

Return of Private Foundation

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

2010

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

THE RANDOLPH FOUNDATION

A Employer identification number

47-0892971

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

255 EAST 49TH STREET

Room/suite

23D

City or town, state, and ZIP code

NEW YORK, NY 10017

B Telephone number

(212) 752-7148

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method Cash Accrual
 Other (specify) MODIFIED CASHC 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))

(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 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 9,128,053. 7 Capital gain net income (from Part IV, line 2) 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 NOV 16 2011 IRS CSC 12 Total. Add lines 1 through 11	RECEIVED OCODEN, UT			
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees Stmt 4 b Accounting fees Stmt 5 c Other professional fees Stmt 6 17 Interest Stmt 7 18 Taxes Stmt 7 19 Depreciation and depletion Stmt 8 20 Occupancy Stmt 8 21 Travel, conferences, and meetings Stmt 8 22 Printing and publications Stmt 8 23 Other expenses Stmt 8 24 Total operating and administrative expenses. Add lines 13 through 23 Stmt 8 25 Contributions, gifts, grants paid Stmt 8 26 Total expenses and disbursements. Add lines 24 and 25 Stmt 8				
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1 Cash - non-interest-bearing			12,337.	12,337.
2 Savings and temporary cash investments		4,168,679.	1,074,284.	1,074,284.
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 Stmt 9		2,982,713.	3,673,857.	4,177,715.
b Investments - corporate stock Stmt 10		13,870,461.	12,206,116.	17,381,212.
c Investments - corporate bonds Stmt 11		596,525.	596,525.	772,234.
11 Investments - land, buildings, and equipment basis ►				
Less accumulated depreciation ►				
12 Investments - mortgage loans				
13 Investments - other Stmt 12		27,434,493.	31,328,992.	38,077,903.
14 Land, buildings, and equipment basis ► 1,296,718.				
Less accumulated depreciation ► 602,695.		725,514.	694,023.	694,023.
15 Other assets (describe ►)				
16 Total assets (to be completed by all filers)		49,778,385.	49,586,134.	62,189,708.
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 ► Statement 13)		23,651.	21,025.	
23 Total liabilities (add lines 17 through 22)		23,651.	21,025.	
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		49,754,734.	49,565,109.	
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 Total net assets or fund balances		49,754,734.	49,565,109.	
31 Total liabilities and net assets/fund balances		49,778,385.	49,586,134.	

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	49,754,734.
2 Enter amount from Part I, line 27a	2	-189,625.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	49,565,109.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,565,109.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	See Attached Statement				
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	9,128,053.	6,861,176.			2,266,877.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					2,266,877.
2 Capital gain net income or (net capital loss)	$\begin{cases} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{cases}$		2		2,266,877.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\begin{cases} \text{If gain, also enter in Part I, line 8, column (c).} \\ \text{If (loss), enter -0- in Part I, line 8} \end{math>$		3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	3,588,725.	50,366,857.	.071252
2008	4,190,998.	66,981,169.	.062570
2007	4,157,083.	74,210,087.	.056018
2006	3,927,676.	68,924,497.	.056985
2005	4,420,820.	65,809,521.	.067176

2 Total of line 1, column (d)

2 .314001

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 .062800

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 57,777,102.

5 Multiply line 4 by line 3

5 3,628,402.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 20,156.

7 Add lines 5 and 6

7 3,648,558.

8 Enter qualifying distributions from Part XII, line 4

8 3,036,499.

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 instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	40,312.
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
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-)	
3 Add lines 1 and 2	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	40,312.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	0.
6 Credits/Payments	40,312.
a 2010 estimated tax payments and 2009 overpayment credited to 2010	
b Exempt foreign organizations - tax withheld at source	
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments Add lines 6a through 6d	22,636.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	40,636.
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	324.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ► 324. Refunded ► 11 0.	

Part VII-A Statements Regarding Activities

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?	Yes	No
	1a	X
1b 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>	1b	X
1c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
4b	4b	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>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see 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	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	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) 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 ► N/A 13 X

14 The books are in care of ► The Organization Telephone no ► (212) 752-7148
Located at ► 255 EAST 49TH STREET, NEW YORK, NY ZIP+4 ► 10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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 ►

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 ► _____ , _____ , _____ , _____ , _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A

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? 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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
►

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 14		435,125.	127,049.	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
LISA WARNER , MANALAPAN, NJ	VP-ADMIN 40.00	171,186.	108,065.	0.
LARA BRITT , NEW YORK, NY	ADMIN ASST 40.00	71,650.	40,758.	0.
ALEXA BEECH , NEW YORK, NY	ADMIN ASST 40.00	60,003.	26,989.	0.

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

► 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HARDING LOEVNER , SOMERVILLE, NJ	INVESTMENT ADVISORY	224,063.
ESSEX CAPITAL MANAGEMENT , BOSTON, MA	INVESTMENT ADVISORY - THRU PARTNERSHIP	152,330.

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.

1 PROVIDING ADVICE TO NOT-FOR-PROFIT ORGANIZATIONS THAT ARE RANDOLPH FOUNDATION GRANTEES REGARDING THEIR CHARITABLE PROGRAMS	Expenses 1,217,253.
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

1 N/A	Amount 0.
2	
3	
Total. Add lines 1 through 3 ► 0.	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	56,425,219.
b Average of monthly cash balances	1b	131,737.
c Fair market value of all other assets	1c	2,100,000.
d Total (add lines 1a, b, and c)	1d	58,656,956.
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	58,656,956.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	879,854.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,777,102.
6 Minimum investment return. Enter 5% of line 5	6	2,888,855.

