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

2010

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

For calendar year 2010, or tax year beginning October 1, , 2010, and ending September 31, , 20 11

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 Nelson Talbott Foundation		A Employer identification number 31-6039441
Number and street (or P.O. box number if mail is not delivered to street address) 1422 Euclid Avenue	Room/suite 1044	B Telephone number (see page 10 of the instructions) 216-696-8211
City or town, state, and ZIP code Cleveland, Ohio 44115		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,262,902	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	87,172	87,172	87,172	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	138,719			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		138,719		
	8 Net short-term capital gain			41,744	
	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) <i>Class action</i>	53	53	53		
12 Total. Add lines 1 through 11	225,944	225,944	128,969		
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)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,165	690	690	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) <i>office exp</i>	7,678	3,839	3,839	3,839
	24 Total operating and administrative expenses. Add lines 13 through 23	9,843	4,529	4,529	3,839
	25 Contributions, gifts, grants paid	194,242			194,242
26 Total expenses and disbursements. Add lines 24 and 25	204,085	4,529	4,529	198,081	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	21,859				
b Net investment income (if negative, enter -0-)		221,415			
c Adjusted net income (if negative, enter -0-)			124,440		

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		31,861	21,852	21,852
	2	Savings and temporary cash investments		347,253	99,943	101,167
	3	Accounts receivable ▶ interest rec.				
		Less: allowance for doubtful accounts ▶		170	85	85
	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)		-0-	449,910	449,944
	b	Investments—corporate stock (attach schedule)		2,643,512	2,595,937	2,481,919
	c	Investments—corporate bonds (attach schedule)		316,726	193,654	207,935
	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)		3,339,522	3,361,381	3,262,902
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 ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		3,339,522	3,361,381	
	30	Total net assets or fund balances (see page 17 of the instructions)				
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		3,339,522	3,361,381	

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	3,339,522
2	Enter amount from Part I, line 27a	2	21,859
3	Other increases not included in line 2 (itemize) ▶	3	-0-
4	Add lines 1, 2, and 3	4	3,361,381
5	Decreases not included in line 2 (itemize) ▶	5	-0-
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,361,381

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 attached schedules			
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	long term		96,975	
b	short term		41,744	
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	138,719
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	41,744

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	170,651	3,409,239	0.0501
2008	157,376	3,010,906	0.0523
2007	186,400	3,976,006	0.0469
2006	191,863	4,016,445	0.0478
2005	180,297	3,679,146	0.0490
2	Total of line 1, column (d)		2 0.2461
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 .0492
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4 3,707,640
5	Multiply line 4 by line 3		5 182,416
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 2,214
7	Add lines 5 and 6		7 184,630
8	Enter qualifying distributions from Part XII, line 4 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.		8 198,081

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1		2,214
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		2,214
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		2,214
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,540	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		3,540
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1,326
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax 1,326 Refunded	11		0

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?		✓
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)? <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>		✓
c 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. ▶ \$ _____ (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? <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?	N/A	
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) ▶ OHIO		
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 ▶ n/a	13	✓	
14	The books are in care of ▶ S.B.Zemon Telephone no. ▶ 216/696-8211 Located at ▶ 1422 Euclid Ave. Ste. 1044, Cleveland, Ohio ZIP+4 ▶ 44115-1902			
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 n/a			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 ▶ ☐	1b	N/A
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	✓
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? ☐ Yes ☒ 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.)	2b	✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 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? ☐ Yes ☒ 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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** N/A
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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** N/A

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
N.S.Talbott, 1422 Euclid Ave.Suite 1044 Cleveland, Ohio 44115	Trustee	-0-	-0-	-0-
A.L.Fabens III, 127 Public Square Cleveland, Ohio 44115	Trustee	-0-	-0-	-0-
E.P.Talbott, 440 Bryn Mawr Bala Cynd, PA 19004	Trustee	-0-	-0-	-0-

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

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

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

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		▶

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	▶

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	3,299,268
b	Average of monthly cash balances	1b	463,428
c	Fair market value of all other assets (see page 25 of the instructions) <i>Income Int. Rec</i>	1c	1,406
d	Total (add lines 1a, b, and c)	1d	3,764,102
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	-0-
3	Subtract line 2 from line 1d	3	3,764,102
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	56,462
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,707,640
6	Minimum investment return. Enter 5% of line 5	6	185,382

