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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning Dec 1 , 2010, **and ending** Nov 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 MARIE KENNEDY FOUNDATION		A Employer identification number 13-3066903
Number and street (or P.O. box number if mail is not delivered to street address) 98 LITTLE GOOSE CANYON RD		B Telephone number (see the instructions) (203) 769-1870
City or town BIG HORN	State ZIP code WY 82833	C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 7,141,824.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	2 Foreign organizations meeting the 85% test, check here and attach computation ☐
(Part I, column (d) must be on cash basis)		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 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 Cl ☒ if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments	48.	48.			
4 Dividends and interest from securities	190,912.	190,912.			
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)		93,970.			
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	190,960.	284,930.			
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) L-16b Stmt	16,800.			16,800.	
c Other prof fees (attach schedule) L-16c Stmt	68.			68.	
17 Interest					
18 Taxes (attach schedule) (see instr) 2009 990-PF Return	6,044.				
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt	-2,087.	-2,866.		779.	
24 Total operating and administrative expenses. Add lines 13 through 23	20,825.	-2,866.		17,647.	
25 Contributions, gifts, grants paid	17,700.			17,700.	
26 Total expenses and disbursements. Add lines 24 and 25	38,525.	-2,866.		35,347.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	152,435.				
b Net investment income (if negative, enter -0-)		287,796.			
c Adjusted net income (if negative, enter -0-)					

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ADMINISTRATIVE EXPENSES

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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
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	403,531.	539,545.	539,545.
	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) L-10b Stmt	6,837,666.	6,854,944.	6,515,027.
	c Investments — corporate bonds (attach schedule) L-10c Stmt		93,112.	87,252.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions Also, see page 1, item i)	7,241,197.	7,487,601.	7,141,824.	
L I A B I L I T I E S	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)			
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	7,241,197.	7,487,601.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	7,241,197.	7,487,601.	
	31 Total liabilities and net assets/fund balances (see the instructions)	7,241,197.	7,487,601.	

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	7,241,197.
2 Enter amount from Part I, line 27a	2	152,435.
3 Other increases not included in line 2 (itemize) <u>Net capital gain (see Part IV)</u>	3	93,969.
4 Add lines 1, 2, and 3	4	7,487,601.
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	7,487,601.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 3000 SHARES ALLEGHENY TECHNOLOGIES		P	07/29/09	01/20/11
b 35000 SHARES SINOMEM TECH LTD		P	12/14/06	06/24/11
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 175,521.		79,828.	95,693.
b 19,576.		21,299.	-1,723.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			95,693.
b			-1,723.
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	93,970.
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 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.

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	50,739.	4,080,697.	0.012434
2008	46,110.	3,024,178.	0.015247
2007	535,323.	3,563,779.	0.150212
2006	457,315.	4,099,982.	0.111541
2005	117,246.	4,252,858.	0.027569
2 Total of line 1, column (d)		2	0.317003
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	0.063401
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	4,647,360.
5 Multiply line 4 by line 3		5	294,647.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	2,878.
7 Add lines 5 and 6		7	297,525.
8 Enter qualifying distributions from Part XII, line 4		8	35,347.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	5,756.
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	5,756.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,756.
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		
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		176.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		5,932.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
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?		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>		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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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>		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?		X
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>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>See States Registered In</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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>ANN M. MCCART c/o ESC 1700 LLC</u> Telephone no <u>(203) 769-1873</u> Located at <u>1700 East Putnam Ave, Suite 202, Old Greenwich CT</u> ZIP + 4 <u>06870</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</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? 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>Switzerland</u>	16	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?	☐ 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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	
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**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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
PETER M. KENNEDY III 100 LITTLE GOOSE CANYON, PO BOX 68 BIG HORN WY 82833	PRESIDENT	2.00	0.	0.
LUKE C. DOLCE 18 HAWTHORNE LANE RYE BROOK NY 10573	V.P.	1.00	0.	0.
PAUL L. KENNEDY 1121 CRANDON BLVD, F1202 KEY BISCAVNE FL 33149	V.P.	1.00	0.	0.
See Information about Officers, Directors, Trustees, Etc.		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				
0				
0				
0				
0				

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

None

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

None

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 not applicable	
	0.
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 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

None

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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	4,265,916.
b Average of monthly cash balances	1 b	452,216.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	4,718,132.
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	4,718,132.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	70,772.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,647,360.
6 Minimum investment return. Enter 5% of line 5	6	232,368.

