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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

08/01, 2010, and ending

07/31, 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 CHANTICLEER CHARITABLE TRUST

A Employer identification number

23-6648842

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)

1525 W W.T. HARRIS BLVD. D1114-044

(215) 973-3143

City or town, state, and ZIP code

CHARLOTTE, NC 28288

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) ▶ \$ 66,302,027.

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

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,310,836.	1,307,976.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,030,366.			
b Gross sales price for all assets on line 6a	13,046,425.			
7 Capital gain net income (from Part IV, line 2)		4,030,366.		
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)	8,034.			STMT 4
12 Total. Add lines 1 through 11	5,349,236.	5,338,342.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	127,106.	101,685.		25,421.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	147,341.	25,628.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	16,029.			16,029.
24 Total operating and administrative expenses. Add lines 13 through 23	290,476.	127,313.	NONE	41,450.
25 Contributions, gifts, grants paid	2,837,902.			2,837,902.
26 Total expenses and disbursements. Add lines 24 and 25	3,128,378.	127,313.	NONE	2,879,352.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	2,220,858.			
b Net investment income (if negative, enter -0-)		5,211,029.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		5,578,429.	10,287,796.	10,287,796.
	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)	STMT 7		7,206,781.	7,712,841.
	b	Investments - corporate stock (attach schedule)	STMT 8		16,035,615.	32,958,842.
	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)	STMT 10	35,588,368.	12,248,439.	15,342,548.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶		2,387,704.		
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		43,554,501.	45,778,631.	66,302,027.	
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		43,554,501.	45,778,631.	
	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)		43,554,501.	45,778,631.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		43,554,501.	45,778,631.	

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	43,554,501.
2	Enter amount from Part I, line 27a	2	2,220,858.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	16,893.
4	Add lines 1, 2, and 3	4	45,792,252.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	13,621.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,778,631.

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	4,030,366.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> 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. </div> </div>					

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	2,761,782.	57,954,325.	0.04765445892
2008	3,608,224.	55,579,920.	0.06491956088
2007	3,548,518.	73,318,118.	0.04839892371
2006	3,242,938.	73,734,516.	0.04398127466
2005	3,270,448.	67,948,895.	0.04813099610
2 Total of line 1, column (d)			2 0.25308521427
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 0.05061704285
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 63,488,331.
5 Multiply line 4 by line 3			5 3,213,592.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 52,110.
7 Add lines 5 and 6			7 3,265,702.
8 Enter qualifying distributions from Part XII, line 4			8 2,879,352.

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	104,221.
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	104,221.
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	104,221.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	93,715.	
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	93,715.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	10,506.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 13		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>WELLS FARGO BANK, N.A.</u> Telephone no <u>(215) 973-3143</u> Located at <u>1500 MARKET ST., 20TH FLOOR, PHILADELPHIA, PA</u> ZIP + 4 <u>19102</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
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 <u></u>		
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. <u></u>		
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

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **STMT 14** ☒ 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** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		127,106.	-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
NONE		NONE	NONE	NONE

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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	

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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	57,518,962.
b	Average of monthly cash balances	1b	6,936,196.
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	64,455,158.
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	64,455,158.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	966,827.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	63,488,331.
6	Minimum investment return. Enter 5% of line 5	6	3,174,417.

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

1	Minimum investment return from Part X, line 6	1	3,174,417.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	104,221.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	104,221.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,070,196.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,070,196.
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	3,070,196.

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	2,879,352.
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	2,879,352.
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	2,879,352.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,070,196.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2,837,902.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		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: ► \$ <u>2,879,352.</u>				
a Applied to 2009, but not more than line 2a			2,837,902.	
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				41,450.
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.				3,028,746.
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).)

N/A

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.

N/A

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 16				
Total			▶ 3a	2,837,902.
b Approved for future payment				
Total			▶ 3b	

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

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

Brandi A. Dotson

11/23/2011

Co-Trustee

Signature of officer or trustee

Date:

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

CYNTHIA J. PETERS

Preparer's signature _____

Date	
------	--

Check ☐ if
self-employed

PTIN

P00116953

Firm's name ► WELLS FARGO BANK, N.A.

