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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

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 11/01, 2010, and ending 10/31, 2011

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeELLIOTT FOUNDATION
2210 EAST JACKSON BLVD
ELKHART, IN 46516

A Employer identification number

35-6021398

B Telephone number (see the instructions)

574-862-7575

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 103,521.

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

(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)

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

3,514.

3,514.

3,514.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

3,054.

b Gross sales price for all assets on line 6a 44,398.

7 Capital gain net income (from Part IV, line 2)

3,054.

8 Net short-term capital gain

1,274.

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

6,568.

6,568.

4,788.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 1

1,800.

1,800.

c Other prof fees (attach sch) See St 2

1,757.

1,757.

17 Interest

18 Taxes (attach schedule) (see inst.) See Stm 3

4.

4.

19 Depreciation (attach sch)

20 Land depletion

21 Occupancy

22 Travel, conferences, and meetings

23 Printing and publications

24 Other expenses (attach schedule)

See Statement 4

49.

49.

25 Total operating and administrative expenses. Add lines 13 through 23

3,610.

3,610.

26 Contributions, gifts, grants paid Part XV

4,000.

4,000.

27 Total expenses and disbursements. Add lines 24 and 25

7,610.

3,610.

0.

4,000.

28 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,042.

b Net investment income (if negative, enter -0-)

2,958.

c Adjusted net income (if negative, enter -0-)

4,788.

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		6,062.	2,351.	1,841.
	2	Savings and temporary cash investments				
	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)				
	b	Investments — corporate stock (attach schedule) Statement 5	24,255.	24,952.	25,828.	
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 6	68,712.	70,684.	75,852.		
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)	99,029.	97,987.	103,521.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted	99,029.	97,987.		
	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)	99,029.	97,987.		
	31	Total liabilities and net assets/fund balances (see the instructions)	99,029.	97,987.		

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	99,029.
2	Enter amount from Part I, line 27a	2	-1,042.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	97,987.
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	97,987.

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)
1a See Statement 7				
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			(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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	3,054.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> 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	1,274.

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	5,038.	104,387.	0.048263
2008	4,000.	119,679.	0.033423
2007	3,945.	112,502.	0.035066
2006	-1.	122,709.	-0.000008
2005	2,500.	116,047.	0.021543

2 Total of line 1, column (d)	2	0.138287
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	0.027657
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30.
7 Add lines 5 and 6	7	30.
8 Enter qualifying distributions from Part XII, line 4	8	4,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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.)			
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		1	30.
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	30.
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	30.
6 Credits/Payments			
a 2010 estimated tax pmts 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		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		30.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
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>	2	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? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	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>	5	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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) IND		
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>	8b	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)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	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>RICHARD BOND</u> Telephone no <u>574-862-7575</u> Located at <u>2210 EAST JACKSON BLVD ELKHART IN</u> ZIP + 4 <u>46516</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See 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>			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 <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see 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__</u> , <u>20__</u> , <u>20__</u> , <u>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)?

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?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?

6b

X

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?

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
See Statement 8		0.	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see 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 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	1 a
b	Average of monthly cash balances	1 b
c	Fair market value of all other assets (see instructions)	1 c
d	Total (add lines 1a, b, and c)	1 d 0.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 0.
6	Minimum investment return. Enter 5% of line 5	6 0.

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
2a	Tax on investment income for 2010 from Part VI, line 5	2 a 30.
b	Income tax for 2010 (This does not include the tax from Part VI)	2 b
c	Add lines 2a and 2b	2 c 30.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 -30.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 -30.
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 0.

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 25	1 a 4,000.
b	Program-related investments — total from Part IX-B	1 b
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)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 4,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 30.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 3,970.

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				0.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			3,375.	
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 ▶ \$ 4,000.				
a Applied to 2009, but not more than line 2a			3,375.	
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				0.
e Remaining amount distributed out of corpus	625.			
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	625.			
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	625.			
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	625.			

