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

Department of the Treasury
Internal Revenue Service

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

2010

For calendar year 2010, or tax year beginning **August 1**, 2010, and ending **July 31**, 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 Highstead Fund, Inc.		A Employer identification number 20-5823379	
Number and street (or P O box number if mail is not delivered to street address) c/o Dudley & Shanley, LLC, 130 Maple Ave.		Room/suite 6	B Telephone number (see page 10 of the instructions) 732-936-1030
City or town, state, and ZIP code Red Bank, NJ 07701-1729		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 10,302,148.98 (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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)	4,757,807.50			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	301.20	301.20		
	4 Dividends and interest from securities	257,620.24	257,620.24		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,072,993.50			
	b Gross sales price for all assets on line 6a	4,995,091.17			
	7 Capital gain net income (from Part IV, line 2)		4,072,993.50		
	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	9,088,722.44	4,330,914.94		
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)	550.00			
	b Accounting fees (attach schedule)	11,991.50	11,991.50		
	c Other professional fees (attach schedule)	32,935.00	32,935.00		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,330.92	1,330.92		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,958.31	12,958.31		
	24 Total operating and administrative expenses. Add lines 13 through 23	59,765.73	59,215.73		
	25 Contributions, gifts, grants paid	260,000.00			260,000.00
	26 Total expenses and disbursements. Add lines 24 and 25	319,765.73	59,215.73		260,000.00
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	8,768,956.71			
	b Net investment income (if negative, enter -0-)		4,271,699.21		
	c Adjusted net income (if negative, enter -0-)				

1/7
JG

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments		455,651.27	378,009.08
	3 Accounts receivable ►			378,009.08
	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			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	4,480,395.09	9,924,139.90	9,924,139.90
	c Investments—corporate bonds (attach schedule)			
	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)	4,936,046.36	10,302,148.98	10,302,148.98
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)	0	0	
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	25 Unrestricted			
	26 Temporarily restricted			
	27 Permanently restricted			
	28 Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	29 Capital stock, trust principal, or current funds			
	30 Paid-in or capital surplus, or land, bldg., and equipment fund			
	31 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	4,936,046.36	10,302,148.98	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,936,046.36	10,302,148.98	
		4,936,046.36	10,302,148.98	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,936,046.36
2 Enter amount from Part I, line 27a	2	8,768,956.71
3 Other increases not included in line 2 (itemize) ► Unrealized appreciation of investments	3	705,828.83
4 Add lines 1, 2, and 3	4	14,410,831.90
5 Decreases not included in line 2 (itemize) ► Unrealized appreciation on contributed investments sold	5	4,108,682.92
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,302,148.98

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 Schedule attached					
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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	4,072,993.50	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	224,047.12	

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	194,741	4,085,147	047670
2008	193,272	3,911,237	.049415
2007	155,663	4,005,052	.038867
2006	135,000	3,480,686	.038785
2005			

2 Total of line 1, column (d)	2 .0174737
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 .043684
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4 7,221,573
5 Multiply line 4 by line 3	5 315,467
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 42,717
7 Add lines 5 and 6	7 358,184
8 Enter qualifying distributions from Part XII, line 4	8 260,000

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 letter if necessary—see instructions)	1	42,716	99
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			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	42,716	99
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	42,716	99
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,684	29
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	12,684	29
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	30,032	70
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 ►		Refunded	► 11

Part VII-A Statements Regarding Activities

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?	Yes	No
1a		✓	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	✓	
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?	✓	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0</u> (2) On foundation managers. ► \$ <u>0</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	✓	
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? <i>If "Yes," attach a conformed copy of the changes.</i>	✓	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	✓	
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	✓	
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?	✓	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <u>Connecticut</u>		
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? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>	✓	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	✓	

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	✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None	13	✓
14	The books are in care of ► Dudley & Shanley, LLC Located at ► 130 Maple Avenue, Suite 6, Red Bank, NJ	Telephone no. ► 732-936-1030 ZIP+4 ► 07701-1729	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		► □
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes ✓ No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a	During the year did the foundation (either directly or indirectly):	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . .	
	Organizations relying on a current notice regarding disaster assistance check here ► □	
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? . . .	
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 ► 20 ___, 20 ___, 20 ___, 20 ___	
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) . . .	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 ___, 20 ___, 20 ___, 20 ___	
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) . . .	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .	
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? . . .	

