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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2010**Department of the Treasury
Internal Revenue Service**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2010, or tax year beginning** 10/01 , **2010, and ending** 9/30 , **2011****G** Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changePHILIP S. HARPER FOUNDATION
PO BOX 96
WESTON, VT 05161**A** Employer identification number

36-6049875

B Telephone number (see the instructions)

(802) 824-3139

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 ☐**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, column (c), line 16) **J** Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ 5,680,237.

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

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 the instructions).)

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)

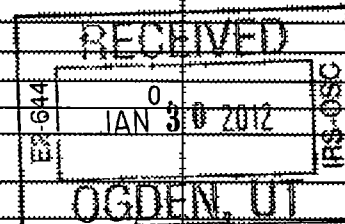
REVENUE

1 Contributions, gifts, grants, etc., received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 947,931.**7** Capital gain net income (from Part IV, line 2)**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/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11

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 sch) See St 1**c** Other prof fees (attach sch) See St 2**17** Interest**18** Taxes (attach schedule)(see instr) See Stm 3**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 4

24 Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid Part XV**26 Total expenses and disbursements.** Add lines 24 and 25**27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements**b** Net investment income (if negative, enter 0)**c** Adjusted net income (if negative, enter 0)

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
A S S E T S	1 Cash — non-interest-bearing	52.	3,192.	3,692.
	2 Savings and temporary cash investments	249,421.	260,286.	260,536.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch.)			
	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)	87,372.	87,372.	98,639.
	b Investments — corporate stock (attach schedule)	2,486,623.	2,342,722.	3,159,272.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
L I A B I L I T I E S	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	2,694,848.	2,568,575.	2,158,098.
	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 instructions. Also, see page 1, item I)	5,518,316.	5,262,147.	5,680,237.
	17 Accounts payable and accrued expenses	225.	1,851.	
	18 Grants payable			
	19 Deferred revenue			
N E T A S S E T S F U N D B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)	1.		
	23 Total liabilities (add lines 17 through 22)	226.	1,851.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	5,518,090.	5,260,296.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	5,518,090.	5,260,296.	
	31 Total liabilities and net assets/fund balances (see the instructions)	5,518,316.	5,262,147.	

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	5,518,090.
2 Enter amount from Part I, line 27a	2	-257,794.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	5,260,296.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,260,296.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE LIST ATTACHED		P	Various	Various
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 947,931.		954,794.	-6,863.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-6,863.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-6,863.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>		3	-6,863.

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 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 (column (b) divided by column (c))
2009	317,584.	5,878,417.	0.054025
2008	201,775.	4,888,286.	0.041277
2007	386,426.	7,877,252.	0.049056
2006	382,692.	7,906,249.	0.048404
2005	424,074.	7,667,670.	0.055307

2 Total of line 1, column (d)	2	0.248069
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	0.049614
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,407,209.
5 Multiply line 4 by line 3	5	317,887.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	689.
7 Add lines 5 and 6	7	318,576.
8 Enter qualifying distributions from Part XII, line 4	8	319,793.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instr.)		1	689.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	689.
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	689.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	8,122.	
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	8,122.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,433.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 7,433. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
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
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) IL		
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)? 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

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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 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>ANDREW HARPER</u> Telephone no. <u>(802) 824-3139</u> Located at <u>PO BOX 86 WESTON VT</u> ZIP + 4 <u>05161</u>			
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 <u>N/A</u>	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 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>	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	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	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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 the instructions.)	2b	N/A
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>20__ , 20__ , 20__ , 20__</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	N/A
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 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 instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐

5b N/A

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

N/A

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

If 'Yes' to 6b, file Form 8870.

6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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
LAMAR WILLIAMS 105 WILD FERN DRIVE LONGWOOD, FL 32779	President 0	0.	0.	0.
KIRK WILLIAMS 4906 RED BRICK RUN SANFORD, FL 32771	VICE PRESIDE 0	0.	0.	0.
ANDREW HARPER PO BOX 96 WESTON, VT 05161	SECY/TREAS 15	30,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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

0

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 instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BOWEN & BOWEN 445 S. FRONTAGE ROAD BURR RIDGE, IL 60527	ACCOUNTING & TAX	6,000.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	6,409,880.
b Average of monthly cash balances	1b	94,901.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	6,504,781.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	6,504,781.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	97,572.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,407,209.
6 Minimum investment return. Enter 5% of line 5	6	320,360.

