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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010Department 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 OCT 1, 2010, and ending SEP 30, 2011

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation: **SBE&S CLIENTS' CONSOLIDATED CHARITABLE FOUNDATION**

Employer identification number: **52-1306077**

Number and street (or P O box number if mail is not delivered to street address): **2191 DEFEMSE HIGHWAY** Room/suite: **316**

City or town, state, and ZIP code: **CROFTON, MD 21114**

Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 3,319,502.**

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

If exemption application is pending, check here ☐

1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

If private foundation status was terminated under section 507(b)(1)(A), check here ☐

If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		184,529.	184,529.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		149,053.			
b Gross sales price for all assets on line 6a		338,527.			
7 Capital gain net income (from Part IV, line 2)			149,053.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		333,582.	333,582.		
13 Compensation of officers, directors, trustees, etc		46,316.	46,316.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,500.	1,500.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		1,333.	1,333.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,374.	2,374.		0.
22 Printing and publications		61.	0.		61.
23 Other expenses STMT 4		404.	404.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		51,988.	51,927.		61.
25 Contributions, gifts, grants paid		97,000.			97,000.
26 Total expenses and disbursements. Add lines 24 and 25		148,988.	51,927.		97,061.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		184,594.			
b Net investment income (if negative, enter -0-)			281,655.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	120,467.	494,576.	494,576.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 5	1,333,384.	1,333,326.	1,242,216.
	c	Investments - corporate bonds STMT 6	636,479.	636,479.	669,400.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	893,829.	704,412.	913,310.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	2,984,159.	3,168,793.	3,319,502.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,410,150.	2,523,934.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	574,009.	644,859.	
	30	Total net assets or fund balances	2,984,159.	3,168,793.	
	31	Total liabilities and net assets/fund balances	2,984,159.	3,168,793.	

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	2,984,159.
2	Enter amount from Part I, line 27a	2	184,594.
3	Other increases not included in line 2 (itemize) ▶ EXCISE TAX REFUND	3	40.
4	Add lines 1, 2, and 3	4	3,168,793.
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	3,168,793.

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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 3720 ENTERPRISE PRODS PTNRS			
b .5 MOTOROLA MOBILITY			
c 05 MOTOROLA SOLUTIONS			
d 2500 KINDER MORGAN ENERGY			
e CAPITAL GAINS DIVIDENDS			

(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 157,391.		81,840.	75,551.
b 16.		34.	-18.
c 11.		24.	-13.
d 180,746.		107,576.	73,170.
e 363.			363.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			75,551.
b			-18.
c			-13.
d			73,170.
e			363.

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	149,053.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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	182,124.	3,051,899.	.059676
2008	119,720.	2,455,595.	.048754
2007	186,737.	3,182,409.	.058678
2006	63,545.	3,548,212.	.017909
2005	81,979.	3,150,195.	.026023

2 Total of line 1, column (d)	2	.211040
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	.042208
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,415,256.
5 Multiply line 4 by line 3	5	144,151.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,817.
7 Add lines 5 and 6	7	146,968.
8 Enter qualifying distributions from Part XII, line 4	8	97,061.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	5,633.
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	5,633.
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	5,633.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		39.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		5,672.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DC		
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?	13	X	

Website address ▶ **N/A**

14 The books are in care of ▶ **THOMAS J. EGAN** Telephone no. ▶ **410-451-4010**
 Located at ▶ **2191 DEFENSE HIGHWAY, SUITE 316, CROFTON, MD** ZIP+4 ▶ **21114**

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? Yes No
16 X
 See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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 instructions.) N/A	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. ▶		
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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

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?

N/A

☐ 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?

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?

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		46,316.	0.	0.

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*
3 Five highest-paid independent contractors for professional services. 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

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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1	
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
	0.
Total. Add lines 1 through 3	0.

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**SBE&S CLIENTS' CONSOLIDATED
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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	3,034,528.
b	Average of monthly cash balances	1b	432,737.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,467,265.
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	3,467,265.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,009.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,415,256.
6	Minimum investment return. Enter 5% of line 5	6	170,763.

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	170,763.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,633.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,633.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	165,130.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	165,130.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	165,130.

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	97,061.
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	
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	97,061.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	97,061.

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.