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	185,382
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,214
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,214
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	183,168
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	183,168
6	Deduction from distributable amount (see page 25 of the instructions)	6	-0-
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	183,168

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	198,081
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	198,081
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	2,214
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	195,867

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				183,168
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				3,798
e From 2009				2,249
f Total of lines 3a through e	6,047			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 198,081				
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				183,168
e Remaining amount distributed out of corpus	14,913			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,960			
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				0
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	20,960			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				3,798
d Excess from 2009				2,249
e Excess from 2010				14,913

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

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

1	Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
	none
b	List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
	none
2	Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
	Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a	The name, address, and telephone number of the person to whom applications should be addressed:
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:

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2010)

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.)

[illegible]

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

THE NELSON TALBOTT F OUNDATION
#31-6039441
FORM 990-PF
YEAR ENDING 9/30/11

PART I Line 18 Taxes

Federal Taxes	1,275
Foreign Taxes	690
State Taxes	<u>200</u>
 TOTAL	 <u><u>2,165</u></u>

PART II Line 10 Investments- Securities

Investment	Cost	Market Value
U.S. & Gov.	449,910	449,944
Corp. Bonds	193,654	207,935
Corp. Stock	2,595,937	2,481,919
Accrued Interest	<u> </u>	<u> </u>
 TOTAL	 <u><u>3,239,501</u></u>	 <u><u>3,139,798</u></u>

Nelson Talbott Inc. # 31-6039441
 the 9/30/11
 MAYO INVESTMENT ADVISERS LLC
 PORTFOLIO EVALUATION
 TALBOTT FOUNDATION
 September 30, 2011
 Form 990 PF
 Part II line 10

Quantity	Security	Security Symbol	Total Cost	Unit Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss
TREASURY BILLS - usd								
450,000	UNITED STATES TREAS BILLS	9127953C3	449,910	99.98	99.99	449,944	13.9	34
	0.000% Due 02-09-12							
CORPORATE BONDS - usd								
50,000	BANK AMER FDG CORP	06051GDY2	49,723	99.45	103.10	51,552	1.6	1,829
	7.375% Due 05-15-14							
50,000	CITIGROUP INC	172967EQ0	44,000	88.00	102.92	51,461	1.6	7,461
	5.500% Due 04-11-13							
50,000	GENERAL ELEC CAP	36962QZ56	50,000	100.00	100.54	50,270	1.6	270
	5.500% Due 11-15-11							
50,000	PFIZER INC	717081CZ4	49,932	99.86	101.71	50,854	1.6	922
	4.450% Due 03-15-12							
	Accrued Interest							
			193,654			3,798	0.1	
						207,935	6.4	10,483
CONVERTIBLE PREFERRED - usd								
1,000	GENERAL MTRS CO JR PFD CNV SRB	GM B	50,763	50.76	35.08	35,080	1.1	-15,683
COMMON STOCK - usd								
2,000	ABBOTT LABS COM	ABT	89,094	44.55	51.14	102,280	3.2	13,186
800	ANADARKO PETE CORP	APC	36,356	45.44	63.05	50,440	1.6	14,084
3,500	ARCHER DANIELS MIDLAND CO	ADM	112,113	32.03	24.81	86,835	2.7	-25,278
8,500	AT&T INC	T	218,207	25.67	28.52	242,420	7.5	24,213
2,500	BANK OF AMERICA CORPORATION	BAC	37,060	14.82	6.12	15,300	0.5	-21,760
3,500	BARRICK GOLD CORP	ABX	140,039	40.01	46.65	163,275	5.1	23,236
1,000	CHESAPEAKE ENERGY CORP	CHK	41,182	41.18	25.55	25,550	0.8	-15,632
500	CHEVRON CORP	CVX	30,219	60.44	92.59	46,295	1.4	16,076
3,000	CISCO SYS INC	CSCO	61,540	20.51	15.50	46,500	1.4	-15,040
1,250	CITIGROUP INC COM NEW	C	39,375	31.50	25.62	32,019	1.0	-7,356
5,500	COMCAST CORP NEW CL A	CMCSA	109,875	19.98	20.92	115,060	3.6	5,185
2,000	CVS CAREMARK CORP	CVS	69,932	34.97	33.59	67,180	2.1	-2,752
1,000	E M C CORP MASS	EMC	15,397	15.40	20.99	20,990	0.7	5,593
500	ENCANA CORP	ECA	11,681	23.36	19.21	9,605	0.3	-2,076
1,000	EQT CORP	EQT	44,643	44.64	53.36	53,360	1.7	8,717
7,500	FRONTIER COMMUNICATIONS CORP	FTR	53,409	7.12	6.11	45,825	1.4	-7,584
4,000	GENERAL ELECTRIC CO	GE	91,386	22.85	15.22	60,880	1.9	-30,506
1,000	GENERAL MTRS CO	GM	33,927	33.93	20.18	20,180	0.6	-13,747
500	GILEAD SCIENCES INC	GILD	18,460	36.92	38.80	19,400	0.6	940