Firm's EIN ► 94-3080771

Firm's address ► 1525 W W.T. HARRIS BLVD. D1114-044

Phone no 704-427-4941

CHARLOTTE, NC

28288-1161

Phone no

Form **990-PF** (2010)

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

THE CHANTICLEER CHARITABLE TRUST

Employer identification number

23-6648842

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			50.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	4,331.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	4,381.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			100,901.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	3,925,084.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	4,025,985.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		4,381.
14 Net long-term gain or (loss):			
a Total for year	14a		4,025,985.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		4,030,366.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

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

Schedule D (Form 1041) 2010

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2010

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

THE CHANTICLEER CHARITABLE TRUST

23-6648842

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	4,331.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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

Employer identification number

THE CHANTICLEER CHARITABLE TRUST

23-6648842

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 809.07 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	08/15/2010	809.00	816.00	-7.00
802.68 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	08/15/2010	803.00	810.00	-7.00
187.36 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	08/25/2010	187.00	186.00	1.00
813.45 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	09/15/2010	813.00	821.00	-8.00
1073.78 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF	10/16/2001	09/15/2010	1,074.00	1,084.00	-10.00
238.43 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	09/25/2010	238.00	237.00	1.00
817.86 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	10/15/2010	818.00	825.00	-7.00
812.06 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	10/15/2010	812.00	820.00	-8.00
323.28 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	10/25/2010	323.00	322.00	1.00
822.29 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	11/15/2010	822.00	830.00	-8.00
950. GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	11/15/2010	950.00	959.00	-9.00
264.65 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	11/25/2010	265.00	263.00	2.00
1200.2 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	12/15/2010	1,200.00	1,211.00	-11.00
954.75 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	12/15/2010	955.00	964.00	-9.00
132.78 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	12/25/2010	133.00	132.00	1.00
131.83 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	12/31/2010	132.00	131.00	1.00
903.92 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	12/31/2010	904.00	912.00	-8.00
829.23 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	12/31/2010	829.00	837.00	-8.00
10000. COLGATE-PALMOLIVE CO COM	01/12/1993	01/07/2011	781,450.00	137,800.00	643,650.00
12000. EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/20	10/08/1992	01/07/2011	680,489.00	164,370.00	516,119.00
2342. FRONTIER COMMUNICATI ONS CORPORATION	04/09/1997	01/07/2011	22,414.00	20,132.00	2,282.00
25000. GAP INC COM	06/01/2009	01/07/2011	509,889.00	321,109.00	188,780.00
10000. HEWLETT-PACKARD CO COM	02/04/2004	01/07/2011	450,036.00	228,810.00	221,226.00
10000. NOBLE CORPORATION	04/09/2009	01/07/2011	367,040.00	263,198.00	103,842.00
1000000. FED HOME LN BK 4.500% 2/15/18	01/30/2008	02/15/2011	1,000,000.00	1,000,000.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

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

Employer identification number

THE CHANTICLEER CHARITABLE TRUST

23-6648842

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 835.62 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	02/15/2011	836.00	843.00	-7.00
826.19 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	02/15/2011	826.00	834.00	-8.00
1000000. FED HOME LN MTG CORP 3.250% 2/25/11	04/09/2008	02/25/2011	1,000,000.00	1,016,701.00	-16,701.00
132.55 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	02/25/2011	133.00	132.00	1.00
840.14 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	03/15/2011	840.00	848.00	-8.00
1101.01 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF	10/16/2001	03/15/2011	1,101.00	1,112.00	-11.00
133.24 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	03/25/2011	133.00	133.00	
20000. CVS CORP COM	12/15/2004	04/12/2011	715,186.00	464,103.00	251,083.00
18000. CELANESE CORP	04/30/2008	04/12/2011	800,745.00	806,942.00	-6,197.00
2500. INTL BUSINESS MACHINES CORP COM	03/13/2001	04/12/2011	408,241.00	244,960.00	163,281.00
10000. NEXTERA ENERGY INC	06/02/2003	04/12/2011	548,906.00	337,067.00	211,839.00
5500. NIKE INC CL B COM	03/13/2009	04/12/2011	426,335.00	245,977.00	180,358.00
16000. ORACLE CORP COM	02/04/2004	04/12/2011	535,977.00	213,170.00	322,807.00
4500. PEPSICO INC COM	12/15/2004	04/12/2011	295,469.00	233,667.00	61,802.00
916.96 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	04/15/2011	917.00	925.00	-8.00
839.43 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	04/15/2011	839.00	848.00	-9.00
133.98 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	04/25/2011	134.00	133.00	1.00
5135.65 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF	04/06/2001	05/15/2011	5,136.00	5,181.00	-45.00
1379.13 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF	10/16/2001	05/15/2011	1,379.00	1,392.00	-13.00
170.28 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	05/25/2011	170.00	169.00	1.00
793.24 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	06/15/2011	793.00	800.00	-7.00
850.52 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	10/16/2001	06/15/2011	851.00	859.00	-8.00
287.39 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF	03/02/2001	06/25/2011	287.00	286.00	1.00
22920.487 DFA INVT DIMENSIONS GRP INC EMERGING	06/08/2010	07/15/2011	702,513.00	483,486.00	219,027.00
863.42 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL	04/06/2001	07/15/2011	863.00	871.00	-8.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