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	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
Schedule attached				

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
None				

Total number of other employees paid over \$50,000				► None

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
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	N/A - No direct charitable activities	
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	N/A - No program-related investments	
2		
3		
All other program-related investments. See page 24 of the instructions		
Total. Add lines 1 through 3	►	

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	7,331,546	
b	Average of monthly cash balances	1b	0	
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0	
d	Total (add lines 1a, b, and c)	1d	7,331,546	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0	
2	Acquisition indebtedness applicable to line 1 assets	2	0	
3	Subtract line 2 from line 1d	3	7,331,546	
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	109,973	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,221,573	
6	Minimum investment return. Enter 5% of line 5	6	361,079	

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	361,079
2a	Tax on investment income for 2010 from Part VI, line 5	2a	42,717
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	42,717
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	318,362
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	318,362
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	318,362

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	260,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	260,000
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	42,717
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	212,283

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				318,362
2 Undistributed income, if any, as of the end of 2010			0	
a Enter amount for 2009 only		0		
b Total for prior years: 20 ____,20 ____,20 ____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	5,237			
c From 2007	4,085			
d From 2008	1,166			
e From 2009	1,002			
f Total of lines 3a through e	11,490			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 260,000			0	
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				260,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	11,490			11,490
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				46,872
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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			
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 $\frac{2}{3}$ 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)(ii)			
(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).)

Elisabeth C. Dudley, Henry C. Dudley

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)				
<i>a Paid during the year</i>				
Highstead Foundation, Inc., PO Box 1097, Redding, CT 06875		501(c)3	Scientific Research, Educ	260,000
Total			► 3a	260,000
<i>b Approved for future payment</i>				
Total			► 3b	0

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	
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				
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				
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)				
13	Total. Add line 12, columns (b), (d), and (e)				
(See worksheet in line 13 instructions on page 29 to verify calculations.)					

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

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.)

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)	✓
(2)	Other assets	1a(2)	✓
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	✓
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	✓
(3)	Rental of facilities, equipment, or other assets	1b(3)	✓
(4)	Reimbursement arrangements	1b(4)	✓
(5)	Loans or loan guarantees	1b(5)	✓
(6)	Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.		

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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b	If "Yes," complete the following schedule.	
(a) Name of organization	(b) Type of organization	(c) Description of relationship
Highstead Foundation, Inc.	501(c)(3) private operating fdn	Over 25% common directors, contributions
The Quercus Fund, Inc.	501(c)(3) private non-operating fdn	Over 25% common directors, contributions

**Sign
Here**

(Signature)
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.

Signature of officer or trustee

Date

1

Signature of officer or trustee		Date			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	John J. McGlinchey, Jr.		6/14/11		P01464978
	Firm's name ► John J. McGlinchey, Jr., CPA		Firm's EIN ►	13-0381118	
Firm's address ► PO Box 245, Glen Head, NY 11545-0245		Phone no	516-759-0773		

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2010

► Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

The Highstead Fund, Inc.

Employer identification number

20-5823379

Organization type (check one):

Filler of: **Section:**

Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Highstead Fund, Inc	Employer identification number 20-5823379
---	--

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Elisabeth C. Dudley c/o Dudley & Shanley, LLC, 130 Maple Ave., Suite 6 Red Bank, NJ 07701-0729	\$ 4,103,422.50	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Henry C. Dudley c/o Dudley & Shanley, LLC, 130 Maple Ave., Suite 6 Red Bank, NJ 07701-0729	\$ 654,385.00	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
The Highstead Fund, Inc.

