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**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation****2010**

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

For calendar year 2010, or tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Name of foundation <b>Carle C. Conway Scholarship Fdn., Inc.</b>		A Employer identification number <b>13-6088936</b>
Number and street (or P O box number if mail is not delivered to street address) <b>c/o M.L. Colten 95 Alexandra Dr.</b>		B Telephone number <b>203-329-9622</b>
City or town, state, and ZIP code <b>Stamford, CT 06903-1731</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>4,187,315.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		291.	291.		Statement 1
4 Dividends and interest from securities		95,823.	95,823.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-7,770.			
b Gross sales price for all assets on line 6a <b>1,028,961.</b>					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		88,344.	96,114.		
13 Compensation of officers, directors, trustees, etc		40,000.	22,541.		17,459.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 3		1,800.	0.		1,800.
c Other professional fees					
17 Interest					
18 Taxes Stmt 4		2,401.	638.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5		8,893.	0.		8,893.
24 Total operating and administrative expenses. Add lines 13 through 23		53,094.	23,179.		28,152.
25 Contributions, gifts, grants paid		255,219.			255,219.
26 Total expenses and disbursements. Add lines 24 and 25		308,313.	23,179.		283,371.
27 Subtract line 26 from line 12		-219,969.			
a Excess of revenue over expenses and disbursements			72,935.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	240,395.	268,927.	268,927.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 6	752,459.	692,410.	763,059.
	b Investments - corporate stock Stmt 7	2,704,961.	2,573,376.	2,535,057.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	617,987.	561,120.	620,272.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ )			
	16 Total assets (to be completed by all filers)	4,315,802.	4,095,833.	4,187,315.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
23 Total liabilities (add lines 17 through 22)	0.	0.		
<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,315,802.	4,095,833.	
	30 Total net assets or fund balances	4,315,802.	4,095,833.	
31 Total liabilities and net assets/fund balances	4,315,802.	4,095,833.		

**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	4,315,802.
2 Enter amount from Part I, line 27a	2	-219,969.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,095,833.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,095,833.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> See Attached Statements			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 1,028,961.		1,036,731.	-7,770.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			-7,770.

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	-7,770.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) { If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	292,766.	3,799,004.	.077064
2008	515,101.	3,840,898.	.134110
2007	554,232.	5,514,220.	.100510
2006	715,338.	5,805,445.	.123218
2005	720,516.	5,744,389.	.125430

<b>2</b> Total of line 1, column (d)	<b>2</b>	.560332
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.112066
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	3,937,296.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	441,237.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	729.
<b>7</b> Add lines 5 and 6	<b>7</b>	441,966.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	283,371.

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

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	<b>1</b>	1,459.
<b>b</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		
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	<b>2</b>	0.
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>3</b>	1,459.
<b>3</b> Add lines 1 and 2	<b>4</b>	0.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>5</b>	1,459.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
<b>6</b> Credits/Payments		
<b>a</b> 2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	1,600.
<b>b</b> Exempt foreign organizations - tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	1,600.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	141.
<b>11</b> Enter the amount of line 10 to be Credited to 2011 estimated tax	<b>11</b>	0.

141. Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>1c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <b>0.</b> (2) On foundation managers <b>0.</b>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>0.</b>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) CT, NY		
<b>b</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	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>n/a</u>	13	X	
14	The books are in care of ► <u>Marsha L. Colten</u> Telephone no ► <u>203-329-9622</u> Located at ► <u>95 Alexandra Drive, Stamford, CT</u> ZIP+4 ► <u>06903-1731</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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?

6b

If "Yes" to 6b, file Form 8870.

