00	\$5,000 00	\$0.00
Freedom From Fear 308 Seaview Avenue Staten Island, NY 10305 <i>Freedom's Way A Summer Program For Anxious and Depressed Children</i>	501(c)(3)	\$0 00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Friends of Alice Austen House 2 Hylan Boulevard Staten Island, NY 10305 <i>Collection, Promotion and Fundraising Capacity Initiative</i>	501(c)(3)	\$0 00	\$50,000.00	\$0.00	\$50,000 00	\$0 00
Friends of Carmel Richmond, Inc. 88 Old Town Road Staten Island, NY 10304 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0 00	\$200.00	\$0 00	\$200.00	\$0.00
Friends of Thirteen, Inc. 825 Eighth Avenue New York, NY 10019-7435 <i>WNET 2011 Celebration of Teaching and Learning</i>	501(c)(3)	\$0.00	\$12,500.00	\$0.00	\$12,500 00	\$0.00
Friends of Westerleigh Park, Inc 110 Springfield Avenue Staten Island, NY 10314 <i>Westerleigh Parks Enrichment Program</i>	501(c)(3)	\$0.00	\$3,500.00	\$0.00	\$3,500.00	\$0 00
FSG, Inc 20 Park Plaza, Suite 320 Boston, MA, NY 02116 <i>To support the Staten Island Foundation designing a community-based collective impact initiative focused on improving health outcomes on Staten Island</i>	501(c)(3)	\$0.00	\$250,000.00	\$0.00	\$83,333.00	\$166,667.00
Fund For Public Health, Inc. 22 Cortlandt Street, Suite 1103 New York, NY 10007 <i>Take Care Staten Island Initiative</i>	501(c)(3)	\$75,000 00	\$0 00	\$0.00	\$75,000.00	\$0.00
Fund for the City of NY/CCI 520 Eighth Avenue, 18th Floor New York, NY 10018 <i>Staten Island Youth Court Program</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$0 00	\$10,000 00
Future Leaders Elem. School/P.S. 74 211 Daniel Low Terrace Staten Island, NY 10301 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000 00	\$0 00	\$0 00	\$20,000.00
Hillel at the College of Staten Island 2800 Victory Boulevard Staten Island, NY 10314 <i>First payment of matching grant for the Leadership Development Initiative</i>	501(c)(3)	\$0 00	\$2,500.00	\$0.00	\$2,500.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Hillel at the College of Staten Island 2800 Victory Boulevard Staten Island, NY 10314 <i>Second payment of matching grant for Leadership Development Initiative</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Hillel at the College of Staten Island 2800 Victory Boulevard Staten Island, NY 10314 <i>Balance of \$10,000 matching grant for the Leadership Development Initiative</i>	501(c)(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Historic House Trust of NYC, Inc. 830 Fifth Avenue The Arsenal, Rm. 203 New York, NY 10065 <i>Salary support for a full-time professional Museum Educator at the Conference House in Staten Island</i>	501(c)(3)	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
Immaculate Conception School 104 Gordon Street Staten Island, NY 10304 <i>"Life Imitates Art" Initiative</i>	501(c)(3)	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Immaculate Conception School 104 Gordon Street Staten Island, NY 10304 <i>"Life Imitates Art" Initiative</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$0.00	\$20,000.00
International Rescue Committee, Inc. 120 Stuyvesant Place, Suite 412 Staten Island, NY 10301 <i>"Spotlight" Adolescent Literacy Program Parent Engagement Project</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Jacques Marchais Museum of Tibetan Art 338 Lighthouse Avenue Staten Island, NY 10306-1217 <i>Support of an initiative to increase, enhance and retain museum visitation</i>	501(c)(3)	\$0.00	\$45,000.00	\$0.00	\$45,000.00	\$0.00
Jewish Community Center of SI 1466 Manor Road Staten Island, NY 10314 <i>To change the behaviors of youth related to food choices and exercise in order to promote a healthy lifestyle, while recognizing the important role parents play in their child's behavior</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Jewish Community Center of SI 1466 Manor Road Staten Island, NY 10314 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0 00	\$10,000.00	\$0.00	\$10,000.00	\$0 00
Lawyers Alliance for New York 171 Madison Avenue 6th Floor New York, NY 10016 <i>SI Community-Based Outreach Project</i>	501(c)(3)	\$0.00	\$5,000.00	\$0 00	\$5,000 00	\$0 00
Leadership through Sports, Inc. 9 Davis Court Staten Island, NY 10310 <i>LTS/CNC All Stars</i>	501(c)(3)	\$0 00	\$15,000.00	\$0.00	\$15,000.00	\$0 00