Nelson Talbott Fng. #31-6039441

9/12 9/30/11

MAYO INVESTMENT ADVISERS LLC
PORTFOLIO EVALUATION
TALBOTT FOUNDATION

September 30, 2011

Form 990PF

Part II Line 1D

Quantity	Security	Security Symbol	Total Cost	Unit Cost	Price	Market Value	Pct. Assets	Unrealized Gain/Loss
500	HALLIBURTON CO	HAL	15,805	31.61	30.52	15,260	0.5	-545
1,000	HESS CORP COM	HES	58,591	58.59	52.46	52,460	1.6	-6,131
1,000	INTERMEC INC	IN	11,083	11.08	6.52	6,520	0.2	-4,563
500	INTERNATIONAL BUSINESS MACHS COM	IBM	63,756	127.51	174.87	87,435	2.7	23,679
4,000	KROGER CO COM	KR	85,426	21.36	21.96	87,840	2.7	2,414
1,000	MARSH & MCLENNAN COS INC COM	MMC	30,203	30.20	26.55	26,550	0.8	-3,653
6,500	MICROSOFT CORP.	MSFT	171,895	26.45	24.89	161,785	5.0	-10,110
1,500	MOSAIC CO NEW COM	MOS	93,059	62.04	48.97	73,455	2.3	-19,604
3,500	MYLAN INC COM	MYL	35,427	10.12	16.99	59,465	1.8	24,038
1,000	NEWMONT MINING CORP COM	NEM	47,645	47.65	62.95	62,950	2.0	15,305
1,000	OMNICARE INC COM	OCR	22,456	22.46	25.43	25,430	0.8	2,974
6,500	PFIZER INC COM	PFE	115,081	17.70	17.68	114,920	3.6	-161
11,500	SAIC INC COM	SAI	184,599	16.05	11.81	135,815	4.2	-48,784
2,000	SUNCOR ENERGY INC NEW COM	SU	64,408	32.20	25.44	50,880	1.6	-13,528
6,000	TALISMAN ENERGY INC COM	TLM	110,437	18.41	12.27	73,620	2.3	-36,817
1,000	TRAVELERS COMPANIES INC COM	TRV	42,109	42.11	48.73	48,730	1.5	6,621
1,000	UNUM GROUP COM	UNM	19,900	19.90	20.96	20,960	0.6	1,060
2,300	WAL MART STORES INC	WMT	119,399	51.91	51.90	119,370	3.7	-29
			2,545,174			2,446,839	75.8	-98,335