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	2,888,855.
2a Tax on investment income for 2010 from Part VI, line 5	2a	40,312.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	40,312.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,848,543.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,848,543.
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	2,848,543.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	3,026,239.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	10,260.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	3,036,499.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	3,036,499.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				2,848,543.
2 Undistributed income, if any, as of the end of 2010:			0.	
a Enter amount for 2009 only			0.	
b Total for prior years				
3 Excess distributions carryover, if any, to 2010				
a From 2005	1,188,174.			
b From 2006	568,811.			
c From 2007	605,899.			
d From 2008	842,704.			
e From 2009	1,070,382.			
f Total of lines 3a through e	4,275,970.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 3,036,499.			0.	
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)			0.	
d Applied to 2010 distributable amount				2,848,543.
e Remaining amount distributed out of corpus	187,956.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	4,463,926.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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	1,188,174.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	3,275,752.			
10 Analysis of line 9				
a Excess from 2006	568,811.			
b Excess from 2007	605,899.			
c Excess from 2008	842,704.			
d Excess from 2009	1,070,382.			
e Excess from 2010	187,956.			

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
<i>a Paid during the year</i> SEE ATTACHED #18			OPERATING SUPPORT	1,837,300.
Total				► 3a 1,837,300.
<i>b Approved for future payment</i>				
None				
Total				► 3b 0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		983,900.		2,764,046.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	3,747,946.

ANSWER KEY **WORKSHEET 10: INSTRUCTIONS TO JOURNAL CALCULATIONS**

Relationship of Activities to the Accomplishment of Exempt Purposes

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
 - (2) Other assets

- Other transactions**

 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

Yes No

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Signature of officer or trustee

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature
	Kevin Sunkel	
	Firm's name ► Owen J Flanagan & Co	
Firm's address ► 60 East 42nd Street New York, NY 10165		

THE RANDOLPH 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 PUBLICLY TRADED SECURITIES - HARDING LOVENER		P		
b RICHARDSON PROPERTIES K-1				
c CONGRESSIONAL EFFECTS FUND		P		
d HIGHLAND OPPORTUNITIES				
e ESSEX PERFORMANCE K-1		P		
f ESSEX PRIVATE PLACEMENT K-1				
g UBIT RELATED				
h CURRENCY GAIN/LOSS				
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 6,723,763.		5,591,972.	1,131,791.	
b		1,874.	-1,874.	
c 77,436.			77,436.	
d		23,480.	-23,480.	
e 2,326,854.			2,326,854.	
f		178,502.	-178,502.	
g		921,434.	-921,434.	
h		143,914.	-143,914.	
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			(I) 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			1,131,791.	
b			-1,874.	
c			77,436.	
d			-23,480.	
e			2,326,854.	
f			-178,502.	
g			-921,434.	
h			-143,914.	
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	2,266,877.
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

023591
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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
CHECKING ACCOUNT	70.
CUSTODY MONEY MARKET	298.
Total to Form 990-PF, Part I, line 3, Column A	368.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS	371,807.	0.	371,807.
FOREIGN TAXES W/H	-19,978.	0.	-19,978.
INTEREST	225,543.	0.	225,543.
RICHARDSON PROPERTY K-1	872.	0.	872.
Total to Fm 990-PF, Part I, ln 4	578,244.	0.	578,244.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
RICHARDSON PROPERTIES K-1	-78.	-78.	
SILENT CAL PRODUCTIONS K-1	-18,899.	-18,899.	
Total to Form 990-PF, Part I, line 11	-18,977.	-18,977.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WILLIAMS & CONNOLLY - LEGAL	10,698.	1,070.		9,628.
PUTNEY, TWOMBLY, HALL &				
HIRSON	2,157.	0.		2,157.
REED SMITH LLP	5,698.	0.		5,698.
OTHER	820.	0.		820.
To Fm 990-PF, Pg 1, ln 16a	19,373.	1,070.		18,303.

Form 990-PF

Accounting Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
O'CONNOR DAVIES - AUDIT	26,342.	13,171.		13,171.
OWEN J. FLANAGAN & CO	35,000.	14,000.		21,000.
To Form 990-PF, Pg 1, ln 16b	61,342.	27,171.		34,171.

Form 990-PF

Other Professional Fees

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ESSEX PRIVATE PLACEMENT - INV	1,052.	1,052.		0.
ESSEX PERFORMANCE FUND LP	152,330.	92,007.		0.
HARDING LOEVNER INVESTMENT ADVISORY	224,063.	224,063.		0.
DICK CLARK	2,100.	0.		2,100.
JP MORGAN CHASE	48,075.	48,075.		0.
SILENT CAL PRODUCTIONS	76.	0.		76.
RICHARDSON PROPERTIES	282.	282.		0.
ROBERT OLSHAN	16,250.	0.		16,250.
PIOTR BENDYKOWSKI	10,000.	10,000.		0.
CAROL CUTLER	244.	0.		244.
To Form 990-PF, Pg 1, ln 16c	454,472.	375,479.		18,670.

Form 990-PF

Taxes

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS FILING FEES	1,500.	0.		1,500.
To Form 990-PF, Pg 1, ln 18	1,500.	0.		1,500.

Form 990-PF	Other Expenses	Statement	8
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OFFICE	55,003.	17,601.		37,402.
COMPUTER SERVICES	35,773.	11,447.		24,326.
REPAIRS & MAINTENANCE	6,306.	2,018.		4,288.
POSTAGE	6,809.	0.		6,809.
PROPOSAL REVIEW	13,235.	0.		13,235.
OTHER	6,654.	2,129.		4,525.
DIRECTORS & OFFICERS				
INSURANCE	1,480.	473.		1,007.
To Form 990-PF, Pg 1, ln 23	125,260.	33,668.		91,592.

Form 990-PF	U.S. and State/City Government Obligations	Statement	9
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
STATEMENT #15	X		3,673,857.	4,177,715.
Total U.S. Government Obligations			3,673,857.	4,177,715.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			3,673,857.	4,177,715.

Form 990-PF	Corporate Stock	Statement	10
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Description	Book Value	Fair Market Value
STATEMENT #15	12,206,116.	17,381,212.
Total to Form 990-PF, Part II, line 10b	12,206,116.	17,381,212.

Form 990-PF

Corporate Bonds

Statement 11

Description	Book Value	Fair Market Value
STATEMENT #15	596,525.	772,234.
Total to Form 990-PF, Part II, line 10c	596,525.	772,234.