Learning Leaders, Inc. 80 Maiden Lane, 11th floor New York, NY 10038 <i>Staten Island Program Services</i>	501(c)(3)	\$0.00	\$25,000 00	\$0 00	\$25,000.00	\$0 00
Learning through an Expanded Arts Program, Inc. 441 West End Avenue, Suite 2G New York, NY 10024 <i>STAR Writing at the Curtis High School Bridge Program</i>	501(c)(3)	\$0 00	\$5,000.00	\$0 00	\$0.00	\$5,000 00
Literacy Assistance Center 39 Broadway, Suite 1250 New York, NY 10006 <i>New York City Health Literacy Conference borough-wide project</i>	501(c)(3)	\$0.00	\$3,000.00	\$0 00	\$3,000 00	\$0.00
Literacy, Inc. 307 Seventh Avenue, Suite 1601 New York, NY 10001 <i>Literacy Support Programming in Stapleton</i>	501(c)(3)	\$0.00	\$15,000 00	\$0.00	\$0.00	\$15,000 00
March of Dimes Foundation 110 McClean Avenue Staten Island, NY 10305 <i>Director/Employer Matching Gift</i>	501(c)(3)	\$0 00	\$50 00	\$0 00	\$50.00	\$0.00
The Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0 00	\$5,000.00	\$0 00	\$5,000.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Musical Chairs Chamber Ensemble, Inc. 850 Howard Avenue, Suite 1J Staten Island, NY 10301 <i>Classical Music in Staten Island Joins Generations and Communities Initiative</i>	501(c)(3)	\$0 00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
National Executive Service Corps 55 West 39th Street 12th Floor New York, NY 10018 <i>Social Enterprise Design for Five (5) Staten Island Grantees Project</i>	501(c)(3)	\$0.00	\$10,000 00	\$0.00	\$10,000 00	\$0.00
Neighborhood Housing Services 770 Castleton Avenue Staten Island, NY 10310 <i>Foreclosure Intervention and Financial Stabilization Initiative</i>	501(c)(3)	\$0 00	\$50,000.00	\$0.00	\$50,000 00	\$0.00
Neighborhood Tech. Assistance Clinic 544 McDonough Street Brooklyn, NY 11233 <i>Nonprofit Day on Staten Island Outcome Thinking & Board Governance</i>	501(c)(3)	\$0.00	\$5,000 00	\$0.00	\$5,000.00	\$0.00
New Direction Services, Inc. 1027 Post Avenue Staten Island, NY 10302 <i>Continued support to provide food and healthy produce to Staten Island families and the elderly</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Habitat for Humanity - New York, Inc. 111 John Street, 23rd floor New York, NY 10038-3109 <i>Balance of the 2009 Emergency Matching Grant for Core Support</i>	501(c)(3)	\$0 00	\$20,000 00	\$0.00	\$20,000.00	\$0 00
Habitat for Humanity - New York, Inc. 111 John Street, 23rd floor New York, NY 10038-3109 <i>Brush with Kindness Neighborhood Revitalization Program</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
New York Public Library Fifth Avenue and 42nd Street New York, NY 10018-2788 <i>Matching grant support for ESOL Classes at Two Staten Island Neighborhood Libraries</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
New York Urban League 204 West 136th Street New York, NY 10030-2696 <i>Absolute Success College Readiness Project</i>	501(c)(3)	\$0.00	\$50,000 00	\$0.00	\$50,000.00	\$0 00
Noble Maritime Collection 1000 Richmond Terrace Staten Island, NY 10301 <i>Sailors' Snug Harbor Collection Marketing Project</i>	501(c)(3)	\$0.00	\$40,000 00	\$0 00	\$40,000.00	\$0 00
Northfield Community LDC 160 Heberton Avenue Staten Island, NY 10302 <i>Home Match Initiative Growing Staten Island Neighborhoods</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0 00	\$50,000 00
Notre Dame Academy 134 Howard Avenue Staten Island, NY 10301-4498 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$10,000 00	\$0 00	\$10,000 00	\$0.00
Notre Dame Academy 134 Howard Avenue Staten Island, NY 10301-4498 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0 00	\$500.00	\$0.00	\$500 00	\$0.00
NY Center for Interpersonal Development 130 Stuyvesant Place 5th Fl. Staten Island, NY 10301 <i>ACE Program</i>	501(c)(3)	\$0.00	\$50,000 00	\$0.00	\$0.00	\$50,000 00
Philanthropy New York 79 Fifth Avenue, Fourth Floor New York, NY 10003-3076 <i>Annual contribution for 2010-2011</i>	501(c)(3)	\$0.00	\$6,000.00	\$0 00	\$6,000 00	\$0.00
Police Athletic League 34 1/2 East 12th Street New York, NY 10003 <i>PAL Smarts</i>	501(c)(3)	\$0 00	\$50,000 00	\$0.00	\$50,000 00	\$0.00
