

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

**2010**

Department of the Treasury  
Internal Revenue Service

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

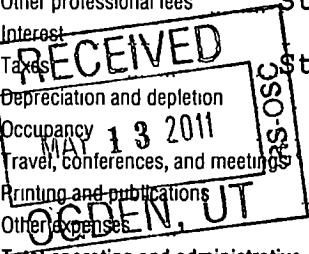
For calendar year 2010, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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 <b>Welsh Family Foundation</b>		A Employer identification number <b>20-6709966</b>
Number and street (or P O box number if mail is not delivered to street address) <b>265 Stewart Drive</b>		B Telephone number
City or town, state, and ZIP code <b>Merritt Island, FL 32952</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>961,478.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,057.	23,702.		Statement 1
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,826.			
	b Gross sales price for all assets on line 6a	356,550.			
	7 Capital gain net income (from Part IV, line 2)		1,826.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	668.	668.		Statement 2
	12 Total. Add lines 1 through 11	26,551.	26,196.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	7,940.	7,940.		0.
	17 Interest				
	18 Taxes	210.	210.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
	24 Total operating and administrative expenses. Add lines 13 through 23	8,150.	8,150.		0.
	25 Contributions, gifts, grants paid	44,000.			44,000.
	26 Total expenses and disbursements. Add lines 24 and 25	52,150.	8,150.		44,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<25,599.>			
	b Net investment income (if negative, enter -0-)		18,046.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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8

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		103,302.	67,104.	67,104.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock Stmt 5		607,787.	664,294.	746,858.
	c	Investments - corporate bonds Stmt 6		43,057.	0.	0.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other Stmt 7		137,614.	134,319.	147,516.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers)</b>		891,760.	865,717.	961,478.	
Liabilities	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				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities (add lines 17 through 22)</b>		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		891,760.	865,717.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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					
30	<b>Total net assets or fund balances</b>		891,760.	865,717.		
31	<b>Total liabilities and net assets/fund balances</b>		891,760.	865,717.		

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	891,760.
2	Enter amount from Part I, line 27a	2	<25,599.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	866,161.
5	Decreases not included in line 2 (itemize) ▶ Unrealized gain/loss on investments	5	444.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	865,717.

**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			
b	<b>See Attached Statements</b>		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	<b>356,550.</b>	<b>354,724.</b>	<b>1,826.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<b>1,826.</b>

2	Capital gain net income or (net capital loss) <span style="font-size: 2em;">}</span> <span style="font-size: 0.8em;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	2	<b>1,826.</b>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	<b>N/A</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	<b>31,100.</b>	<b>836,475.</b>	<b>.037180</b>
2008	<b>16,000.</b>	<b>1,106,574.</b>	<b>.014459</b>
2007	<b>109,340.</b>	<b>1,314,110.</b>	<b>.083205</b>
2006	<b>60,000.</b>	<b>1,355,934.</b>	<b>.044250</b>
2005			

2	Total of line 1, column (d)	2	<b>.179094</b>
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	<b>.044774</b>
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	<b>906,819.</b>
5	Multiply line 4 by line 3	5	<b>40,602.</b>
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>180.</b>
7	Add lines 5 and 6	7	<b>40,782.</b>
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.	8	<b>44,000.</b>

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	180.
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	180.
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	180.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	360.	
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	360.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	180.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 180.   Refunded <input type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <b>FL</b>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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

**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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>Gerard Zopfi</u> Telephone no. ▶ <u>203-656-5500</u> Located at ▶ <u>c/o HHG 30 Old Kings Highway South, Darien, CT</u> ZIP+4 ▶ <u>06820</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> <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ▶		Yes	No
		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) <u>N/A</u>	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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870. X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jacqueline P. Welsh 265 Stewart Drive Merritt Island, FL 32952	Grantor/Trustee 3.00	0.	0.	0.
Nancy W. Murray 8408 Clarks Brand Drive Raleigh, NC 27613	Trustee 1.00	0.	0.	0.
David A. Welsh 337 Southampton Drive Indialantic, FL 32903	Trustee 1.00	0.	0.	0.
Steven M. Welsh 5217 Atherton Bdg Road Raleigh, NC 27613	Trustee 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	833,343.
b	Average of monthly cash balances	1b	87,285.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	920,628.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	920,628.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,809.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	906,819.
6	Minimum investment return. Enter 5% of line 5	6	45,341.

**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	45,341.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	180.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	180.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,161.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	45,161.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	45,161.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	44,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	44,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	180.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,820.