Part XI Distributable Amount (see 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	320,360.
2a Tax on investment income for 2010 from Part VI, line 5	2a	689.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	689.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	319,671.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	319,671.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	319,671.

Part XII Qualifying Distributions (see 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	319,793.
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	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	319,793.
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 instructions)	5	689.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	319,104.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				319,671.
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				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: \blacktriangleright \$ 319,793.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				319,671.
e Remaining amount distributed out of corpus	122.			
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	122.			
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 instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see 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 instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	122.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	122.			

BAA

Form 990-PF (2010)

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

N/A

- | | | | | | |
|---|----------|---------------|----------|----------|-----------|
| 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶ | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | | | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 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 organization had \$5,000 or more in assets at any time during the year – see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed.
-
- b** The form in which applications should be submitted and information and materials they should include.
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a</i> Paid during the year SEE SCHEDULE ATTACHED ,			SEE SCHEDULE	298,500.
Total			3a	298,500.
<i>b</i> Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					47,250.
4 Dividends and interest from securities					63,274.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-6,863.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)					103,661.
13 Total. Add line 12, columns (b), (d), and (e)					103,661.

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

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

[illegible]

PHILIP S. HARPER FOUNDATION

36-6049875

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BOWEN & BOWEN	\$ 6,000.	\$ 3,000.		\$ 3,000.
Total	<u>\$ 6,000.</u>	<u>\$ 3,000.</u>	<u>\$ 0.</u>	<u>\$ 3,000.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER ASSOCIATES	\$ 204.	\$ 102.		\$ 102.
Total	<u>\$ 204.</u>	<u>\$ 102.</u>	<u>\$ 0.</u>	<u>\$ 102.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	\$ 391.	\$ 391.		
FRANCHISE	28.	14.		\$ 14.
PAYROLL TAXES	2,410.	1,205.		1,205.
Total	<u>\$ 2,829.</u>	<u>\$ 1,610.</u>	<u>\$ 0.</u>	<u>\$ 1,219.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DUES & SUBSCRIPTIONS	\$ 794.	\$ 397.		\$ 397.
INSURANCE	750.	375.		375.
INVESTMENT FEES	19,980.	19,980.		
OFFICE EXPENSES	177.	88.		89.
POSTAGE	109.	54.		55.
TELEPHONE	612.	306.		306.
Total	<u>\$ 22,422.</u>	<u>\$ 21,200.</u>	<u>\$ 0.</u>	<u>\$ 1,222.</u>

2010

Federal Supporting Detail

Page 1

PHILIP S. HARPER FOUNDATION

36-6049875

FMV of Assets (990-PF)
Corporate stock [O]

SEE LIST ATTACHED

Total \$ 3,159,272.
\$ 3,159,272.

FMV of Assets (990-PF)
Other [O]

MUTUAL FUNDS
FIXED INCOME

\$ 1,418,950.
739,148.
Total \$ 2,158,098.