Form 990-PF

Other Investments

Statement 12

Description	Valuation Method	Book Value	Fair Market Value
ESSEX PERFORMANCE FUND LP	COST	14,245,532.	14,809,368.
ESSEX PRIVATE PLACEMENT III	COST	299,308.	8,128.
RICHARDSON PROPERTIES LLC	COST	63,476.	60,729.
MARINER ATLANTIC	COST	5,000,000.	7,542,477.
NEW VERNON INDIA	COST	5,000,000.	7,940,277.
PROTEGE PARTNERS	COST	2,500,000.	3,269,399.
ROSEMONT SOLEBURY	COST	1,552,186.	1,630,106.
CONGRESSIONAL EFFECT FUND	COST	1,226,323.	1,286,955.
SILENT CAL PRODUCTIONS	COST	76,077.	76,001.
FOREIGN GOVERNMENT BONDS	COST	1,366,090.	1,454,463.
Total to Form 990-PF, Part II, line 13		31,328,992.	38,077,903.

Form 990-PF

Other Liabilities

Statement 13

Description	BOY Amount	EOY Amount
PAYROLL LIABILITIES	23,651.	21,025.
Total to Form 990-PF, Part II, line 22	23,651.	21,025.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 14

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
HEATHER R HIGGINS 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 40.00	326,525.	114,881.	0.
JAMES Q WILSON 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	15,000.	0.	0.
R RANDOLPH RICHARDSON 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
JAMES E HIGGINS 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 10.00	93,600.	12,168.	0.
JOANN BEYER 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
POLLY JACKSON FRIESS 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		435,125.	127,049.	0.

The Randolph Foundation
Investments
12/31/2010

#16

	Munn Bernhard		Harding Loewner		MM & MM II		Total	
	Cost	FMV	Cost	FMV	Cost	FMV	Cost	FMV
Money Market Funds	297	297	1,003,972	1,003,972	70,015	70,015	<u>1,074,284</u>	<u>1,074,284</u>
Corporate Stocks			2,648,228	3,463,182			2,648,228	3,463,182
Information Technology			1,448,017	2,947,247			1,448,017	2,947,247
Consumer Discretionary			2,010,983	2,488,218			2,010,983	2,488,218
Consumer Staples			1,884,007	2,220,162			1,884,007	2,220,162
Financial	104,003	277,440	4,110,878	5,984,963			4,214,881	6,262,403
Other	104,003	277,440	12,102,113	17,103,772	0	0	<u>12,206,116</u>	<u>17,381,212</u>
Common stocks								
US Corporate Bonds			87,150	100,709			87,150	100,709
Foreign Corp Bonds			509,375	671,525			509,375	671,525
Corporate bonds							<u>596,525</u>	<u>772,234</u>
US Gov't Obligations			3,673,857	4,177,715			<u>3,673,857</u>	<u>4,177,715</u>

STMT #15

STMT #16

GENERAL FUND INFORMATION										GENERAL FUND EXPENSES									
DESCRIPTION		DATE PURCHASES		SHARES PURCHASES		COST PURCHASES		DATE SALES		SHARES SALES		COST SALES		SHARES GAIN/(LOSS)		COST GAIN/(LOSS)			
03/30/05 46,006 46	540	09/25/10	1,900	152,996.05	156,468.29	(3,472.24)	(1,360.00)	(10,431.33)	0.00	0.00	0.00	0.00	0.00	0.00	3,070	226,933	0.00		
07/10/06 70,080 33	870	09/25/10	1,900	152,996.05	156,468.29	(3,472.24)	(1,360.00)	(10,431.33)	0.00	0.00	0.00	0.00	0.00	0.00	3,070	226,933	0.00		
01/24/05 600 49,410.00	600	09/25/10	1,900	152,996.05	156,468.29	(3,472.24)	(1,360.00)	(10,431.33)	0.00	0.00	0.00	0.00	0.00	0.00	3,070	226,933	0.00		
03/20/05 240 20,406.65	240	09/25/10	1,900	152,996.05	156,468.29	(3,472.24)	(1,360.00)	(10,431.33)	0.00	0.00	0.00	0.00	0.00	0.00	3,070	226,933	0.00		
07/05/06 270 21,749.07	270	09/25/10	1,900	152,996.05	156,468.29	(3,472.24)	(1,360.00)	(10,431.33)	0.00	0.00	0.00	0.00	0.00	0.00	3,070	226,933	0.00		
08/29/06 2,450 175,664.76	2,450	09/25/10	1,900	152,996.05	156,468.29	(3,472.24)	(1,360.00)	(10,431.33)	0.00	0.00	0.00	0.00	0.00	0.00	3,070	226,933	0.00		
11/05/01 2108 20,521.38	2108	09/25/10	1,900	152,996.05	156,468.29	(3,472.24)	(1,360.00)	(10,431.33)	0.00	0.00	0.00	0.00	0.00	0.00	6,008	77,421	0.00		
01/07/04 2100 47,906.91	2100	07/02/10	1,700	81,073.32	72,905.85	8,167.47	0.00	0.00	1,100.00	47,906.91	140,586.85	2,142.38	0.00	0.00	2,052.13	120,565	0.00		
02/08/06 730 31,110.67	730	07/02/10	1,700	81,073.32	72,905.85	8,167.47	0.00	0.00	1,100.00	47,906.91	140,586.85	2,142.38	0.00	0.00	2,052.13	120,565	0.00		
04/12/04 3300 140,566.58	3300	07/02/10	1,000	46,667.21	43,175.84	3,493.73	6,000.00	(26,131.04)	2,052.13	0.00	0.00	0.00	0.00	0.00	0.00	4,000	123,468	0.00	
ABC-MEN INC 1,200 28,943.99	1,200	07/02/10	1,000	46,667.21	43,175.84	3,493.73	6,000.00	(26,131.04)	2,052.13	0.00	0.00	0.00	0.00	0.00	0.00	0.00	123,468	0.00	
ABC-MEN INC 2,700 27,955.94	2,700	07/02/10	1,000	46,667.21	43,175.84	3,493.73	6,000.00	(26,131.04)	2,052.13	0.00	0.00	0.00	0.00	0.00	0.00	0.00	123,468	0.00	
EZRA'S CORP 2108 20,521.38	2108	07/02/10	1,000	46,667.21	43,175.84	3,493.73	6,000.00	(26,131.04)	2,052.13	0.00	0.00	0.00	0.00	0.00	0.00	6,008	77,421	0.00	
01/07/04 2100 47,906.91	2100	07/02/10	1,700	81,073.32	72,905.85	8,167.47	0.00	0.00	1,100.00	47,906.91	140,586.85	2,142.38	0.00	0.00	2,052.13	120,565	0.00		
02/08/06 730 31,110.67	730	07/02/10	1,700	81,073.32	72,905.85	8,167.47	0.00	0.00	1,100.00	47,906.91	140,586.85	2,142.38	0.00	0.00	2,052.13	120,565	0.00		
04/12/04 3300 140,566.58	3300	07/02/10	1,000	46,667.21	43,175.84	3,493.73	6,000.00	(26,131.04)	2,052.13	0.00	0.00	0.00	0.00	0.00	0.00	0.00	123,468	0.00	
ABC-MEN INC 1,200 28,943.99	1,200	07/02/10	1,000	46,667.21	43,175.84	3,493.73	6,000.00	(26,131.04)	2,052.13	0.00	0.00	0.00	0.00	0.00	0.00	0.00	123,468	0.00	
ABC-MEN INC 2,700 27,955.94	2,700	07/02/10	1,000	46,667.21	43,175.84	3,493.73	6,000.00	(26,131.04)	2,052.13	0.00	0.00	0.00	0.00	0.00	0.00	0.00	123,468	0.00	
EZRA'S CORP 2108 20,521.38	2108	07/02/10	1,000	46,667.21	43,175.84	3,493.73	6,000.00	(26,131.04)	2,052.13	0.00	0.00	0.00	0.00	0.00	0.00	6,008	77,421	0.00	
01/07/04 2100 47,906.91	2100	07/02/10	1,700	81,073.32	72,905.85	8,167.47	0.00	0.00	1,100.00	47,906.91	140,586.85	2,142.38	0.00	0.00	2,052.13	120,565	0.00		
02/19/09 11190 237596.68	0	08/06/10	1,150	440,199.38	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Amazon.com Inc 0	0	08/06/10	1,150	440,199.38	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Amazon.com Inc 11190 237596.68	0	08/06/10	1,150	440,199.38	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Amazon.com Inc 11190 237596.68	0	08/06/10	1,150	440,199.38	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Apple Inc 0	0	04/22/10	255	61,873.43	5780	254,407.51	181,441.00	72,966.51	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Apple Inc 0	0	04/22/10	255	61,873.43	5780	254,407.51	181,441.00	72,966.51	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Apple Inc 0	0	04/22/10	255	61,873.43	5780	254,407.51	181,441.00	72,966.51	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748.57	3,079.65	135.00	0.00	0.00	252.00	61,671.41	140,199.38	61,873.43	0.00	0.00	0.00	0.00	0.00	0.00
AutoZone Inc 1,105 27,211.09	1,105	09/16/10	1,150	35,826.22	32,748														

