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

OMB No. 1545-0052

2010

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

For calendar year 2010, or tax year beginning

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 SCROOBY FOUNDATION

A Employer identification number

41-1795397

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)

P O BOX 1802

City or town, state, and ZIP code

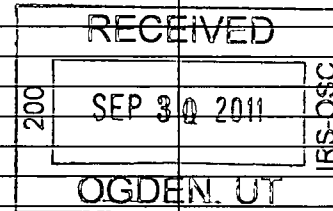
PROVIDENCE, RI 02901-1802

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) ▶ \$ 12,474,428.

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
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				
4 Dividends and interest from securities	371,016.	371,016.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	782,867.			
b Gross sales price for all assets on line 6a	1,848,983.			
7 Capital gain net income (from Part IV, line 2)		782,867.		
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)				
12 Total. Add lines 1 through 11	1,153,883.	1,153,883.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STMT 2	4,500.	NONE	NONE	4,500.
b Accounting fees (attach schedule) STMT 3	1,295.	NONE	NONE	1,295.
c Other professional fees (attach schedule) STMT 4	51,692.	31,015.		20,677.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	3,970.	131.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 6	1,814.	1,789.		25.
24 Total operating and administrative expenses. Add lines 13 through 23	63,271.	32,935.	NONE	26,497.
25 Contributions, gifts, grants paid	585,000.			585,000.
26 Total expenses and disbursements. Add lines 24 and 25	648,271.	32,935.	NONE	611,497.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	505,612.			
b Net investment income (if negative, enter -0-)		1,120,948.		
c Adjusted net income (if negative, enter -0-)				



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

JSA

Form 990-PF (2010)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	NONE		
	2	Savings and temporary cash investments	409,441.	511,293.	511,293.	
	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) ▶ *	NONE	* NONE	NONE	
		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)	NONE	NONE	NONE	
	b	Investments - corporate stock (attach schedule)	8,662,071.	9,065,831.	11,817,635.	
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE	
	Liabilities	11	Investments - land, buildings, and equipment basis	NONE	NONE	
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans	NONE	NONE		
13		Investments - other (attach schedule)	142,997.	142,998.	145,500.	
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)	NONE	NONE	NONE	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,214,509.	9,720,122.	12,474,428.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
Net Assets or Fund Balances	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> X				
	27	Capital stock, trust principal, or current funds	8,938,079.	9,502,401.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	276,430.	217,721.		
30	Total net assets or fund balances (see page 17 of the instructions)	9,214,509.	9,720,122.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,214,509.	9,720,122.			

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	9,214,509.
2	Enter amount from Part I, line 27a	2	505,612.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1.
4	Add lines 1, 2, and 3	4	9,720,122.
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	9,720,122.

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 DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	782,867.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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	555,247.	12,034,181.	0.04613915978
2008	654,418.	11,313,951.	0.05784168590
2007	739,457.	14,148,208.	0.05226506424
2006	667,525.	14,683,094.	0.04546214851
2005	326,393.	13,548,826.	0.02409013150
2 Total of line 1, column (d)			2 0.22579818993
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 0.04515963799
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 11,918,234.
5 Multiply line 4 by line 3			5 538,223.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,209.
7 Add lines 5 and 6			7 549,432.
8 Enter qualifying distributions from Part XII, line 4			8 611,497.
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.			

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	11,209.
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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	11,209.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,209.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 4,312.		
b Exempt foreign organizations-tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	4,312.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	6,897.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		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	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 10		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> PRIVATE BANK TAX SERVICES Telephone no. <input type="checkbox"/> (888) 866-3275			
Located at <input type="checkbox"/> PO BOX 1802, PROVIDENCE, RI ZIP + 4 <input type="checkbox"/> 02901-1802				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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 X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	
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 <input type="checkbox"/>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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)	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)? (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 ☐
- 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

5b

6b

7b

X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		-0-	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		NONE	NONE	NONE

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

Form 990-PF (2010)

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
SEE STATEMENT 14		NONE
Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 ►	

Form 990-PF (2010)

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	11,728,591.
b	Average of monthly cash balances	1b	371,139.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,099,730.
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	NONE
3	Subtract line 2 from line 1d	3	12,099,730.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	181,496.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,918,234.
6	Minimum investment return. Enter 5% of line 5	6	595,912.