Philip S. Harper Foundation

Contributions for Y/E 9-30-2011

organization	address	Address 2	city	st	zip	Amount	subtotal
ACTIVITIES							
CAN-DO	1075 Washington St		Newton	MA	02465-2185	\$1,000	
Charis Circle	1189 Euclid Avenue NE		Atlanta	GA	30307	\$500	
Feminist Majority Foundation	1600 Wilson Blvd , Ste 108		Arlington	VA	22209	\$750	
Fund for Southern Communities	315 W Ponce De Leon Avenue, Ste 1061		Decatur	GA	30030	\$1,000	
Juvenile Justice Fund	395 Pryor St , SW - Ste 1025		Atlanta	GA	30312	\$500	
Mt Holiday	3100 Holiday Rd		Traverse City	MI	49686	\$1,500	
Paralyzed Veterans of America	801 Eighteenth Street, NW		Washington	DC	20077-2890	\$1,000	
Second Harvest Food Bank of Central Florida	2008 Brengle Avenue		Orlando	FL	32808	\$500	
SPCA of Central Florida	2800 County Home Road		Sanford	FL	32772	\$1,000	
SPCA of Central Florida	2800 County Home Road		Sanford	FL	32772	\$500	
SPCA of Central Florida	2800 County Home Road		Sanford	FL	32772	\$3,000	\$11,250
ADVOCACY							
9to5, National Association of Working Women	207 East Buffalo St , Ste 211		Milwaukee	WI	53202	\$1,500	
Alliance for Justice	11 DuPont Circle NW - 2nd Floor		Washington	DC	20036	\$750	
American Civil Liberties Union Fdn , Inc,	125 Broad Street - 18th Floor		New York	NY	10004	\$750	
Brady Center to Prevent Gun Violence	1225 Eye St NW		Washington	DC	20005	\$250	
Center for Science in the Public Interest	1875 Connecticut Avenue NW - Ste 300		Washington	DC	20009-5728	\$500	
Coordinating Council	POB 469		Fairfield	IA	52556	\$1,500	
Fire of Truth Satsanga	P O Box 304		Hotchkiss	CO	81419	\$2,000	
Georgia Women for a Change	POB 55553		Atlanta	GA	30308	\$1,000	
Heritage Foundation	214 Massachusetts Avenue		Washington	DC	20002	\$2,500	
Heritage Foundation	214 Massachusetts Avenue		Washington	DC	20002	\$2,000	
Heritage Foundation	214 Massachusetts Avenue		Washington	DC	20002	\$2,000	
Lambda Legal	120 Wall St #1500		New York	NY	10005	\$1,000	
Maharshi Global Administration Through N.	3087 Solutions Center		Chicago	IL	60677-3000	\$2,000	
Mikva Challenge	25 E Washington St #820		Chicago	IL	60602-1708	\$1,500	
National Center for Missing Children	699 Prince St		Alexandria	VA	22314-3175	\$700	
Partnership Against Domestic Violence	P O Box 170225		Atlanta	GA	30317	\$500	
Sustainable Living Coalition	2331 Seven Hills Road		Fairfield	IA	52556	\$500	
