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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 12/1/2010, and ending 11/30/2011

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

John C Griswold Foundation

Number and street (or P O box number if mail is not delivered to street address)

Foundation Source 501 Silverside Rd

City or town, state, and ZIP code

Wilmington

DE

19809-1377

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 12,306,093

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number

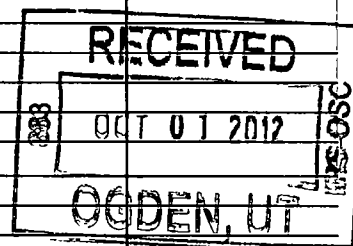
13-2978937

B Telephone number (see page 10 of the instructions)

(800) 839-1754

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	1,791			
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	353,662	352,955		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	673,591			
b Gross sales price for all assets on line 6a	5,368,534			
7 Capital gain net income (from Part IV, line 2)		673,591		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	3,119	235		
12 Total. Add lines 1 through 11	1,032,163	1,026,781		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	7,037			7,037
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	124,739	124,739		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	6,326	526		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	9,567			9,567
22 Printing and publications				
23 Other expenses (attach schedule)	53,578	20		53,558
24 Total operating and administrative expenses. Add lines 13 through 23	201,247	125,285		70,162
25 Contributions, gifts, grants paid	672,498			672,498
26 Total expenses and disbursements. Add lines 24 and 25	873,745	125,285		742,660
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	158,418			
b Net investment income (if negative, enter -0-)		901,496		
c Adjusted net income (if negative, enter -0-)				



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

(HTA)

Form **990-PF** (2010)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	52,061	267,109	267,109
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	1,059,908	941,934	1,076,024
	b	Investments—corporate stock (attach schedule)	6,904,701	7,012,152	8,150,300
	c	Investments—corporate bonds (attach schedule)	2,739,208	2,699,215	2,812,660
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶	6,114		
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,761,992	10,920,410	12,306,093
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,761,992	10,920,410	
	30	Total net assets or fund balances (see page 17 of the instructions)	10,761,992	10,920,410	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,761,992	10,920,410	

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	10,761,992
2	Enter amount from Part I, line 27a	2	158,418
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,920,410
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	10,920,410

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 Publicly-traded Securities				
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 5,368,534		4,694,943	673,591	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			673,591	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	673,591
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }			3	

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.

(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	801,940	12,509,839	0.064105
2008	856,413	11,269,921	0.075991
2007	803,821	13,633,185	0.058961
2006	981,458	14,982,245	0.065508
2005	912,770	13,957,079	0.065398
2 Total of line 1, column (d)			2 0.329963
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 0.065993
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 12,955,754
5 Multiply line 4 by line 3			5 854,989
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,015
7 Add lines 5 and 6			7 864,004
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 742,660

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	18,030
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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, 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	18,030
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	18,030
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,000	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,473	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16,473	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	443	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 443 Refunded ☐	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 page 19 of the 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754			
Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377				
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	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? ☐ Yes ☒ No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	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 ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).

If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
	00			
	00			
	00			
	00			
	00			

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UBS Financial Services 8044 Montgomery Road, Cincinnati, OH 45236	Investment Management Services	124,739
Foundation Source 55 Walls Drive, Suite 302, Fairfield, CT 06824	Administrative Services	52,683
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	12,904,411
b	Average of monthly cash balances	1b	248,639
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	13,153,050
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,153,050
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	197,296
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,955,754
6	Minimum investment return. Enter 5% of line 5	6	647,788

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

1	Minimum investment return from Part X, line 6	1	647,788
2a	Tax on investment income for 2010 from Part VI, line 5	2a	18,030
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	18,030
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	629,758
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	629,758
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	629,758

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	742,660
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	742,660
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	742,660

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				629,758
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	221,146			
b From 2006	261,956			
c From 2007	127,311			
d From 2008	297,407			
e From 2009	182,470			
f Total of lines 3a through e	1,090,290			
4 Qualifying distributions for 2010 from Part XII, line 4 $\Rightarrow$ \$ 742,660				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				629,758
e Remaining amount distributed out of corpus	112,902			
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	1,203,192			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	221,146			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	982,046			
10 Analysis of line 9				
a Excess from 2006	261,956			
b Excess from 2007	127,311			
c Excess from 2008	297,407			
d Excess from 2009	182,470			
e Excess from 2010	112,902			