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		SHARES	COST	SHARES	COST				PROCEEDS	COST		SHARES	COST
Canon	08/13/09	720	25,827.48								0.00	720.00	25,827.48
		0	0.00								0.00	0.00	0.00
Charles Schwab Corp	01/09/09	8,900	147,706.18								(7,039.33)	5,900.00	97,917.58
Charles Schwab Corp	08/12/09	3,600	67,694.76								0.00	3,600.00	67,694.76
		0	0.00								0.00	0.00	0.00
		0	0.00								0.00	0.00	0.00
China Merchant Hdg	12/22/04	34,918	63,968.04								0.00	34,918.00	63,968.04
China Merchant Hdg	12/22/04	21,586	39,007.15								0.00	21,586.00	39,007.15
		0	0.00								0.00	0.00	0.00
		0	0.00								0.00	0.00	0.00
Cisco Systems		9,500	170,289.40								0.00	9,500.00	170,289.40
Cisco Systems	02/24/06	500	14,350.72								0.00	500.00	14,350.72
Cisco Systems	11/14/05	4,300	77,078.36								0.00	850.00	16,932.68
Cisco Systems	02/24/06	850	16,932.68								0.00	5,600.00	155,001.28
Cisco Systems		5,600	155,001.28								0.00	0.00	0.00
		0	0.00								0.00	0.00	0.00
		0	0.00								0.00	2,400.00	140,922.24
		0	0.00								0.00	0.00	0.00
		0	0.00								0.00	0.00	0.00
Citib Systems Inc		0	0.00	10/18/10	2,400	140,922.24						2,400.00	140,922.24
		0	0.00								0.00	2,400.00	140,922
Coach Inc	09/04/08	2,000	57,954.60								0.00	2,000.00	57,954.60
Coach Inc	09/05/08	3,500	102,891.25								0.00	3,500.00	102,891.25
Coach Inc	09/24/08	6,450	187,651.14								0.00	6,450.00	187,651.14
		0	0.00								0.00	0.00	0.00
Coca-Cola		0	0.00	08/26/10	80	5,924.28					0.00	80.00	5,924.28
Coca-Cola		0	0.00	08/27/10	90	6,534.73					0.00	90.00	6,534.73
Coca-Cola		0	0.00	08/30/10	20	1,452.77					0.00	20.00	1,452.77
Coca-Cola		0	0.00	08/30/10	130	9,475.14					0.00	130.00	9,475.14
Coca-Cola		0	0.00	08/31/10	40	2,958.97					0.00	40.00	2,958.97
Coca-Cola		0	0.00	09/01/10	20	1,478.39					0.00	20.00	1,478.39
Coca-Cola		0	0.00	09/02/10	60	4,480.21					0.00	60.00	4,480.21
Coca-Cola		0	0.00	09/03/10	80	5,980.58					0.00	80.00	5,980.58
Coca-Cola		0	0.00	09/08/10	70	5,404.13					0.00	70.00	5,404.13
Coca-Cola		0	0.00	09/09/10	100	7,778.20					0.00	100.00	7,778.20
Coca-Cola		0	0.00	09/10/10	70	5,423.08					0.00	70.00	5,423.08
Coca-Cola		0	0.00	09/13/10	70	5,447.78					0.00	70.00	5,447.78
Coca-Cola		0	0.00	09/14/10	80	6,192.76					0.00	80.00	6,192.76
Coca-Cola		0	0.00	09/15/10	50	3,903.29					0.00	50.00	3,903.29
Coca-Cola		0	0.00	09/16/10	60	4,771.19					0.00	60.00	4,771.19
Coca-Cola		0	0.00	09/17/10	20	1,594.55					0.00	20.00	1,594.55
Coca-Cola		0	0.00	09/20/10	70	5,592.26					0.00	70.00	5,592.26
Coca-Cola		0	0.00	09/21/10	20	1,599.12					0.00	20.00	1,599.12
Coca-Cola		0	0.00	09/22/10	10	799.17					0.00	10.00	799.17
Coca-Cola		0	0.00	09/23/10	30	2,407.09					0.00	30.00	2,407.09
Coca-Cola		0	0.00	09/24/10	70	5,599.01					0.00	70.00	5,599.01
Coca-Cola		0	0.00	09/27/10	60	4,802.28					0.00	60.00	4,802.28
Coca-Cola		0	0.00	09/28/10	40	3,206.60					0.00	40.00	3,206.60
Coca-Cola		0	0.00	09/29/10	60	4,845.02					0.00	60.00	4,845.02
Coca-Cola		0	0.00	09/30/10	90	7,307.46					0.00	90.00	7,307.46
Coca-Cola		0	0.00	10/01/10	170	13,719.34					0.00	170.00	13,719.34
Coca-Cola		0	0.00	10/04/10	140	11,225.12					0.00	140.00	11,225.12
		0	0.00								0.00	0.00	0.00
		0	0.00								0.00	0.00	0.00
Cochlear Limited		2,425	139,732.29									1,625.00	93,635.04
Cochlear Limited												(800.00)	(46,097.25)
Cochlear Limited	09/02/08	1,675	66,260.20								0.00	1,675.00	66,260.20
		0	0.00								0.00	0.00	0.00
Colgate Palmolive	01/13/05	1,950	98,773.74								0.00	1,950.00	98,773.74
Colgate Palmolive	01/07/04	650	32,905.02								0.00	650.00	32,905.02
Colgate Palmolive	01/13/05	900	45,587.88								0.00	900.00	45,587.88
		0	0.00								0.00	0.00	0.00
		0	0.00								0.00	0.00	0.00
Conoco Energy Inc		6,008	77,421.31									0.00	0.00
		0	0.00									0.00	0.00
		0	0.00									0.00	0.00
Dassault Systems SA	09/05/03	810	29,670.60								0.00	810.00	29,670.60
Dassault Systems SA	01/08/04	200	19,273.42								0.00	200.00	19,273.42
Dassault Systems SA		1,300	71,828.48								0.00	1,300.00	71,828.48
Dassault Systems SA	08/14/09	419	20,814.92								0.00	419.00	20,814.92
Dassault Systems SA	08/14/09	456	23,224.76								0.00	456.00	23,224.76
Dassault Systems SA	08/17/09	557	28,251.55								0.00	557.00	28,251.55