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)

b 85% of line 2a

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(i)(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

See Statement 9

b The form in which applications should be submitted and information and materials they should include

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Statement 10				
Total			3a	4,000.
b <i>Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

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			3		
4 Dividends and interest from securities				3,514.	
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					3,054.
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)				3,514.	3,054.
13 Total. Add line 12, columns (b), (d), and (e)				13	6,568.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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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
TAX PREPARATION	\$ 1,800.	\$ 1,800.		
Total	<u>\$ 1,800.</u>	<u>\$ 1,800.</u>	<u>\$ 0.</u>	<u>\$ 0.</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
ADVISORY FEES	\$ 1,757.	\$ 1,757.		
Total	<u>\$ 1,757.</u>	<u>\$ 1,757.</u>	<u>\$ 0.</u>	<u>\$ 0.</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
EXCISE TAX	\$ 4.	\$ 4.		
Total	<u>\$ 4.</u>	<u>\$ 4.</u>	<u>\$ 0.</u>	<u>\$ 0.</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
POSTAGE	\$ 49.	\$ 49.		
Total	<u>\$ 49.</u>	<u>\$ 49.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
ALTRIA GROUP	Cost	\$ 688.	\$ 744.
AMAZON	Cost	557.	855.
ALLIANT ENERGY	Cost	0.	0.
AMERICAN WATER WORKS CO	Cost	0.	0.
ANN TAYLOR STORES	Cost	0.	0.
APPLE INC	Cost	480.	810.
APTAR GROUP INC	Cost	0.	0.
COCA COLA COMPANY	Cost	592.	797.
COMCAST CORP	Cost	0.	0.
COVENTRY HEALTH CARE INC	Cost	0.	0.
CENTERPOINT ENERGY INC	Cost	0.	0.
CATERPILLAR INC	Cost	564.	661.
C.H. ROBINSON WORLDWIDE INC	Cost	0.	0.
CORNING INC	Cost	0.	0.
DOMINION RESOURCES INC	Cost	0.	0.
DICKS SPORTING GOODS INC	Cost	0.	0.
DOLLAR TREE INC	Cost	0.	0.
DEERE CO	Cost	727.	607.
DISNEY COMPANY	Cost	0.	0.
EQUINIX INC	Cost	0.	0.
EMERGENCY MEDICAL SERVICES	Cost	0.	0.
EMERSON ELECTRIC CO	Cost	0.	0.
FEDERATED INVESTORS	Cost	0.	0.
FORD MOTOR CO	Cost	496.	572.
FOREST OIL COMPANY	Cost	0.	0.
FOREST LABS INC	Cost	0.	0.
GENERAL DYNAMICS CORP	Cost	0.	0.
GENERAL MILLS	Cost	338.	347.
HEALTH CARE REIT INC	Cost	0.	0.
JOHNSON AND JOHNSON	Cost	386.	386.
KLA TENCOR CORP	Cost	0.	0.
KANSAS CITY SOUTHERN	Cost	0.	0.
KIMBERLY CLARK	Cost	0.	0.
LENNAR CORP	Cost	0.	0.
MCDONALDS CORP	Cost	662.	987.
NSTAR	Cost	597.	586.
NEXTERA ENERGY INC	Cost	0.	0.
ORACLE CORP	Cost	0.	0.
PUBLIC STORAGE REIT	Cost	0.	0.
PG&E CORP	Cost	0.	0.
PRUDENTIAL FINANCIAL INC	Cost	0.	0.
PRICE T ROWE GROUP INC	Cost	0.	0.
QUALCOMM INC	Cost	610.	744.
SPX CORP	Cost	0.	0.
SENIOR HOUSING PPTYS	Cost	0.	0.
SOUTHWEST AIRLINES CO	Cost	0.	0.
TEREX CORP	Cost	0.	0.
UNITED TECHS CORP	Cost	0.	0.
VENTAS INC	Cost	0.	0.
VECTREN CORP INDIANA	Cost	0.	0.
XCEL ENERGY INC	Cost	0.	0.
WALMART STORES INC	Cost	786.	827.
WALGREEN CO	Cost	0.	0.
WISCONSIN ENERGY CORP	Cost	0.	0.
YUM BRANDS INC	Cost	0.	0.