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>				
AIDS SERVICE FDN OF GREATER KANSAS CITY PO BOX 32192 KANSAS CITY MO 64171	N/A	509(a)(1)	General & Unrestricted	5,000
AMERICAN INDEPENDENT BUSINESS ALLIANCE 222 S BLACK AVE BOZEMAN MT 59715	N/A	509(a)(1)	Equipment for Farm to Restaurant Program	1,000
AMIGOS DE BOLSA CHICA PO BOX 1563 HUNTINGTON BEACH CA 92647	N/A	509(a)(1)	Wetlanders Program	10,000
BOLSA CHICA CONSERVANCY 3842 WARNER AVE HUNTINGTON BEACH CA 92649	N/A	509(a)(1)	General & Unrestricted	30,000
CALIFORNIA GARDEN CLUBS INC PO BOX 3891 SAN CLEMENTE CA 92674	N/A	509(a)(2)	Huntington Beach Community Garden	3,000
CHICAGO YOUTH CENTERS 218 S WABASH AVE, STE 600 CHICAGO IL 60604	N/A	509(a)(1)	General & Unrestricted	15,000
CINCINNATI BALLET COMPANY INC 1555 CENTRAL PKWY CINCINNATI OH 45214	N/A	509(a)(1)	General & Unrestricted	25,000
CINCINNATI MUSEUM ASSOCIATION 953 EDEN PARK DR CINCINNATI OH 45202	N/A	509(a)(1)	General & Unrestricted	5,000
CINCINNATI MUSICAL FESTIVAL ASSOC 1241 ELM ST CINCINNATI OH 45202	N/A	509(a)(2)	General & Unrestricted	5,000
CINCINNATI OPERA ASSOCIATION 1243 ELM ST MUSIC HALL CINCINNATI OH 45202	N/A	509(a)(1)	General & Unrestricted	26,000
CINCINNATI PLAYHOUSE IN THE PARK PO BOX 6537 CINCINNATI OH 45206	N/A	509(a)(1)	General & Unrestricted	3,000
Total See Attached Statement			▶ 3a	672,498
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Form 990-PF, Part I, Line 11 - Other Income

TOTAL:		3,119	235
		(a) Revenue per Books	(b) Net Investment Income
1	Federal Tax Refund	2,884	0
2	LAZARD LTD K-1 Pass-Through Share of Partnership Income/(Loss)	235	235
3			
4			
5			
6			
7			
8			
9			
10			

Form 990-PF, Part I, Line 16a - Legal Fees

TOTAL:		7,037	0	0	7,037
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	General Governance Matters and Counseling	7,037	0	0	7,037
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		TOTAL:				0	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
		124,739	124,739	0	0			
1	Investment Management Services							
2								
3								
4								
5								
6								
7								
8								
9								
10								

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

	TOTAL:	6,326	526	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2011	5,800	0	0	0
2	Foreign Tax Paid	526	526	0	0
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:					53,578	20	0	53,558
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	52,683	0	0	52,683			
2	Bank Charges	18	18	0	0			
3	State or Local Filing Fees	750	0	0	750			
4	LAZARD LTD K-1 pass-through expenses	2	2	0	0			
5	Public Disclosure in Newspaper Ad	125	0	0	125			
6								
7								
8								
9								
10								

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

TOTAL:					1,059,908	941,934	1,076,024
		Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)
1		FHLB - 5 250% - 06/18/2014 (3133X7FK5)	150,000	153,945		167,558	
2		FNMA - 5 250% - 09/15/2016 (31359MW41)	200,000	201,435		236,683	
3		FNMA - 5 375% - 06/12/2017 (31398ADM1)	125,000	127,532		150,399	
4		US TIPS - 1 125% - 01/15/2021 (912828PP9)	103,274	106,738		114,400	
5		US TREAS - 4.250% - 08/15/2015 (UST081515)	200,000	201,347		226,937	
6		US TREAS NOTE - 4 750% - 08/15/2017 (912828HA1)	150,000	150,937		180,047	
7							
8							
9							
10							