United for a Fair Economy	29 Winter Street		Boston	MA	02108	\$750	
Vermont Public Interest Research & Education	141 Main Street		Montpelier	VT	05602-2951	\$1,000	
Wounded Warrior Project	7020 A C Skinner Pkwy		Jacksonville	FL	32256-6938	\$2,000	\$24,700
CHURCH							
Annunciation Catholic Church--Life Teen Pr	1020 Montgomery Road		Altamonte Spr	FL	32714	\$1,500	
Atwill Memorial Chapel	105 N Northcott Dr		Northport	MI	49670	\$1,000	
Christian Service Center for Central Florida	808 W Central Blvd		Orlando	FL	32805	\$500	
Church of the Annunciation	1020 Montgomery Road		Altamonte Spr	FL	32779	\$3,000	
Ebenezer United Methodist Church	P O Box 365		Halifax	NC	27839	\$1,000	
Eliot Church of Newton	474 Centre Street		Newton	MA	02158	\$5,000	
Eliot Church of Newton--targeted donation	475 Centre Street		Newton	MA	02159	\$1,500	
Fellowship of the Holy Spirit	1301 Hilltop Lane		Fairfield	IA	52556	\$1,500	
First Presbyterian Church of Maitland	341 N Orlando Avenue		Maitland	FL	32751	\$7,500	
First Presbyterian Church of Maitland	341 N Orlando Avenue		Maitland	FL	32751	\$1,000	
Liberal Catholic Church	P O Box 1591		Fairfield	IA	52556	\$250	
Manavata Mandir DBA Sri Devi Mandir	800 W Burlington Ave		Fairfield	IA	52556	\$250	
Reformation Grace Ministries, Inc	8 Pleasant Court		Little Rock	AR	72211	\$6,250	
Spiritus Christi	1003 E Madison St		Fairfield	IA	52556	\$1,000	
Temple of Divine Mother, Inc	5950 Highway 128		Napa	CA	94558	\$250	
Trinity United Methodist Church	9848 S Winchester		Chicago	IL	60643	\$9,000	\$40,500
CONSERVATION							
Bay Area Recycling for Charity	129 N Cedar St		Traverse City	MI	49684	\$1,500	
Catamount Trail Association	1 Mill Street	Ste 350	Burlington	VT	05401-1512	\$3,000	
Central Florida Zoological Park	P O Box 470309		Lake Monroe	FL	32747-0309	\$2,000	
Central Florida Zoological Park	P O Box 470309		Lake Monroe	FL	32747-0309	\$500	
Central Park Conservancy	14 E 60th St		New York	NY	10022	\$750	
Charles River Watershed Association, Inc	190 Park Road		Weston	MA	02493	\$500	
Conservation Lands Foundation	160 E 12th St #2		Durango	CO	81301	\$2,000	
Conservation Law Foundation - Vermont Off	21 E State Street		Montpelier	VT	05602	\$1,000	
Friends of the West River Trail	P O Box 2086		South Londond	VT	05155	\$500	
Grand Traverse Regional Land Conservancy	3860 North Long Lake Road - Ste D		Traverse City	MI	49684	\$2,000	