Partnership with Children 299 Broadway, Suite 1300 New York, NY 10007 <i>Open Heart-Open Mind Program at PS 20</i>	501(c)(3)	\$0.00	\$50,000.00	\$0 00	\$50,000 00	\$0 00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Paulo Intermediate School - IS 75R 455 Huguenot Avenue Staten Island, NY 10312 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$0.00	\$15,000.00
Philharmonic-Symphony Society of NY Avery Fisher Hall 10 Lincoln Center Plaza New York, NY 10023-6970 <i>New York Philharmonic School Partnership Program at PS 50</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Project Hospitality 100 Park Avenue Staten Island, NY 10302 <i>Endowment campaign</i>	501(c)(3)	\$300,000.00	\$0.00	\$0.00	\$100,000.00	\$200,000.00
Project Hospitality 100 Park Avenue Staten Island, NY 10302 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Public School 1 58 Summit Street Staten Island, NY 10307 <i>Art For All Project</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Public School 1 58 Summit Street Staten Island, NY 10307 <i>The Music and Dance Initiative</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$0.00	\$10,000.00
Public School 11 50 Jefferson Street Staten Island, NY 10305 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Public School 13 191 Vermont Avenue Staten Island, NY 10305 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Public School 16 80 Monroe Avenue Staten Island, NY 10301 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Public School 19 780 Post Avenue Staten Island, NY 10310 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Public School 19 780 Post Avenue Staten Island, NY 10310 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$0.00	\$20,000.00
Public School 22 1860 Forest Avenue Staten Island, NY 10303 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000 00	\$0 00	\$20,000 00	\$0.00
Public School 23 30 Nanck Street Staten Island, NY 10306 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000 00	\$0.00	\$15,000 00	\$0.00
Public School 26 4108 Victory Boulevard Staten Island, NY 10314 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000 00	\$0.00	\$0.00	\$20,000 00
Public School 29 1581 Victory Boulevard Staten Island, NY 10314 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Public School 29 1581 Victory Boulevard Staten Island, NY 10314 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0 00	\$0.00	\$15,000.00
Public School 3 80 South Goff Avenue Staten Island, NY 10309 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$10,000.00	\$0 00	\$10,000.00	\$0 00
Public School 30 200 Wardwell Avenue Staten Island, NY 10314 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000 00	\$0.00	\$15,000.00	\$0 00
Public School 30 200 Wardwell Avenue Staten Island, NY 10314 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000 00	\$0 00	\$0.00	\$15,000 00
Public School 35 60 Foote Avenue Staten Island, NY 10301 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000 00	\$0.00	\$15,000.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Public School 35 60 Foote Avenue Staten Island, NY 10301 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$0 00	\$15,000.00
Public School 36 255 Ionia Avenue Staten Island, NY 10312 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Public School 36 255 Ionia Avenue Staten Island, NY 10312 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000.00	\$0.00	\$0.00	\$15,000 00
Public School 38 421 Lincoln Avenue Staten Island, NY 10306 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$20,000 00	\$0 00	\$20,000.00	\$0.00
Public School 41 216 Clawson Street Staten Island, NY 10306 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$20,000.00	\$0 00	\$20,000.00	\$0.00
Public School 41 216 Clawson Street Staten Island, NY 10306 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000 00	\$0 00	\$0.00	\$15,000.00
Public School 42 380 Genesee Avenue Staten Island, NY 10312 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000.00	\$0 00	\$15,000.00	\$0 00
Public School 42 380 Genesee Avenue Staten Island, NY 10312 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$10,000 00	\$0.00	\$0 00	\$10,000 00
Public School 44 80 Maple Parkway Staten Island, NY 10303 <i>Creative Expression Project 3 0</i>	501(c)(3)	\$0 00	\$21,120 00	\$0.00	\$21,120.00	\$0 00