**SBE&S CLIENTS' CONSOLIDATED
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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				165,130.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			88,810.	
b Total for prior years:		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: \$ 97,061.				
a Applied to 2009, but not more than line 2a			88,810.	
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				8,251.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				156,879.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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)

- | Tax year | Prior 3 years | | | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |

- (4) Gross investment income**

2010.03010 SBE&S CLIENTS' CONSOLIDATED 52-13061

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

023011 12-07-10

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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 _____

PRESIDENT

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

SHARON KATULA

Preparer's signature

Sharon & Katula

Date

11/15/11

Check	<input type="checkbox"/>	if
-------	--------------------------	----

☐ self- employed

PTIN	
------	--

Firm's name ► **STOHLMAN, BEUCHERT, EGAN & KATULA**

Firm's EIN ▶

Firm's address ► 2191 DEFENSE HIGHWAY
CROFTON, MD 21114

Phone no. 410-451-4010

Form **990-PF** (2010)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
ABBOTT LABS	6,440.	0.	6,440.	
ALLIED CAPITAL	17,188.	0.	17,188.	
ANNALY CAP MGMT	12,950.	0.	12,950.	
APARTMENT INVT & MGMT	998.	0.	998.	
ARES CAP CORP	8,400.	0.	8,400.	
CEDAR FAIR	2,750.	0.	2,750.	
DDR	257.	0.	257.	
EATON VANCE	6,600.	0.	6,600.	
ENTERPRISE PRODUCTS	14,042.	0.	14,042.	
EXXON MOBIL	910.	0.	910.	
FELCOR LODGING PFD	2,925.	0.	2,925.	
GENERAL ELECTRIC	825.	0.	825.	
HOSPITALITY PPTYS	5,400.	0.	5,400.	
INTEL CORP	1,460.	0.	1,460.	
INVESCO SELECT REAL ESTATE	3,238.	0.	3,238.	
KAYNE ANDERSON	11,715.	0.	11,715.	
KINDER MORGAN	5,600.	0.	5,600.	
LOCKHEED MARTIN CORP	4,500.	0.	4,500.	
MBNA CAP D	8,125.	0.	8,125.	
NUVEEN EQUITY	3,030.	0.	3,030.	
ONEOK PARTNERS	18,360.	0.	18,360.	
PEPCO HLDGS	5,400.	0.	5,400.	
PRUDENTIAL GLOBAL TOTAL RETURN	13,329.	0.	13,329.	
PUBLIC STORAGE	6,250.	0.	6,250.	
TECO ENERGY	4,200.	0.	4,200.	
TEMPLETON GLOBAL	14,445.	363.	14,082.	
UDR INC	4,079.	0.	4,079.	
WESTERN UNION	255.	0.	255.	
XCEL ENERGY	1,221.	0.	1,221.	
TOTAL TO FM 990-PF, PART I, LN 4	184,892.	363.	184,529.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	1,500.	1,500.		0.	
TO FORM 990-PF, PG 1, LN 16B	1,500.	1,500.		0.	

FORM 990-PF	TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990 PF TAX DUE	1,333.	1,333.		0.
TO FORM 990-PF, PG 1, LN 18	1,333.	1,333.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COSTS ADVANCED	300.	300.		0.
REGISTERED AGENT FEE	104.	104.		0.
TO FORM 990-PF, PG 1, LN 23	404.	404.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
1200 EXXON	4,716.	36,315.	
1200 XCEL ENERGY	8,698.	29,628.	
1000 TECO ENERGY	8,495.	17,130.	
2169 APARTMENT INV. AND MANAG.	54,089.	33,180.	
2146 DDR	54,823.	23,391.	
5403 UDR INC	56,064.	119,622.	
2500 NUVEEN EQUITY	50,000.	26,700.	
1500 GENERAL ELECTRIC	51,502.	22,830.	
2000 INTEL CORP	47,904.	42,660.	
1500 MOTOROLA	0.	0.	
187 MOTOROLA MOBILITY HLDGS	12,973.	7,065.	
214 MOTOROLA SOLUTIONS INC	17,756.	8,967.	
912 WESTERN UNION	35,876.	13,944.	
4500 ALLIED CAPITAL	63,561.	100,260.	
500 ALLIED CAPITAL	7,109.	11,140.	
3400 ALLIED CAPITAL	49,216.	75,752.	
1600 ALLIED CAPITAL	23,617.	35,648.	
4000 EAGLE BULK SHIPPING	84,147.	6,280.	
2500 GENCO SHIPPING AND TRADING	111,140.	19,525.	
3000 HOSPITALITY PPTYS	66,760.	63,690.	