Employer identification number

THE CHANTICLEER CHARITABLE TRUST

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b		3,925,084.00
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Schedule D-1 (Form 1041) 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)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				50.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				100,901.	
809.00		809.07 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 816.00				04/06/2001 -7.00	08/15/2010
803.00		802.68 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 810.00				10/16/2001 -7.00	08/15/2010
187.00		187.36 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 186.00				03/02/2001 1.00	08/25/2010
813.00		813.45 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 821.00				04/06/2001 -8.00	09/15/2010
1,074.00		1073.78 GOVERNMENT NATL MTG ASSN MTG PAS PROPERTY TYPE: SECURITIES 1,084.00				10/16/2001 -10.00	09/15/2010
238.00		238.43 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 237.00				03/02/2001 1.00	09/25/2010
818.00		817.86 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 825.00				04/06/2001 -7.00	10/15/2010
812.00		812.06 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 820.00				10/16/2001 -8.00	10/15/2010
323.00		323.28 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 322.00				03/02/2001 1.00	10/25/2010
822.00		822.29 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 830.00				04/06/2001 -8.00	11/15/2010

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)	
950.00		950. GOVERNMENT NATL MTG ASSN MTG PASS T PROPERTY TYPE: SECURITIES 959.00				10/16/2001 -9.00	11/15/2010
265.00		264.65 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 263.00				03/02/2001 2.00	11/25/2010
1,200.00		1200.2 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 1,211.00				04/06/2001 -11.00	12/15/2010
955.00		954.75 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 964.00				10/16/2001 -9.00	12/15/2010
133.00		132.78 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 132.00				03/02/2001 1.00	12/25/2010
132.00		131.83 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 131.00				03/02/2001 1.00	12/31/2010
904.00		903.92 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 912.00				04/06/2001 -8.00	12/31/2010
829.00		829.23 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 837.00				10/16/2001 -8.00	12/31/2010
781,450.00		10000. COLGATE-PALMOLIVE CO COM PROPERTY TYPE: SECURITIES 137,800.00				01/12/1993 643,650.00	01/07/2011
680,489.00		12000. EMERSON ELEC CO COM W/RTS ATTACHE PROPERTY TYPE: SECURITIES 164,370.00				10/08/1992 516,119.00	01/07/2011
22,414.00		2342. FRONTIER COMMUNICATIONS CORPORATIO PROPERTY TYPE: SECURITIES 20,132.00				04/09/1997 2,282.00	01/07/2011

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)	
509,889.00		25000. GAP INC COM PROPERTY TYPE: SECURITIES 321,109.00				06/01/2009 188,780.00	01/07/2011
450,036.00		10000. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 228,810.00				02/04/2004 221,226.00	01/07/2011
367,040.00		10000. NOBLE CORPORATION PROPERTY TYPE: SECURITIES 263,198.00				04/09/2009 103,842.00	01/07/2011
1000000.00		1000000. FED HOME LN BK PROPERTY TYPE: SECURITIES 1000000.00		4.500% 2/		01/30/2008	02/15/2011
836.00		835.62 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 843.00				04/06/2001 -7.00	02/15/2011
826.00		826.19 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 834.00				10/16/2001 -8.00	02/15/2011
1000000.00		1000000. FED HOME LN MTG CORP 3.250% 2/ PROPERTY TYPE: SECURITIES 1016701.00				04/09/2008 -16,701.00	02/25/2011
133.00		132.55 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 132.00				03/02/2001 1.00	02/25/2011
840.00		840.14 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 848.00				04/06/2001 -8.00	03/15/2011
1,101.00		1101.01 GOVERNMENT NATL MTG ASSN MTG PAS PROPERTY TYPE: SECURITIES 1,112.00				10/16/2001 -11.00	03/15/2011
133.00		133.24 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 133.00				03/02/2001	03/25/2011