Public School 45 58 Lawrence Avenue Staten Island, NY 10310 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000 00	\$0 00	\$15,000.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Public School 45 58 Lawrence Avenue Staten Island, NY 10310 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000.00	\$0.00	\$0.00	\$15,000 00
Public School 46 41 Reid Avenue Staten Island, NY 10305 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0 00
Public School 46 41 Reid Avenue Staten Island, NY 10305 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0 00	\$0 00	\$15,000 00
Public School 48 1055 Targee Street Staten Island, NY 10304 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000 00	\$0 00
Public School 48 1055 Targee Street Staten Island, NY 10304 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000.00	\$0 00	\$0.00	\$15,000 00
Public School 5 348 Deisius Street Staten Island, NY 10312 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$0 00	\$10,000 00
Public School 50 200 Adelaide Avenue Staten Island, NY 10306 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Public School 50 200 Adelaide Avenue Staten Island, NY 10306 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000 00	\$0 00	\$0 00	\$15,000 00
Public School 52 450 Buel Avenue Staten Island, NY 10306 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Public School 52 450 Buel Avenue Staten Island, NY 10306 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$10,000 00	\$0.00	\$0.00	\$10,000 00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Public School 53 330 Durant Avenue Staten Island, NY 10308 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000 00	\$0.00	\$15,000 00	\$0.00
Public School 53 330 Durant Avenue Staten Island, NY 10308 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000 00	\$0.00	\$0 00	\$15,000 00
Public School 54 1060 Willowbrook Road Staten Island, NY 10314 <i>"It Takes You" Initiative</i>	501(c)(3)	\$0.00	\$7,500 00	\$0 00	\$7,500.00	\$0.00
Public School 55 54 Osborne Street Staten Island, NY 10312 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000 00	\$0.00	\$15,000 00	\$0 00
Public School 56 250 Kramer Avenue Staten Island, NY 10309 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0 00	\$15,000.00	\$0 00
Public School 56 250 Kramer Avenue Staten Island, NY 10309 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000.00	\$0 00	\$0.00	\$15,000 00
Public School 57 140 Palma Drive Staten Island, NY 10304 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Public School 57 140 Palma Drive Staten Island, NY 10304 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$0.00	\$20,000 00
Public School 58 77 Marsh Avenue Staten Island, NY 10314 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$10,000.00	\$0 00	\$10,000.00	\$0 00
Public School 58 77 Marsh Avenue Staten Island, NY 10314 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000 00	\$0.00	\$0.00	\$15,000 00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Public School 6 555 Page Avenue Staten Island, NY 10307 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$20,000.00	\$0.00	\$20,000 00	\$0.00
Public School 6 555 Page Avenue Staten Island, NY 10307 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000 00	\$0.00	\$0 00	\$15,000 00
Public School 60 55 Merrill Avenue Staten Island, NY 10314 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Public School 60 55 Merrill Avenue Staten Island, NY 10314 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000 00	\$0 00	\$0.00	\$15,000 00
Public School 69 144 Keating Place Staten Island, NY 10314 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$10,000.00	\$0 00	\$10,000 00	\$0.00
Public School 69 144 Keating Place Staten Island, NY 10314 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$7,000 00	\$0 00	\$0 00	\$7,000.00
Public School 8 100 Lindenwood Road Staten Island, NY 10308 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0.00
Public School 8 100 Lindenwood Road Staten Island, NY 10308 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$10,000 00	\$0 00	\$0.00	\$10,000 00
Public School 80 715 Ocean Terrace, Bldg B Staten Island, NY 10301 <i>2010 Literacy Grant</i>	501(c)(3)	\$0 00	\$15,000 00	\$0 00	\$15,000.00	\$0 00