Nelson Talbot FNO #31-6039441
 7/6 9/30/11 Form 990PF Part IV

MAYO INVESTMENT ADVISERS LLC
 REALIZED GAINS AND LOSSES

TALBOTT FOUNDATION

From 01-01-11 Through 09-30-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-23-09	01-04-11	500	CONAGRA FOODS INC	7,648	11,300		3,652
03-25-09	01-04-11	1,000	CONAGRA FOODS INC	15,467	22,600		7,132
02-19-08	01-11-11	500	TALISMAN ENERGY INC COM	7,991	11,491		3,500
10-31-05	01-20-11	500	NEWS CORP CL A	7,139	7,156		18
10-31-05	01-20-11	500	NEWS CORP CL A	7,139	7,156		18
11-20-07	01-26-11	500	LILLY ELI & CO COM	25,275	17,423		-7,852
03-23-10	01-26-11	1,000	SAIC INC COM	19,260	16,655	-2,605	
09-27-07	01-28-11	500	ARCHER DANIELS MIDLAND CO	16,818	16,344		-474
11-28-06	01-28-11	500	GENERAL ELECTRIC CO	17,580	10,124		-7,456
12-13-06	01-28-11	500	GENERAL ELECTRIC CO	17,854	10,124		-7,730
05-12-10	01-28-11	100	INTERNATIONAL BUSINESS MACHS COM	12,881	15,931	3,050	
07-01-10	01-28-11	500	MOSAIC CO NEW COM	19,444	39,903	20,459	
09-23-05	01-28-11	500	MICROSOFT CORP	12,665	13,768		1,103
06-10-09	01-28-11	200	WAL MART STORES INC	10,053	11,330		1,277
03-12-08	02-01-11	500	PFIZER INC COM	10,710	9,584		-1,126
09-02-08	02-08-11	500	E M C CORP MASS	7,699	12,980		5,282
05-11-07	02-15-11	500	MARSH & MCLENNAN COS INC COM	15,366	15,146		-220
08-31-06	02-23-11	300	TRAVELERS COMPANIES INC COM	13,128	18,186		5,058
04-20-07	02-24-11	500	GENERAL ELECTRIC CO	17,606	10,169		-7,437
02-26-09	02-24-11	500	OMNICARE INC COM	12,547	13,753		1,205
05-02-07	02-25-11	200	ANADARKO PETE CORP	9,146	16,079		6,934
06-24-10	02-28-11	500	DEVON ENERGY CORP	32,165	45,637	13,472	
11-27-06	03-02-11	500	BARRICK GOLD CORP	14,937	27,093		12,156
12-12-07	03-04-11	500	LILLY ELI & CO COM	26,945	17,232		-9,713
08-06-08	03-21-11	500	AT&T INC	15,302	14,538		-764
02-19-08	03-25-11	500	TALISMAN ENERGY INC COM	7,991	11,973		3,982
03-12-08	04-29-11	500	PFIZER INC COM	10,710	10,396		-315
12-09-08	05-04-11	50,000	BOSTON SCIENTIFIC CORP 6.250% Due 11-15-15	41,181	55,125		13,944
06-23-09	05-05-11	500	KROGER CO COM	10,773	12,078		1,306
05-17-06	05-05-11	300	NEWMONT MINING CORP COM	15,618	16,900		1,283
05-17-07	05-05-11	200	NEWMONT MINING CORP COM	7,820	11,267		3,447
12-16-05	05-12-11	500	ENCANA CORP	12,280	16,337		4,057
05-20-11	05-23-11	200	MOSAIC CO - WHEN ISSUES	13,000	13,244	244	
07-12-10	05-25-11	100	MOSAIC CO NEW COM	4,280	6,810	2,530	
08-31-06	05-31-11	200	TRAVELERS COMPANIES INC COM	8,752	12,380		3,628
07-12-10	06-03-11	200	MOSAIC CO NEW COM	8,559	13,708	5,149	
05-28-09	06-10-11	50,000	BANK AMER CORP 7.625% Due 06-01-19	49,622	58,760		9,138
11-16-09	07-19-11	500	BANK OF NEW YORK MELLON CORP	13,730	12,402		-1,329
12-04-09	07-19-11	1,000	BANK OF NEW YORK MELLON CORP	26,932	24,803		-2,129
10-30-09	07-26-11	1,000	OMNICARE INC COM	21,977	32,159		10,181
12-31-09	08-04-11	1,000	DELL INC COM	14,449	15,500		1,051
03-26-10	08-04-11	500	DELL INC COM	7,418	7,750		331

Nelson Talbot File #31-6039441
 The 9/30/11 Form 990PF Part IV
 MAYO INVESTMENT ADVISERS LLC
 REALIZED GAINS AND LOSSES

