



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

MOLYNEAUX FOUNDATION

CT 31001722

A Employer identification number

51-0154432

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)

300 HIGH STREET

(513) 867-5215

City or town, state, and ZIP code

HAMILTON, OH 45011

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) \$ 1,808,017.

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	18.	18.		STMT 1
4 Dividends and interest from securities	46,476.	46,476.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	32,059.			
b Gross sales price for all assets on line 6a	555,008.			
7 Capital gain net income (from Part IV, line 2)		32,059.		
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	78,553.	78,553.		
13 Compensation of officers, directors, trustees, etc.	18,032.	11,435.		6,597.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	650.	130.	NONE	520.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	690.	58.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 6	200.			200.
24 Total operating and administrative expenses. Add lines 13 through 23	19,572.	11,623.	NONE	7,317.
25 Contributions, gifts, grants paid	74,709.			74,709.
26 Total expenses and disbursements. Add lines 24 and 25	94,281.	11,623.	NONE	82,026.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-15,728.			
b Net investment income (if negative, enter -0-)		66,930.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

Form 990-PF (2010)

0E1410 1 000

ARF915 5890 07/21/2011 14:21:32

31001722

4

ZANE

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	274.	294.	294.
	2 Savings and temporary cash investments	137,088.	54,829.	54,829.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 7	886,689.	918,727.	1,098,438.
	c Investments - corporate bonds (attach schedule) . STMT 10	570,577.	605,046.	654,456.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,594,628.	1,578,896.	1,808,017.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	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"/>			
	27 Capital stock, trust principal, or current funds	1,594,628.	1,578,896.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	1,594,628.	1,578,896.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,594,628.	1,578,896.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,594,628.
2 Enter amount from Part I, line 27a	2	-15,728.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,578,900.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	4.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,578,896.

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	32,059.	
{ 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	110,191.	1,677,145.	0.06570153445
2008	123,094.	1,962,351.	0.06272781984
2007	130,268.	2,764,228.	0.04712635861
2006	140,587.	2,850,626.	0.04931793929
2005	144,122.	2,868,461.	0.05024366725
2 Total of line 1, column (d)			2 0.27511731944
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 0.05502346389
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,743,429.
5 Multiply line 4 by line 3			5 95,930.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 669.
7 Add lines 5 and 6			7 96,599.
8 Enter qualifying distributions from Part XII, line 4			8 82,026.

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.			
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	1,339.
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	1,339.
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	1,339.
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	316.	
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	316.	
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	1,023.	
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 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?	1a	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)?	1b	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?	1c	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?	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____ STMT 12		
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	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Form 990-PF (2010)

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"/> FIRST FINANCIAL BANK, N.A. Telephone no <input type="checkbox"/> (513) 867-4818			
Located at <input type="checkbox"/> 300 HIGH STREET, HAMILTON, OH ZIP + 4 <input type="checkbox"/> 45011				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<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)?	<input type="checkbox"/> 1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<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	X
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

Form 990-PF (2010)

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)? ☐ **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? ☐ 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

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? ☐ **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 (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 13		18,032.	-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 14		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 15		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	1,770,196.
b	Average of monthly cash balances	1b	-217.
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	1,769,979.
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	1,769,979.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	26,550.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,743,429.
6	Minimum investment return. Enter 5% of line 5	6	87,171.

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	87,171.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,339.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,339.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,832.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	85,832.
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	85,832.

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	82,026.
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	82,026.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	82,026.

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				85,832.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			74,704.	
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 ► \$ 82,026.				
a Applied to 2009, but not more than line 2a			74,704.	
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				7,322.
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				78,510.
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)

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

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

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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE STATEMENT 22</div>				
<div>Total</div>			<div>▶ 3a</div>	<div>74,709.</div>
<div>b Approved for future payment</div>				
<div>Total</div>			<div>▶ 3b</div>	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
▼	