X

**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?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Stephen Bermas	Trustee			
95 Alexandra Drive				
Stamford, CT 06903	1.00	9,550.	0.	0.
Robert S. Cohen	Trustee			
95 Alexandra Drive				
Stamford, CT 06903	1.00	7,150.	0.	0.
Marsha L. Colten	President, Treasurer			
95 Alexandra Drive				
Stamford, CT 06903	5.00	16,300.	0.	0.
Patricia DelToro Heck	VP, Secretary			
95 Alexandra Drive				
Stamford, CT 06903	1.00	7,000.	0.	0.

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

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

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

0

Form 990-PF (2010)





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,811,246.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	186,009.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,997,255.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,997,255.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	59,959.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,937,296.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	196,865.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	196,865.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,459.
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,459.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	195,406.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	195,406.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	195,406.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	283,371.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	283,371.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	283,371.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				195,406.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	434,614.			
<b>b</b> From 2006	427,856.			
<b>c</b> From 2007	282,202.			
<b>d</b> From 2008	324,934.			
<b>e</b> From 2009	104,201.			
<b>f</b> Total of lines 3a through e	1,573,807.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	283,371.			
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				195,406.
<b>e</b> Remaining amount distributed out of corpus	87,965.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below.				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,661,772.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	434,614.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,227,158.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	427,856.			
<b>b</b> Excess from 2007	282,202.			
<b>c</b> Excess from 2008	324,934.			
<b>d</b> Excess from 2009	104,201.			
<b>e</b> Excess from 2010	87,965.			



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Supplemental Sch. I	None	N/A	Scholarships	255,219.
<b>b</b> <i>Approved for future payment</i> See Supplemental Sch. II	None	N/A	Scholarships	637,000.
<b>Total</b>			<b>3a</b>	255,219.
			<b>3b</b>	637,000.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			14	291.	
<b>4</b> Dividends and interest from securities			14	95,823.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income			14		
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-7,770.	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		88,344.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				88,344.	88,344.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule |                          |                                 |
|---|--------------------------|---------------------------------|
| (a) Name of organization                    | (b) Type of organization | (c) Description of relationship |
| N/A   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |