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		SHARES	COST	SHARES	COST			SHARES	PROCEEDS	COST	SHARES	COST	
Dessault Systems SA	08/18/19	238	12,142.79							0.00	238.00	12,142.79	
Dessault Systems SA	08/19/09	221	11,294.11							0.00	221.00	11,294.11	
Dessault Systems SA	08/20/09	209	10,828.33							0.00	209.00	10,828.33	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Ebay Inc		9,880	127,288.21				08/06/10	4,000	84,443.37	51,533.69	32,909.68	5,880.00	75,754.52
		0	0.00	06/10/10	7,000	152,476.10				0.00	7,000.00	152,476.10	
		0	0.00							0.00	0.00	0.00	
Fanuc Ltd.	04/04/06	1,200	119,361.00				07/06/10	500	56,318.95	49,733.75	6,585.20	700.00	69,627.25
Fanuc Ltd.	04/04/06	800	79,573.99							0.00	800.00	79,573.99	
		0	0.00	07/06/10	1,200	138,437.40				0.00	1,200.00	138,437.40	
		0	0.00							0.00	0.00	0.00	
EMC Corp Mass		0	0.00	01/26/10	14,000	245,805.00				0.00	11,500.00	201,911.25	
EMC Corp Mass		0	0.00	02/04/10	3,100	52,517.41				0.00	3,100.00	52,517.41	
		0	0.00							0.00	0.00	0.00	
Emerson Electric Inc	11/20/02	552	14,367.76							0.00	552.00	14,367.76	
Emerson Electric Inc	04/30/03	2,200	56,137.62				07/02/10	2,500	107,915.67	64,075.07	43,840.60	(300.00)	(7,937.45)
Emerson Electric Inc	08/28/03	2,400	65,448.00				08/25/10	2,000	93,079.22	54,098.27	38,980.95	400.00	11,349.73
Emerson Electric Inc	02/08/06	2,000	78,051.10							0.00	2,000.00	78,051.10	
Emerson Electric Inc	01/07/04	2,400	78,902.04							0.00	2,400.00	78,902.04	
Emerson Electric Inc	02/08/06	520	20,293.29							0.00	520.00	20,293.29	
Emerson Electric Inc	04/01/09	2,100	60,962.58							0.00	2,100.00	60,962.58	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Ericsson Tel		9,542	92,356.06				03/22/10	5,426	58,744.92	52,517.71	6,227.21	4,116.00	39,838.35
		6,658	63,309.59				03/23/10	10,774	114,503.53	103,147.94	11,355.59	(4,116.00)	(39,838.35)
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Erste Group Bank AG	05/07/04	2,540	95,251.07				07/06/10	1,000	33,036.01	37,500.42	(4,464.41)	1,540.00	57,750.65
Erste Group Bank AG	05/07/04	740	27,750.31							0.00	740.00	27,750.31	
Erste Group Bank AG		890	65,887.33							0.00	890.00	65,887.33	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Exxon Mobil	07/10/06	1,550	95,987.94							0.00	1,550.00	95,987.94	
Exxon Mobil	01/07/04	900	36,755.01							0.00	900.00	36,755.01	
Exxon Mobil	07/05/06	1,130	69,978.30							0.00	1,130.00	69,978.30	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Fresenius SE	10/20/08	2,140	127,721.53							0.00	2,140.00	127,721.53	
Fresenius SE	04/24/09	460	18,819.05							0.00	460.00	18,819.05	
Fresenius SE	04/27/09	470	20,228.64							0.00	470.00	20,228.64	
Fresenius SE	04/28/09	130	5,588.60							0.00	130.00	5,588.60	
		0	0.00				04/26/10	190	13,379.06	11,339.76	2,039.30	(190.00)	(11,339.76)
		0	0.00				04/27/10	330	23,279.28	19,695.38	3,583.90	(330.00)	(19,695.38)
		0	0.00				04/28/10	310	21,642.90	18,501.72	3,141.18	(310.00)	(18,501.72)
		0	0.00				04/29/10	2,370	165,617.69	122,820.96	42,796.73	(2,370.00)	(122,820.96)
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Greenhill & Co Inc		244	20,860.00							0.00	244.00	20,860.00	
Greenhill & Co Inc		245	21,553.89							0.00	245.00	21,553.89	
Greenhill & Co Inc		422	37,049.49							0.00	422.00	37,049.49	
Greenhill & Co Inc		1,114	102,439.54							0.00	1,114.00	102,439.54	
Greenhill & Co Inc		537	47,343.42							0.00	537.00	47,343.42	
Greenhill & Co Inc		538	47,827.45							0.00	538.00	47,827.45	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Genzyme Corp	06/26/08	2,420	168,705.46				07/02/10	1,200	61,728.99	83,655.60	(21,926.61)	1,220.00	85,049.86
Genzyme Corp	08/12/09	3,000	151,398.60				08/02/10	780	52,930.52	54,376.14	(1,445.62)	(780.00)	(54,376.14)
		0	0.00				10/25/10	720	52,007.53	44,804.26	7,203.27	2,280.00	106,594.34
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Google Inc	04/23/08	413	223,074.31				07/02/10	150	68,496.34	81,019.83	(12,523.49)	263.00	142,054.48
Google Inc	09/29/08	530	231,495.63				12/09/10	390	222,985.83	197,526.17	25,459.66	(390.00)	(197,526.17)
		0	0.00							0.00	530.00	231,495.63	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Hamburger Hafen		400	15,518.11							0.00	400.00	15,518.11	
		0	0.00							0.00	4,500	178,613	