**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				45,161.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	2,552.			
f Total of lines 3a through e	2,552.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	44,000.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	1,391.			
d Applied to 2010 distributable amount				42,609.
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))	2,552.			2,552.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,391.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,391.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	1,391.			

\*\* See Statement 8

Form 990-PF (2010)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**

**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

Jacqueline P. Welsh

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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





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

Table with columns for question number, description, Yes, and No. Includes questions 1, a, b, c, and d regarding transfers and transactions.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here [Signature of Geraldine P. Welsh] Signature of officer or trustee

Paid Preparer Use Only Print/Type preparer's name: Thomas W. Hynes; Preparer's signature: [Signature]; Firm's name: Hynes, Himmelreich, Glen; Firm's address: 30 Old Kings Highway So, Darien, CT 06820

Welsh Family Foundation

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 81 iShares JPM US\$ Emerging Mkt Bd	P	10/02/09	02/02/10
b 87 iShares JPM US\$ Emerging Mkt Bd	P	10/02/09	06/02/10
c 538 iShares Inc MSCI Germany Index Fd	P	10/02/09	02/02/10
d 1204 iShares MSCI Jpn Idx Fd	P	03/26/09	02/02/10
e 295 iShares Tr Russell 2000	P	10/02/09	02/02/10
f 134 iShares Tr Russell 2000	P	06/02/10	10/04/10
g 35 iShares Tr GS \$ InvesTop Corp Bond Fund	P	06/02/09	02/02/10
h 41 iShares Tr GS \$ InvesTop Corp Bond Fund	P	02/04/09	02/02/10
i 52 SPDR DB Intl Govt Infl-Protected Bond	P	12/16/09	02/02/10
j 159 SPDR DB Intl Govt Infl-Protected Bond	P	12/16/09	06/02/10
k 291 Barclays S&P 500 VIX	P	02/02/10	03/08/10
l 347 Powershares DB Agriculture Fund	P	02/02/10	05/12/10
m 123 WTD Currency Income	P	02/02/10	06/02/10
n 540 WTD Currency Income	P	12/16/09	06/02/10
o 405 WTD Currency Income	P	02/02/10	10/04/10

(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 8,134.		8,310.	<176.>
b 8,798.		8,925.	<127.>
c 11,280.		11,510.	<230.>
d 12,152.		10,149.	2,003.
e 18,074.		17,263.	811.
f 8,957.		8,776.	181.
g 3,664.		3,448.	216.
h 4,292.		4,049.	243.
i 2,859.		2,971.	<112.>
j 8,211.		9,084.	<873.>
k 6,819.		8,502.	<1,683.>
l 8,456.		8,890.	<434.>
m 2,601.		2,702.	<101.>
n 11,420.		12,021.	<601.>
o 9,271.		8,897.	374.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<176.>
b			<127.>
c			<230.>
d			2,003.
e			811.
f			181.
g			216.
h			243.
i			<112.>
j			<873.>
k			<1,683.>
l			<434.>
m			<101.>
n			<601.>
o			374.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

**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 584 iShares Inc MSCI Hong Kong Index Fd	P	02/02/10	06/02/10
b 188 iShares Msci Korea Idx	P	02/02/10	06/02/10
c 71 PowerShares QQQ Trust Series 1	P	12/23/09	06/02/10
d 190 PowerShares QQQ Trust Series 1	P	12/23/09	10/04/10
e 97 Vanguard Bd Index Fd Inc Total Bd Market	P	06/02/10	08/04/10
f 364 Powershares DB Commodity Index Tracking Fd Un	P	02/02/10	08/12/10
g 377 Powershares DB Commodity Index Tracking Fd Un	P	11/20/09	08/12/10
h 54 iShares FTSE/Xinhua China 25 ETF	P	06/02/10	10/04/10
i 102 iShares IBOXX HY BD	P	02/02/10	10/04/10
j 173 Vanguard Div Apprciation	P	03/17/10	10/04/10
k 60 Pimco Enhanced Short Maturity	P	11/18/10	12/08/10
l 103 iShares FTSE/Xinhua China 25 ETF	P	06/24/08	02/02/10
m 104 iShares FTSE/Xinhua China 25 ETF	P	06/24/08	10/04/10
n 143 iShares Tr GS \$ Investop Corp Bond Fund	P	11/04/08	02/02/10
o 84 Vanguard Intl Equityindex Fd Inc FTSE	P	10/09/08	02/02/10