NOT APPLICABLE

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					149.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,636.	
8,821.00		353. AEROPOSTALE PROPERTY TYPE: SECURITIES 7,918.00					08/24/2010 12/21/2010 903.00	
8,072.00		323. AEROPOSTALE PROPERTY TYPE: SECURITIES 7,186.00					11/05/2009 12/21/2010 886.00	
19,610.00		355. BANK N S HALIFAX CD PROPERTY TYPE: SECURITIES 12,895.00					VAR 12/21/2010 6,715.00	
7,604.00		523. BRUKER CORP PROPERTY TYPE: SECURITIES 3,401.00					05/27/2009 10/12/2010 4,203.00	
3,031.00		38. CF INDS HLDGS INC PROPERTY TYPE: SECURITIES 2,424.00					07/01/2010 07/29/2010 607.00	
3,135.00		38. CF INDS HLDGS INC PROPERTY TYPE: SECURITIES 2,424.00					07/01/2010 08/02/2010 711.00	
26,120.00		516. CAMERON INTL CORP PROPERTY TYPE: SECURITIES 19,871.00					05/06/2010 12/21/2010 6,249.00	
15,428.00		350. CLARCOR INC PROPERTY TYPE: SECURITIES 12,431.00					04/07/2010 12/21/2010 2,997.00	
19,456.00		400. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES 18,903.00					10/12/2010 03/04/2011 553.00	
8,465.00		154. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES 7,065.00					07/01/2010 12/21/2010 1,400.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
26,276.00		478. EXPRESS SCRIPTS INC PROPERTY TYPE: SECURITIES 14,823.00					VAR 11,453.00	12/21/2010
7,615.00		73. FACTSET RESEARCH SYSTEMS INC PROPERTY TYPE: SECURITIES 5,194.00					07/13/2010 2,421.00	03/04/2011
22,950.00		220. FACTSET RESEARCH SYSTEMS INC PROPERTY TYPE: SECURITIES 10,872.00					VAR 12,078.00	03/04/2011
5.00		.73 FRONTIER COMMUNICATIONS CORP. PROPERTY TYPE: SECURITIES 5.00					05/06/2010	07/14/2010
643.00		84. FRONTIER COMMUNICATIONS CORP. PROPERTY TYPE: SECURITIES 621.00					05/06/2010 22.00	07/29/2010
13,322.00		384. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 17,892.00					12/12/2007 -4,570.00	09/15/2010
19,708.00		122. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 18,364.00					VAR 1,344.00	02/24/2011
8,898.00		106. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES 11,000.00					05/06/2010 -2,102.00	07/13/2010
3,742.00		43. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES 4,462.00					05/06/2010 -720.00	07/15/2010
4,096.00		47. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES 4,877.00					05/06/2010 -781.00	07/16/2010
3,277.00		54. JOY GLOBAL INC PROPERTY TYPE: SECURITIES 2,634.00					07/01/2010 643.00	08/02/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,519.00		88. JOY GLOBAL INC PROPERTY TYPE: SECURITIES 4,293.00					07/01/2010 1,226.00	09/03/2010
5,194.00		80. JOY GLOBAL INC PROPERTY TYPE: SECURITIES 3,902.00					07/01/2010 1,292.00	09/08/2010
4,527.00		77. NEWMONT MINING CORPORATION PROPERTY TYPE: SECURITIES 4,269.00					05/06/2010 258.00	07/01/2010
10,722.00		179. NEWMONT MINING CORPORATION PROPERTY TYPE: SECURITIES 8,766.00					VAR 1,956.00	12/21/2010
9,829.00		403. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 10,399.00					VAR -570.00	09/07/2010
7,762.00		299. PAYCHEX INC PROPERTY TYPE: SECURITIES 8,023.00					05/14/2009 -261.00	07/13/2010
10,188.00		298. PETROLEO BRASILEIRO SA ADR PROPERTY TYPE: SECURITIES 9,823.00			BR		08/25/2010 365.00	12/21/2010
5,667.00		66. PRAXAIR INCORPORATED PROPERTY TYPE: SECURITIES 5,373.00					05/06/2010 294.00	07/27/2010
5,189.00		58. PRAXAIR INCORPORATED PROPERTY TYPE: SECURITIES 4,721.00					05/06/2010 468.00	10/12/2010
16,036.00		279. PROASSURANCE CORP PROPERTY TYPE: SECURITIES 16,711.00					VAR -675.00	10/12/2010
11,265.00		196. PROASSURANCE CORP PROPERTY TYPE: SECURITIES 10,465.00					08/24/2009 800.00	10/12/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,334.00		117. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES 5,394.00					10/28/2009 -60.00	09/03/2010
9,880.00		220. RAYTHEON CO COM NEW PROPERTY TYPE: SECURITIES 10,143.00					10/28/2009 -263.00	12/21/2010
3,884.00		130. ROWAN COMPANIES INC PROPERTY TYPE: SECURITIES 3,376.00					05/14/2010 508.00	09/15/2010
9,136.00		262. ROWAN COMPANIES INC PROPERTY TYPE: SECURITIES 6,804.00					05/14/2010 2,332.00	12/21/2010
-675.00		5. S & P 500 SEP CALL PROPERTY TYPE: SECURITIES -2,350.00			\$108.000		07/16/2010 1,675.00	08/24/2010
-560.00		5. S & P 500 SEP CALL PROPERTY TYPE: SECURITIES -2,350.00			\$108.000		07/16/2010 1,790.00	08/25/2010
-665.00		5. S & P 500 SEP CALL PROPERTY TYPE: SECURITIES -2,350.00			\$108.000		07/16/2010 1,685.00	08/26/2010
-18,762.00		59. S & P 500 SEP CALL PROPERTY TYPE: SECURITIES -26,140.00			\$108.000		VAR 7,378.00	09/08/2010
4,012.00		59. S & P 500 SEP CALL PROPERTY TYPE: SECURITIES 26,119.00			\$108.000		VAR -22,107.00	09/09/2010
-1,206.00		9. S & P 500 JULY CALL PROPERTY TYPE: SECURITIES -4,941.00			\$105.000		05/25/2010 3,735.00	07/01/2010
-17,155.00		47. S & P 500 JULY CALL PROPERTY TYPE: SECURITIES -22,182.00			\$105.000		VAR 5,027.00	07/16/2010