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		7,012,152		8,150,300	
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value			
1	ABBOTT LABS (ABT)	890	47,339				48,550
2	ACCENTURE PLC (ACN)	855	28,905				49,530
3	ADVANCE AUTO PARTS INC (AAP)	240	10,277				16,613
4	AECOM TECHNOLOGY CORPORATION (ACM)	3,425	68,993				73,466
5	AETNA INC. NEW (AET)	1,338	53,268				55,955
6	ALLIANCE DATA SYSTEM CORP (ADS)	835	69,292				85,512
7	ALLSTATE CORP (ALL)	2,080	41,812				55,723
8	ALTERA CORPORATION (ALTR)	670	13,454				25,239
9	AMERICAN EAGLES OUTFITTERS INC (AEO)	4,250	47,954				59,118
10	AMERICAN TOWER REIT INC (AMT)	371	13,517				21,889
11	AMERIPRISE FINANCIAL INC (AMP)	310	16,601				14,232
12	AMERISOURCEBERGEN CORP (ABC)	386	14,220				14,340
13	AMETEK INC. (AME)	489	11,556				20,949
14	AMGEN INC (AMGN)	1,350	64,276				78,179
15	AMPHENOL CORPORATION (APH)	237	10,698				10,743
16	ANADARKO PETROLEUM CORP (APC)	615	45,428				49,981
17	ANSYS INC (ANSS)	380	11,617				23,549
18	APACHE CORPORATION (APA)	765	49,681				76,072
19	APPLE INC. (AAPL)	310	11,966				118,482
20	ARCHER DANIELS MDLND (ADM)	2,720	83,587				81,926
21	ASPEN INSURANCE HLDG (AHL)	1,785	43,785				47,338
22	AUTOMATIC DATA PROCESSING INC. (ADP)	1,495	75,590				76,380
23	AUTOZONE INC (AZO)	120	10,426				39,406
24	AVAGO TECHNOLOGIES LIMITED (AVGO)	524	12,261				15,678
25	B M C SOFTWARE (BMC)	1,315	61,304				46,893
26	BANK OF AMERICA CORP (BAC)	2,515	34,119				13,682
27	BARNES GROUP INC (B)	3,095	69,959				77,096
28	BED BATH & BEYOND INC. (BBBY)	320	8,083				19,363
29	BIG LOTS INC (EX CONSOLIDATED ST ORES INC) COM (BIG)	1,995	66,717				80,019
30	BLACKROCK INC (BLK)	320	62,507				55,053
31	BOEING CO (BA)	1,150	64,424				78,994
32	BROWN FORMAN CORP CL B (BF-B)	206	11,293				16,441
33	C H ROBINSON WORLDWIDE INC (CHRW)	150	3,788				10,277
34	CATALYST HEALTH SOLUTIONS, INC (CHSI)	289	11,020				15,034
35	CELANESE CORPORATION (CE)	380	12,280				17,666
36	CHECK POINT SOFTWARE TECHNOLOGIES LTD (CHKP)	344	9,944				19,037
37	CHESAPEAKE ENERGY CORPORATION (CHK)	2,555	59,500				64,744
38	CHURCH & DWIGHT COMMON (CHD)	380	11,260				16,815
39	CISCO SYSTEMS INC (CSCO)	4,050	5,458				75,492
40	CITIGROUP INC (C)	1,590	70,059				43,693
41	CME GROUP, INC (CME)	250	70,221				62,320