(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 8,589.		8,872.	<283.>
b 8,276.		8,759.	<483.>
c 3,254.		3,237.	17.
d 9,195.		8,662.	533.
e 7,909.		7,792.	117.
f 8,182.		8,634.	<452.>
g 8,475.		9,188.	<713.>
h 2,327.		2,133.	194.
i 9,062.		8,809.	253.
j 8,416.		8,462.	<46.>
k 6,035.		6,067.	<32.>
l 4,090.		4,605.	<515.>
m 4,482.		4,650.	<168.>
n 14,970.		12,688.	2,282.
o 3,555.		2,969.	586.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<283.>
b			<483.>
c			17.
d			533.
e			117.
f			<452.>
g			<713.>
h			194.
i			253.
j			<46.>
k			<32.>
l			<515.>
m			<168.>
n			2,282.
o			586.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Welsh Family Foundation

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 21 Vanguard Index Tr Vanguard Total Stk	P	06/20/06	02/02/10
b 36 Vanguard Index Tr Vanguard Total Stk	P	02/20/08	02/02/10
c 264 Vanguard Index Tr Vanguard Total Stk	P	06/20/06	10/04/10
d 238 Claymore BRIC ETF	P	06/02/09	10/04/10
e 153 iShares Tr 7-10 Yr Treas Index Fd	P	06/02/09	11/18/10
f 10 Ametek Inc New	P	04/23/09	02/03/10
g 10 Ametek Inc New	P	05/26/09	03/04/10
h 20 Ametek Inc New	P	04/23/09	03/04/10
i 60 Ametek Inc New	P	08/31/09	03/04/10
j 10 Bard C R Inc	P	08/31/09	06/25/10
k 10 C H Robinson Worldwd New	P	03/16/10	06/25/10
l 10 C H Robinson Worldwd New	P	03/16/10	09/24/10
m 20 Praxair Inc	P	03/23/10	09/24/10
n 10 Praxair Inc	P	03/23/10	11/04/10
o 10 United Technologies Inc	P	03/23/10	09/24/10

(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 1,168.		1,292.	<124.>
b 2,002.		2,432.	<430.>
c 15,274.		16,244.	<970.>
d 10,798.		8,192.	2,606.
e 14,829.		13,768.	1,061.
f 366.		330.	36.
g 398.		312.	86.
h 796.		659.	137.
i 2,388.		1,871.	517.
j 780.		801.	<21.>
k 561.		547.	14.
l 676.		547.	129.
m 1,782.		1,642.	140.
n 923.		821.	102.
o 707.		731.	<24.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<124.>
b			<430.>
c			<970.>
d			2,606.
e			1,061.
f			36.
g			86.
h			137.
i			517.
j			<21.>
k			14.
l			129.
m			140.
n			102.
o			<24.>

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	



Welsh Family Foundation

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 10 Oracle Corporation	P	05/13/10	11/04/10
b 50 Oracle Corporation	P	12/22/09	11/04/10
c 10 Colgate-Palmolive Co	P	05/13/10	12/21/10
d 20 Cognizant Tech Solutions Corp	P	09/16/08	02/03/10
e 10 Cognizant Tech Solutions Corp	P	09/16/08	03/23/10
f 20 Cognizant Tech Solutions Corp	P	09/16/08	05/13/10
g 20 Cognizant Tech Solutions Corp	P	09/16/08	09/24/10
h 20 Danaher Corp Del	P	01/24/08	02/03/10
i 10 Danaher Corp Del	P	12/26/08	03/16/10
j 50 Danaher Corp Del	P	01/24/08	03/16/10
k 10 Ecolab Inc	P	01/24/08	02/03/10
l 10 Ecolab Inc	P	01/24/08	06/25/10
m 10 Ecolab Inc	P	01/24/08	12/21/10
n 10 Johnson & Johnson	P	01/24/08	02/03/10
o 20 Johnson & Johnson	P	07/12/06	05/13/10

(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 292.		246.	46.
b 1,462.		1,237.	225.
c 799.		844.	<45.>
d 889.		508.	381.
e 510.		254.	256.
f 1,043.		508.	535.
g 1,281.		508.	773.
h 1,442.		1,524.	<82.>
i 778.		555.	223.
j 3,890.		3,809.	81.
k 437.		473.	<36.>
l 448.		473.	<25.>
m 499.		473.	26.
n 627.		643.	<16.>
o 1,283.		1,218.	65.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			46.
b			225.
c			<45.>
d			381.
e			256.
f			535.
g			773.
h			<82.>
i			223.
j			81.
k			<36.>
l			<25.>
m			26.
n			<16.>
o			65.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