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

**Sign  
Here**

Signature of officer or trustee

Date \_\_\_\_\_

President/Treasurer

Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

<b>Date</b>
-------------

Check ☐ self-employed

PTIN
------

Scott M. Brenner

24

11/03/11

Firm's name ► Dylewsky, Goldberg & Brenner, LLC

Firm's EIN ▶

Firm's address ► 30 Oak Street  
Stamford, CT 06905

Phone no (203) 975-8830

**CARLE C. CONWAY SCHOLARSHIP FOUNDATION, INC.**  
**FYE 30 JUNE 2011**

**SUPPLEMENTAL SCHEDULE I**  
**Payments: Personal Scholarships & Grants**

<u>school name</u>	<u>school city state ZIP</u>	<u>student last n.</u>	<u>student first name</u>	<u>student street address</u>	<u>student city state ZIP</u>	<u>stipend 10-11</u>
Brandeis University	WALTHAM, MA 02254	Culver	Jeffrey E.	32 Oakside Road	SMITHTOWN, NY 11787	\$ 10,000.00
Brandeis University	WALTHAM, MA 02254	Culver	Robert S.	32 Oakside Road	SMITHTOWN, NY 11787	\$ 10,000.00
Cedarville University	CEDARVILLE, OH 45314	Richard	Joseph C.	430 Odlin Drive	CINCINNATI, OH 45244	\$ 10,000.00
College of Dupage	GLEN ELLYN, IL 60137	Vargas	Thalia	108 Arbor Drive	CAROL STREAM, IL 60188	\$ 3,466.58
Columbia College Chicago	CHICAGO, IL 60605-1996	Davis	Brittany N.	5118 South Cornell, Floor 2	CHICAGO, IL 60615	\$ 10,000.00
Farmingdale State University of NY	FARMINGDALE, NY 11735-1021	May	Matthew F.	800 Karshick Street	BOHEMIA, NY 11716	\$ 7,600.00
Florida State University	TALLAHASSEE, FL 32306-1023	Brenseke	Danielle E.	2925 Bellaire Street	WANTAGH, NY 11793	\$ 10,000.00
Hofstra University	HEMPSTEAD, NY 11550	Malec	Lauren A.	21 Old Farmingdale Road	WEST BABYLON, NY 11704	\$ 10,000.00
Kettering University	FLINT, MI 48504	Kirkland	Erin E.	7808 Autumn Street	PORTAGE, MI 49002	\$ 10,000.00
Northern Illinois University	DEKALB, IL 60115	Garcia	Marcos	1521 Hillcrest Avenue	HANOVER PARK, IL 60133	\$ 10,000.00
Penn State Erie	ERIE, PA 16563	Conley	John D.	40 Macrae Drive	GROVE CITY, PA 16127	\$ 10,000.00
Penn State University - University Park	UNIVERSITY PARK, PA 16802	Bruce	Morgan H	216 Maple Avenue	OIL CITY, PA 16301	\$ 10,000.00
Point Park University	PITTSBURGH, PA 15222	Spangler	Shelby L.	306 Jefferson Street	OIL CITY, PA 16301	\$ 5,000.00
Southwest Tennessee Community College	MEMPHIS, TN 38103	Ramirez	Megan K.	4917 Winter Cove	MEMPHIS, TN 38128	\$ 4,210.00
SUNY Albany	ALBANY, NY 12222	Watson	Arianne S.	241-11 145th Avenue	ROSEDALE, NY 11422	\$ 10,000.00
SUNY at Stony Brook	STONY BROOK, NY 11794	Koch	Kenneth C.	63 Acacia Drive	HOLBROOK, NY 11741	\$ 7,390.00
SUNY College at Genesco	GENESCO, NY 14454	Heneveld	Melissa C.	3 Jomarr Place	MASSAPEQUA, NY 11758	\$ 10,000.00
Syracuse University	SYRACUSE, NY 13244	Williams	Brooke E.	2329 W. 111th Place	CHICAGO, IL 60643	\$ 10,000.00
Towson University	TOWSON, MD 21252-0001	Bowman	Garrett T.	1819 Sunnyside Lane	BALTIMORE, MD 21221	\$ 10,000.00
University of Cincinnati	CINCINNATI, OH 45221	Snell	Aaron M.	1891 Rusticwood Lane	CINCINNATI, OH 45255	\$ 6,667.00
University of Colorado at Boulder	BOULDER, CO 80309-0077	Hanuszek	Andrew W.	24 Dogwood Drive	SMITHTOWN, NY 11787	\$ 5,000.00
University of Illinois - Chicago	CHICAGO, IL 60607-7163	Patel	Ravi P.	645 Cordial Drive	DES PLAINES, IL 60018	\$ 10,000.00
University of Illinois at Urbana-Champaign	CHAMPAIGN, IL 61820	Puma	Stephanie	3842 W. Irving Park Road	CHICAGO, IL 60618	\$ 10,000.00
University of Illinois at Urbana-Champaign	CHAMPAIGN, IL 61820	Tumlos	Gabriel I.	610 Winthrop Avenue	GLENDALE HEIGHTS, IL 60139	\$ 10,000.00
University of Missouri - Columbia	COLUMBIA, MO 65211	Beck	Tyler J.	18000 South Fieldview	PLEASANT HILL, MO	\$ 10,000.00
University of North Carolina Asheville	ASHEVILLE, NC 38804	Miller	Kelly	14621 Waterside Drive	CHARLOTTE, NC 28278	\$ 10,000.00
University of Pennsylvania	PHILADELPHIA, PA 19104-6270	Cappadona	Richard A.	15 Brower Place	LYNBROOK, NY 11563	\$ 10,000.00
University of South Florida	TAMPA, FL 33620-5800	Glover	Jessica R.	17108 Carrington Park Dr #708	TAMPA, FL 33647	\$ 5,885.00
University of Tampa	TAMPA, FL 33606	Campbell	Brittany E.	2901 Wilder Park Drive	PLANT CITY, FL 33566	\$ 10,000.00