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Statement 5 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
BAIDU INC.	Cost	\$ 754.	\$ 841.
BOEING COMPANY	Cost	716.	658.
BRISTOL-MYERS SQUIBB CO	Cost	717.	853.
CHEVRON CORP	Cost	620.	735.
CITIGROUP INC	Cost	761.	505.
DU PONT E I DE NEMOURS	Cost	701.	625.
GOLDCORP INC	Cost	2,120.	2,149.
INTEL CORP	Cost	707.	859.
INTL BUSINESS MACHINES	Cost	791.	923.
J P MORGAN CHASE & CO	Cost	1,134.	973.
PLUYM CREEK TIMBER CO INC	Cost	668.	640.
PFIZER INC	Cost	695.	674.
POTASH CORP SASKATCHEWAN	Cost	716.	615.
PROCTER & GAMBLE CO	Cost	761.	768.
SCHLUMBERGER LTD	Cost	714.	588.
SILVER WHEATON CORP	Cost	1,955.	1,765.
SOUTHERN COPPER CORP	Cost	1,501.	1,104.
STARBUCKS CORP	Cost	704.	890.
VERIZON COMMUNICATIONS	Cost	734.	740.
Total		\$ 24,952.	\$ 25,828.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

Other Securities	Valuation Method	Book Value	Fair Market Value
ISHARES RUSSELL MIDCAP GROWTH	Cost	\$ 2,147.	\$ 2,677.
ISHARES RUSSELL MIDCAP VALUE	Cost	0.	0.
ISHARES S&P GLOBAL INFO TECH	Cost	0.	0.
ISHARES TR MSCI EAFE VALUE	Cost	0.	0.
ISHARES TR MSCE EAFE GROWTH	Cost	0.	0.
ISHARES IBOXX \$ GRADE CORP BOND	Cost	0.	0.
MARKET VECTORS EFT TR GOLD MINERS	Cost	2,414.	3,412.
ISHARES IBOXX\$ HIGH YIELD BOND	Cost	7,546.	8,214.
SPDR KBW BANK ETF	Cost	1,687.	1,699.
SPDR SP CHINA	Cost	1,927.	1,830.
ISHARES RS 2000 VALUE	Cost	1,944.	2,477.
ISHARES TR MSCI EAFE VALUE INDEX	Cost	4,007.	3,456.
POWERSHARES GLOBAL	Cost	2,030.	2,184.
WISDONTREE INDIA	Cost	1,882.	1,919.
ISHARES RS 2000 GROWTH INDEX	Cost	2,074.	2,621.
ISHARES DOW JONES US ENERGY	Cost	2,034.	2,047.
ISHARES MSCI BRAZIL FREE INDEX	Cost	1,693.	1,809.
MATERIALS SELECT SECTOR FUND	Cost	1,672.	1,998.
BLACKROCK MANAGED INC PORT	Cost	0.	0.
PRIOR YEARS	Cost	0.	0.
ISHARES RUSSELL MIDCAP VALUE INDEX	Cost	2,342.	2,624.
ISHARES S&P GLOBAL INFO TECHNOLOGY	Cost	1,890.	2,234.
ISHARES TR MCI EAFE GROWTH INDEX	Cost	4,029.	3,591.