**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 40 Johnson & Johnson	P	07/12/06	07/23/10
b 10 Johnson & Johnson	P	07/12/06	12/21/10
c 10 Coca Cola Company	P	01/24/08	02/03/10
d 10 Coca Cola Company	P	01/24/08	09/24/10
e 20 Medtronic Inc	P	09/16/08	02/03/10
f 30 Microsoft Corp	P	09/25/08	02/03/10
g 80 Ametek Inc New	P	02/27/09	03/04/10
h 10 Adobe Systems Inc	P	02/07/08	03/23/10
i 10 Amphenol Corp Cl A	P	12/26/08	03/23/10
j 20 Amphenol Corp Cl A	P	12/26/08	05/13/10
k 10 Amphenol Corp Cl A	P	12/26/08	09/24/10
l 10 Amphenol Corp Cl A	P	12/02/08	12/21/10
m 10 Clorox Company	P	01/24/08	03/23/10
n 10 Clorox Company	P	01/24/08	06/25/10
o 20 Equifax Inc	P	01/24/08	03/23/10

(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 2,278.		2,436.	<158.>
b 617.		609.	8.
c 538.		595.	<57.>
d 579.		595.	<16.>
e 873.		1,055.	<182.>
f 840.		786.	54.
g 3,184.		2,143.	1,041.
h 344.		326.	18.
i 421.		232.	189.
j 900.		465.	435.
k 473.		232.	241.
l 521.		210.	311.
m 640.		610.	30.
n 630.		610.	20.
o 710.		706.	4.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<158.>
b			8.
c			<57.>
d			<16.>
e			<182.>
f			54.
g			1,041.
h			18.
i			189.
j			435.
k			241.
l			311.
m			30.
n			20.
o			4.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

Welsh Family Foundation

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 20 Paychex Inc	P	02/12/07	03/23/10
b 10 Paychex Inc	P	02/12/07	09/24/10
c 10 Stryker Corp	P	01/24/08	03/23/10
d 20 Sysco Corporation	P	08/22/08	03/23/10
e 20 Sysco Corporation	P	08/22/08	05/13/10
f 10 Sysco Corporation	P	08/22/08	09/24/10
g 20 Sysco Corporation	P	07/12/06	09/24/10
h 20 Sysco Corporation	P	07/12/06	12/21/10
i 10 Waters Corp	P	01/24/08	03/23/10
j 10 Waters Corp	P	01/24/08	05/13/10
k 10 Waters Corp	P	01/24/08	06/25/10
l 10 3M Companies	P	01/24/08	05/13/10
m 10 3M Companies	P	01/24/08	06/25/10
n 30 Emerson Electric Co	P	01/24/08	06/25/10
o 10 Emerson Electric Co	P	01/24/08	09/24/10

(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 645.		811.	<166.>
b 259.		406.	<147.>
c 558.		692.	<134.>
d 571.		644.	<73.>
e 606.		644.	<38.>
f 297.		322.	<25.>
g 594.		622.	<28.>
h 581.		622.	<41.>
i 648.		564.	84.
j 705.		564.	141.
k 676.		564.	112.
l 851.		757.	94.
m 775.		757.	18.
n 1,330.		1,526.	<196.>
o 522.		509.	13.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<166.>
b			<147.>
c			<134.>
d			<73.>
e			<38.>
f			<25.>
g			<28.>
h			<41.>
i			84.
j			141.
k			112.
l			94.
m			18.
n			<196.>
o			13.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

**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 10 Pepsico Inc	P	07/19/07	09/24/10
b 20 Procter & Gamble Co	P	01/24/08	09/24/10
c 10 Praxair Inc	P	02/07/08	11/04/10
d 20 Auto Data Processing	P	01/24/08	12/21/10
e 10 Bard C R Inc	P	08/31/09	12/21/10
f 50 Heinz H J Co	P	10/24/06	01/07/10
g 10 BP Amoco Plc Adr	P	10/15/07	06/10/10
h 170 BP Amoco Plc Adr	P	10/24/06	06/10/10
i 0.61152199 Frontier Communications Corp	P	10/24/06	07/02/10
j 69 Frontier Communications Corp	P	10/24/06	07/21/10
k 60 Bristol-Myers Squibb Co	P	10/24/06	07/21/10
l 30 Kimberly-Clark Corp	P	05/01/07	07/21/10
m 60 Genuine Parts Co	P	10/24/06	09/08/10
n 80 Unilever N V NY Shs New	P	10/24/06	09/08/10
o 50 Diageo Plc New Adr	P	10/24/06	12/02/10