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		7,012,152		8,150,300	
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value			
42	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	637	15,342	42,902			
43	COMCAST CORP CL A (CMCSA)	2,910	71,302	65,970			
44	COMMUNITY HEALTH (CYH)	3,470	82,882	68,949			
45	CONCHO RESOURCES INC (CXO)	190	9,189	19,308			
46	CORR CP OF AM (NEW) (CXW)	675	15,164	14,175			
47	COVIDIEN LTD (COV)	820	39,128	37,351			
48	CVS CAREMARK CORP. (CVS)	700	25,885	27,188			
49	DANAHER CORP (DHR)	990	39,928	47,896			
50	DARDEN RESTAURANTS INC (DRI)	260	7,620	12,405			
51	DAVITA INC COMMON (DVA)	199	12,746	15,160			
52	DICK'S SPORTING GDS (DKS)	520	10,285	20,441			
53	DIGITAL RLTY TR INC (DLR)	209	10,078	13,272			
54	DISCOVERY COMMUNICATIONS, INC - SERIES C COMMON ST (DISCK)	350	11,449	13,244			
55	DOLLAR TREE INC (DLTR)	328	7,819	26,729			
56	DOVER CORP (DOV)	233	9,820	12,808			
57	EATON CORP (ETN)	299	13,346	13,428			
58	EL PASO CORPORATION (EP)	998	20,150	24,960			
59	EQT CORPORATION (EQT)	505	25,346	31,315			
60	EQUINIX, INC (EQIX)	115	9,999	11,502			
61	EXPRESS SCRIPTS HOLDING CO (ESRX)	1,210	34,481	55,237			
62	EXXON MOBIL CORP (XOM)	600	11,366	48,264			
63	F M C CP (FMC)	119	8,257	9,986			
64	FIDELITY NATIONAL INFORMATION SERVICES INC (FIS)	1,829	53,552	44,061			
65	FISERV INC (FISV)	1,370	73,822	78,994			
66	FLUOR CORP NEW (FLR)	192	10,158	10,525			
67	FORD MOTOR COMPANY (F)	3,260	46,965	34,556			
68	FREEMPORT-MCMORAN COPPER & GOLD INC (FCX)	900	28,220	35,640			
69	GAMESTOP CORP (GME)	483	11,338	11,167			
70	GENERAL ELECTRIC CO (GE)	7,865	138,631	125,132			
71	GOOGLE INC CL A (GOOG)	125	56,131	74,924			
72	GRAINGER W W INC (GWW)	137	10,510	25,605			
73	H J HEINZ COMPANY (HNZ)	1,799	83,458	94,717			
74	HARTFORD FINANCIAL SERVICES GROUP (HIG)	3,450	91,130	61,272			
75	HEALTH NET INC (HNT)	3,015	123,115	93,887			
76	HEALTHSOUTH CP (HLS)	393	7,237	6,791			
77	HUMANA INC (HUM)	205	8,688	18,179			
78	INTERCMTNTLEXCHANGE (ICE)	120	11,581	14,606			
79	INTERNATIONAL PAPER CO. (IP)	2,665	67,945	75,686			
80	INTUITIVE SURGICAL, INC (ISRG)	56	7,562	24,316			
81	ISHARES MSCI EMERGING MARKETS INDEX FD (EEM)	12,000	412,192	480,120			
82	ISHARES MSCI PACIFIC EX-JAPAN (EPP)	12,000	394,250	503,520			

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c)
83	ISHARES MSCI-HONG KONG (EWH)	11,000	134,604	7,012,152	8,150,300
84	ISHARES TRUST MSCI EAFE INDEX FUND (EFA)	2,000	122,400		175,890
85	JONES LANG LASALLE (JLL)	134	4,272		102,480
86	JP MORGAN ALERIAN ET (AMJ)	7,000	219,354		8,632
87	JP MORGAN CHASE & CO (JPM)	3,805	164,412		258,440
88	JUNIPER NETWORKS (JNPR)	580	12,125		117,841
89	KANSAS CITY SOUTHERN (KSU)	301	10,906		13,172
90	KINDRED HEALTHCARE, INC. - COMMON STOCK (KND)	3,345	44,005		20,477
91	LABORATORY CORP AMER HLDGS (LH)	177	9,911		41,478
92	LANDSTAR SYSTEM (LSTR)	205	6,330		15,172
93	LIFEPOINT HOSPITALS, INC (LPNT)	1,810	54,289		9,485
94	LINCARE HOLDINGS, INC (LNCR)	495	14,553		71,006
95	LINEAR TECHNOLOGY CORP (LLTC)	380	13,830		11,732
96	MACY'S INC (M)	2,795	51,182		11,639
97	MARATHON PETROLEUM CORP (MPC)	990	34,981		90,362
98	MARRIOTT INTERNATIONAL INC CL A (MAR)	444	13,381		33,056
99	MARRIOTT VACATIONS WORLDWIDE CORP (VAC)	44	807		13,595
100	MCDONALD'S CORP (MCD)	825	66,460		703
101	MCKESSON CORP (MCK)	205	7,921		78,804
102	MEDCO HEALTH SOLUTIONS INC. (MHS)	305	15,280		16,669
103	MERCK & CO INC (MRK)	1,560	55,225		17,284
104	METLIFE INC (MET)	2,075	62,758		55,770
105	MICROCHIP TECHNOLOGY INC (MCHP)	830	20,315		65,321
106	MICROSOFT CORPORATION (MSFT)	2,675	73,175		28,975
107	MOHAWK INDS INC (MHK)	159	12,163		68,427
108	MOLEX INCORPORATED (MOLX)	621	12,710		8,675
109	MONSTER BEVERAGE CORP (MNST)	211	6,257		15,488
110	MSC INDUSTRIAL DRCT (MSM)	145	7,634		19,454
111	NII HOLDINGS INC - COMMON STOCK (NIHD)	599	19,481		10,082
112	NIKE INC-CL B (NKE)	305	21,252		13,783
113	NOBLE ENERGY INC (NBL)	84	6,602		29,335
114	NORFOLK SOUTHERN CORP (NSC)	560	37,994		8,265
115	ORACLE CORP (ORCL)	3,170	71,597		42,302
116	PANERA BREAD CO. CL. A (PNRA)	127	10,224		99,380
117	PATTERSON-UTI ENERGY INC (PTEN)	2,540	50,160		18,209
118	PEABODY ENERGY CORP (BTU)	354	13,240		53,391
119	PEPSICO INC (PEP)	1,070	44,285		13,887
120	PETSMART INC. COM (PETM)	440	12,209		68,480
121	PFIZER INC. (PFE)	1,835	44,587		21,230
122	PG & E CORP (PCG)	1,135	48,453		36,828
123	PNC FINANCIAL GROUP INC (PNC)	1,400	65,923		44,083
					75,894