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	232,368.
2a Tax on investment income for 2010 from Part VI, line 5	2 a	5,756.
b Income tax for 2010 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	5,756.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	226,612.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	226,612.
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	226,612.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	35,347.
b Program-related investments — total from Part IX-B	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	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	35,347.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	35,347.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				226,612.
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 __				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	0.			
b From 2006	101,575.			
c From 2007	536,611.			
d From 2008	46,110.			
e From 2009	50,739.			
f Total of lines 3a through e	735,035.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 35,347.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)	35,347.			
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	226,612.			226,612.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	543,770.			
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 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)				
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	543,770.			
10 Analysis of line 9:				
a Excess from 2006	0.			
b Excess from 2007	411,574.			
c Excess from 2008	46,110.			
d Excess from 2009	50,739.			
e Excess from 2010	35,347.			

N/A

- (4) Gross investment income**

[illegible]

NONE

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 Paid during the year				
Camp Arcadia Scholarship Foundation 777 Middle Road #66 Portsmouth NH 03801	NONE	NONE	UNRESTRICTED USE	500.
FRIENDS OF THE ORPHANS 8618 WESTWOOD CENTER DRIVE VIENNA VA 22182	NONE	NONE	UNRESTRICTED USE	5,000.
MISSION COMMITTEE OF NY 1011 FIRST AVENUE NEW YORK NY 10022	NONE	NONE	UNRESTRICTED USE	2,000.
FRIENDS OF TURKANA, INC. 111 WILLOUGHBY STREET BROOKLYN NY 11201	NONE	NONE	UNRESTRICTED USE	1,200.
FRIENDS OF TURKANA, INC. 111 WILLOUGHBY STREET BROOKLYN NY 11201	NONE	NONE	UNRESTRICTED USE	7,500.
PREGNANCY HELP INC. 233 WEST 14TH ST NEW YORK NY 10011	NONE	NONE	UNRESTRICTED USE	1,000.
NAZARETH HOUSING 519 E. 11TH ST NEW YORK NY 10009	NONE	NONE	UNRESTRICTED USE	500.
Total			3a	17,700.
b Approved for future payment				
Total			3b	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FX REVAL (GAIN)	-5,844.	-5,844.		
BANK FEES	1,307.	1,307.		
CSC FILING FEE	529.			529.
MISC	-2,051.	-2,051.		
NY STATE FILING FEE	250.			250.
NON RESIDENCE TAX	3,722.	3,722.		
Total	<u>-2,087.</u>	<u>-2,866.</u>		<u>779.</u>

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered In

NY - New York

WY - Wyoming

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Ann M. McCart 45 Audubon Lane Shelton CT 06484	V.P. 1.75	0.	0.	0.
Person ☒ Business ☐ JOHN S. KENNEDY 98 LITTLE GOOSE CANYON, PO BOX 632 BIG HORN WY 82833	V.P. 1.00	0.	0.	0.
Person ☒ Business ☐				

Total

0. 0. 0.**Explanation Statement**

Form/Line. Form 990-PF, Page 9, Part XIII

Line 4c

Explanation of: Undistributed Income - Election to Treat Distribution as Out of Corpus