Employer identification number
20-5823379

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	See column "ECD" on schedule attached	\$ 4,103,422.50	See schedule
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	See column "HCD" on schedule attached	\$ 654,385.00	See schedule
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

**The Highstead Fund, Inc.
Contributed Stock
Year Ended July 31, 2011**

The Highstead Fund, Inc.
Form 990-PF

20-5823379
Fiscal Year Ended July 31, 2010

Part I, Line 16c

Other professional fees

Investment management fees

20,044 00

Part I, Line 18

Taxes

Foreign income tax on dividends

1,762.50

Payments on Excise Tax on Inv. Inc.

10,000 00

11,762.50

Part I, Line 23

Other expenses

Bank custody fee

7,627 64

Miscellaneous

116 69

7,744 33

Dudley & Shanley, LLC
 REALIZED GAINS AND LOSSES
Highstead Fund Inc.
0725

From 08-01-10 Through 07-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-22-2010	12-02-2010	1,150	E.I. du Pont	43,987.39	55,469.54	11,482.15	
12-29-2009	12-02-2010	500	E.I. du Pont	16,968.40	24,117.19	7,148.79	117,886.77
02-28-2002	12-10-2010	2,000	Gardner Denver, Inc.	19,988.50	137,875.27	241,281.71	207,224.44
05-16-2003	12-10-2010	3,500	Gardner Denver, Inc.	34,057.27	675,629.12	271,342.41	675,604.38
05-05-1955	12-10-2010	12,550	SM Energy Company	24.74	374,508.60	374,496.77	271,332.56
05-05-1955	12-14-2010	5,000	SM Energy Company	9.85	31.55	998,689.61	998,658.06
05-05-1955	02-02-2011	6,000	SM Energy Company	11.83	48,642.70	174,989.23	126,346.53
05-05-1955	02-02-2011	16,000	SM Energy Company	31.55	52,504.60	134,071.02	81,566.42
07-20-2005	05-12-2011	1,000	Mettler-Toledo Int'l	48.642.70	78,371.10	201,106.54	122,735.44
08-24-2010	05-12-2011	2,000	Polyphore Int'l Inc.	68,901.00	194,294.27	125,393.27	
08-25-2010	05-12-2011	3,000	Polyphore Int'l Inc.	41,383.40	129,529.51	88,146.11	
11-11-2008	05-12-2011	3,000	SM Energy Company	200,625.00	647,647.55	447,022.55	
10-24-2008	05-12-2011	2,000	SM Energy Company	3.94	129,529.51	129,525.57	
01-29-2009	05-12-2011	10,000	SM Energy Company	41,120.00	97,969.62	56,849.62	
05-05-1955	05-12-2011	2,000	SM Energy Company	63,449.10	293,908.85	230,459.75	
02-13-2009	05-12-2011	1,000	Waters Corporation	56,610.00	53,947.48	-2,662.52	
01-17-2003	05-12-2011	3,000	Waters Corporation	8,805.00	8,991.25	186.25	
05-13-2011	07-26-2011	1,800	AT&T Inc.	2,898.74	2,997.08	98.34	
12-15-2010	07-26-2011	300	AT&T Inc.	72,183.51	75,474.01	3,290.50	
12-13-2010	07-26-2011	100	AT&T Inc.	2,892.00	3,234.60	342.60	
05-13-2011	07-26-2011	700	Chevron Corp.	51,387.60	50,574.52	-813.08	
02-03-2011	07-26-2011	30	Chevron Corp.	17,240.45	17,912.68	672.23	
05-13-2011	07-26-2011	750	Kimberly Clark Corp.				
05-13-2011	07-26-2011	250	Philip Morris Int'l				
TOTAL GAINS					227,522.72	3,848,946.38	
TOTAL LOSSES					-3,475.60	0.00	
TOTAL REALIZED GAIN/LOSS				4,072,993.50			
NO CAPITAL GAINS DISTRIBUTIONS							
922,097.67			4,995,091.17		224,047.12	3,848,946.38	