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		7,012,152	8,150,300
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	
124	POLYCOM, INC. (PLCM)	544	11,082	9,194	
125	PRAXAIR INC. (PX)	640	55,472	65,280	
126	PRECISION CASTPARTS (PCP)	82	6,816	13,510	
127	PRICELINE.COM INCORPORATED (PCLN)	71	4,812	34,498	
128	PROCTER GAMBLE CO (PG)	860	15,761	55,530	
129	PRUDENTIAL FINCL INC (PRU)	1,355	59,595	68,617	
130	QEP RESOURCES INC (QEP)	2,005	72,539	65,463	
131	RANGE RESOURCES CORP DEL (RRC)	106	6,702	7,601	
132	REPUBLIC SVCS INC. (RSG)	2,280	64,823	62,586	
133	RIVERBED TECHNOLOGY, INC. (RVBD)	544	7,812	14,144	
134	ROCKWOOD HOLDINGS INC (ROC)	516	10,872	22,993	
135	ROPER INDUSTRIES NEW COMMON (ROP)	205	10,483	17,464	
136	SAFEWAY INC NEW (SWY)	1,905	39,823	38,100	
137	SALLY BEAUTY HLDG (SBH)	547	10,698	10,995	
138	SHIRE PHARMACEUTICALS, INC (SHPGY PK)	314	14,720	31,814	
139	SKYWORKS SOLUTIONS, INC (SWKS)	553	11,787	9,019	
140	SOUTHWESTERN ENERGY (SWN)	303	10,008	11,529	
141	SPECTRA ENERGY CORP-W/I (SE)	965	26,209	28,390	
142	SPIRIT AEROSYSTEMS HOLDINGS CL A (SPR)	3,910	70,806	76,284	
143	ST. JUDE MED INC. (STJ)	510	12,623	19,604	
144	STERICYCLE INC (SRCL)	201	4,362	16,285	
145	STRYKER CORPORATION (SYK)	1,065	46,040	52,004	
146	T. ROWE PRICE ASSOCIATES (TROW)	292	13,390	16,574	
147	TARGET CORPORATION (TGT)	1,665	89,599	87,746	
148	TEMPUR PEDIC INTERNATIONAL INC. (TPX)	232	6,967	12,670	
149	TEREX CORP (TEX)	4,785	95,522	73,833	
150	TEVA PHARMECEUTICAL SP ADR (TEVA)	1,480	69,783	58,623	
151	TEXAS INSTRUMENTS INC (TXN)	2,455	43,939	73,896	
152	TIMKEN CO COM (TKR)	309	14,324	12,981	
153	TJX COMPANIES INC (TJX)	1,750	79,476	107,975	
154	TRIUMPH GROUP INC (TGI)	274	10,595	16,300	
155	UNITED TECHNOLOGIES CORP (UTX)	810	49,826	62,046	
156	UNITEDHEALTH GROUP INC. (UNH)	1,535	69,303	74,862	
157	V F CORP (VFC)	225	16,960	31,205	
158	VALERO ENERGY CORP NEW (VLO)	3,260	65,187	72,600	
159	VALSPAR CORP (VAL)	475	16,302	17,518	
160	VISA INC (V)	750	55,650	72,728	
161	WAL-MART STORES INC. (WMT)	1,270	64,952	74,803	
162	WALGREEN CO (WAG)	1,400	57,582	47,208	
163	WEATHERFORD INTL NEW (WFT)	701	12,262	10,627	
164	WELLS FARGO & CO (WFC)	4,770	145,558	123,352	