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	595,912.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	11,209.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,209.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	584,703.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	584,703.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	584,703.

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	611,497.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	611,497.
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	11,209.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	600,288.

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				584,703.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			572,159.	
b Total for prior years 20 08, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 611,497.				
a Applied to 2009, but not more than line 2a			572,159.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				39,338.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				545,365.
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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)

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

FREDERICK BREWSTER

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:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 15				
Total			▶ 3a	585,000.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2010)

1 Program service revenue:

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	371,016.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	782,867.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue. a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				1,153,883.	
13 Total. Add line 12, columns (b), (d), and (e)				1,153,883.	

(See worksheet in line 13 instructions on page 29 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**

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

[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

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

Tharwin Hertzik *8/30/11* *Secretary & Treasurer*

Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name <i>Karen J Kiser</i>	Preparer's signature <i>[Signature]</i>	Date <i>8/18/14</i>	Check <input type="checkbox"/> if self-employed	PTIN <i>P00146417</i>
	Firm's name ▶ <i>BANK OF AMERICA, N.A.</i>			Firm's EIN ▶ <i>94-1687665</i>	
	Firm's address ▶ <i>P O BOX 1802 PROVIDENCE, RI 02901-1802</i>			Phone no.	

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

Kind of Property		Description				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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				12,453.	
365,333.00		12600. BP AMOCO PLC SPONS ADR (UK/USD) S PROPERTY TYPE: SECURITIES 2,262.00				12/03/1994 363,071.00	07/02/2010
45,991.00		1200. BP AMOCO PLC SPONS ADR (UK/USD) SE PROPERTY TYPE: SECURITIES 215.00				12/03/1994 45,776.00	07/27/2010
39,204.00		1000. BP AMOCO PLC SPONS ADR (UK/USD) SE PROPERTY TYPE: SECURITIES 180.00				12/03/1994 39,024.00	08/02/2010
120,859.00		3000. BP AMOCO PLC SPONS ADR (UK/USD) SE PROPERTY TYPE: SECURITIES 539.00				12/03/1994 120,320.00	08/05/2010
176,572.00		5000. BP AMOCO PLC SPONS ADR (UK/USD) SE PROPERTY TYPE: SECURITIES 898.00				12/03/1994 175,674.00	08/27/2010
133,214.00		2000. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES 145,785.00				08/15/2005 -12,571.00	09/29/2010
25,000.00		2124.044 COLUMBIA U S TREAS INDEX FUND C PROPERTY TYPE: SECURITIES 23,216.00				08/01/2008 1,784.00	10/20/2010
100,000.00		8539.71 COLUMBIA U S TREAS INDEX FUND CL PROPERTY TYPE: SECURITIES 93,339.00				08/01/2008 6,661.00	10/29/2010
100,000.00		8532.423 COLUMBIA U S TREAS INDEX FUND C PROPERTY TYPE: SECURITIES 93,259.00				08/01/2008 6,741.00	11/03/2010
98,000.00		8440.999 COLUMBIA U S TREAS INDEX FUND C PROPERTY TYPE: SECURITIES 92,260.00				08/01/2008 5,740.00	11/12/2010