(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 656.		654.	2.
b 1,225.		1,323.	<98.>
c 923.		803.	120.
d 928.		782.	146.
e 929.		801.	128.
f 2,111.		2,068.	43.
g 317.		765.	<448.>
h 5,391.		11,640.	<6,249.>
i 4.		6.	<2.>
j 502.		647.	<145.>
k 1,486.		1,465.	21.
l 1,871.		2,143.	<272.>
m 2,525.		2,732.	<207.>
n 2,189.		1,962.	227.
o 3,571.		3,618.	<47.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2.
b			<98.>
c			120.
d			146.
e			128.
f			43.
g			<448.>
h			<6,249.>
i			<2.>
j			<145.>
k			21.
l			<272.>
m			<207.>
n			227.
o			<47.>

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Welsh Family Foundation

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 80 Altria Group Inc	P	04/08/08	12/02/10
b 40 Philip Morris Intl Inc Com	P	04/08/08	12/02/10
c 120 Vodafone Group PLC ADR F	P	05/01/07	12/02/10
d Capital Gains Dividends			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 1,918.		1,722.	196.
b 2,295.		2,031.	264.
c 3,076.		3,462.	<386.>
d 534.			534.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			196.
b			264.
c			<386.>
d			534.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1,826.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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Form 990-PF                      Dividends and Interest from Securities                      Statement    1

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab	3,370.	120.	3,250.
Charles Schwab	9,743.	45.	9,698.
Charles Schwab	6,783.	255.	6,528.
Charles Schwab	4,558.	0.	4,558.
Powershares DB Agriculture	5.	3.	2.
Powershares DB Commodity Index	132.	111.	21.
Total to Fm 990-PF, Part I, ln 4	24,591.	534.	24,057.

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Form 990-PF                      Other Income                      Statement    2

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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Powershares DB Agriculture	38.	38.	
Powershares DB Commodity	630.	630.	
Total to Form 990-PF, Part I, line 11	668.	668.	

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Form 990-PF                      Other Professional Fees                      Statement    3

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Management fees	7,940.	7,940.		0.
To Form 990-PF, Pg 1, ln 16c	7,940.	7,940.		0.

## Form 990-PF

## Taxes

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes	210.	210.		0.
To Form 990-PF, Pg 1, ln 18	210.	210.		0.

## Form 990-PF

## Corporate Stock

Statement 5

Description	Book Value	Fair Market Value
Abbott Laboratories	10,868.	10,588.
Altria Group Inc	6,476.	7,878.
AT&T	9,241.	7,933.
BP Amoco Plc Adr	0.	0.
Bristol-Myers Squibb Co	7,568.	8,209.
Chevrontexaco Corp	7,314.	10,038.
Diageo Plc New Adr	7,237.	7,433.
General Electric Company	11,477.	5,670.
Genuine Parts Co	8,652.	9,755.
Heinz H J Co	7,860.	9,397.
Hsbc Hldgs Plc Adr New	5,640.	6,635.
iShares Tr US Treas Inflation	19,909.	20,536.
Johnson & Johnson	11,833.	11,937.
Microsoft Corp	14,657.	18,197.
Nokia Corp Spon Adr	6,066.	4,128.
Petrochina Co Ltd Spon Adr	4,439.	5,260.
Praxair Inc	6,653.	8,592.
Procter & Gamble Co	9,833.	10,357.
Streettracks Gold Tr Gold Shs	18,074.	28,992.
Sysco Corporation	4,664.	4,498.
Unilever N V NY Shs New	6,378.	8,164.
United Technologies Inc	7,826.	11,021.
Vanguard Index Tr Vanguard Total Stk	26,334.	30,972.
Vanguard Intl Eq Indx Fd	7,352.	9,928.
Verizon Communications	9,922.	10,376.
Vodafone Group PLC ADR F	8,655.	7,932.
Kimberly Clark Corp.	9,286.	8,195.
Paychex, Inc.	6,803.	6,182.
Pepsico, Inc.	11,353.	11,629.
Health Care REIT	7,042.	7,622.
3M Companies	17,354.	21,575.
Adobe Systems	10,740.	11,081.
Amphenol Corp	2,522.	6,334.
Auto Data Processing	6,621.	7,868.