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				7,012,152	8,150,300
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value	
165	WESTERN UNION CO (WU)	2,230	37,865	38,891	
166	WHIRLPOOL CORP (WHR)	445	24,220	21,832	
167	WHITING PETROLEUM CORP (WLL)	309	16,599	14,372	
168	WILLIAMS COS (WMB)	2,290	68,693	73,921	

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value	
1	ABBOTT LABS NT - 5.600% - 11/30/2017 (002819AB6)	100,000	105,738	118,848	2,812,660
2	BERKSHIRE HATHAWAY FIN CORP - 5.400% - 05/15/2018 (084664BEO)	50,000	53,564	56,920	
3	BERKSHIRE HATHAWAY FIN CORP 5.0% 08/15/2013 (084664BG5)	100,000	107,475	106,513	
4	CATERPILLAR INC NT - 5.700% - 08/15/2016 (149123BM2)	150,000	151,165	176,483	
5	CHEVRON CORP - 3.950% - 03/03/2014 (166751AH0)	150,000	154,383	160,655	
6	CISCO SYSTEMS INC - 5.000% - 02/22/2016 (17275RAC6)	150,000	156,693	173,816	
7	CITIGROUP INC NOTES - 6.000% - 02/21/2012 (172967BJ9)	200,000	208,650	201,667	
8	GENERAL ELEC CO 5.25% DUE 12-06-2017 BEO (369604BC6)	175,000	190,806	195,728	
9	GOLDMAN SACHS GROUP NT - 5.250% - 10/15/2013 (38141GDQ4)	100,000	107,758	101,669	
10	GOLDMAN SACHS GRP INC - 5.125% - 01/15/2015 (38141GEA8)	50,000	52,911	50,672	
11	JP MORGAN CHASE - 4.500% - 01/15/2012 (46625HCA6)	100,000	99,738	100,411	
12	KEYBANK NA SR NTS FDIC TLGP 3 20000% 06/15/2012GTD (49328CAA3)	75,000	78,341	76,202	
13	MERRILL LYNCH & CO NOTES - 5.000% - 01/15/2015 (59018YUW9)	200,000	192,254	190,950	
14	MORGAN STANLEY NT - 6.600% - 04/01/2012 (617446HC6)	100,000	105,512	100,583	
15	NATIONAL RURAL UTIL CORP - 4.750% - 03/01/2014 (637423DC6)	100,000	101,626	108,123	
16	ORACLE CORP - 5.250% - 01/15/2016 (68402LAC8)	75,000	73,759	86,030	
17	ORACLE CORP NOTES 04.95000% 04/15/2013 (68389XAD7)	100,000	108,359	105,667	
18	PEPSICO INC NOTES 04.50000% 01/15/2020 (713448BN7)	150,000	156,801	167,232	
19	PG&E ENERGY REC FD 2005-1 A4 - 4.370% - 06/25/2014 (693401AD3)	71,639	69,218	72,337	
20	UNITED PARCEL SRVC NT - 5.500% - 01/15/2018 (911312AH9)	200,000	210,283	238,323	
21	VERIZON COMMUNICATIONS INC 6.10000% 04/15/2018 NT (92343VAM6)	100,000	113,466	118,208	
22	WACHOVIA CORP - 5.500% - 05/01/2013 (92976WBJ4)	100,000	100,715	105,623	

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility Statement

	Name	Street	City	State	Zip Code	Grant Date	Grant Amount	Grant Purpose	Amt Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Verification
1	Dragonfly Development Resources, Inc	321 South Main Street, Suite 301	Providence	RI	02903	4/15/2011	9,000	To help fund the Coalition for Learning Disabilities Philanthropy Program	0	To the knowledge of the grantor, no funds have been diverted	9/30/2012 Expected Submission Date	None necessary
2												
3												
4												
5												
6												
7												
8												
9												
10												

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
1	Allyson Griswold Dayak	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0
2	James R Donnelley (retired from board in 2011)	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Treasurer / Trustee	1	0	0	0
3	Christopher B Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0
4	David Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Secretary / Trustee	1	0	0	0
5	Jeffrey W Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President Emeritus / Trustee	1	0	0	0
6	John G Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Trustee	1	0	0	0
7	Michael G Earls	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0
8	Mark Griswold	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Trustee	1	0	0	0
9	D Ross Griswold Jr	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0
10	Jacqueline G Moore (deceased in 2011)	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Chairman Emeritus	1	0	0	0