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)	
715,186.00		20000. CVS CORP COM PROPERTY TYPE: SECURITIES 464,103.00				12/15/2004 251,083.00	04/12/2011
800,745.00		18000. CELANESE CORP PROPERTY TYPE: SECURITIES 806,942.00				04/30/2008 -6,197.00	04/12/2011
408,241.00		2500. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES 244,960.00				03/13/2001 163,281.00	04/12/2011
548,906.00		10000. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES 337,067.00				06/02/2003 211,839.00	04/12/2011
426,335.00		5500. NIKE INC CL B COM PROPERTY TYPE: SECURITIES 245,977.00				03/13/2009 180,358.00	04/12/2011
535,977.00		16000. ORACLE CORP COM PROPERTY TYPE: SECURITIES 213,170.00				02/04/2004 322,807.00	04/12/2011
295,469.00		4500. PEPSICO INC COM PROPERTY TYPE: SECURITIES 233,667.00				12/15/2004 61,802.00	04/12/2011
917.00		916.96 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 925.00				04/06/2001 -8.00	04/15/2011
839.00		839.43 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 848.00				10/16/2001 -9.00	04/15/2011
134.00		133.98 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 133.00				03/02/2001 1.00	04/25/2011
5,136.00		5135.65 GOVERNMENT NATL MTG ASSN MTG PAS PROPERTY TYPE: SECURITIES 5,181.00				04/06/2001 -45.00	05/15/2011

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)	
1,379.00		1379.13 GOVERNMENT NATL MTG ASSN MTG PAS PROPERTY TYPE: SECURITIES 1,392.00				10/16/2001 -13.00	05/15/2011
170.00		170.28 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 169.00				03/02/2001 1.00	05/25/2011
793.00		793.24 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 800.00				04/06/2001 -7.00	06/15/2011
851.00		850.52 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 859.00				10/16/2001 -8.00	06/15/2011
287.00		287.39 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 286.00				03/02/2001 1.00	06/25/2011
108,145.00		3528.397 DFA INVT DIMENSIONS GRP INC EME PROPERTY TYPE: SECURITIES 103,820.00				12/09/2010 4,325.00	07/15/2011
702,513.00		22920.487 DFA INVT DIMENSIONS GRP INC EM PROPERTY TYPE: SECURITIES 483,486.00				06/08/2010 219,027.00	07/15/2011
9,342.00		304.786 DFA INVT DIMENSIONS GRP INC EMER PROPERTY TYPE: SECURITIES 9,336.00				06/08/2011 6.00	07/15/2011
863.00		863.42 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 871.00				04/06/2001 -8.00	07/15/2011
855.00		854.77 GOVERNMENT NATL MTG ASSN MTG PASS PROPERTY TYPE: SECURITIES 863.00				10/16/2001 -8.00	07/15/2011
1780000.00		28393.683 HARBOR FD INTL FD PROPERTY TYPE: SECURITIES 1496063.00				06/21/2006 283,937.00	07/15/2011