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

Kind of Property		Description				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)	
50,000.00		4321.521 COLUMBIA U S TREAS INDEX FUND C PROPERTY TYPE: SECURITIES 47,234.00				08/01/2008 2,766.00	11/26/2010
100,000.00		9000.9 COLUMBIA U S TREAS INDEX FUND CLA PROPERTY TYPE: SECURITIES 98,380.00				08/01/2008 1,620.00	12/10/2010
52,982.00		4786.057 COLUMBIA U S TREAS INDEX FUND C PROPERTY TYPE: SECURITIES 52,312.00				08/01/2008 670.00	12/23/2010
22,018.00		1989.011 COLUMBIA U S TREAS INDEX FUND C PROPERTY TYPE: SECURITIES 21,700.00				06/02/2008 318.00	12/23/2010
200,000.00		18264.84 COLUMBIA U S TREAS INDEX FUND C PROPERTY TYPE: SECURITIES 199,269.00				06/02/2008 731.00	02/15/2011
75,000.00		6781.193 COLUMBIA U S TREAS INDEX FUND C PROPERTY TYPE: SECURITIES 73,983.00				06/02/2008 1,017.00	02/28/2011
49,634.00		3000. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES 59,115.00				12/23/2010 -9,481.00	05/31/2011
49,634.00		3000. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES 39,270.00				12/30/2002 10,364.00	05/31/2011
33,089.00		2000. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES 22,900.00				09/26/2002 10,189.00	05/31/2011

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)	
TOTAL GAIN (LOSS)							----- 782,867. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABORATORIES	15,320.	15,320.
AMERISOURCEBERGEN CORP COM	3,015.	3,015.
BP AMOCO PLC SPONS ADR (UK/USD) SEDOL 21	12,600.	12,600.
BOEING CO	6,720.	6,720.
CHEVRONTXACO CORP COM	11,172.	11,172.
CISCO SYSTEMS INCORPORATED	480.	480.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	57,471.	57,471.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	141,940.	141,940.
COLUMBIA U S TREAS INDEX FUND CLASS Z SH	22,446.	22,446.
EXXON MOBIL CORPORATION	16,468.	16,468.
GENERAL DYNAMICS CORP	5,845.	5,845.
HEWLETT PACKARD CO COM	2,320.	2,320.
INTERNATIONAL BUSINESS MACHS	5,075.	5,075.
JOHNSON & JOHNSON	17,550.	17,550.
KIMBERLY CLARK CORP COM	6,700.	6,700.
KRAFT FOODS INC CL A COM	8,120.	8,120.
LOCKHEED MARTIN CORPORATION	4,500.	4,500.
MICROSOFT CORPORATION	6,100.	6,100.
PRAXAIR INCORPORATED	5,700.	5,700.
PROCTER & GAMBLE CO COM	4,948.	4,948.
STRYKER CORP	1,980.	1,980.
UNITED PARCEL SERVICE CL B	940.	940.
UNITED TECHNOLOGIES CORP	7,020.	7,020.
VANGUARD MSCI EMERGING MKTS ETF	1,354.	1,354.
WELLS FARGO COMPANY	4,760.	4,760.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	472.	472.
TOTAL	371,016.	371,016.

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - INCOME (ALLOCABLE	4,500.			4,500.
TOTALS	4,500.	NONE	NONE	4,500.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,295.			1,295.
TOTALS	1,295.	NONE	NONE	1,295.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSES - 2%	51,692.	31,015.	20,677.
TOTALS	51,692.	31,015.	20,677.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - PRINCIPAL	3,839.	
FOREIGN TAXES ON QUALIFIED FOR	73.	73.
FOREIGN TAXES ON NONQUALIFIED	58.	58.
	-----	-----
TOTALS	3,970.	131.
	=====	=====

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-INCOME	25.		25.
TRUSTEE/EXECUTOR FEES - NON-AL	1,789.	1,789.	
TOTALS	----- 1,814. =====	----- 1,789. =====	----- 25. =====

THE SCROOBY FOUNDATION

41-1795397

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

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ROUNDING

1.

TOTAL

1.