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Statement 6 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Securities</u>			
ISHARES IBOXX INVT GRADE CORP BD	Cost	\$ 12,508.	\$ 13,565.
ISHARES JP MORGAN EM BOND	Cost	8,227.	8,722.
BLACKROCK CORE BOND PORTFOLIO	Cost	8,631.	8,773.
Total		<u>\$ 70,684.</u>	<u>\$ 75,852.</u>

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	9 ALTRIA GROUP	Purchased	11/03/1968	11/01/2010
2	9 ALTRIA GROUP	Purchased	2/20/2009	11/11/2010
3	1 ALTRIA GROUP	Purchased	1/12/2010	11/11/2010
4	1 ALTRIA GROUP	Purchased	10/13/2010	11/11/2010
5	1 AMAZON COM	Purchased	12/15/2009	11/11/2010
6	2 AMERICAN WTR WORKS	Purchased	4/22/2010	11/11/2010
7	21 ANN TAYLOR	Purchased	10/11/2010	11/11/2010
8	6 APTAR GROUP	Purchased	6/28/2010	11/11/2010
9	4 COMCAST	Purchased	5/19/2008	11/11/2010
10	5 COMCAST	Purchased	11/03/2008	11/11/2010
11	11 COMCAST	Purchased	2/20/2009	11/11/2010
12	25 COVENTRY HEALTH CARE	Purchased	10/11/2010	11/11/2010
13	38 CENTERPOINT ENERGY	Purchased	10/11/2010	11/11/2010
14	7 C.H. ROBINSON WORLDWIDE	Purchased	6/28/2010	11/11/2010
15	25 CORNING INC	Purchased	10/11/2010	11/11/2010
16	1 DOMINION RES INC	Purchased	2/19/2010	11/11/2010
17	13 DICKS SPORTING GOODS	Purchased	6/28/2010	11/11/2010
18	9 DOLLAR TREE	Purchased	10/11/2010	11/11/2010
19	9 DEERE CO	Purchased	11/19/2009	11/11/2010
20	11 DISNEY CO	Purchased	3/18/2010	11/11/2010
21	4 EQUINIX	Purchased	3/18/2010	11/11/2010
22	7 EMERGENCY MEDICAL SYS	Purchased	6/28/2010	11/11/2010
23	18 FOREST OIL CORP	Purchased	10/11/2010	11/11/2010
24	5 FOREST LABS	Purchased	10/11/2010	11/11/2010
25	2 ISHARES RUSSELL MIDCAP	Purchased	12/20/2007	11/10/2010
26	1 ISHARES IBOXX \$	Purchased	10/29/2007	11/10/2010
27	9 MARKET VECTORS ETF TR	Purchased	7/23/2009	11/10/2010
28	2 SPDR SP CHINA	Purchased	7/23/2009	11/11/2010
29	1 ISHARES TR	Purchased	4/08/2010	11/11/2010
30	5 WISDOMTREE INDIA	Purchased	7/23/2009	11/11/2010
31	6 GENERAL DYNAMICS	Purchased	3/18/2010	11/11/2010
32	1 GENERAL DYNAMICS	Purchased	4/08/2010	11/11/2010
33	14 GENERAL MILLS	Purchased	5/12/2009	11/11/2010
34	12 HEALTH CARE REIT INC	Purchased	6/28/2010	11/11/2010
35	1 ISHARES RS 2000 GROWTH	Purchased	10/29/2007	11/11/2010
36	13 KANSAS CITY SOUTHERN	Purchased	10/11/2010	11/11/2010
37	27 LENNAR CORP	Purchased	6/28/2010	11/11/2010
38	1 MCDONALDS CORP	Purchased	7/23/2009	11/11/2010