Himalayan Light Foundation	POB 283	Hudson	NY	12534	\$1,000	
Leelanau Conservancy	105 North First Street	Leland	MI	49654	\$1,500	
Oxfam America	226 Causeway St	Boston	MA	02114	\$500	
Rails to Trails Conservancy	2121 Ward Court NW, 5th Floor	Washington	DC	20036	\$1,000	
The Nature Conservancy	Vermont Field Office	Montpelier	VT	05602	\$3,000	
The Nature Conservancy	4245 N Fairfax Drive - Ste 100	Arlington	VA	22203	\$250	
Vermont Institute of Natural Science	P O Box 1281	Quechee	VT	05059	\$1,000	
Vermont River Conservancy	29 Main Street	Montpelier	VT	05602	\$1,000	
Wilderness Society	1615 M Street, NW - Ste 200	Washington	DC	20036	\$500	
World Wildlife Fund	PO Box 97180	Washington	DC	20090-7180	\$250	\$23,750
CULTURAL						
Artcenter Traverse City, Inc	720 S Elmwood Avenue #3	Traverse City	MI	49684-3100	\$250	
Detroit Public Library Friends Foundation	5201 Woodward Ave	Detroit	MI	48202	\$1,000	
DHARMA	K PHD Scholarship Fund	Fairfield	IA	52556	\$5,000	
French Institute Alliance Francaise	2 E 60th St	New York	NY	10022	\$750	
Great Lakes Children's Museum	13240 S West Bayshore Drive	Greilickville	MI	49684	\$1,500	
Inland Seas Education Association	P O Box 218	Suttons Bay	MI	49682	\$2,000	
Interlochen Center for the Arts	P O Box 199	Interlochen	MI	49643-0199	\$250	
Jefferson County Civic Center	200 N Main St	Fairfield	IA	52556	\$1,500	
Lake Champlain Maritime Museum	4472 Basin Harbor Road	Vergennes	VT	05491	\$4,000	
Leelanau Community Cultural Center	111 Main Street, PO Box 883	Leland	MI	49654	\$1,500	
Leelanau Historical Society	P O Box 246	Leland	MI	49654-0246	\$1,500	
Newton Free Library	330 Homer Street	Newton	MA	02159	\$500	
Northport Community Art Center	109 Nagonaba POB 319	Northport	MI	49670	\$1,000	
Northport Area Heritage Association	PO Box 453	Northport	MI	49670	\$1,000	
Orlando Philharmonic Orchestra	812 E Rollins Street - Ste 300	Orlando	FL	32803	\$1,000	
Passim	47 Palmer St	Cambridge	MA	02138	\$1,000	
Performing Arts of Maitland, Inc	117 Whitecap Circle	Maitland	FL	32751	\$500	
The Joyce Theatre	185 8th Ave	New York	NY	10011	\$750	
Traverse Symphony Orchestra	300 East Front Street	Traverse City	MI	49684-5773	\$250	
Vermont Arts Exchange	P O Box 725	North Benning	VT	05257	\$2,000	
Weston Playhouse Theatre	703 Main Street	Weston	VT	05161	\$1,500	\$28,750
EDUCATION						
Americanism Educational League	P O Box 1287	Monrovia	CA	91017	\$2,000	
Lovelane Special Needs Horseback Riding P	40 Baker Bridge Road	Lincoln	MA	01733	\$1,500	
The Greening of Detroit	1418 Michigan Ave	Detroit	MI	48216	\$1,500	
WBUR	630 Commonwealth Avenue	Boston	MA	02215	\$500	
WGBH Educational Foundation - TV	P O Box 200	Boston	MA	02134	\$1,200	\$6,700
HEALTH						
Doctors Without Borders	333 Seventh Avenue, 2nd Floor	New York	NY	10001-5004	\$800	
Feminist Women's Health Center	1924 Cliff Valley Way	Atlanta	GA	30329-2421	\$1,500	
Foundation Fighting Blindness	P O Box 17279	Baltimore	MD	21297-0495	\$2,500	
Londonderry Volunteer Rescue Squad	PO Box 911	Londonderry	VT	05148	\$500	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806-2093	\$1,000	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806-2093	\$5,000	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806	\$13,000	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806-2093	\$1,500	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806-2093	\$2,000	
Planned Parenthood of Northern New Englar	51 Talcott Road - #1	Williston	VT	05495	\$3,000	
Planned Parenthood Southeast	75 Piedmont Ave NE #800	Atlanta	Ga	30303	\$2,500	
Planned Parenthood Federation of America	434 West 33rd Street	New York	NY	10001	\$3,500	
Shriners Hospitals for Children	12502 N Pine Drive	Tampa	FL	33612-9499	\$500	
Smile Train	P O Box 96231	Washington	DC	20090-6231	\$750	\$38,050
LEGAL						
Legal Momentum	395 Hudson Street	New York	NY	10014-3684	\$500	\$500
OTHER						
Boy Scouts of America Centra Florida Council	1951S Orange Blossom Trail	Apopka	FL	32779	\$500	
Feed the Children	P O Box 36	Oklahoma City	OK	73101-0036	\$750	
Food for Free Committee, Inc	11 Inman Street	Cambridge	MA	02139	\$500	
Habitat for Humanity in Seminole County, In	1548 Seminola Blvd	Casselberry	FL	32707-3648	\$500	
Habitat for Humanity in Seminole County, In	1548 Seminola Blvd	Casselberry	FL	32707-3648	\$1,000	
Leelanau Twp Community Foundation	POB 818	Northport	MI	49670	\$2,000	
Orlando Union Rescue Mission	1521 W Washington Street	Orlando	FL	32802	\$1,000	
Oxfam America	226 Causeway St	Boston	MA	02114	\$500	
Tanager Place	2309 C Street, SW	Cedar Rapids	IA	52404	\$250	