**Total Personal Scholarships & Grants awarded FYE 30June2011**

**\$ 255,218.58**

**CARLE C. CONWAY SCHOLARSHIP FOUNDATION, INC.**

**Supplemental Schedule II: FUTURE COMMITMENTS FYE 30 June 2011**

Conway class	student last name	stipend 11-12	stipend 12-13	stipend 13-14	stipend 14-15
2007	Davis	\$ 10,000.00			
2007	Ramirez (Rutledge)	\$ 5,000.00			
2008	Beck	\$ 10,000.00			
2008	Campbell	\$ 10,000.00			
2008	Hanuszek	\$ 10,000.00			
2008	Hargrove	\$ 10,000.00			
2008	Koch	\$ 10,000.00			
2008	Purvis	\$ 10,000.00			
2008	Snell	\$ 10,000.00			
2008	Wagner	\$ 10,000.00			
2009	Bowman	\$ 10,000.00	\$ 10,000.00		
2009	Craig III	\$ 10,000.00	\$ 10,000.00		
2009	Glover	\$ 10,000.00	\$ 10,000.00		
2009	Richard	\$ 10,000.00	\$ 10,000.00		
2009	Tumlos	\$ 10,000.00	\$ 10,000.00		
2010	Conley	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	
2010	Garcia	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	
2010	Heneveld	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	
2010	Miller	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	
2010	Patel	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	
2010	Spangler	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	
2010	Watson	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	
2011	Conley	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
2011	Culver	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
2011	Garcia	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
2011	Newton	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
2011	Pena	\$ 2,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
2011	Ruenes	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00

FUTURE COMMITMENTS TOTAL BY YEAR	\$ 267,000.00	\$ 180,000.00	\$ 130,000.00	\$ 60,000.00
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<b>TOTAL FUTURE COMMITMENTS as of June 30, 2011</b>	<b>\$ 637,000.00</b>
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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	Fidelity International Discovery Fund 1,855.98 sh	P	12/07/05	07/06/10
b	SPDR S&P MIDCAP 400 shs	P	02/26/04	07/06/10
c	SPDR S&P 500 ETF Trust 1,500 shs	P	05/31/00	07/06/10
d	Verizon Communications 1,000 shs	P	07/06/10	10/05/10
e	SPDR S&P 500 ETF Trust 900 shs	P	05/31/00	11/02/10
f	SPDR S&P 500 ETF Trust 1,000 shs	P	Various	11/04/10
g	Total S.A. Spons ADR 1,200 shs	P	07/06/10	11/08/10
h	Fidelity International Discovery Fund 1,855.98 sh	P	Various	12/06/10
i	SPDR S&P MIDCAP 2,000 shs	P	02/26/04	12/08/10
j	Bristol Myers Squibb Co 1,000 shs	P	07/06/10	01/04/11
k	Call PPL 10 shs	P	07/06/10	01/04/11
l	Call PPL 10 shs	P	07/06/10	01/04/11
m	AT&T Inc. 1,000 shs	P	07/06/10	01/05/11
n	Call BMY 10 shs	P	07/06/10	01/24/11
o	Call KMB 9 shs	P	07/06/10	01/19/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,000.		56,867.	-6,867.
b 51,178.		43,553.	7,625.
c 154,786.		213,764.	-58,978.
d 29,437.		27,193.	2,244.
e 106,831.		128,258.	-21,427.
f 120,937.		146,828.	-25,891.
g 58,890.		55,472.	3,418.
h 2,839.			2,839.
i 322,829.		217,763.	105,066.
j 27,132.		25,135.	1,997.
k 897.		66.	831.
l 897.		60.	837.
m 26,452.		24,503.	1,949.
n 983.		1.	982.
o 2,154.		1,257.	897.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-6,867.
b			7,625.
c			-58,978.
d			2,244.
e			-21,427.
f			-25,891.
g			3,418.
h			2,839.
i			105,066.
j			1,997.
k			831.
l			837.
m			1,949.
n			982.
o			897.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