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Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
39	2 NSTAR	Purchased	2/18/2010	11/11/2010
40	6 NEXTERA ENERGY	Purchased	6/28/2010	11/11/2010
41	9 ORACLE CORP	Purchased	5/19/2008	11/11/2010
42	6 ORACLE CORP	Purchased	2/20/2009	11/11/2010
43	5 PUBLIC STORAGE	Purchased	10/11/2010	11/11/2010
44	1 PG&E	Purchased	7/23/2009	11/11/2010
45	6 PRUDENTIAL FINANCIAL	Purchased	3/18/2010	11/11/2010
46	7 PRICE T ROWE GROUP	Purchased	2/19/2010	11/11/2010
47	5 SPX CORP	Purchased	10/11/2010	11/11/2010
48	22 SENIOR HSG PPTYS	Purchased	3/18/2010	11/11/2010
49	30 SOUTHWEST AIRLINES	Purchased	10/11/2010	11/11/2010
50	15 TEREX CORP	Purchased	10/11/2010	11/11/2010
51	5 UNITED TECHS CORP	Purchased	5/12/2009	11/11/2010
52	10 VENTAS INC	Purchased	6/29/2010	11/11/2010
53	23 XCEL ENERGY	Purchased	1/20/2010	11/11/2010
54	1 WISCONSIN ENERGY	Purchased	2/20/2009	11/11/2010
55	7 YUM BRANDS	Purchased	10/11/2010	11/11/2010
56	21 AMERICAN WTR WORKS	Purchased	4/22/2010	12/13/2010
57	27 GAP INC	Purchased	11/11/2010	12/13/2010
58	7 SHERWIN WILLIAMS	Purchased	11/11/2010	12/13/2010
59	20 VECTREN CORP	Purchased	1/20/2010	12/13/2010
60	48 BANCO SANTANDER SA	Purchased	11/11/2010	1/24/2011
61	8 BOEING COMPANY	Purchased	11/11/2010	1/24/2011
62	21 BRISTOL-MYERS	Purchased	11/11/2010	1/24/2011
63	12 DU PONT DE NEMOURS	Purchased	11/11/2010	1/24/2011
64	17 HOME DEPOT	Purchased	11/11/2010	1/24/2011
65	11 ABBOTT LABS	Purchased	11/11/2010	3/22/2011
66	7 AGNICO EAGLE MINES	Purchased	11/11/2010	3/22/2011
67	15 ALLIANT ENERGY	Purchased	3/18/2010	3/22/2011
68	12 AUTOMATIC DATA PROC	Purchased	12/13/2010	3/22/2011
69	11 BAXTER INTERNATIONAL	Purchased	11/11/2010	3/22/2011
70	7 COLGATE PALMOLIVE	Purchased	11/11/2010	3/22/2011
71	11 DARDEN RESTAURANTS	Purchased	11/11/2010	3/22/2011
72	11 DOMINION RES INC	Purchased	2/19/2010	3/22/2011
73	1 DOMINION RES INC	Purchased	4/08/2010	3/22/2011
74	10 EMERSON ELECTRIC	Purchased	5/12/2009	3/22/2011
75	10 FEDERATED INVESTORS	Purchased	5/12/2009	3/22/2011
76	2 FEDERATED INVESTORS	Purchased	4/08/2010	3/22/2011
77	2 FEDERATED INVESTORS	Purchased	11/11/2010	3/22/2011
78	3 ISHARES RUSSELL MIDCAP	Purchased	12/20/2007	3/22/2011
79	4 ISHARES RUSSELL MIDCAP	Purchased	3/20/2008	3/22/2011
80	1 ISHARES TR MSCI EAFE	Purchased	10/29/2007	3/22/2011
81	5 SPDR KBW BANK	Purchased	7/23/2009	3/22/2011
82	10 ILLINOIS TOOL WORKS	Purchased	12/13/2010	3/22/2011
83	3 ISHARES RS 2000 GROWTH	Purchased	10/29/2007	3/22/2011
84	3 ISHARES RS 2000 VALUE	Purchased	10/29/2007	3/22/2011
85	9 ISHARES DOW JONES US	Purchased	10/29/2007	3/22/2011
86	8 JOHNSON AND JOHNSON	Purchased	5/12/2009	3/22/2011
87	1 JOHNSON AND JOHNSON	Purchased	11/11/2010	3/22/2011
88	10 KLA TENCOR CORP	Purchased	10/11/2010	3/22/2011
89	5 KLA TENCOR CORP	Purchased	11/11/2010	3/22/2011
90	18 KRAFT FOODS	Purchased	11/11/2010	3/22/2011
91	8 KIMBERLY CLARK	Purchased	12/15/2009	3/22/2011
92	1 KIMBERLY CLARK	Purchased	4/08/2010	3/22/2011
93	15 MEDTRONIC	Purchased	11/11/2010	3/22/2011
94	13 NSTAR	Purchased	2/18/2010	3/22/2011