TALBOTT FOUNDATION

From 01-01-11 Through 09-30-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-31-05	08-11-11	500	NEWS CORP CL A	7,139	7,999		860
10-15-08	08-11-11	1,000	NEWS CORP CL A	9,618	15,997		6,379
TOTAL GAINS						44,904	106,922
TOTAL LOSSES						-2,605	-46,544
TOTAL REALIZED GAIN/LOSS				664,614	767,292	42,300	60,378

36597

Long Term 10/11/10-12/31/10
 Short Term 10/11/10-12/31/10

(556)

41744
96,975

MAYO INVESTMENT ADVISERS LLC
PORTVUE - TALF.LSK

SCHEDULE OF REALIZED GAINS AND LOSSES
TALBOTT FOUNDATION

FOR THE PERIOD FROM: 12/01/10 THROUGH 12/31/10

SECURITY DESCRIPTION	ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR (-LOSS)
Long-term (Max tax rate 15.0%)					
7,000 SMITHFIELD FOODS 7% 8/01/11	4,963.00	11/14/08	7,307.51	12/02/10	2,344.51
1,000 VALERO ENERGY	22,688.30	05/07/09	21,224.64	12/07/10	-1,463.66
1,500 VALERO ENERGY	26,901.45	06/04/09	31,836.96	12/07/10	4,935.51
500 MARSH & MCLENNAN COS INC COM	13,650.40	06/21/06	13,514.77	12/15/10	-135.63
500 MARSH & MCLENNAN COS INC COM	12,980.00	06/27/06	13,514.77	12/15/10	534.77
1,000 FRONTIER COMMUNICATIONS CORP COM	13,366.60	10/26/04	9,526.33	12/27/10	-3,840.27
500 HALLIBURTON CO	17,146.95	07/05/07	17,920.14	11/12/10	773.19
300 HESS CORP	16,726.89	10/28/09	21,189.48	11/12/10	4,462.59
43,000 SMITHFIELD FOODS 7% 8/01/11	30,487.00	11/14/08	44,888.99	11/17/10	14,401.99
500 TALISMAN ENERGY INC COM	7,991.35	02/19/08	8,982.94	10/11/10	991.59
966 TIME WARNER INC COM	17,203.71	03/27/09	30,433.31	10/19/10	13,229.60
34 TIME WARNER INC COM	708.52	04/09/09	1,071.15	10/19/10	362.63

Short-term (Max tax rate 35.0%)

500 BANK OF NEW YORK MELLON CORPCOM	13,730.40	11/16/09	13,347.32	10/06/10	-383.08
1,000 DELL INC COM	14,448.90	12/31/09	14,275.85	11/10/10	-173.05