Dudley & Shanley, LLC
PORTFOLIO APPRAISAL
Hightstead Fund Inc.
0725

July 31, 2011

Pct. Assets	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	Annual Income	Cur. Yield
CASH AND EQUIVALENTS		BNY Mellon Cash Reserve Fund		378,009.08		378,009.08		189.00	0.0
				378,009.08		378,009.08		189.00	0.0
COMMON STOCK									
3.0	3,550	3M Co.	72.93	258,917.35	87.14	309,347.00	50,429.65	7,242.00	2.3
3.0	10,600	AT&T Inc.	27.38	290,224.97	29.26	310,156.00	19,931.03	18,656.00	6.0
3.2	12,500	Altria Group Inc.	23.27	290,888.22	26.30	328,750.00	37,861.78	16,000.00	4.9
3.2	4,700	Boeing Corp.	61.49	289,007.03	70.47	331,209.00	42,201.97	7,896.00	2.4
3.6	12,950	Bristol-Myers Squibb	24.89	322,264.30	28.66	371,147.00	48,882.70	17,612.00	4.7
2.9	2,920	Chevron Corp.	78.48	229,157.24	104.02	303,738.40	74,581.16	9,460.80	3.1
3.7	5,250	ConocoPhillips	58.88	309,119.71	71.99	377,947.50	68,827.79	10,500.00	2.8
3.2	6,700	Dominion Resources	43.24	289,715.22	48.45	324,615.00	34,899.78	12,261.00	3.8
3.0	6,000	E.I. du Pont	42.23	253,364.00	51.42	308,520.00	55,156.00	9,840.00	3.2
3.6	9,600	Eli Lilly & Co.	35.97	345,356.47	38.30	367,680.00	22,323.53	18,816.00	5.1
2.8	16,050	General Electric Co	17.66	283,446.36	17.91	287,455.50	4,009.14	10,914.00	3.8
3.0	5,750	Genuine Parts Co.	46.81	269,181.83	53.16	305,670.00	36,488.17	9,200.00	3.0
3.1	8,700	HCP, Inc.	34.04	296,105.59	36.73	319,551.00	23,445.41	16,008.00	5.0
3.7	7,150	HJ Heinz Co.	47.73	341,275.65	52.64	376,376.00	35,100.35	11,869.00	3.2
2.9	6,050	HSBC Holdings PLC	49.18	297,563.65	48.87	295,663.50	-1,900.15	16,335.00	5.5
3.2	6,300	Health Care REIT Inc	46.91	295,524.31	52.78	332,514.00	36,989.69	17,136.00	5.2
2.9	13,550	Intel Corp	21.18	287,026.58	22.33	302,571.50	15,544.92	11,382.00	3.8
3.5	5,600	Johnson & Johnson	61.22	342,846.40	64.79	362,824.00	19,977.60	10,304.00	2.8
3.0	4,750	Kimberly Clark Corp.	63.90	303,537.72	65.36	310,460.00	6,922.28	11,400.00	3.7
3.6	10,700	Kraft Foods	30.74	328,969.16	34.38	367,866.00	38,896.84	12,412.00	3.4
3.3	12,350	Microsoft Corp.	25.21	311,398.48	27.40	338,390.00	26,991.52	9,880.00	2.9
3.4	6,400	Nextera Energy Inc.	52.67	337,108.33	55.25	353,600.00	16,491.67	14,080.00	4.0
3.0	4,400	Philip Morris Int'l	53.01	233,254.36	71.17	313,148.00	79,893.64	9,504.00	3.0
3.3	4,550	Royal Dutch Shell	72.46	329,709.50	73.65	335,107.50	5,398.00	15,288.00	4.6
2.7	5,100	The Travelers Co., Inc.	51.00	260,104.23	55.13	281,163.00	21,058.77	6,120.00	2.2