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)	
-15,928.00		22. S & P 500 AUG CALL PROPERTY TYPE: SECURITIES -9,233.00		\$103.000		07/06/2010 -6,695.00	07/16/2010
-41,580.00		70. S & P 500 OCT CALL PROPERTY TYPE: SECURITIES -29,670.00		\$108.000		VAR -11,910.00	10/04/2010
2,240.00		70. S & P 500 OCT CALL PROPERTY TYPE: SECURITIES 15,830.00		\$108.000		VAR -13,590.00	06/30/2011
3,942.00		9. S & P 500 JULY PUT PROPERTY TYPE: SECURITIES 4,608.00		\$105.000		05/25/2010 -666.00	07/01/2010
47.00		47. S & P 500 JULY PUT PROPERTY TYPE: SECURITIES 22,683.00		\$105.000		VAR -22,636.00	07/19/2010
3,476.00		22. S & P 500 AUG PUT PROPERTY TYPE: SECURITIES 7,942.00		\$103.000		07/06/2010 -4,466.00	07/16/2010
2,205.00		5. S & P 500 SEP PUT PROPERTY TYPE: SECURITIES 2,255.00		\$108.000		07/16/2010 -50.00	08/24/2010
2,420.00		5. S & P 500 SEP PUT PROPERTY TYPE: SECURITIES 2,255.00		\$108.000		07/16/2010 165.00	08/25/2010
1,985.00		5. S & P 500 SEP PUT PROPERTY TYPE: SECURITIES 2,255.00		\$108.000		07/16/2010 -270.00	08/26/2010
19,316.00		756. SPDR KBW REGIONAL BANKING ETF PROPERTY TYPE: SECURITIES 19,883.00				VAR -567.00	12/21/2010
34,177.00		427. STERICYCLE INC PROPERTY TYPE: SECURITIES 21,259.00				VAR 12,918.00	12/21/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,871.00		141. SUNOCO LOGISTICS PARTNERS LP PROPERTY TYPE: SECURITIES 7,232.00					05/14/2009 3,639.00	07/27/2010
10,123.00		128. SUNOCO LOGISTICS PARTNERS LP PROPERTY TYPE: SECURITIES 6,565.00					05/14/2009 3,558.00	10/12/2010
13,431.00		490. SYSCO CORP PROPERTY TYPE: SECURITIES 15,009.00					05/06/2010 -1,578.00	03/04/2011
24,808.00		2138.58 VANGUARD INTERMEDIATE-TERM BOND PROPERTY TYPE: SECURITIES 22,006.00					11/02/2006 2,802.00	09/02/2010
150,000.00		13452.915 VANGUARD INTERMEDIATE-TERM BON PROPERTY TYPE: SECURITIES 138,397.00					VAR 11,603.00	03/04/2011
4,799.00		81. TRANSOCEAN LTD SWITZERLAND PROPERTY TYPE: SECURITIES 3,856.00					07/01/2010 943.00	09/15/2010
8,496.00		133. TRANSOCEAN LTD SWITZERLAND PROPERTY TYPE: SECURITIES 6,331.00					07/01/2010 2,165.00	09/28/2010
		2. CALL RIG PROPERTY TYPE: SECURITIES -44.00			\$62.500		09/15/2010 44.00	09/24/2010
TOTAL GAIN(LOSS)							----- 32,059. =====	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NORTHERN INSTITUTIONAL	18.	18.
	-----	-----
TOTAL	18.	18.
	=====	=====