Vermont Foodbank	P O Box 254		South Barre	VT	05670	\$500	
Women's eNews	6 Barclay St 6th fl		New York	NY	10007	\$1,500	\$9,000
PRESERVATION							
Fishtown Preservation Society	203 Cedar Street		Leland	MI	49654-5015	\$1,500	
Grand Traverse Lighthouse Museum	P O Box 43		Northport	MI	49670	\$1,500	
Traverse Area Rec and Transportation Trails	415 So Union St POB 252		Traverse City	MI	49684-2536	\$1,500	\$4,500
RESEARCH							
Alzheimer's Association	378 Center Pointe Cir #1280		Altamonte Spr	FL	32701-3442	\$1,000	
Duke University	Alumni & Development Office	Box 90581	Durham	NC	27708-0581	\$1,000	
Duke University	Alumni & Development Office	Box 90581	Durham	NC	27708-0581	\$2,000	
Duke University	Alumni & Development Office	Box 90581	Durham	NC	27708-0581	\$2,000	
Macular Degeneration Research	22512 Gateway Center Drive		Clarksburg	MD	20871	\$2,000	
Research To Prevent Blindness	645 Madison Avenue		New York	NY	10022-1010	\$250	\$8,250
SCHOOLS							
America's Future, Inc	7800 Bonhomme Avenue		St Louis	MO	63105	\$2,000	
Annunciation Catholic Academy	593 Jamestown Blvd		Altamonte Spr	FL	32714	\$11,500	
Barnard College	3009 Broadway		New York	NY	10027-6598	500	
Bishop Moore High School	3901 Edgewater Dr		Orlando	FL	32804	\$14,000	
Boston University Academy	One University Rd		Boston	MA	02215-1407	\$3,000	
Columbia University/American Studies Dept	475 Riverside Drive - Ste 964		New York	NY	10115	\$2,000	
Cornerstone Christian Academy	P O Box 608		Roanoke Rapu	NC	27870	\$8,500	
Foundation for Seminole County Public Scho	400 E Lake Mary Blvd		Sanford	FL	32773	\$2,000	
Gangaji Foundation	2245 Ashland Street		Ashland	OR	97520	\$250	
Grady High School Foundation	931 Monroe Dr	Suite 102	Atlanta	GA	30308	\$1,500	
Hillsdale College			Hillsdale	MI	49642	\$2,000	
Kinhaven Music School	354 Lawrence Hill Rd		Weston	VT	05161	\$1,000	
Lake Forest Academy	Ferry Hall School	1500 West Kenn	Lake Forest	IL	60045	\$250	
Lake Highland Preparatory School	901 N Highland Avenue		Orlando	FL	32803	\$1,000	
Lake Mary High School—Fine Arts	656 Longwood Lake Mary Road		Lake Mary	FL	32747	\$3,000	
Lake Mary High School—Science	655 Longwood Lake Mary Road		Lake Mary	FL	32746	\$3,000	
Leadership Institute	1101 N Highland Street		Arlington	VA	22201-2854	\$2,000	
Leelanau Children's Center	111 N 5th		Leland	MI	49654	\$1,500	
Literary Arts—Writers in the Schools	224 NW 13th Ave #306		Portland	OR	97209	\$1,000	
Maharishi University of Management	10000 N Fourth St , DB 1121		Fairfield	IA	52556-9961	\$5,000	
Newton Schools Foundation	100 Walnut Street		Newtonville	MA	02460	\$1,800	
Odyssey, Inc	1424 W Paces Ferry Rd		Atlanta	GA	30327	\$1,000	
Rollins College, Rollins Fund	1000 Holt Ave	Box 2750	Winter Park	FL	32798-4499	\$7,000	
Rollins College—Hamilton Holt School	1000 Holt Ave		Winter Park	FL	32789	\$1,500	
Second Step	P O Box 600213		Newton,	MA	02460	\$1,000	
Smith College Alumnae Fund	33 Elm Street		Northampton	MA	01063	\$7,500	
The Little School	P O Box 93		Weston	VT	05161	\$1,000	
The Pathfinder School	11930 S West Bay Shore Dr		Traverse City	MI	49684	\$2,000	
UCF College of Education	P O Box 161250		Orlando	FL	32816-1250	\$1,000	
University of Central Florida	P O Box 25000		Orlando	FL	32816	\$1,000	
University of Central Florida	P O Box 25000		Orlando	FL	32816	\$1,500	
University of Central Florida	P O Box 25000		Orlando	FL	32816	\$1,000	
Westover School	1237 Whittemore Road		Middlebury	CT	06762	\$750	
Williams College	74 Park Street		Williamstown	MA	02167	\$4,000	\$97,050
YOUTH							
Cool Girls, Inc	100 Edgewood Avenue - Ste 1000		Atlanta	GA	30303	\$1,000	
Girls on the Run of Atlanta	5696 Peachtree Parkway, Ste A		Norcross	GA	30092	\$2,000	
Seminole Family YMCA	655 Longwood Lake Mary Road		Lake Mary	FL	32746	\$1,000	
Seminole Family YMCA	655 Longwood Lake Mary Road		Lake Mary	FL	32746	\$500	
VOX Teen Communications	229 Peachtree Street NE #725		Atlanta	GA	30303	\$1,000	\$5,500
						\$298,500	\$298,500