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CINCINNATI SYMPHONY ORCHESTRA

Street

1241 ELM ST

City

CINCINNATI

State

OH

Zip Code

45202

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

Name

CLINICA VERDE

Street

109 CAMINO VISTA

City

ST HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

15,000

Name

CONNOLLY RANCH EDUCATION CENTER

Street

3141 BROWNS VALLEY RD

City

NAPA

State

CA

Zip Code

94558

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

COUNCIL OF CHURCHES OF GREATER BRIDGEPORT INC

Street

1100 BOSTON AVE 5-A

City

BRIDGEPORT

State

CT

Zip Code

06610

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

DIRECT CONNECTIONS TO AFRICA INC

Street

1278 GLENNEYRE STE 47

City

LAGUNA BEACH

State

CA

Zip Code

92651

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

DIRECT CONNECTIONS TO AFRICA INC

Street

1278 GLENNEYRE STE 47

City

LAGUNA BEACH

State

CA

Zip Code

92651

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Education Center

Amount

30,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

DIRECT CONNECTIONS TO AFRICA INC

Street

1278 GLENNEYRE STE 47

City

LAGUNA BEACH

State

CA

Zip Code

92651

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Bricks For Pre School Program

Amount

3,500

Name

DRAGONFLY DEVELOPMENT RESOURCES INC

Street

321 S MAIN ST STE 301

City

PROVIDENCE

State

RI

Zip Code

02903

Foreign Country**Relationship**

N/A

Foundation Status

PF

Purpose of grant/contribution

Expenditure Responsibility Grant

Amount

9,000

Name

FIRST STEP HOME INC

Street

2203 FULTON AVE

City

CINCINNATI

State

OH

Zip Code

45206

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

6,000

Name

FRIENDS OF SHIPLEY NATURE CENTER

Street

17829 GOLDENWEST ST

City

HUNTINGTON BEACH

State

CA

Zip Code

92647

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Wild Garden Program

Amount

5,000

Name

FRIENDS OF THE ST HELENA PUBLIC LIBRARY

Street

PO BOX 171

City

SAINT HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

GRACE EPISCOPAL CHURCH

Street

1314 SPRING ST

City

ST HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HEART OF AMERICA SHAKESPEARE FESTIVAL

Street

3619 BROADWAY

City

KANSAS CITY

State

MO

Zip Code

64111

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

50,000

Name

HIDDEN ACRES INC

Street

PO BOX 851462

City

MESQUITE

State

TX

Zip Code

75185

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

HUNTINGTON BEACH ART LEAGUE

Street

7111 TALBERT AVE

City

HUNTINGTN BCH

State

CA

Zip Code

92648

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

JOHN L MAGRO FOUNDATION

Street

PO BOX 43032

City

CINCINNATI

State

OH

Zip Code

45243

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

Name

LINTON INCORPORATED

Street

1241 ELM ST CINCINNATI MUSIC HALL

City

CINCINNATI

State

OH

Zip Code

45202

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

LISTENERS COMMUNITY RADIO OF UTAH INC KRCL-FM

Street

1971 W N TEMPLE

City

SALT LAKE CTY

State

UT

Zip Code

84116

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LITERACY CENTER WEST

Street

3208 WARSAW AVE

City

CINCINNATI

State

OH

Zip Code

45205

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

MILLIKIN UNIVERSITY

Street

1184 W MAIN ST

City

DECATUR

State

IL

Zip Code

62522

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Project Confirm and Griswold Center Addition

Amount

30,000

Name

MILLIKIN UNIVERSITY

Street

1184 W MAIN ST

City

DECATUR

State

IL

Zip Code

62522

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Exercise Science and Sport Pavilion

Amount

5,000

Name

MILLIKIN UNIVERSITY

Street

1184 W MAIN ST

City

DECATUR

State

IL

Zip Code

62522

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Project Confirm

Amount

25,000

Name

MOUNT VERNON LADIES ASSOCIATION OF THE UNION

Street

GEORGE WASHINGTON ESTATE, PO BOX 11

City

MOUNT VERNON

State

VA

Zip Code

22121

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

NORTHERN NEW MEXICO RADIO FOUNDATION

Street

6401 S RICHARDS AVE

City

SANTA FE

State

NM

Zip Code

87508

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Membership Drive Campaign

Amount

3,498

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ORANGE COUNTY CONSERVATION CORPS