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC.	1,826.	1,826.
ABBOTT LABORATORIES	276.	276.
ALLSTATE CORP.	105.	105.
BANK N S HALIFAX CD	336.	336.
BHP BILLITON LTD. - ADR AU	92.	92.
CHEVRONTEXACO CORP	960.	960.
CISCO SYSTEMS	58.	58.
CLARCOR INC	71.	71.
COMCAST CORP CL A	398.	398.
CUMMINS ENGINE INC	315.	315.
DEERE AND COMPANY	175.	175.
DU PONT (E I) DE NEMOURS & COMPANY	164.	164.
ECOLAB INC	195.	195.
EXPEDITORS INTL WASH INC	80.	80.
EXXON MOBIL CORP	843.	843.
FACTSET RESEARCH SYSTEMS INC	202.	202.
GENERAL MILLS INCORPORATED	482.	482.
GOLDMAN SACHS GROUP INC	50.	50.
INTERNATIONAL BUSINESS MACHINES CORPORAT	851.	851.
ISHARES MSCI EMERGING MKTS INDEX TR	262.	262.
J P MORGAN CHASE & CO COM	215.	215.
JOHNSON & JOHNSON COMPANY	1,067.	1,067.
JOY GLOBAL INC	29.	29.
MC DONALDS CORPORATION	1,131.	1,131.
MCKESSON HBOC INC	27.	27.
MICROSOFT CORPORATION	736.	736.
NATIONAL OILWELL VARCO	182.	182.
NEWMONT MINING CORPORATION	54.	54.
NIKE INCORPORATED CLASS B	299.	299.
NORFOLK SOUTHERN CORPORATION	240.	240.
ORACLE CORPORATION	205.	205.
PIMCO HIGH-YIELD FD - INSTL	514.	514.
ARF915 5890 07/21/2011 14:21:32	31001722	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PEPSICO INCORPORATED	1,116.	1,116.
PETROLEO BRASILEIRO SA ADR BR	48.	48.
PFIZER INCORPORATED	1,432.	1,432.
PIMCO ALL ASSETS ALL AUTHORITY INST	521.	521.
PRAXAIR INCORPORATED	26.	26.
PROCTER & GAMBLE COMPANY	642.	642.
QUALCOMM INCORPORATED	420.	420.
RAYTHEON CO COM NEW	209.	209.
SPDR KBW REGIONAL BANKING ETF	215.	215.
PIMCO TOTAL	51.	51.
SCHLUMBERGER LIMITED	50.	50.
ENERGY SELECT SECTOR	104.	104.
SECTOR SPDR TR	471.	471.
TECHNOLOGY SELECT	205.	205.
UTILITIES SELECT SECTOR SPDR	1,333.	1,333.
SUNOCO LOGISTICS PARTNERS LP	146.	146.
SYSCO CORP	372.	372.
TEMPLETON GLOBAL	467.	467.
3M COMPANY	602.	602.
VANGUARD INTERMEDIATE-TERM BD INDEX FD 1	22,968.	22,968.
VANGUARD S/T CORPORATE-ADM #539	208.	208.
VANGUARD INFLATION-PROTECTED SECS INV.	182.	182.
VERIZON COMMUNICATIONS COM	684.	684.
WAL MART STORES INCORPORATED	906.	906.
WELLS FARGO & CO NEW	218.	218.
YUM! BRANDS INC	440.	440.
	-----	-----
TOTAL	46,476.	46,476.
	=====	=====

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	650.	130.		520.
	-----	-----	-----	-----
TOTALS	650.	130.	NONE	520.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	58.	58.
FEDERAL TAX PAYMENT - PRIOR YE	316.	
FEDERAL ESTIMATES - PRINCIPAL	316.	
	-----	-----
TOTALS	690.	58.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -

200.

200.

TOTALS

200.