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)	
905,000.00		46338.966 OAKMARK INTERNATIONAL FD CL I PROPERTY TYPE: SECURITIES 599,626.00					06/24/2009 305,374.00	07/15/2011
870,000.00		43718.593 VANGUARD US GROWTH PORT INTL G PROPERTY TYPE: SECURITIES 597,196.00					06/24/2009 272,804.00	07/15/2011
137.00		137.23 FEDERAL NATL MTG ASSN GTD MTG PAS PROPERTY TYPE: SECURITIES 137.00					03/02/2001	07/25/2011
TOTAL GAIN(LOSS)					----- 4,030,366. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC COM	17,700.	17,700.
AT&T INC	45,050.	45,050.
AMERIPRISE FINANCIAL INC	4,100.	4,100.
BHP LIMITED SPONS ADR COM	6,440.	6,440.
CVS CORP COM	6,000.	6,000.
CELANESE CORP	2,700.	2,700.
CHEVRONTXACO CORP COM	35,280.	35,280.
CHUBB CORP COM	12,160.	12,160.
CISCO SYS INC COM W/RIGHTS ATTACHED EXP I	4,800.	4,800.
COLGATE-PALMOLIVE CO COM	32,300.	32,300.
DFA INVT DIMENSIONS GRP INC EMERGING MKT	25,171.	25,171.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	2,800.	2,800.
DU PONT E I DE NEMOURS & CO COM	16,400.	16,400.
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	35,560.	35,560.
EXXON MOBIL CORP COM	35,800.	35,800.
FED FARM CREDIT BK 3.220% 6/14/17	30,590.	30,590.
FED HOME LN BK 4.500% 2/15/18	45,000.	45,000.
FED HOME LN BK 3.500% 3/09/12	35,000.	35,000.
FED HOME LN MTG CORP 3.250% 2/25/11	32,500.	32,500.
FED HOME LN MTG CORP 2.875% 2/09/15	17,330.	17,330.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	563.	563.
FED NATL MTG ASSN 3.625% 2/12/13	36,250.	36,250.
FED NATL MTG ASSN 2.375% 7/28/15	23,750.	23,750.
FED NATL MTG ASSN 2.750% 3/13/14	27,500.	27,500.
FRONTIER COMMUNICATIONS CORPORATION	878.	258.
GOVERNMENT NATL MTG ASSN MTG PASS THRU C	3,584.	3,584.
GOVERNMENT NATL MTG ASSN MTG PASS THRU C	2,767.	2,767.
GAP INC COM	5,000.	5,000.
GENERAL ELEC CO COM	24,750.	24,750.
GOLDMAN SACHS GRP INC COM	5,600.	5,600.
HARBOR FD INTL FD	57,179.	57,179.
OAKMARK INTERNATIONAL FD CL I	16,640.	16,640.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HEWLETT-PACKARD CO COM	10,600.	10,600.
HOME DEPOT INC COM	21,395.	21,395.
HONEYWELL INTL INC COM	6,650.	6,650.
INTEL CORP COM	12,193.	12,193.
INTL BUSINESS MACHINES CORP COM	29,175.	29,175.
JP MORGAN CHASE & CO COM	8,460.	8,460.
JOHNSON & JOHNSON COM	30,660.	30,660.
MCDONALDS CORP COM	23,800.	23,800.
MERCK & CO INC NEW	38,000.	38,000.
MICROSOFT CORP COM	24,400.	24,400.
NEXTERA ENERGY INC	15,500.	15,500.
NIKE INC CL B COM	4,895.	4,895.
NOVARTIS AG SPONSORED ADR	35,450.	35,450.
ORACLE CORP COM	16,128.	16,128.
PEPSICO INC COM	35,805.	35,805.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	30,400.	30,400.
PRAXAIR INC COM	9,500.	9,500.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	480.	480.
PROCTER & GAMBLE CO COM	59,112.	59,112.
QUALCOMM INC COM W/RTS ATTACHED	3,645.	3,645.
ROSS STORES INC COM	7,600.	7,600.
SCHLUMBERGER LTD COM	9,200.	9,200.
STATE STR CORP COM	4,180.	4,180.
TARGET CORP COM	5,750.	5,750.
TEVA PHARMACEUTICAL INDS LTD ADR	7,481.	7,481.
3M CO COM	38,700.	38,700.
UNITED STATES TREAS BDS DTD 8/15/93 6.25	62,500.	62,500.
VANGUARD US GROWTH PORT INTL GROWTH PORT	28,558.	28,558.
VANGUARD SHORT-TERM CORPORATE FD	28,571.	28,571.
VERIZON COMMUNICATIONS COM	18,910.	18,910.
INGERSOLL-RAND PLC	6,040.	3,800.
ACE LIMITED	11,690.	11,690.
NOBLE CORPORATION	7,968.	7,968.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER INTEREST	231.	231.
FEDERATED PRIME OBLIGATION #10	10,027.	10,027.
WF ADV TREAS PLUS MM FD-INST #793	40.	40.
	-----	-----
TOTAL	1,310,836.	1,307,976.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	8,034.