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Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
95	39 NV ENERGY	Purchased	11/11/2010	3/22/2011
96	3 NEXTERA ENERGY	Purchased	6/28/2010	3/22/2011
97	7 NEXTERA ENERGY	Purchased	10/11/2010	3/22/2011
98	17 NORTHEAST UTILITIES	Purchased	11/11/2010	3/22/2011
99	14 NUCOR CORPORATION	Purchased	11/11/2010	3/22/2011
100	11 PG&E	Purchased	7/23/2009	3/22/2011
101	20 PAYCHEX	Purchased	11/11/2010	3/22/2011
102	8 PEPSICO	Purchased	11/11/2010	3/22/2011
103	2 MATERIALS SELECT SECTOR	Purchased	7/23/2009	3/22/2011
104	13 SOUTHERN COMPANY	Purchased	12/13/2010	3/22/2011
105	2 UNITED TECHS CORP	Purchased	5/12/2009	3/22/2011
106	5 UNITED TECHS CORP	Purchased	10/11/2010	3/22/2011
107	15 WALGREEN	Purchased	10/11/2010	3/22/2011
108	1 WALGREEN	Purchased	11/11/2010	3/22/2011
109	16 WISCONSIN ENERGY	Purchased	2/20/2009	3/22/2011
110	2 WISCONSIN ENERGY	Purchased	7/23/2009	3/22/2011
111	1 WISCONSIN ENERGY	Purchased	3/01/2011	3/22/2011
112	20 WESTAR ENERGY	Purchased	12/13/2010	3/22/2011
113	9 ISHARES DOW JONES US	Purchased	10/29/2007	3/22/2011
114	1 ISHARES DOW JONES US	Purchased	10/29/2007	3/22/2011
115	8 ISHARES DOW JONES US	Purchased	10/29/2007	3/22/2011
116	3 GOLDMAN SACHS GROUP	Purchased	11/11/2010	6/29/2011
117	1 GOLDMAN SACHS GROUP	Purchased	3/22/2011	6/29/2011
118	16 BP PLC	Purchased	3/22/2011	9/20/2011
119	26 CIENA CORP	Purchased	1/24/2011	9/20/2011
120	5 CIENA CORP	Purchased	3/22/2011	9/20/2011
121	17 JUNIPER NETWORKS	Purchased	1/24/2011	9/20/2011
122	1 JUNIPER NETWORKS	Purchased	3/22/2011	9/20/2011
123	1 ALTRIA GROUP	Purchased	3/22/2011	10/24/2011
124	1 FORD MOTOR CO	Purchased	7/23/2009	10/24/2011
125	1 ISHARES RUSSELL MIDCAP	Purchased	12/20/2007	10/24/2011
126	1 ISHARES RUSSELL MIDCAP	Purchased	3/20/2008	10/24/2011
127	1 ISHARES S&P GLOBAL	Purchased	3/20/2008	10/24/2011
128	1 ISHARES TR MSCI EAFE	Purchased	10/29/2007	10/24/2011
129	1 ISHARES TR MSCI EAFE	Purchased	10/29/2007	10/24/2011
130	2 ISHARES IBOXX \$	Purchased	10/29/2007	10/24/2011
131	1 MARKET VECTORS ETF TR	Purchased	7/23/2009	10/24/2011
132	1 ISHARES IBOXX \$	Purchased	7/23/2009	10/24/2011
133	1 SPDR KBW BANK	Purchased	7/23/2009	10/24/2011
134	1 SPDR SP CHINA	Purchased	7/23/2009	10/24/2011
135	1 ISHARES JP MORGAN	Purchased	4/08/2010	10/24/2011
136	2 POWERSHARES GLOBAL	Purchased	7/23/2009	10/24/2011
137	2 WISDOMTREE INDIA	Purchased	7/23/2009	10/24/2011
138	1 GOLDCORP INC	Purchased	3/22/2011	10/24/2011
139	1 ISHARES RS 2000 GROWTH	Purchased	10/29/2007	10/24/2011
140	1 ISHARES RS 2000 VALUE	Purchased	10/29/2007	10/24/2011
141	1 ISHARES DOW JONES US	Purchased	10/29/2007	10/24/2011
142	1 ISHARES MSCI BRAZIL FREE	Purchased	7/23/2009	10/24/2011
143	1 INTEL CORP	Purchased	3/22/2011	10/24/2011
144	1 PFIZER INC	Purchased	3/22/2011	10/24/2011
145	1 MATERIALS SELECT SECTOR	Purchased	7/23/2009	10/24/2011
146	1 SILVER WHEATON CORP	Purchased	1/24/2011	10/24/2011
147	1 SOUTHERN COPPER CORP	Purchased	11/11/2010	10/24/2011
148	1 BLK RK CR BND PRTFL	Purchased	10/29/2007	10/24/2011
149	2 BLK RK CR BND PRTFL	Purchased	10/29/2007	10/24/2011
150	11 BLK RK CR BND PRTFL	Purchased	10/29/2007	10/24/2011