Street

1853 N RAYMOND AVE

City

ANAHEIM

State

CA

Zip Code

92801

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Huntington Beach Community Garden

Amount

2,000

Name

POSITIVE DIRECTIONS-THE CTR FOR PREVENTION & RECOVERY INC

Street

420 POST RD W

City

WESTPORT

State

CT

Zip Code

06880

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

POWELL GARDENS INC

Street

1609 NW US HWY 50

City

KINGSVILLE

State

MO

Zip Code

64061

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25,000

Name

PROSPECT HOUSE INC

Street

682 HAWTHORNE AVE

City

CINCINNATI

State

OH

Zip Code

45205

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

35,000

Name

QUALITY DEER MANAGEMENT ASSOCIATION

Street

PO BOX 160

City

BOGART

State

GA

Zip Code

30622

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

SALT LAKE CITY BICYCLE COLLECTIVE

Street

2312 S W TEMPLE

City

SALT LAKE CTY

State

UT

Zip Code

84115

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SIMPLY SMILES INC

Street

1771 POST RD E

City

WESTPORT

State

CT

Zip Code

06880

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

12,000

Name

SOUTH CAROLINA COASTAL CONSERVATION LEAGUE INC

Street

PO BOX 1765

City

CHARLESTON

State

SC

Zip Code

29402

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

SOUTHPORT CONGREGATIONAL CHURCH - UNITED CHURCH OF CHRIST

Street

P O BOX 366

City

SOUTHPORT

State

CT

Zip Code

06890

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

12,000

Name

ST HELENA MONTESSORI SCHOOL INC

Street

1343 SPRING ST

City

SAINT HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Annual Fund

Amount

25,000

Name

ST MARY'S CHURCH

Street

2853 ERIE AVE

City

CINCINNATI

State

OH

Zip Code

45208

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

STEPHEN C MCCULLAGH FUND

Street

1478 RAILROAD AVE

City

SAINT HELENA

State

CA

Zip Code

94574

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SUMMER SEARCH

Street

500 SANSOME ST STE 350

City

SAN FRANCISCO

State

CA

Zip Code

94111

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

North Bay Site for Growth Campaign

Amount

5,000

Name

TANENBAUM CENTER FOR INTERRELIGIOUS UNDERSTANDING

Street

254 W 31ST ST FL 7

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

UNITY SCHOOL OF CHRISTIANITY

Street

1901 NW BLUE PKWY

City

UNITY VILLAGE

State

MO

Zip Code

64065

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION

Street

100 THEORY

City

IRVINE

State

CA

Zip Code

92617

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Orthopaedic Biomechanics Lab in the Dept of Orthopaedic Surgery

Amount

15,000

Name

UNIVERSITY OF CINCINNATI FOUNDATION

Street

PO BOX 19970

City

CINCINNATI

State

OH

Zip Code

45219

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Chris Earls Family Endowment Fund

Amount

3,000

Name

UNIVERSITY OF CINCINNATI FOUNDATION

Street

PO BOX 19970

City

CINCINNATI

State

OH

Zip Code

45219

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Waddell Center for Multiple Sclerosis for Research

Amount

50,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF SAN DIEGO

Street

5998 ALCALA PARK

City

SAN DIEGO

State

CA

Zip Code

92110

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Daniel Burkett Memorial Scholarship Fund

Amount

5,000

Name

UNIVERSITY OF SOUTHERN CALIFORNIA

Street

HERITAGE HALL 203A

City

LOS ANGELES

State

CA

Zip Code

90089

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

USC Baseball Program

Amount

10,000

Name

VOCAL ARTS ENSEMBLE OF CINCINNATI

Street

PO BOX 8404

City

CINCINNATI

State

OH

Zip Code

45208

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Spring Fundraiser Matching Grant

Amount

7,500

Name

WETLANDS AND WILDLIFE CARE CENTER

Street

21900 PACIFIC COAST HWY

City

HUNTINGTN BCH

State

CA

Zip Code

92646

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

WORKSHOP IN BUSINESS OPPORTUNITIES INC

Street

245 W 17TH ST FL 11

City

NEW YORK

State

NY

Zip Code

10011

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

15,000

Name

WWP INC - WOUNDED WARRIOR PROJECT INC

Street

4899 BELFORT RD, STE 300

City

JACKSONVILLE

State

FL

Zip Code

32256

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000