200.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
GOLDMAN SACHS GROUP		
3M COMPANY	16,095.	26,558.
ABBOTT LABORATORIES	14,511.	15,786.
ALLSTATE CORP	15,780.	15,265.
APPLE COMPUTER INC	4,645.	17,455.
AT&T INC	30,197.	33,734.
DU PONT (E I) DE NEMOURS & CO	9,994.	10,810.
BHP BILLITON LTD ADR	9,104.	9,463.
BRUKER CORP		
DEERE AND COMPANY	20,870.	20,613.
CUMMINS ENGINE CO INC	36,607.	41,396.
CISCO SYSTEMS	18,003.	15,204.
COMCAST'CORP CL A	19,696.	28,964.
EXPRESS SCRIPTS		
FACTSET RESEARCH SYS		
GOOGLE INC CL A	9,601.	10,634.
GENERAL ELECTRIC COMPANY	20,580.	18,860.
GENERAL MILLS INC	14,164.	16,005.
GILEAD SCIENCES INC		
JP MORGAN CHASE & CO	23,887.	26,079.
JOHNSON & JOHNSON CO	28,577.	32,395.
MCKESSON HBOC INC	10,464.	12,548.
MCDONALDS CORP	28,441.	40,052.
NATIONAL OILWELL VARCO	18,366.	38,870.
NEWMONT MINING CORP		
NIKE INC CL B	13,176.	23,215.
NORFOLK SOUTHERN CORP	18,835.	22,479.
ORACLE CORP	18,740.	28,928.
PAYCHEX INC		

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
PEPSICO INC	29,613.	40,216.
PFIZER INC	31,882.	38,810.
PROCTER & GAMBLE CO	18,874.	20,724.
QUALCOMM INC	20,398.	30,383.
RAYTHEON CO		
STERICYCLE INC		
SUNOCO LOGISTICS PART		
TECHNOLOGY SELECT SECTOR SPDR	29,978.	29,041.
WELLS FARGO & CO	19,155.	21,045.
WAL-MART STORES INC	38,646.	36,082.
WATERS CORP	12,619.	22,020.
EXXON MOBIL CORP	33,236.	38,330.
ENERGY SELECT SECTOR	15,672.	15,070.
SECTOR SPDR TR FINANCIALS	46,755.	33,678.
SCHLUMBERGER LIMITED NE	16,508.	17,280.
UTIL SELECT SECTOR SPD	20,927.	27,186.
AEROPOSTALE		
INTERNATIONAL BUSINESS MACHINE	35,750.	54,038.
ITT EDUCATIONAL SERVICES		
JACOBS ENGINEERING GROUP	15,136.	14,359.
MICROSOFT CORP	34,603.	31,356.
PRAXAIR INC		
PROASSURANCE CORP		
ROWAN COMPANIES		
SYSCO CORP		
VERIZON COMMUNICATIONS	9,474.	13,142.
YUM! BRANDS INC	15,442.	25,300.
S&P 500 JULY CALL 7/17/10		
S&P 500 JULY PUT 7/17/10		

MOLYNEUX FOUNDATION CT 31001722

51-0154432

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SPDR KBW REGIONAL BANKING		
BANK OF NOVA SCOTIA		
BERKSHIRE HATHAWAY INC	28,211.	27,241.
CAMERON INTL CORP		
CHEVRON TEXACO CORP	32,981.	41,136.
CLARCOR INC		
ECOLAB INC	12,534.	16,688.
	-----	-----
	918,727.	1,098,438.
	=====	=====
TOTALS		

MOLYNEUX FOUNDATION CT 31001722

51-0154432

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
VANGUARD INTM-TRM BD	410,174.	457,440.
PIMCO HIGH-YIELD FD-INSTL	30,000.	29,527.
TEMPLETON GLOBAL BOND FD-AD	30,000.	30,641.
VANGUARD INFLATION-PROTECTED	30,000.	30,569.
VANGUARD S/T CORPORATE-ADM#539	30,000.	29,889.
PIMCO ALL ASSETS ALL AUTHORITY	30,000.	30,279.
SPDR S&P MIDCAP 400 ETF TR	19,767.	20,407.
ISHARES MSCI EMERGING MKTS	25,105.	25,704.
	-----	-----
TOTALS	605,046.	654,456.
	=====	=====

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

=====

DESCRIPTION

AMOUNT

ROUNDING ADJUSTMENT

4.

TOTAL

4.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

OH

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

=====

OFFICER NAME:

FIRST FINANCIAL BANK

ADDRESS:

300 HIGH ST. - WRG

HAMILTON, OH 45011

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 18,032.

TOTAL COMPENSATION:

18,032.