=====

THE SCROOBY FOUNDATION

41-1795397

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MN

STATEMENT 10

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29 -

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

OFFICER NAME:

PRISCILLA BREWSTER

ADDRESS:

10 CROCUS PLACE

ST. PAUL, MN 55102

TITLE:

V. PRES/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MARVIN J. PERTZIK

ADDRESS:

55 EAST 5TH ST., SUITE 1400

ST PAUL, MN 55101-1792

TITLE:

SEC/TREAS/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BARBARA B. JOHNSON

ADDRESS:

286 SAN RAFAEL AVE

BELVEDERE, CA 94920

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

ERIC L. JOHNSON

ADDRESS:

286 SAN RAFAEL AVE

BELVEDERE, CA 94920

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

SUSAN B. MCCARTHY

ADDRESS:

14 DELLWOOD AVE.

WHITE BEARLAKE, MN 55110

TITLE:

PRES/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

ALLISON BREWSTER

ADDRESS:

27 CARD SOUND RD

KEY LARGO, FL 33037

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

EDWIN J. MCCARTHY

ADDRESS:

14 DELLWOOD AVE.

WHITE BEARLAKE, MN 55110

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

THE SCROOBY FOUNDATION

41-1795397

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
=====

EMPLOYEE NAME:
NONE

STATEMENT 13

THE SCROOBY FOUNDATION

41-1795397

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME:
NONE

STATEMENT 14

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33 -

THE SCROOBY FOUNDATION

41-1795397

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SEE INDIVIDUAL LISTING ATTACHED

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 585,000.

TOTAL GRANTS PAID:

585,000.

=====

STATEMENT 15

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2010

Name of estate or trust

THE SCROOBY FOUNDATION

Employer identification number

41-1795397

Note: Form 5227 filers need to complete only Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -9,481.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5 -9,481.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			12,453.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 779,895.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12 792,348.

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

Schedule D (Form 1041) 2010

JSA

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35 -

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-9,481.
14	Net long-term gain or (loss):			
a	Total for year	14a		792,348.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		782,867.

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

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

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

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

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

Schedule D (Form 1041) 2010

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2010

41-1795397

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-9,481.00
---	------------------

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

41-1795397

THE SCROOBY FOUNDATION

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

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b		779,895.00
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Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COLUMBIA U S TREAS INDEX FUND CLASS Z SHARES	10,558.00
CONAGRA INC	1,387.00
TYCO INTERNATIONAL LTD	404.00
CLASS ACTIONS SETTLEMENT FOR AIG INC (SEC) (2	103.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

12,453.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

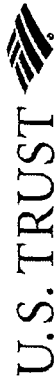
12,453.00

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149 BENEFICIARY DISTRIBUTIONS