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		SHARES	COST	SHARES	COST				PROCEEDS	COST	GAIN/(LOSS)		
Hamburger Hafen		600	23,205.13							0.00	600.00	23,205.13	
Hamburger Hafen		500	18,959.20							0.00	500.00	18,959.20	
Hamburger Hafen		500	19,056.44							0.00	500.00	19,056.44	
Hamburger Hafen		500	19,060.41							0.00	500.00	19,060.41	
Hamburger Hafen		200	7,710.61							0.00	200.00	7,710.61	
Hamburger Hafen		200	7,900.88							0.00	200.00	7,900.88	
Hamburger Hafen		0	0.00	01/04/10	1,600	67,202.25				0.00	1,600.00	67,202.25	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Han Hel Precision Industries	02/07/08	0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Icid Bank LTD		0	0.00	03/08/10	2,745	109,879.89				0.00	2,745.00	109,879.89	
		0	0.00	03/09/10	1,955	77,369.92				0.00	1,955.00	77,369.92	
		0	0.00							0.00	0.00	0.00	
Informatica Corp		0	0.00	12/16/10	480	21,316.85				0.00	480.00	21,316.85	
Informatica Corp		0	0.00	12/17/10	1,200	52,991.40				0.00	1,200.00	52,991.40	
Informatica Corp		0	0.00	12/20/10	950	41,833.44				0.00	950.00	41,833.44	
Informatica Corp		0	0.00	12/21/10	370	16,469.51				0.00	370.00	16,469.51	
Informatica Corp		0	0.00	12/22/10	193	8,829.27				0.00	193.00	8,829.27	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Japan Synthetic Rubber	01/19/04	200	4,402.60			x	09/03/10	2,900	42,019.35	61,725.37	(19,706.02)	(2,700.00)	(57,322.77)
Japan Synthetic Rubber	05/11/04	2,500	53,867.06			x	09/07/10	2,300	33,237.61	39,740.69	(6,503.08)	200.00	14,126.37
Japan Synthetic Rubber	09/13/04	4,300	74,297.82			x	09/07/10	3,100	46,532.79	59,718.30	(13,185.51)	1,200.00	14,579.52
Japan Synthetic Rubber	01/19/04	1,600	35,220.79			x	09/08/10	2,300	35,002.65	44,148.80	(9,146.15)	(700.00)	(8,928.01)
Japan Synthetic Rubber	05/11/04	700	15,082.77			x				0.00	700.00	15,082.77	
Japan Synthetic Rubber	09/13/04	1,300	22,462.13			x				0.00	1,300.00	22,462.13	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
JPMorgan Chase & Co		5,300	180,392.39							0.00	5,300.00	180,392.39	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Keyence Corp	05/15/03	285	16,806.14							0.00	285.00	16,806.14	
Keyence Corp	01/08/04	440	87,135.00				02/26/10	600	130,872.72	91,316.83	39,555.89	(600.00)	(91,316.83)
Keyence Corp		800	179,239.88							0.00	800.00	179,239.88	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
L'Air Liquide		942	27,754.24			63	07/06/10	600	62,187.31	17,677.86	44,509.45	405.00	10,076.38
L'Air Liquide	10/31/02	484	25,919.79			32				0.00	516.00	25,919.79	
L'Air Liquide	03/22/05	388	30,142.50			26				0.00	414.00	30,142.50	
L'Air Liquide	01/08/04	532	35,473.87			35				0.00	567.00	35,473.87	
L'Air Liquide	03/22/05	144	11,303.43			10				0.00	154.00	11,303.43	
L'Air Liquide		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Li & Fung Ltd	01/24/05	79,000	115,732.84				07/06/10	22,000	99,501.47	32,229.40	67,272.07	57,000.00	83,503.44
Li & Fung Ltd	01/24/05	44,000	64,458.80							0.00	44,000.00	64,458.80	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	615.00	48,765.36	
Lonza Group AG		0	0.00	08/03/10	615	48,765.36				0.00	500.00	37,219.71	
Lonza Group AG		0	0.00	08/04/10	285	22,559.61				0.00	285.00	22,559.61	
Lonza Group AG		0	0.00	08/05/10	380	31,014.10				0.00	380.00	31,014.10	
Lonza Group AG		0	0.00	08/06/10	335	27,663.63				0.00	335.00	27,663.63	
Lonza Group AG		0	0.00	08/09/10	285	23,686.17				0.00	285.00	23,686.17	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
L'Oreal	04/19/02	1,400	107,744.42							0.00	1,400.00	107,744.42	
L'Oreal	10/31/02	500	37,219.71							0.00	500.00	37,219.71	
L'Oreal	03/22/05	500	40,167.93							0.00	500.00	40,167.93	
L'Oreal	01/08/04	800	66,203.43							0.00	800.00	66,203.43	
L'Oreal	03/22/05	100	8,033.59							0.00	100.00	8,033.59	
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	
Louis Vuitton Moet Hennessy	12/28/04	1,580	118,846.62							0.00	1,580.00	118,846.62	
Louis Vuitton Moet Hennessy	12/28/04	480	36,105.30				06/21/10	2,060	232,149.82	154,951.92	77,197.90	(2,060.00)	(154,951.92)
		0	0.00							0.00	0.00	0.00	
		0	0.00							0.00	0.00	0.00	