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Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	227.		172.	55.				\$ 55.
2	227.		140.	87.				87.
3	25.		20.	5.				5.
4	25.		21.	4.				4.
5	170.		130.	40.				40.
6	50.		43.	7.				7.
7	483.		460.	23.				23.
8	280.		235.	45.				45.
9	82.		89.	-7.				-7.
10	103.		82.	21.				21.
11	226.		144.	82.				82.
12	648.		555.	93.				93.
13	630.		613.	17.				17.
14	499.		399.	100.				100.
15	462.		462.	0.				0.
16	43.		39.	4.				4.
17	396.		342.	54.				54.
18	488.		444.	44.				44.
19	705.		458.	247.				247.
20	407.		370.	37.				37.
21	338.		418.	-80.				-80.
22	361.		365.	-4.				-4.
23	620.		581.	39.				39.
24	164.		159.	5.				5.
25	107.		112.	-5.				-5.
26	111.		107.	4.				4.
27	550.		361.	189.				189.
28	167.		135.	32.				32.
29	112.		104.	8.				8.
30	138.		94.	44.				44.
31	403.		452.	-49.				-49.
32	67.		76.	-9.				-9.
33	510.		373.	137.				137.
34	574.		512.	62.				62.
35	81.		89.	-8.				-8.
36	596.		515.	81.				81.
37	441.		390.	51.				51.
38	80.		56.	24.				24.
39	84.		68.	16.				16.
40	323.		296.	27.				27.
41	256.		204.	52.				52.
42	170.		100.	70.				70.
43	512.		489.	23.				23.
44	47.		39.	8.				8.
45	328.		345.	-17.				-17.
46	410.		347.	63.				63.
47	333.		325.	8.				8.
48	532.		493.	39.				39.
49	408.		391.	17.				17.
50	375.		359.	16.				16.
51	376.		259.	117.				117.
52	542.		473.	69.				69.
53	553.		489.	64.				64.