10/12/10	MARINERS HOSPITAL ASSOCIATION GIFT GRANT FOR ACQUISITION OF THE 64-SLICE CAT SCAN THE SCROOBY FOUNDATION FOR TR TRAN#102850002000	TR CD=305	REG=0	PORT=INC	-10000 00	-10000 00	1010000010 **CHANGED** 12/10/10 TLR
10/12/10	MINNESOTA STATE FAIR FOUNDATION GIFT GRANT FOR BUILDING RESTORATION THE SCROOBY FOUNDATION FOR TR TRAN#102850003000	TR CD=305	REG=0	PORT=INC	-10000 00	-10000 00	1010000011 **CHANGED** 12/10/10 TLR
10/12/10	NEIGHBORHOOD HOUSE GIFT GRANT FOR GENERAL OPERATING SUPPORT THE SCROOBY FOUNDATION FOR TR TRAN#102850004000	TR CD=305	REG=0	PORT=INC	-25000 00	-25000 00	1010000012 **CHANGED** 12/10/10 TLR
10/12/10	ANIMAL HUMANE SOCIETY GIFT GRANT FOR GENERAL OPERATING PURPOSES THE SCROOBY FOUNDATION FOR TR TRAN#102850001000	TR CD=305	REG=0	PORT=INC	-5000 00	-5000 00	1010000009 **CHANGED** 12/10/10 TLR
10/12/10	PARK SQUARE THEATRE GIFT GRANT TO ASSIST WITH ITS CAPITAL CAMPAIGN THE SCROOBY FOUNDATION FOR TR TRAN#102850006000	TR CD=305	REG=0	PORT=INC	-50000 00	-50000 00	1010000014 **CHANGED** 12/10/10 TLR
10/12/10	RAMSEY COUNTY HISTORICAL SOCIETY PAYMENT AS REQUESTED GRANT FOR GENERAL OPERATING EXPENSES OF IT RESEARCH CENTER AND THE ARCHIVAL EXPENSES THE SCROOBY FOUNDATION FOR TR TRAN#102850007000	TR CD=305	REG=0	PORT=INC	-30000 00	-30000 00	1010000015 **CHANGED** 12/10/10 TLR
10/12/10	THE RAPTOR CENTER GIFT GRANT FOR GENERAL OPERATING PURPOSES THE SCROOBY FOUNDATION FOR TR TRAN#102850008000	TR CD=305	REG=0	PORT=INC	-5000 00	-5000 00	1010000016 **CHANGED** 12/10/10 TLR
10/12/10	ORDWAY CENTER FOR GIFT GRANT FOR ITS BUILDING CAPITAL CAMPAIGN THE SCROOBY FOUNDATION FOR TR TRAN#102850005000	TR CD=305	REG=0	PORT=INC	-50000 00	-50000 00	1010000013 **CHANGED** 12/10/10 TLR
10/12/10	THE TRUST FOR PUBLIC LAND GIFT GRANT FOR TWO POINTS PROJECT ON LEECH LAKE THE SCROOBY FOUNDATION FOR TR TRAN#102850010000	TR CD=305	REG=0	PORT=INC	-100000 00	-100000 00	1010000018 **CHANGED** 12/10/10 TLR
10/12/10	MINNESOTA HISTORICAL SOCIETY GIFT GRANT FOR THE NINA M ARCHIBALD ENDOWMENT FUND FOR PROGRAMS THE SCROOBY FOUNDATION FOR TR TRAN#102850011000	TR CD=305	REG=0	PORT=PRIN	-100000 00	-100000 00	1010000019 **CHANGED** 12/10/10 TLR
10/12/10	MINNESOTA LANDSCAPE ARBORETUM GIFT GRANT FOR CAMPAIGN FOR THE BOG WALK THE SCROOBY FOUNDATION FOR TR TRAN#102850012000	TR CD=305	REG=0	PORT=PRIN	-100000 00	-100000 00	1010000020 **CHANGED** 12/10/10 TLR
10/12/10	THE SAINT PAUL PARKS CONSERVANCY GIFT \$50,000 FOR ENVIRONMENTAL & STRUCTURAL FOR LILYDALE REGIONAL PARK 50,000 FOR GENERAL OPERATING SUPPORT THE SCROOBY FOUNDATION FOR TR TRAN#102850009000	TR CD=305	REG=0	PORT=INC	-100000 00	-100000 00	1010000017 **CHANGED** 12/10/10 TLR
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS					-585000 00	-385000 00	-200000 00

Settlement Date



Bank of America Private Wealth Management

Account Summary

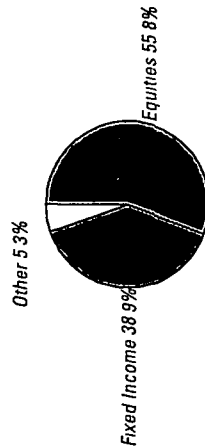
Apr 01, 2011 through June 30, 2011

Account: SCROOBY FOUNDATION**Market Value \$12,474,427.72**

Account Activity		Realized Gain/Loss Summary		Income Summary	
Description	Current Period	YTD Since 07/01/10	Description	Current Period	YTD Since 07/01/10
Beginning Market Value	\$12,316,032.30	\$11,381,175.61	Dividends - Taxable	\$95,184.87	\$370,412.43
Income	95,322.71	370,884.34	Interest - Taxable	137.84	471.91
Deposits	0.00	12,452.68	Total Income	\$95,322.71	\$370,884.34
Disbursements	-1,078.00	-593,364.00			
Bank Fees	-15,566.20	-54,775.67			
Change in Market Value	79,716.91	1,358,054.76			
Ending Market Value	\$12,474,427.72	\$12,474,427.72			
Change in Account Value	158,395.42	1,093,252.11			