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		SHARES	COST	SHARES	COST				PROCEEDS	COST	GAIN/(LOSS)			
Mc Donalds Corp		0	0.00	10/25/10	1,820	141 759 62			0.00	1,820.00	141 759.62	1,820	141,760	
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Medco Health Solutions	08/15/05	136	3,372.30						0.00	136.00	3,372.30	0	0	
Medco Health Solutions	01/07/04	1 900	31 971.02				07/02/10	900	49 677.63	16 228.02	33,449.61	1 000.00	15 743.00	
Medco Health Solutions	08/15/05	1 400	34 714.89				09/08/10	2,536	112 115.42	53 830.19	58,285.23	(1 136.00)	(19,115.30)	
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Monsanto		2 300	169,879.38						0.00	2 300.00	169 879.38	4,500	345,635	
Monsanto		2,200	175 755.36						0.00	2 200.00	175 755.36			
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Nestle Sa -Reg		2,500	64 161.39				07/06/10	1,200	58 248.12	30 797.45	27,450.67	1 300.00	33 363.94	
Nestle Sa -Reg	05/07/04	2,500	64 161.00						0.00	2,500.00	64,161.00	6,000	204,220	
		0	0.00	07/06/10	2,200	106 695.45			0.00	2 200.00	106 695.45			
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Nintendo Corp Ltd	02/09/09	400	121 272.37				02/04/10	400	111 156.78	121 272.37	(10 115.59)	(400.00)	(121 272.37)	
		0	0.00						0.00	0.00	0.00	0	0	
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Novartis AG Basel	07/02/03	400	16 245.40						0.00	400.00	16 245.40	3,700	173,929	
Novartis AG Basel	09/17/03	1 400	55 159.63						0.00	1 400.00	55 159.63			
Novartis AG Basel	01/08/04	900	42,042.85						0.00	900.00	42,042.85			
Novartis AG Basel	10/25/06	1,000	60,480.91						0.00	1 000.00	60,480.91			
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Novo Nordisk A/S B	10/20/08	3,260	162,627.13				07/06/10	800	65,521.83	39,908.50	25 613.33	2 460.00	122 718.63	
		0	0.00						0.00	0.00	0.00	2 460	122,719	
		0	0.00						0.00	0.00	0.00			
OAO Gazprom		6 900	390 885.00						0.00	6 900.00	390 885.00	6,500	167,472	
OAO Gazprom	09/30/08	7 300	92 142.49						0.00	7 300.00	92,142.49			
OAO Gazprom		1,600	29 256.46						0.00	1 600.00	29,256.46			
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Olam International LTD		0	0.00	12/08/10	15 000	37 246.02				0.00	15 000.00	37,246.02	62,000	153,961
Olam International LTD		0	0.00	12/09/10	14 000	34 928.01				0.00	14 000.00	34,928.01		
Olam International LTD		0	0.00	12/10/10	14,000	34 581.75				0.00	14 000.00	34,581.75		
Olam International LTD		0	0.00	12/13/10	3,000	7 508.83				0.00	3 000.00	7 508.83		
Olam International LTD		0	0.00	12/14/10	10,000	24 972.38				0.00	10,000.00	24 972.38		
Olam International LTD		0	0.00	12/15/10	6 000	14 723.86				0.00	6 000.00	14 723.86		
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Oracle Corp	03/12/08	12,440	241,061.08				01/26/10	830	20,680.20			0.00	12 440.00	
		0	0.00						0.00	830.00	20 680.20	13,270	281,741	
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Praesair Inc	10/29/03	1,900	61,999.38						0.00	1 900.00	61,999.38	2,500	86,912	
Praesair Inc	01/07/04	600	24,912.50						0.00	600.00	24,912.50			
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Procter & Gamble		4 950	250 290.81				02/03/10	1 900	117 625.01	07/06/10	530	31,705.54		
		0	0.00						26 798.81	12/08/10	4,100	254 733.20		
		0	0.00						4,906.73	12/08/10	207 311.58	47 421.62		
		0	0.00						4,420.00		(2,200.00)	223,492.00		
		0	0.00						0.00		0.00	2 220	133,805	
		0	0.00						0.00		0.00			
Qualcomm Inc	09/04/03	3 550	73,171.71						0.00	3,550.00	73 171.71	0	0	
Qualcomm Inc	01/07/04	1,700	47 478.70						0.00	1,700.00	47 478.70			
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
Quilegen NV	08/12/05	4 951	56,769.49						0.00	4 951.00	56,769.49	8,560	104,087	
Quilegen NV	01/08/04	1 209	15 949.36						0.00	1,209.00	15 949.36			
Quilegen NV	08/12/05	2,400	31,368.37						0.00	2 400.00	31 368.37			
		0	0.00						0.00	0.00	0.00			
Rio Tinto	10/31/02	2 590	75,034.69						0.00	2 590.00	75,034.69	0	0	
Rio Tinto	01/08/04	3 100	86 371.44						0.00	3,100.00	86 371.44			
		0	0.00						0.00	0.00	0.00			
		0	0.00						0.00	0.00	0.00			
RTS - Rio Tinto		0	0.00						0.00	0.00	0.00	0	0	