The Foundation hereby elects pursuant to Reg. Sec. 53.4942 (A)-3(d)(2) to
apply all of the 2010 qualifying distributions to corpus.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EIGHTEEN SEVENTY CORP	ACCOUNTING	16,800.			16,800.
Total		<u>16,800.</u>			<u>16,800.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DRAY DYEKMAN	LEGAL FEES	68.			68.
Total		<u>68.</u>			<u>68.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
3000 SHARES NEWMONT MINING	125,536.	206,640.
2000 SHARES MARKET VECTORS GOLD	48,980.	120,820.
15000 ABERDEEN ASIA PACIFIC	88,205.	104,850.
5000 SHARES DUKE ENERGY	72,161.	104,250.
1300 SHARES MARATHON PETE CORP	33,008.	43,407.
4000 SHARES AMERICAN ELECTRIC POWER	114,292.	158,720.
4205 SHARES WEYERHAEUSER	136,309.	70,602.
1500 SHARES AGNICO EAGLE MINES LTD	88,605.	67,320.
4000 SHARES AT&T	93,955.	115,920.
2000 SHARES ASTRAZENECA PLC	93,423.	91,960.
3800 SHARES DEUTSCHE BANK 6.55% PFD	74,006.	74,290.
110 SHARES LEHMAN BROS 7.25% PFD	72,322.	97.
800 SHARES HOLCIM LTD	56,546.	44,545.
250 SHARES BANK OF AMERICA 7.25% PFD	211,572.	193,748.
2192 SHARES CITIGROUP	39,694.	60,236.
5000 SHARES DOW CHEMICAL	95,030.	138,550.
4000 SHARES EATON CORP	104,015.	179,640.
3000 SHARES ELI LILLY	100,635.	113,550.
100 SHARES WASHINGTON MUTUAL 7.75% PFD	54,755.	2,193.
2000 SHARES FIRST ENERGY	80,567.	88,940.
2600 SHARES MARATHON OIL	50,995.	72,696.
4000 SHARES MERCK & CO	119,352.	143,000.
3000 SHARES OGE ENERGY	73,915.	158,880.
7000 SHARES PENN WEST ENERGY	89,643.	127,540.
8000 SHARES PEPCO	109,905.	158,240.
2000 SHARES PITNEY BOWES	41,535.	37,260.
10000 SHARES SIGNAPORE AIRLINES	93,105.	78,900.
3000 SHARES VERIZON	89,264.	113,190.
3000 SHARES TECK RESOURCES	69,696.	109,470.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
10000 SHARES TECO ENERGY INC	121,426.	187,800.
10000 SHARES TELECOM CORP OF NEW ZEALAND	70,441.	80,300.
5000 SHARES HSBC 6.20% PFD	96,694.	117,000.
4709 SHARES SUNTRUST CAPITAL 7.875% PFD	105,536.	118,902.
200 SHARES WELLS FARGO 7.5%	178,284.	210,800.
500 SHARES ROCHE HOLDING AG	79,362.	79,388.
20 SHARES REDBANK ENERGY LTD	40,801.	82.
1032 SHARES GOLDEN MINERALS	21.	7,100.
3753 SHARES EIGHTEEN SEVENTY CORP \$1 PFD	3,411,477.	2,627,100.
6000 SHARES BANK OF AMERICA	143,519.	32,640.
2000 SHARES CHORUS LTD ADR	22,439.	25,580.
800 SHARES LONZA GROUP AG	63,918.	48,881.
Total	<u>6,854,944.</u>	<u>6,515,027.</u>

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
100,000 HSBC FINANCE CORP .7555%	93,112.	87,252.
Total	<u>93,112.</u>	<u>87,252.</u>

Supporting Statement of:

Form 990-PF, pl/Line 18(a)-1

Description	Amount
2009 990-PF return	6,044.
Total	<u>6,044.</u>

Supporting Statement of:

Form 990-PF, pl/Line 23(a)-1

Description	Amount
FX REVAL GAIN	-5,844.
Total	<u>-5,844.</u>