NELSON TALBOTT FOUNDATION

Fed ID#31-6039441

Year ending 9/30/2011

NAME	ADDRESS	CITY	CK DATE	CK AMT	ACKNOWLEDGMENT
American Bird Conservancy	P O Box 249	The Plains, VA 20198-9803	8/22/2011	40.00	general
American Ditchley Park Frd	445 Park Ave 9th Floor	New York, New York 10022	8/17/2011	1,000.00	general
Anacostia Watershed Society	4302 Baltimore Ave	Bladensburg, MD 20710	9/12/2011	500.00	general
Art of Conversation	2900 Adams Mill Road	Washington, DC 20009	9/19/2011	500.00	general
Bank Information Center	110 H St #650 NW	Washington DC 20005	9/12/2011	1,000.00	general
Bat Conservation International	P O Box 140434	Austin, TX 78714-9977	8/22/2011	100.00	general
Black Swamp Bird Observatory	P O Box 228	Oak Harbor, OH 43449	6/20/2011	500.00	general
Bourbon County Low Cost Spay/Neuter Program	262 Hutchinson Road	Paris, KY 40361	9/12/2011	500.00	general
Brookings Institute	1775 Massachusetts Ave NW	Washington, DC 20036-2188	9/12/2011	20,000.00	general
Bryn Mawr Presbyterian Church	625 Montgomery Avenue	Bryn Mawr PA 19010	2/21/2011	1,000.00	general
Buddhayaana Foundation	204 Spring Street	Manon, MA 02736	9/19/2011	50.00	general
Case Western Reserve University	10900 Euclid Avenue	Cleveland, OH 44106-7001	9/19/2011	5,000.00	general
City Club of Cleveland	850 Euclid Avenue, 2nd Floor	Cleveland, OH 44114-9871	8/12/2011	250.00	general
Cleve Council on World Affairs	75 Public Square	Cleveland, OH 44113-2001	9/19/2011	500.00	general
Cleveland Botanical Gardens	11030 East Boulevard	Cleveland, OH 44106	11/22/2010	4,000.00	general
Cleveland Carbon Fund	1422 Euclid Avenue, Suite 1300	Cleveland, Ohio 44115	2/21/2011	400.00	general
Cleveland Foodbank	15500 South Waterloo Road	Cleveland, Ohio 44110	12/6/2010	100.00	general
Cleveland Institute of Art	11141 East Boulevard	Cleveland, OH 44106	5/16/2011	2,700.00	general
Cleveland Institute of Music	11141 East Boulevard	Cleveland OH 44106	5/16/2011	100.00	general
Cleveland Museum of Art	11150 East Boulevard	Cleveland, OH 44106	9/12/2011	2,500.00	general
Cleveland Museum of Nat History	1 Wade Oval Drive	Cleveland, Ohio 44106	12/20/2010	2,500.00	general
Cleveland State University	2121 Euclid Ave BU 327	Cleveland OH 44115	11/01/10	330.00	general
Cleveland Zoological Society	P O Box 09281	Cleveland, OH 44109	9/19/2011	1,000.00	general
Conservation Center for Art & Historical Artifacts	264 South 23rd Street	Philadelphia, PA 19103	2/21/2011	2,600.00	general
Cornell Lab of Ornithology	159 Sapsucker Woods Road	Ithaca, NY 14850-1399	7/25/2011	100.00	general
Cuyahoga Valley National Park Association	4570 Akron-Peninsula Road	Peninsula, OH 44264	5/16/2011	100.00	general
DC Family and Youth Initiative	515 M St SE #217	Washington DC 20003	9/12/2011	1,000.00	general
Ducks Unlimited	One Waterfowl Way	Memphis, TN 38120	7/25/2011	100.00	general
Earth Day Coalition	3606 Bridge Avenue	Cleveland, Ohio 44113	2/21/2011	500.00	general
Earth Rights International	1612 L St NW #401	Washington DC 20006	9/12/2011	500.00	general
EarthWatch Ohio	2062 Murray Hill	Cleveland, Ohio 44106	9/19/2011	100.00	general
EcoWatch	720 Literary Road	Cleveland, OH 44113-2001	4/4/2011	75.00	general
Environ & Energy Study Insit	1112 16th Street, NW Suite 300	Washington, DC 20036	8/22/2011	250.00	general
Environmental Defense	257 Park Ave South	New York, NY 10010	7/25/2011	1,000.00	general
Environmental Law Institute	2000 L St NW Suite 620	Washington DC 20036	7/25/2011	1,000.00	general
Foundation for Wildlife Conservation	W280 N3592 Taylors Woods Rd	Pewaukee, WI 53072	12/6/2010	1,000.00	Belize Zoo
Franklin & Marshall College	P O Box 3003	Lancaster, PA 17604-3003	2/21/2011	200.00	general
Friends of Silgo Creek	P O Box 11572	Takoma Park, MD 20901	9/12/2011	500.00	general
Geauga County Habitat for Humanity	P O Box 21 10894 Kinsman Rd	Newbury, OH 44065	7/25/2011	100.00	general