Portfolio Allocation

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	\$511,325.82	\$511,293.18	\$357.90	0.1%
Equities	6,964,723.00	4,510,783.68	180,034.50	2.6
Fixed Income	4,852,878.90	4,555,047.67	205,614.44	4.3
Private Equity	145,500.00	142,997.40	0.00	0.0
Total Assets	\$12,474,427.72	\$9,720,121.93	\$386,006.84	3.1%
Total	\$12,474,427.72	\$9,720,121.93	\$386,006.84	



Assets representing less than 5% of total are grouped together as "Other" for display on the pie chart

Market Value includes accrued income unless otherwise noted

The amounts shown throughout this statement should not be used in the preparation of tax documents. Detail specifying taxable nature of income will be provided with year-end tax documentation. Please consult your tax advisor.

3/52 6018316 001/002 3/18 0792505 02-187 505 T E

Settlement Date



Bank of America Private Wealth Management

Portfolio Detail**Account:** SCROOBY FOUNDATION

Apr 01, 2011 through June 30, 2011

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency									
Cash Equivalents									
217,720.770	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$217,720.77	\$13.36	\$217,720.77	1,000	\$0.00	\$152.40	0.1%
293,572.410	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	293,572.41	19.28	293,572.41	1,000	0.00	205.50	0.1
	Total Cash Equivalents		\$511,293.18	\$32.64	\$511,293.18		\$0.00	\$357.90	0.1%
	Total Cash/Currency		\$511,293.18	\$32.64	\$511,293.18		\$0.00	\$357.90	0.1%

Equities

(2)Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities				
U.S. Large Cap								
9,000.000	ABBOTT LABS Ticker: ABB	002824100 HEA	\$473,580.00 52,620	\$0.00	\$321,797.89 35,755	\$151,782.11	\$17,280.00	3.6%
9,000.000	AMERISOURCEBERGEN CORP Ticker: ABC	03073E105 HEA	372,600.00 41,400	0.00	253,259.20 28,140	119,340.80	4,140.00	1.1
4,000.000	BOEING CO Ticker: BA	097023105 IND	295,720.00 73,930	0.00	70,828.08 17,707	224,891.92	6,720.00	2.3
3,800.000	CHEVRON CORP Ticker: CVX	166764100 ENR	390,792.00 102,840	0.00	186,473.83 49,072	204,318.17	11,856.00	3.0
9,200.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	748,696.00 81,380	0.00	461,375.81 50,150	287,320.19	17,296.00	2.3
3,500.000	GENERAL DYNAMICS CORP Ticker: GD	369550108 IND	260,820.00 74,520	1,645.00	202,121.00 57,749	58,699.00	6,580.00	2.5
8,000.000	HEWLETT PACKARD CO Ticker: HPQ	428236103 IFT	291,200.00 36,400	960.00	246,982.03 30,873	44,217.97	3,840.00	1.3
3,000.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	514,650.00 171,550	0.00	417,007.25 139,002	97,642.75	9,000.00	1.7

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Settlement Date



Bank of America Private Wealth Management

Portfolio Detail

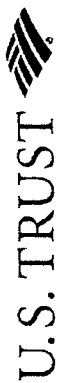
Account:

SCROOBY FOUNDATION

Apr. 01, 2011 through June 30, 2011

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
9,000,000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	598,680.00 66.520	0.00	558,159.85 62.018		40,520.15	20,520.00	3.4
2,500,000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	166,400.00 66.560	1,750.00	155,425.42 62.170		10,974.58	7,000.00	4.2
7,000,000	KRAFT FOODS INC CLA COM Ticker: KFT	50075N104 CNS	246,610.00 35.230	2,030.00	236,716.20 33.817		9,893.80	8,120.00	3.3
2,000,000	LOCKHEED MARTIN CORP Ticker: LMT	539830109 IND	161,940.00 80.970	0.00	142,928.00 71.464		19,012.00	6,000.00	3.7
10,000,000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	260,000.00 26.000	0.00	263,285.40 26.329		-3,285.40	6,400.00	2.5
3,000,000	PRAXAIR INC Ticker: PX	74005P104 MAT	325,170.00 108.390	0.00	208,218.50 69.406		116,951.50	6,000.00	1.8
3,000,000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	190,710.00 63.570	0.00	199,017.40 66.339		-8,307.40	6,300.00	3.3
3,000,000	STRYKER CORP Ticker: SYK	863667101 HEA	176,070.00 58.690	540.00	117,975.35 39.325		58,094.65	2,160.00	1.2
4,000,000	UNITED TECHNOLOGIES CORP Ticker: UTX	913071109 IND	354,040.00 88.510	0.00	199,336.60 49.834		154,703.40	7,680.00	2.2
14,000,000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	392,840.00 28.060	0.00	201,291.25 14.378		191,548.75	6,720.00	1.7
Total U.S. Large Cap			\$6,220,518.00	\$6,925.00	\$4,442,199.06		\$1,778,318.94	\$153,612.00	2.5%
International Developed									
15,000,000	BP PLC SPONSORED ADR UNITED KINGDOM Ticker: BP	055622104 ENR	\$664,350.00 44.290	\$0.00	\$2,692.72 0.180		\$661,657.28	\$25,200.00	3.8%
Total International Developed			\$664,350.00	\$0.00	\$2,692.72		\$661,657.28	\$25,200.00	3.8%

Settlement Date



Bank of America Private Wealth Management

Portfolio Detail

Account: SCROOBY FOUNDATION

Apr 01, 2011 through June 30, 2011

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
Emerging Markets									
1,500.000	VANGUARD MSCI EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	\$72,930.00 48.620	\$0.00	\$65,891.90 43.928	\$65,891.90	\$7,038.10	\$1,222.50	1.7%
	Total Emerging Markets		\$72,930.00	\$0.00	\$65,891.90	\$7,038.10	\$1,222.50	\$1,222.50	1.7%
Total Equities			\$6,957,798.00	\$6,925.00	\$4,510,783.68	\$2,447,014.32	\$180,034.50		2.6%
Fixed Income									
Investment Grade Taxable									
508,507.601	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES	19765N468	\$4,627,419.17 9.100	\$14,616.30	\$4,350,000.00 8.554	\$4,350,000.00	\$277,419.17	\$200,351.99	4.3%
18,794.470	COLUMBIA U S TREAS INDEX FUND CLASS Z SHARES	19765N617	210,498.06 11.200	345.37	205,047.67 10.910	205,047.67	5,450.39	5,262.45	2.5
	Total Investment Grade Taxable		\$4,837,917.23	\$14,961.67	\$4,555,047.67	\$282,869.56	\$205,614.44		4.3%
Total Fixed Income			\$4,837,917.23	\$14,961.67	\$4,555,047.67	\$282,869.56	\$205,614.44		4.3%
Private Equity									
Private Equity Other									
10,000.000	CYTO LTD	G2612H101	\$145,500.00 14.550	\$0.00	\$142,997.40 14.300	\$142,997.40	\$2,502.60	\$0.00	0.0%
	Total Private Equity Other		\$145,500.00	\$0.00	\$142,997.40	\$2,502.60	\$0.00	\$0.00	0.0%
Total Private Equity			\$145,500.00	\$0.00	\$142,997.40	\$2,502.60	\$0.00	\$0.00	0.0%
Total Portfolio			\$12,452,508.41	\$21,919.31	\$9,720,121.93	\$2,732,386.48	\$386,006.84		3.1%
Accrued Income			\$21,919.31						
Total			\$12,474,427.72						