TOTALS	8,034.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	13,795.	13,795.
FEDERAL TAX PAYMENT - PRIOR YE	27,998.	
FEDERAL ESTIMATES - PRINCIPAL	93,715.	
FOREIGN TAXES ON QUALIFIED FOR	11,129.	11,129.
FOREIGN TAXES ON NONQUALIFIED	704.	704.
	-----	-----
TOTALS	147,341.	25,628.
	=====	=====

THE CHANTICLEER CHARITABLE TRUST

23-6648842

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
REAL ESTATE TAX - NON RENTAL	15,457.	15,457.
REAL ESTATE INSURANCE - NON RE	572.	572.
TOTALS	----- 16,029. =====	----- 16,029. =====

THE CHANTICLEER CHARITABLE TRUST

23-6648842

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
31331JRH8 FED FARM CREDIT BK	1,031,395.	1,063,390.
3133XQ4C3 FED HOME LN BK	1,013,589.	1,019,100.
3137EACH0 FED HOME LN MTG	1,044,153.	1,062,450.
31398AKY7 FED NATL MTG ASSN	1,015,329.	1,048,080.
31398AVZ2 FED NATL MTG ASSN	994,241.	1,053,470.
31398AU34 FED NATL MTG ASSN	1,011,781.	1,046,100.
31386EJS8 FED NATL MTG ASSN	8,182.	8,939.
36210JH50 GOVT NATL MTG	50,951.	55,070.
36210JJP4 GOVT NATL MTG ASSN	44,528.	47,652.
912810EQ7 US TREASURY BOND	992,632.	1,308,590.
	-----	-----
TOTALS	7,206,781.	7,712,841.
	=====	=====

THE CHANTICLEER CHARITABLE TRUST

23-6648842

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
437076102 HOME DEPOT	546,801.	768,460.
580135101 MCDONALDS CORP	558,060.	864,800.
778296103 ROSS STORES INC	347,167.	757,700.
87612E106 TARGET CORP	698,490.	669,370.
254687106 WALT DISNEY CO	206,290.	270,340.
194162103 COLGATE PALMOLIVE CO	137,800.	843,800.
713448108 PEPSICO INC	517,680.	960,600.
742718109 PROCTOR & GAMBLE	326,583.	1,844,700.
166764100 CHEVRON CORP	878,323.	1,248,240.
30231G102 EXXON MOBIL	236,897.	1,595,800.
678026105 OIL STATES INTER	339,545.	968,400.
001055102 AFLAC INC	658,709.	690,900.
03076C106 AMERIPRISE FINL INC	602,161.	541,000.
084670702 BERKSHIRE HATHAWAY	432,464.	445,020.
171232101 CHUBB CORP	323,658.	499,840.
46625H100 JPMORGAN CHASE & CO	516,158.	855,518.
857477103 STATE STREET CORP	509,684.	456,170.
031162100 AMGEN INC	185,213.	722,040.
151020104 CELGENE CORP COM	406,079.	415,100.
478160104 JOHNSON & JOHNSON	346,045.	907,060.
58933Y105 MERCK & CO INC	281,001.	853,250.
717081103 PFIZER INC	272,319.	769,960.
291011104 EMERSON ELECTRIC CO	259,225.	981,800.
369604103 GENERAL ELECTRIC CO	278,705.	805,950.
438516106 HONEYWELL INTER	541,666.	531,000.
740189105 PRECISION CASTPARTS	351,950.	645,520.
88579Y101 3M CO	411,005.	1,568,520.
037833100 APPLE INC	440,157.	780,960.
17275R102 CISCO SYSTEMS INC	229,622.	638,800.