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NAME	ADDRESS	CITY	CK DATE	CK AMT	ACKNOWLEDGMENT
Global Justice Ecology Project	P O Box 412	Hinesburg, VT 05461	9/12/2011	500 00	general
Global Solutions Education Fund	418 7th Street SE	Washington, DC 20003-2796	9/19/2011	75 00	general
Graduate Fellowship Fund, Penn Arts & Science	3451 Walnut Street	Philadelphia, PA 19104-6205	2/21/2011	150 00	general
Grantmakers Forum	37 West Broad Street, Suite 800	Columbus, OH 43215	5/23/2011	202 00	general
Grove City College	100 Campus Drive	Grove City, PA 16127-2197	3/14/2011	250 00	general
Halway Brown	1600 North Park Blvd	Shaker Hts OH 44122	8/22/2011	350 00	general
Historical Society of Pennsylvania	1300 Locust Street	Philadelphia, PA 19107	2/21/2011	2,600 00	general
Holden Arboretum	9500 Sperry Road	Kirkland, OH 44904-5172	8/22/2011	1,000 00	general
Hopewell Inn	9637 State Road 534	Mesopotamia, OH 44439	9/19/2011	540 00	general
Holchkiss School	Annual Fund Office	Lakeville, CT 06039	5/16/2011	200 00	general
Humanitarian Project	7324 Baltimore Ave	Takoma Park, MD 20912-4138	9/12/2011	500 00	general
Ideastream	1375 Euclid Avenue	Cleveland, OH 44115	8/22/2011	1,000 00	general
Institute for Asian Democracy	2900 Ct Ave NW #449	Washington DC 20008	9/12/2011	500 00	general
Interfaith Alliance	1212 New York Ave NW	Washington DC 20005	9/12/2011	1,000 00	general
Internt Rescue Committee	P O Box 96651	Washington, DC 20090-6651	7/25/2011	100 00	general
Internat. Center for Research on Women	1120 20th St NW	Washington DC 20036	6/13/2011	2,000 00	general
Komen NEOhio Race for the Cure	10819 Magnolia Drive	Cleveland, OH 44106	9/12/2011	500 00	general
Lancaster County Historical Society	230 North President Avenue	Lancaster, PA 17603-312	2/21/2011	100 00	general
Land Trust Alliance	1660 L Street NW, Suite 1100	Washington, DC 20036	9/19/2011	100 00	general
League of Cons Voter Ed Fund	1920 L Street, NW Suite 800	Washington, DC 20036	2/21/2011	2,000 00	general
Leukemia Lymphoma Society	1311 Mamaroneck Ave, Suite 310	White Plains, NY 1060	5/24/2011	100 00	team in training
Maine Central Institute	125 S Main Street	Pittsfield, ME 04967	2/21/2011	1,000 00	general
Manomet Center for Conservation Sciences	P O Box 1770	Manomet, MA 02345-1770	7/25/2011	200 00	general
Marret School	3000 Cathedral Ave NW	Washington, DC 20008	5/16/2011	37,000 00	general
Muhlenberg College	2400 West Chew Street	Allentown, PA 18104-5586	2/21/2011	200 00	general
Musical Arts Association	Severance Hall	Cleveland, OH 44106	5/16/2011	2,500 00	general
National Audubon Society-Ohio	692 North High Street #208	Columbus, OH 43215	9/19/2011	100 00	general
National Environmental Education Foundation	4301 Ct Ave NW #160	Washington DC 20008	9/12/2011	1,000 00	general
National Peace Corps Association	1900 L St #404 NW	Washington DC 20036	9/12/2011	1,000 00	general
National Trust for Historical Preservation	1765 Massachusetts Ave NW	Washington, DC 20036	2/21/2011	100 00	general
Nature Center at Shaker Lakes	2600 South Park Blvd	Cleveland, OH 44120-9903	12/6/2010	350 00	general
Nature Cons -Ohio Chapter	6375 Riverside Drive Suite 100	Dublin, Ohio 43017	9/19/2011	5,000 00	general
New England Cognitive Center	464 Ocean Avenue	New London, CT 06320	9/19/2011	100 00	general
Ohio League of Conser. Voter Ed. Fu	P O Box 1716	Columbus, Ohio 43216	8/29/2011	50,400 00	general
Old Takoma Business Assoc	6935 Laurel Ave	Takoma Park, MD 20912	9/19/2011	1,000 00	general
Planned Parenthood of Northeast Ohio	444 West Exchange Street	Akron, Ohio 44302-1711	9/19/2011	100 00	general
Salvation Army	P O Box 15149	Cleveland, OH 44115	7/29/2011	50 00	general
Skidmore College	815 North Broadway	Saratoga Springs, NY 12866	2/21/2011	200 00	general
St Paul's Episcopal Church	2747 Fairmount Blvd	ClevelandHts OH 44106	7/25/2011	1,000 00	general
St Anthony Education Foundation	P O Box 876	Ithaca, NY 14851-0876	9/19/2011	100 00	general