100 APARTMENT INVT & MGMT	3,584.	2,212.
65 APARTMENT INVT & MGMT	2,516.	1,438.
224 APARTMENT INVT & MGMT	1,895.	4,955.
280 APARTMENT INVT & MGMT	2,682.	6,194.
5000 PEPCO HLDGS	67,440.	94,600.
4000 TECO ENERGY INC	46,505.	68,520.
6000 ARES CAP CORP	85,212.	82,620.
3500 ABBOTT LABS	186,814.	178,990.
1500 LOCKHEED MARTIN CORP	128,232.	108,960.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,333,326.	1,242,216.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
15000 TEMPLETON GLOBAL	126,776.	141,750.	
20000 PRUDENTIAL GLOBAL TOTAL RETURN	126,736.	136,000.	
4000 PUBLIC STORAGE	100,000.	101,360.	
5000 ANNALY MTG	85,387.	83,150.	
6000 SHS KAYNE ANDERSON	150,000.	166,920.	
2000 SHS FELCOR LDG	47,580.	40,220.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	636,479.	669,400.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
8000 ONEOK PARTNERS LP	COST	115,778.	372,960.
10,000 INVESCO SELECT REIF	COST	148,966.	78,400.
5000 CEDAR FAIR LP	COST	117,925.	94,500.
1280 ENTERPRISE PRODUCTS PTNS LP	COST	28,160.	51,392.
3720 ENTERPRISE PRODUCTS PTNS LP	COST	93,583.	149,358.
4000 MBNA CAPITAL PFD	COST	100,000.	93,400.
2500 KINDER MROGAN ENERGY PTNRS	COST	0.	0.
5000 EATON VANCE LTD	COST	100,000.	73,300.
TOTAL TO FORM 990-PF, PART II, LINE 13		704,412.	913,310.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS J. EGAN 2191 DEFENSE HIGHWAY, CROFTON, MD 21114	PRESIDENT 12.00	46,316.	0.	0.
THOMAS J. EGAN, JR. 815 CONNECTICUT AVE., NW, WASHINGTON, DC	VICE PRESIDENT 0.00	0.	0.	0.
SHARON E. KATULA 2191 DEFENSE HIGHWAY, #316, CROFTON, MD 21114	SEC-TREASURER 0.00	0.	0.	0.
WALTER J. MURPHY, JR 6012 TILDEN LANE, ROCKVILLE, MD 20852	DIRECTOR 0.00	0.	0.	0.
J. JUDE O'DONNELL 8101 CONNECTICUT AVE. CHEVY CHASE, MD 20815	DIRECTOR 0.00	0.	0.	0.
HERBERT N. HARMON 1010 VERMONT AVE., NW WASHINGTON, DC 20005	DIRECTOR 0.00	0.	0.	0.
MAURICE J. MONTALDI 8401 CONNECTICUT AVE, CHEVY CHASE, MD 20815	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		46,316.	0.	0.

AFFIDAVIT OF PUBLICATION

AD# 14617695

DISTRICT OF COLUMBIA, ss,
Personally appeared before me, CHIZUKO CARTER,
a Notary Public in and for the District of Columbia,

CARL S. JOHNSON, who is being duly sworn according to law, an oath says that he is
an AUTHORIZED AGENT of THE WASHINGTON TIMES, L.L.C., publisher of

The Washington Times

Circulated daily, in the City of Washington, District of Columbia,
and that the advertisement, of which the annexed is a true copy,
was published in said newspaper 1 time(s) on the following dates:

2011 NOVEMBER 11

at the rate of \$ 2.91 per line

Total Cost \$ 61.11 Dollars

Carl S. Johnson

Subscribed and sworn to before me

NOVEMBER 11, 2011

Notary Public

Chizuko Carter

CHIZUKO CARTER
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires July 31, 2016

My Commission expires

PUBLIC NOTICE

A copy of the SBEAS Clients' Consolidated Charitable Foundation annual report for fiscal year ending 9/30/11 may be obtained free of charge to persons who make personal inquiries during the hours of 10:00 a.m. to 4:00 p.m. Mon.-Fri., within 180 days of the publication of this notice. Inquiries should be made to Thomas J. Egan, 2191 Defense Highway, Suite 316, Crofton, MD 21114.

AD#14617695