THE CHANTICLEER CHARITABLE TRUST

23-6648842

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
428236103 HEWLETT PACKARD CO	288,096.	879,250.
458140100 INTEL CORP	336,894.	401,940.
459200101 INTERNATIONAL	796,950.	1,636,650.
594918104 MICROSOFT CORP	54,758.	1,096,000.
68389X105 ORACLE CORP	349,023.	1,859,264.
747525103 QUALCOMM INC	465,387.	493,020.
263534109 DU PONT E I DE	229,350.	514,200.
74005P104 PRAXAIR INC COM	376,492.	518,200.
00206R102 AT & T INC	238,627.	775,390.
92343V104 VERIZON COMMUNICATIO	316,758.	344,430.
38141G104 GOLDMAN SACHS GROUP	743,823.	539,880.
	-----	-----
TOTALS	16,035,615.	32,958,842.
	=====	=====

THE CHANTICLEER CHARITABLE TRUST

23-6648842

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----		ENDING FMV ----	
922031836 VANGUARD SHORT-TERM	C	3,300,000.	3,315,363.		
H0023R105 ACE LIMITED	C	312,859.	468,860.		
088606108 BHP BILLITON LIMITED	C	618,964.	640,850.		
G47791101 INGERSOLL-RAND PLC	C	382,740.	748,400.		
66987V109 NOVARTIS AG-AD	C	685,599.	918,000.		
806857108 SCHLUMBERGER LTD	C	139,552.	903,700.		
881624209 TEVA PHARMACEUTICAL	C	656,324.	559,680.		
921910204 VANGUARD INTERN.	C	602,804.	879,494.		
961323409 WESTPORT FUNDS	C	500,000.	731,390.		
233203785 DFA EMERGING MARKETS	C	557,582.	824,673.		
411511306 HARBOR INTERNATIONAL	C	1,503,937.	1,797,931.		
413838202 OAKMARK FUNDS	C	600,374.	907,056.		
99RE77910 719 BROOK RD RADNOR	C	342,927.	702,399.		
99RE53457 721 BROOK RD RADNOR	C	875,000.	782,155.		
99RE44845 752 -820 CH. RD	C	1,169,777.	1,162,597.		
		-----	-----		
TOTALS		12,248,439.	15,342,548.		
		=====	=====		

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

MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	1,304.
ACCRUED INTEREST POSTING PAID PREVIOUS TAX YEAR	15,586.
ROUNDING	3.

TOTAL

16,893.
=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----MUTUAL FUND POSTING DATE AFTER TYE
ROC BASIS ADJUSTMENT

8,241.

5,380.

TOTAL

13,621.

=====

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

PA

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

THE CHANTICLEER FOUNDATION
C/O BENJAMIN R. NIELSON, ESQ

ADDRESS:

1735 MARKET STREET, 51ST FLOOR
PHILADELPHIA, PA 19103

GRANT DATE: 07/31/2009

GRANT AMOUNT 3,608,232.

GRANT PURPOSE:

TO MAINTAIN THE REAL ESTATE AND THE GARDENS
OF CHANTICLEER.

ANY DIVERSION BY GRANTEE:

NONE

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

OFFICER NAME:

WELLS FARGO BANK, N.A.

ADDRESS:

1525 WEST W.T. HARRIS BLVD.

CHARLOTTE, NC 28288-1114

TITLE:

TRUSTEE

COMPENSATION 103,260.

OFFICER NAME:

BENJAMIN R NIELSON, ESQ

ADDRESS:

1735 MARKET ST 51ST FLR

PHILADELPHIA, PA 19103,

TITLE:

TRUSTEE

COMPENSATION 23,846.

TOTAL COMPENSATION:

127,106.

=====

RECIPIENT NAME:
CHANTICLEER FOUNDATION
C/O BENJAMIN R NEILSON ESQ
ADDRESS:
1735 MARKET STREET--51ST FLOOR
PHILADELPHIA, PA 19103-7599
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PRIVATE OPERATING
AMOUNT OF GRANT PAID2,837,902.