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Student Conservation Fund	P O Box 550	Charlestown, NH 03603	8/22/2011	100 00	general
The Children's Hospital Foundation	34 Street & Civic Center Blvd	Philadelphia, PA 19104-4399	2/21/2011	300 00	general
The Dance Place	3225 8th St NE	Washington DC 20017-3502	9/12/2011	1,000 00	general
The Environmental Law Institute	2000 L St NW #620	Washington DC 200036	9/12/2011	1,000 00	general
The Other Carpenter	4157 W Girard Ave	Philadelphia, PA 19104	2/21/2011	250 00	general
The Peregrine Fund	5668 W Flying Hawk LN	Boise, Idaho 83709-7289	5/16/2011	100 00	general
The WILDS	14000 International Road	Columbus, OH 43732	7/25/2011	500 00	general
The Womens Fund-Clev Mus of Art	11150 East Boulevard	Cleveland, Ohio 44106	12/20/2010	100 00	general
Trinity College	300 Summit Street	Hartford, CT 06106-3100	2/21/2011	200 00	general
Trout Unlimited Inc	P O Box 7400	Wolly Bugger, WV 25438	9/19/2011	100 00	general
Trust for Public Land	1422 Euclid Avenue, Suite 446	Cleveland, Ohio 44115	12/6/2010	1,255 00	general
Union of Concerned Scientists	P O Box 9105	Cambridge, MA 02238-9923	8/22/2011	100 00	general
United Way Services	3100 Euclid Avenue	Cleveland, Ohio 44115	2/21/2011	3,000 00	general
University Circle Inc	10831 Magnolia Drive	Cleveland, OH 4106	9/19/2011	250 00	general
University of Delaware	Office of Dev Rees Hall	Newark, DE 19716	2/21/2011	150 00	general
University School	2785 Center Road	Chagrin Falls, OH 44022	9/19/2011	100 00	general
Vassar College		Poughkeepsie, NY 12601	9/19/2011	100 00	general
W K S U - FM	P O Box 5190	Kent, OH 44242	8/22/2011	50 00	general
Wardlaw-Hartridge School	1295 Inman Avenue	Edison, NJ 08820	9/19/2011	50 00	general
Wellesley College	106 Central Street	Wellesley, MA 02181	9/19/2011	50 00	general
Wellesley College	106 Central Street	Wellesley, MA 02181	2/21/2011	2,500 00	general
Western Reserve Land Conservancy	P O Box 314	Novelty, OH 44072	7/11/2011	500 00	general
Western Reserve Land Conservancy			8/1/2011	75 00	general
Western Reserve PBS	P O Box 5191	Kent, Ohio 44140-5191	1/26/2011	1,000 00	general
WFM-IGP	708 3rd Ave FL24	New York, NY 10164-4097	8/22/2011	100 00	general
Wilderness Society	900 Seventeenth St NW	Washington DC 20090	7/25/2011	100 00	general
Williams College	75 Park Street	Williamstown, MA 01267-2114	9/19/2011	50 00	general
Winterthur Museum	Route 52 Kennett Pike	Winterthur, Del 19735	2/21/2011	500 00	general
Woodlyn School	445 Upper Gulph Rd	Strafford PA 19087-5498	2/21/2011	200 00	general
World Wildlife Fund	1255 Twenty-Third Street, NW	Washington, DC 20037	9/19/2011	1,000 00	general
Wyck Historic House & Garden	6026 Germantown Avenue	Philadelphia, PA 19144	2/21/2011	250 00	general
xxThe Pennsylvania Heritage Society	400 North Street	Harrisburg, PA 17120	2/21/2011	250 00	general
Yale Alumni Fund	P O Box 803	New Haven, CT 06503	5/16/2011	50 00	general
Yale Alumni Fund Class of 1943		New Haven CT 06511	5/16/2011	50 00	general
Yale F & E School	205 Prospect Street	New Haven CT 06511	9/19/2011	10,000 00	general
				194,242 00	