Public School 80 715 Ocean Terrace, Bldg. B Staten Island, NY 10301 <i>2011-2012 Literacy Grant</i>	501(c)(3)	\$0.00	\$15,000.00	\$0.00	\$0.00	\$15,000 00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Reach Out and Read of Greater NY 30 East 33rd Street, 6th Floor New York, NY 10016 <i>Infant and Toddler School Readiness Initiative</i>	501(c)(3)	\$0.00	\$5,000.00	\$0 00	\$5,000 00	\$0.00
Reading Excellence and Discovery Foundation, Inc. 80 Maiden Lane, 11th floor New York, NY 10038 <i>Success Starts Early - School Year and Summer Reading Programs</i>	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Research Foundation for Mental Hygiene 150 Broadway Suite 301 Menands, NY 12204 <i>Workforce Wellness to Support Healthy Lifestyles on Staten Island Participatory Training for Direct-Support Staff</i>	501(c)(3)	\$0 00	\$50,000.00	\$0.00	\$0 00	\$50,000 00
Richmond Medical Center 355 Bard Avenue Staten Island, NY 10310 <i>Support to consolidate Bayley Seton and RUMC Endoscopy Services while also utilizing this renovated space for patients awaiting admission into the hospital from the Emergency Room</i>	501(c)(3)	\$100,000 00	\$0 00	\$0.00	\$50,000 00	\$50,000.00
Richmond Medical Center 355 Bard Avenue Staten Island, NY 10310 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0 00	\$5,750 00	\$0 00	\$5,750.00	\$0 00
Snug Harbor Cultural Center & Botanical Garden 1000 Richmond Terrace Staten Island, NY 10301-1199 <i>Snug Harbor Five Year Business Plan</i>	501(c)(3)	\$0.00	\$60,000 00	\$0.00	\$60,000.00	\$0.00
SI 350, Inc. 33 Saint Austin Place Staten Island, NY 10310 <i>Matching grant support to improve awareness of SI history during a year long celebration of the 350th anniversary through education activities</i>	501(c)(3)	\$0 00	\$10,000 00	\$0.00	\$10,000 00	\$0 00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
St. George Theatre Restoration, Inc. 35 Hyatt Street Staten Island, NY 10301 <i>Matching grant for theater campaign</i>	501(c)(3)	\$0 00	\$75,000.00	\$0 00	\$75,000 00	\$0 00
St. George Theatre Restoration, Inc. 35 Hyatt Street Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0 00	\$1,000 00	\$0 00	\$1,000.00	\$0.00
St. John's University Office of Development 300 Howard Avenue Staten Island, NY 10301 <i>Math and Science In Collaboration Program</i>	501(c)(3)	\$0.00	\$50,000 00	\$0 00	\$50,000.00	\$0 00
St. John's University Office of Development 300 Howard Avenue Staten Island, NY 10301 <i>Director/Employer Matching Gift</i>	501(c)(3)	\$0 00	\$50 00	\$0 00	\$50 00	\$0.00
St. Joseph Hill Academy Elementary School 850 Hylan Blvd Staten Island, NY 10305 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$10,000 00	\$0.00	\$10,000 00	\$0 00
St. Joseph Hill Academy High School 850 Hylan Boulevard Staten Island, NY 10305 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$2,250 00	\$0 00	\$2,250.00	\$0 00
St. Peter's Boys High School 200 Clinton Avenue Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$100 00	\$0.00	\$100.00	\$0 00
St. Sylvester School 884 Targee Street Staten Island, NY 10304 <i>2010 Literacy Grant</i>	501(c)(3)	\$0.00	\$12,500 00	\$0 00	\$12,500.00	\$0 00
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$10,000 00	\$0.00	\$10,000.00	\$0 00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Staten Island Ballet Theater, Inc. 3081 Richmond Road Staten Island, NY 10306 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$50.00	\$0.00	\$50.00	\$0.00
SI Chamber of Commerce Foundation 130 Bay Street Staten Island, NY 10301 <i>7 Habits of Highly Effective People</i>	501(c)(3)	\$0 00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Staten Island Children's Museum 1000 Richmond Terrace Staten Island, NY 10301-1181 <i>Up for Art Artist-Residence Project</i>	501(c)(3)	\$0.00	\$30,000.00	\$0.00	\$30,000 00	\$0.00
SI Institute of Arts and Sciences 75 Stuyvesant Place Staten Island, NY 10301-1998 <i>Matching grant support to outfit the first art museum on Staten Island and costs for the \$6 million Capital Campaign</i>	501(c)(3)	\$0.00	\$40,000 00	\$0.00	\$40,000.00	\$0.00
SI Institute of Arts and Sciences 75 Stuyvesant Place Staten Island, NY 10301-1998 <i>Matching grant support to outfit the first art museum on Staten Island and costs for the \$6 million Capital Campaign</i>	501(c)(3)	\$0 00	\$82,844 00	\$0 00	\$82,844.00	\$0 00