ELLIOTT FOUNDATION

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Statement 7 (continued)
 Form 990-PF, Part IV, Line 1
 Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
54	59.		43.	16.			\$	16.
55	362.		332.	30.				30.
56	526.		453.	73.				73.
57	577.		554.	23.				23.
58	547.		515.	32.				32.
59	508.		480.	28.				28.
60	589.		550.	39.				39.
61	577.		524.	53.				53.
62	547.		550.	-3.				-3.
63	584.		570.	14.				14.
64	620.		539.	81.				81.
65	528.		517.	11.				11.
66	472.		565.	-93.				-93.
67	584.		486.	98.				98.
68	602.		558.	44.				44.
69	581.		569.	12.				12.
70	553.		536.	17.				17.
71	518.		541.	-23.				-23.
72	491.		424.	67.				67.
73	45.		41.	4.				4.
74	577.		351.	226.				226.
75	475.		484.	-9.				-9.
76	53.		53.	0.				0.
77	53.		49.	4.				4.
78	177.		168.	9.				9.
79	189.		167.	22.				22.
80	53.		81.	-28.				-28.
81	129.		93.	36.				36.
82	550.		512.	38.				38.
83	273.		267.	6.				6.
84	221.		231.	-10.				-10.
85	400.		404.	-4.				-4.
86	473.		439.	34.				34.
87	59.		64.	-5.				-5.
88	458.		346.	112.				112.
89	229.		184.	45.				45.
90	559.		546.	13.				13.
91	523.		519.	4.				4.
92	65.		62.	3.				3.
93	569.		531.	38.				38.
94	593.		440.	153.				153.
95	571.		537.	34.				34.
96	162.		148.	14.				14.
97	377.		384.	-7.				-7.
98	584.		532.	52.				52.
99	637.		567.	70.				70.
100	482.		433.	49.				49.
101	642.		556.	86.				86.
102	512.		518.	-6.				-6.
103	77.		57.	20.				20.
104	488.		493.	-5.				-5.
105	162.		104.	58.				58.
106	404.		363.	41.				41.

ELLIOTT FOUNDATION

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Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
NORMAN M GWALTNEY 525 E 57TH ST INDIANAPOLIS, IN 46220	Director 0	\$ 0.	\$ 0.	\$ 0.
C. JULIE ELLIOTT 525 E 57TH ST INDIANAPOLIS, IN 46220	Vice President 0	0.	0.	0.
RICHARD E. BOND 2210 E JACKSON BLVD ELKHART, IN 46516	Secretary 0	0.	0.	0.
MARY N ELLIOTT 1656 BROOKSTONE CT ELKHART, IN 46514	Director 0	0.	0.	0.
ELIZABETH BOND 2210 E JACKSON BLVD ELKHART, IN 46516	President 0	0.	0.	0.
ELLIOTT E. BOND 123 KENYAN AVE ELKHART, IN 46516	Director 0	0.	0.	0.
KATHRYN E MUSGRAVE 825 OLD AUST RD SAN ANTONIO, TX 78209	Director 0	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: ELLIOT FOUNDATION
Name:
Care Of: RICHARD BOND
Street Address:
City, State, Zip Code: ELKHART, IN 46516
Telephone:
Form and Content: AN APPLICATION MUST PROVIDE A WRITTEN REQUEST INCLUDING INFORMATION ABOUT THE APPLICATION AND THE APPLICANT'S TAX EXEMPT STATUS.
Submission Deadlines: NONE
Restrictions on Awards: MUST BE A CHARITABLE ORGANIZATION

ELLIOTT FOUNDATION

35-6021398

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
CHURCH COMMUNITY SERVICES, INC 907 OAKLAND AVE ELKHART, IN 46515	NONE		CHARITABLE	\$ 500.
WELLFIELD BOTONICAL GARDENS, INC 1000 N. MAIN ST ELKHART, IN 46514	NONE		CHARITABLE	500.
ELKHART COUNTY COMMUNITY FOUNDATION 101 S. MAIN ST ELKHART, IN 46516	NONE		CHARITABLE	500.
DOWNTOWN ELKHART, INC. 418 S. MAIN ST ELKHART, IN 46516	NONE		CHARITABLE	1,000.
FAITH MISSION 801 BENHAM AVE ELKHART, IN 46517	NONE		CHARITABLE	500.
THE PROJECT SCHOOL 114 E 22ND ST INDIANAPOLIS, IN 46202	NONE		CHARITABLE	500.
RILEY CHILDREN'S FOUNDATION 30 S. MERIDIAN ST INDIANAPOLIS, IN 46204	NONE		CHARITABLE	500.
Total				\$ <u>4,000.</u>