=====

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

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

=====

EMPLOYEE NAME:

NONE

STATEMENT 14

MOLYNEAUX FOUNDATION

CT 31001722

51-0154432

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

=====

NAME:

NONE

STATEMENT 15

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	1,792,116.	32.	NONE
FEBRUARY	1,804,413.	NONE	NONE
MARCH	1,808,061.	327.	NONE
APRIL	1,857,020.	NONE	NONE
MAY	1,825,491.	-3,109.	NONE
JUNE	1,807,722.	294.	NONE
JULY	1,686,993.	NONE	NONE
AUGUST	1,703,949.	-316.	NONE
SEPTEMBER	1,730,863.	274.	NONE
OCTOBER	1,730,345.	108.	NONE
NOVEMBER	1,724,055.		NONE
DECEMBER	1,771,327.	NONE	NONE
	-----	-----	-----
TOTAL	21,242,355.	-2,390.	NONE
	=====	=====	=====
AVERAGE FMV	1,770,196.	-217.	NONE
	=====	=====	=====

MOLYNEAUX FOUNDATION CT 31001722
FORM 990PF, PART XV - LINES 2a - 2d

51-0154432

=====

RECIPIENT NAME:

FIRST FINANCIAL BANK, C/O CATHY KUHL

ADDRESS:

300 HIGH STREET, WRG

HAMILTON, OH 45011

RECIPIENT'S PHONE NUMBER: 513-867-4831

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

LIMITED TO THE OXFORD, OH AREA & THE SURROUNDING

BUTLER CO., OHIO AREA

STATEMENT 17

RECIPIENT NAME:
OXFORD COLLEGE CORNER CLINIC
ADDRESS:
6516 MORNING SUN ROAD
OXFORD, OH 45056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL CARE FOR LOW INCOME FAMILIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
OXFORD LITERACY TEAM
ADDRESS:
242 N RIDGE DRVIE
OXFORD, OH 45056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUND PRESCHOOL SPOTS IN TALAWANDA SD PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,750.

RECIPIENT NAME:
PEOPLE UNITED FOR SELF
HELP (PUSH)
ADDRESS:
P.O. BOX 392
OXFORD, OH 45056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
501(C)(3) GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EMERGENCY MONEY FUND INC.
ADDRESS:
P.O. BOX 142
HAMILTON, OH 45012
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
501(C)(3) GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SAFE HAVEN FARMS
ATTN: SUSAN B WILSON
ADDRESS:
6538 MORNING SUN ROAD
OXFORD, OH 45056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUNDING OF MUSIC THERAPY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
LIFESPAN INC.
ADDRESS:
1900 FAIRGROVE AVENUE
HAMILTON, OH 45011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSIST INDIVIDUALS W FINL, LEGAL, ETC ISSUES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:
GREAT MIAMI VALLEY YMCA
ADDRESS:
105 NORTH SECOND ST.
HAMILTON, OH 45011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TRAINING ROOM & ASSISTANCE TO LOW INC FAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
PARTNERS IN PRIME
ATTN: STEPHEN SCHNABL
ADDRESS:
140 ROSS AVENUE
HAMILTON, OH 45013
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TOWARDS PURCHASE OF VAN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF HAMILTON
ADDRESS:
958 EAST AVENUE
HAMILTON, OH 45011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,109.

RECIPIENT NAME:

Abilities First

ADDRESS:

4710 TIMBER TRAIL DRIVE

Middletown, OH 45044

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASE OF MEDICAL EQUIPMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,650.

RECIPIENT NAME:

ONE WAY FARM OF FAIRFIELD

ADDRESS:

6131 RIVER ROAD

FAIRFIELD, OH 45014

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PSYCHIATRIC & COUNSELING SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

OXFORD SENIORS

ADDRESS:

922 TOLLGATE DRIVE

OXFORD, OH 45056

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FUNDING OF OUTREACH COORDINATOR POSITION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:

PARACHUTE

ADDRESS:

280 NORTH FAIR AVENUE
HAMILTON, OH 45011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RECRUIT & TRAINING OF CASA VOLUNTEERS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,200.

RECIPIENT NAME:

CITIZENS AGAINST DOMESTIC
VIOLENCE

ADDRESS:

2105 CENTRAL AVENUE
MIDDLETOWN, OH 45044

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DATING VIOLENCE PREVENT ED PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

JUNIOR ACHIEVEMENT

ADDRESS:

P.O. BOX 13274
HAMILTON, OH 45012

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

501(C)(3) GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

TOTAL GRANTS PAID:

74,709.

=====