Staten Island Mental Health Society 669 Castleton Avenue Staten Island, NY 10310 <i>Project for Academic Student Success</i>	501(c)(3)	\$0.00	\$75,000.00	\$0.00	\$75,000 00	\$0.00
Staten Island NFP Association, Inc. 5 Teleport Drive, Suite 200 Staten Island, NY 10311 <i>Direct Consulting to Staten Island Not-for-Profits Project</i>	501(c)(3)	\$0.00	\$15,000.00	\$0 00	\$15,000 00	\$0 00
SI School of Civic Leadership PS/IS 861 280 Regis Drive Staten Island, NY 10314 <i>Studio In A School Art Residency</i>	501(c)(3)	\$0.00	\$25,000 00	\$0 00	\$25,000.00	\$0 00
Staten Island University Hospital 475 Seaview Avenue Staten Island, NY 10305-3498 <i>Matching grant support to help establish Regina M McGinn, M.D Education Ctr</i>	501(c)(3)	\$0 00	\$150,000.00	\$0.00	\$100,000.00	\$50,000.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Staten Island YMCA 3939 Richmond Avenue Staten Island, NY 10312 <i>Family Outreach Program</i>	501(c)(3)	\$0.00	\$45,000.00	\$0.00	\$0.00	\$45,000.00
Staten Island Zoological Society 614 Broadway Staten Island, NY 10310-2896 <i>Auditorium Capacity Initiative</i>	501(c)(3)	\$0.00	\$40,000.00	\$0.00	\$0.00	\$40,000.00
Theatre Rehabilitation for Youth 58 Farragut Avenue Staten Island, NY 10303 <i>Bullying On The Docket</i>	501(c)(3)	\$0.00	\$3,000.00	\$0.00	\$3,000.00	\$0.00
Unity Games, Inc. 1551 Richmond Road Staten Island, NY 10304 <i>renewed support to continue outcome surveys and research for the Unity Games</i>	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Universal Temple of the Arts 425 Jersey Street Staten Island, NY 10301 <i>Development Associate Project</i>	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$0.00	\$20,000.00
Utopia Outreach, Inc. 634 Clove Road Staten Island, NY 10310 <i>Summer Day Camp Scholarships</i>	501(c)(3)	\$0.00	\$4,000.00	\$0.00	\$4,000.00	\$0.00
A Vision for Staten Island, Inc. 1000 South Avenue Staten Island, NY 10314 <i>Matching grant to keep Vision Process moving for the benefit of all Staten Islanders</i>	501(c)(3)	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
Visiting Nurse Service of New York 107 East 70th Street New York, NY 10021-5087 <i>\$50,000 matching grant to support the Family Caregiver Support Program</i>	501(c)(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
Visiting Nurse Service of New York 107 East 70th Street New York, NY 10021-5087 <i>Balance of the \$50,000 matching grant to support the Family Caregiver Support Program</i>	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

ORGANIZATION	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
Wagner College One Campus Road Staten Island, NY 10301 <i>Support of NEW, (New Educators at Wagner), to provide support for new teachers, taught at Wagner, to be successful in high need schools on Staten Island, focusing on teacher retention</i>	501(c)(3)	\$25,000 00	\$0 00	\$0.00	\$25,000 00	\$0 00
Wagner College One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$5,000 00	\$0 00	\$5,000.00	\$0 00
Wagner College One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$3,500.00	\$0.00	\$3,500 00	\$0 00
Wagner College One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	501(c)(3)	\$0.00	\$1,500.00	\$0 00	\$1,500.00	\$0 00
Wagner College One Campus Road Staten Island, NY 10301 <i>Port Richmond Partnership Capacity Building Initiative</i>	501(c)(3)	\$0.00	\$39,000.00	\$0 00	\$0.00	\$39,000 00
Grand Totals (167 items)		\$520,000.00	\$3,609,014.00	\$0.00	\$2,773,847.00	\$1,355,167.00

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization THE STATEN ISLAND FOUNDATION	Employer identification number 13-3993115
	Number, street, and room or suite no. If a P.O. box, see instructions 260 CHRISTOPHER LANE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions STATEN ISLAND, NY 10314	

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ▶ THE FOUNDATION

Telephone No ▶ 718 697-2832

FAX No ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ ☐ calendar year _____ or
 ▶ ☒ tax year beginning 07/01, 2009, and ending 06/30, 2010

2 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ <u>17,500</u>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ <u>23,007</u>
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ <u>-0-</u>

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)