**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	Total S.A. Spons ADR 1,100 shs	P	11/15/10	05/17/11
b	Call GE 16 shs	P	11/02/10	05/31/11
c	Call GE 15 shs	P	11/02/10	05/31/11
d	Call KMB 9 shs	P	01/19/11	05/31/11
e	Call PPL 10 shs	P	01/04/11	05/31/11
f	PUT SPY 25 shs	P	09/21/09	06/08/11
g	Capital Gains Dividends			
h				
i				
j				
k				
l				
m				
n				
o				

(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 62,107.		60,427.	1,680.
b 2,125.		5,904.	-3,779.
c 1,992.		5,571.	-3,579.
d 2,604.		4,992.	-2,388.
e 1,104.		1,086.	18.
f 769.		18,031.	-17,262.
g 2,018.			2,018.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,680.
b			-3,779.
c			-3,579.
d			-2,388.
e			18.
f			-17,262.
g			2,018.
h			
i			
j			
k			
l			
m			
n			
o			

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	-7,770.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
Smith Barney Money Fund	291.
Total to Form 990-PF, Part I, line 3, Column A	291.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Smith Barney Investment Portfolio	97,841.	2,018.	95,823.
Total to Form 990-PF, Part I, ln 4	97,841.	2,018.	95,823.

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Form 990-PF Accounting Fees Statement 3

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dylewsky, Goldberg & Brenner, LLC	1,800.	0.		1,800.
To Form 990-PF, Pg 1, ln 16b	1,800.	0.		1,800.

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Form 990-PF Taxes Statement 4

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise taxes	1,763.	0.		0.
Foreign Taxes	638.	638.		0.
To Form 990-PF, Pg 1, ln 18	2,401.	638.		0.

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Form 990-PF	Other Expenses	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Scholarship & Recognition Services	5,306.	0.		5,306.
Filing & registration fees	300.	0.		300.
Postage, delivery, miscellaneous	411.	0.		411.
D&O Insurance	2,876.	0.		2,876.
To Form 990-PF, Pg 1, ln 23	8,893.	0.		8,893.

Form 990-PF	U.S. and State/City Government Obligations	Statement	6
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Government Obligations	X		692,410.	763,059.
Total U.S. Government Obligations			692,410.	763,059.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			692,410.	763,059.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
SPDR S&P Trust SER 1 / Common Stock & Options	2,225,978.	2,140,763.
S&P Midcap400 DEP RCPTS	347,398.	394,294.
Total to Form 990-PF, Part II, line 10b	2,573,376.	2,535,057.

Form 990-PF

Other Investments

Statement 8

Description	Valuation Method	Book Value	Fair Market Value
Fidelity Intl Discovery Fund	COST	561,120.	620,272.
Total to Form 990-PF, Part II, line 13		561,120.	620,272.

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Form 990-PF	Grant Application Submission Information	Statement	9
	Part XV, Lines 2a through 2d		

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Name and Address of Person to Whom Applications Should be Submitted

Carle C. Conway Scholarship Program  
Scholarship & Recognition Program, P.O. Box 6731  
Princeton, NJ 08541

Telephone Number

Form and Content of Applications

Written application consisting of student and employee information.

Any Submission Deadlines

No later than March 1.

Restrictions and Limitations on Awards

Scholarships are awarded to children of current employees of Lockwood, Kessler & Bartlett and of a successor company of the former Continental Can Company, Inc. Maximum scholarship award is \$10,000 per year for four years. In addition, contributions are made to Norwalk Community College Foundation for scholarships to NCC students selected by Norwalk Community College.