Dudley & Shantley, LLC
PORTFOLIO APPRAISAL
Highstead Fund Inc.
0725

July 31, 2011

Pct. Assets	Quantity	Security	Market			Unrealized Gain/Loss	Annual Income	Cur. Yield
			Total Cost	Cost	Price			
3.1	9,800	Unilever NV	29.06	284,793.09	32.48	318,304.00	33,510.91	8.212.40 2.6
3.7	10,800	Verizon Comm.	32.98	356,150.75	35.29	381,132.00	24,981.25	21,600.00 5.7
3.4	12,500	Vodafone Group PLC	25.38	317,231.47	28.10	351,250.00	34,018.53	16,925.00 4.8
89.9			8,353,241.97			9,266,155.90	912,913.93	356,853.20 3.9
AMERICAN DEPOSITORY RECEIPTS								
3.4	7,200	Astrazeneca PLC	48.89	351,993.86	48.51	349,272.00	-2,721.86	14,760.00 4.2
3.0	3,800	Diageo PLC	74.51	283,131.54	81.24	308,712.00	25,580.46	8,550.00 2.8
				635,125.40		657,984.00	22,858.60	23,310.00 3.5
100.0	TOTAL PORTFOLIO		9,366,376.45		10,302,148.98	935,772.53	380,352.20	3.7

**The Highstead Fund, Inc.
Form 990-PF**

**20-5823379
Fiscal Year Ended July 31, 2011**

Part VIII, Line 1

**List of all officers, directors, trustees, foundation managers and their compensation
(Note: All officers, directors, trustees, foundation managers are part time.)**

Name and Address	Title and Avg. Hours Per Week	Compensation	Contributions to Employee Plans	Expense Account & Other Allowances
Elisabeth C. Dudley c/o Dudley & Shanley, LLC 130 Maple Avenue, Suite 6 Red Bank, NY 07701-1729	Director	None	None	None
Henry C. Dudley c/o Dudley & Shanley, LLC 130 Maple Avenue, Suite 6 Red Bank, NY 07701-1729	President, CEO Director	None	None	None
Sarah Dudley Plimpton c/o Dudley & Shanley, LLC 130 Maple Avenue, Suite 6 Red Bank, NY 07701-1729	Director	None	None	None
Jane C. Dudley c/o Dudley & Shanley, LLC 130 Maple Avenue, Suite 6 Red Bank, NY 07701-1729	Director	None	None	None
Anthony J. Carroll c/o Dudley & Shanley, LLC 130 Maple Avenue, Suite 6 Red Bank, NY 07701-1729	Secretary	None	None	None
Christiane McNamara c/o Dudley & Shanley, LLC 130 Maple Avenue, Suite 6 Red Bank, NY 07701-1729	Asst. Treasurer Asst. Secretary	None	None	None
Frank E. Shanley c/o Dudley & Shanley, LLC 130 Maple Avenue, Suite 6 Red Bank, NY 07701-1729	Vice-President Treasurer Director	None	None	None
David R. Foster c/o Dudley & Shanley, LLC 130 Maple Avenue, Suite 6 Red Bank, NY 07701-1729	Director	None	None	None

**The Highstead Fund, Inc.
FORM 990PF, FYE 7/31/2011
PAGE 8, PART X, LINE 1
FMV OF SECURITIES**

Date	FMV of Investments Bank of NY
1-Aug	4,936,046.37
31-Aug	4,850,103.13
30-Sep	5,134,770.34
31-Oct	5,234,769.51
30-Nov	5,055,685.26
31-Dec	6,653,273.63
31-Jan	6,654,827.47
28-Feb	8,312,993.61
31-Mar	8,358,489.36
30-Apr	8,656,351.29
31-May	10,657,864.82
30-Jun	10,502,778.51
31-Jul	10,302,148.98
	<u>95,310,102.28</u>

Averages:

	Sum of Individual Balances	Divided by 13
Investments:	<u>95,310,102.28</u>	<u>7,331,546.33</u>