TOTAL GRANTS PAID: 2,837,902.
=====

FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

DFA INVT DIMENSIONS GRP INC EMERGING MKTS POR	10.00
DFA INVT DIMENSIONS GRP INC EMERGING MKTS POR	23.00
DFA INVT DIMENSIONS GRP INC EMERGING MKTS POR	5.00
DFA INVT DIMENSIONS GRP INC EMERGING MKTS POR	12.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

50.00
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

DFA INVT DIMENSIONS GRP INC EMERGING MKTS POR	12,266.00
DFA INVT DIMENSIONS GRP INC EMERGING MKTS POR	88,635.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

100,901.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

100,901.00
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REPORT OF THE CHANTICLEER FOUNDATION

For the Calendar Year ended December 31, 2010

This report is submitted to The Chanticleer Charitable Trust in fulfillment of the requirement of Treasury Regulation §53.4945-5(c)(1).

1. Introductory

As stated in earlier reports, Adolph G. Rosengarten, Jr. caused The Chanticleer Foundation to be created as a Pennsylvania non-profit corporation to operate his estate property as a public garden, maintain the principal residence "Chanticleer" as a museum and, to the extent funding would permit, to educate the public and aspiring specialists, in landscape gardening, garden design, horticulture and dendrology. Contemporaneously with the initial incorporation of the Foundation, Mr. Rosengarten created The Chanticleer Charitable Trust to endow the Foundation's operation and to hold title to the real estate. The trust is required by its governing instrument to pay all of its net income to the Foundation. In 2000, the Trustees elected to be governed by Section 8113 of the Pennsylvania Probate, Estates and Fiduciaries Code in determining "income." That election continues in effect.

2. Use of Funds

In calendar 2010 a total of \$2,678,478 was distributed to the Foundation by The Chanticleer Charitable Trust.

The auditors' report of the Foundation's operation for calendar 2010 is attached to this report. The income from the Trust was used for the ordinary expenses of operating a public garden, maintenance of buildings and other improvements, for

education as defined in The Chanticleer Charitable Trust, or reserved for these purposes. Reference should also be made to the auditors' report for specific amounts allocated to particular purposes.

In keeping with the economically lean times and the decreasing income from the Chanticleer Charitable Trust, the Foundation did not financially support or collaborate with other horticultural organizations, in calendar 2010. To maintain its status as a tax exempt good citizen of Radnor Township, the Foundation continued contributions to the Township, its Library, and its Fire Company, for which see the auditor's report.

3. Compliance with the Terms of the Grant

All funds were applied (a) to the operation of the public garden at the property (b) to maintenance of gardens, shrubs, trees, buildings, and improvements, and (c) to education as defined in The Chanticleer Charitable Trust , or were reserved for such operation, maintenance, and educational purpose.

The gardens and the "Chanticleer" residence were open to the public Wednesday, Thursday, Friday, Saturday, and Sunday, from March 31 through October 31.

A total of 41,220 persons visited the gardens and "Chanticleer" residence in calendar 2010.

The Foundation continued to conduct classes in practical horticulture under the sponsorship of the Pennsylvania Horticultural Society (PHS)

The Board began work on a written policy for financial collaborations with other horticultural which is destined to be approved in final form in 2011.

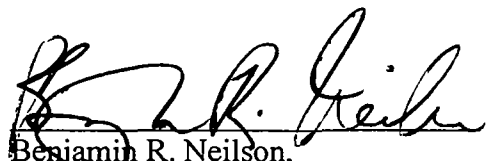
4. Progress during Calendar 2010

The Foundation supported eight Chanticleer Scholars in various institutions during the year. This program, inaugurated in 2008 (see the Expenditure Responsibility Report for that year), is intended to help public garden staff members, while continuing to work at their current positions, to take leadership training courses and to visit other public gardens and meet with their staffs. One of the Foundation's corporate purposes (Paragraph 3C of the Articles of Incorporation) is to provide instruction to "...persons who intend to make a vocation in ...gardening, horticulture, or park or estate maintenance."

In 2010, the Foundation participated in a staff exchange with Great Dixter, a public garden in East Sussex, England. Their Assistant Head Gardener spent April at Chanticleer, and one of our staff spent three weeks there. Another of our staff was at Great Dixter in October.

The Board created a class of directors *emerti* and elected as the first Cynthia Drayton who had served since the beginning of the Foundation's existence.

It came to the Board's attention that Chanticleer had been the only non-European nominee for "Garden of the Year" in the December 2009 issue of *Gardens Illustrated*, a prestigious English magazine.


Benjamin R. Neilson,
Secretary and Treasurer

Dated: as of July 31, 2011

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Attachment