Clorox Company	4,042.	4,430.
Coca Cola Company	6,331.	7,892.
Cognizant Tech Solutions	2,498.	8,795.
Colgate Palmolive	7,269.	8,037.
Danaher Corp.	0.	0.
Ecolab, Inc.	4,154.	4,538.
Emerson Electric	9,346.	11,434.
Equifax, Inc.	9,699.	9,968.
Kraft Foods, Inc.	9,135.	9,138.
Eli Lilly Company	10,592.	7,709.
Medtronic	13,088.	11,127.
Omnicom Group	11,536.	12,366.
Philip Morris International	5,441.	7,609.
Stryker Corp.	11,760.	11,277.
T Rowe Price Group	9,132.	12,263.
Waters Corp	4,538.	6,994.
IShares Tr Russell 2000	0.	0.
Astrazeneca PLC	7,694.	7,390.
IShares FTSE/Xinhua China	8,057.	12,453.
Ametek, Inc.	0.	0.
CR Bard	6,348.	7,342.
Boeing Company	3,593.	5,221.
Conocophillips	6,586.	8,853.
FPL Group	0.	0.
Intel Corp.	4,641.	5,047.
Oracle Group	7,230.	10,955.
Travelers Companies	3,606.	5,014.
Powershares Nasdaq 100 Tr Units	0.	0.
Claymore BRIC	0.	0.
iShares MSCI Germany Index	9,444.	9,432.
iShares MSCI Japan Index	0.	0.
Wisdomtree Dreyfus Emerging Currency	0.	0.
CH Robinson Worldwide	3,831.	5,613.
Dominion Resources	6,659.	6,835.
DuPont de Nemours	6,821.	9,976.
Nextera Energy	5,853.	6,239.
Streettracks SPDR Dividend	21,704.	22,455.
Vanguard Dividend Appreciation	17,888.	20,052.
First Tr BICK Index	9,395.	9,529.
S&P Emerging Mkt Small Cap	28,263.	31,869.
Wisdomtree India Earnings	8,859.	9,923.
Health Care PPTY Inv.	6,582.	7,358.
Vanguard REIT index VIPER	21,980.	23,034.
PIMCO Enhanced Short Maturity	9,505.	9,467.
PIMCO ETF Tr 15+ Yr US Tips Index	15,586.	15,001.
WT Emerging Mkt Local Debt	8,959.	9,311.
Total to Form 990-PF, Part II, line 10b	664,294.	746,858.



Form 990-PF Corporate Bonds Statement 6

Description	Book Value	Fair Market Value
iShares JPM US\$ Emerging Market	0.	0.
iShares Tr 7-10 Yr Treas Index	0.	0.
SPDR DB Intl Govt Infl-Protected	0.	0.
Total to Form 990-PF, Part II, line 10c	0.	0.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
IShares Tr GS \$ InvestTop Corp	COST	0.	0.
Vanguard Bd Index Fd Inc Total	COST	33,889.	35,158.
Powershares DB Commodity Index Tracking	COST	9,251.	10,745.
Pimco All Asset All Authority	COST	45,731.	46,605.
Ivy Asset Strategy	COST	45,448.	55,008.
Total to Form 990-PF, Part II, line 13		134,319.	147,516.

Form 990-PF

Election Under Regulations Section  
53.4942(a)-3(d)(2) to Treat  
Excess Qualifying Distributions  
as Distributions out of Corpus

Statement 8

The Foundation elects under Regulation 53.4942(a)-3(d)(2) to apply all or part of the remaining qualifying distributions to any undistributed income remaining from the years before 2010 or to apply to the corpus.

Form 990-PF

Grants and Contributions  
Paid During the Year

Statement 9

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Builders of Hope	None General	509(a)	14,000.
Eastminster Presbyterian Church	None General	509(a)	6,000.
Middle Tennessee State University	None Education	School	3,000.
Reform University Fellowship	None Education	School	7,500.
St Jude's Children Hospital Memphis, TN	None General	509(a)	5,000.
Young Life Williamsburg Williamsburg, VA	None General	509(a)	1,000.
Virginia Tech Foundation	None Education	School	3,000.
Williamsburg Presbyterian Church Williamsburg, VA	None General	509(a)	2,000.

Welsh Family Foundation

20-6709966

New Hope

None  
General

509(a)

2,500.

Total to Form 990-PF, Part XV, line 3a

44,000.