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		SHARES	COST					SHARES	COST	SHARES	COST	
RPS Group	09/16/08	12,388	64,233.44					0.00	0.00	0.00	0.00	
RPS Group	09/17/08	27,138	137,196.38					0.00	12,388.00	64,233.44	43,490 221,918*	
RPS Group	09/18/08	3,954	20,488.05					0.00	27,138.00	137,196.38		
		0	0.00					0.00	3,964.00	20,488.05		
RTS Standard Chart						11/03/10		14,224.33	14,224.33			
Sap Aktiengesellschaft	10/22/08	4,300	156,555.69			01/26/10	4,300	200,774.76	156,555.69	44,219.07	(4,300.00) (156,555.69)	
		0	0.00					0.00	0.00	0.00	0.00	
Sasol Ltd	06/19/02	1,100	11,992.80					0.00	1,100.00	11,992.80	4,400 55,691	
Sasol Ltd	10/28/02	1,200	12,704.92					0.00	1,200.00	12,704.92		
Sasol Ltd	01/08/04	2,100	30,993.20					0.00	2,100.00	30,993.20		
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
Schlumberg LTD	12/20/04	1,470	47,890.62			07/02/10	1,000	55,651.05	32,578.65	23,072.40	470.00 15,311.97	
Schlumberg LTD	17/04	1,400	37,597.00					0.00	1,400.00	37,597.00		
Schlumberg LTD	12/20/04	900	29,320.79					0.00	900.00	29,320.79		
Schlumberg LTD		1,600	61,852.48					0.00	1,600.00	61,852.48		
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
Sigma Aldrich		3,180	122,230.62			7/2/10	700	35,382.09	26,906.11	8,475.98	2,480.00 95,324.51	
Sigma Aldrich		3,270	130,800.98					0.00	3,270.00	130,800.98	5,750 226,125	
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
Standard Chartered Plc	01/24/05	4,491	80,149.62					0.00	4,491.00	80,149.62	8,191 144,298	
Standard Chartered Plc	01/08/04	2,200	37,378.23					0.00	2,200.00	37,378.23		
Standard Chartered Plc	01/24/05	1,500	26,770.06					0.00	1,500.00	26,770.06		
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
Staples	02/02/09	5,920	105,227.41			07/02/10	2,000	38,939.34	35,549.80	3,389.54	3,920.00 69,677.61	
Staples		12,300	197,317.83					0.00	12,300.00	197,317.83	16,220 266,995	
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
So-net M3	05/27/08	16	62,815.60					0.00	16.00	62,815.60	51 200,359	
So-net M3	05/27/08	5	19,599.56					0.00	5.00	19,599.56		
So-net M3		30	117,944.24					0.00	30.00	117,944.24		
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
Sonova Holding AG	07/21/08	2,290	174,858.65					0.00	2,290.00	174,858.65	2,290 174,858	
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
The Swatch Group		156	25,006.47	01/08/10	500	140,280.16			0.00	156.00	25,006.47	
		0	0.00					0.00	500.00	140,280.16	656 165,287	
		0	0.00					0.00	0.00	0.00	0.00	
Swatch Group		744	116,563.39					0.00	744.00	116,563.39	744 116,563	
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
Synthes Inc	11/14/05	70	7,597.25					0.00	70.00	7,597.25	0 0	
Synthes Inc	07/08/08	1,050	148,935.16					0.00	1,050.00	148,935.16		
		0	0.00					0.00	(560.00)	(60,777.99)		
		0	0.00					0.00	(560.00)	(95,754.42)		
		0	0.00					0.00	0.00	0.00	0.00	
Telecris Biotherapeutics Holdings		0	0.00	04/27/10	2,100	41,106.87	11/01/10	5,700	138,781.25	114,030.99	24,750.26 (3,600.00)	
		0	0.00	04/28/10	3,600	72,924.12			0.00	3,600.00	72,924.12	0 0
		0	0.00					0.00	0.00	0.00	0.00	
		0	0.00					0.00	0.00	0.00	0.00	
Telekomunikasi		6,000	278,647.80			03/08/10	520	18,596.83	24,149.48	(5,552.65) (520.00)		
		0	0.00			03/09/10	900	31,884.16	41,797.17	(9,913.01) (900.00)		
		0	0.00			03/10/10	1,565	56,338.18	72,680.63	(16,342.45) (72,680.63)		
		0	0.00			03/11/10	3,011	111,677.77	139,834.75	(28,156.98) (3,011.00)		
		0	0.00			03/24/10	4	141.50	185.77	(44.27) (4.00)		
		0	0.00					0.00	950.00	30,367.99	8,400 278,379	
		0	0.00	09/02/10	950	30,367.99			0.00	2,750.00	88,476.03	
		0	0.00	09/03/10	2,750	88,476.03			0.00	2,598.00	87,529.22	
		0	0.00	09/07/10	2,598	87,529.22			0.00	1,230.00	41,785.19	
		0	0.00	09/08/10	1,230	41,785.19						

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Teradata Corporation		0	0.00	09/09/10	872	30,220.12							872.00	30,220.12			
		0	0.00										0.00	0.00	0	0	
		0	0.00										0.00	0.00			
Teva Pharmaceutical	3,800	168,879.98						07/02/10	500	26,090.05	22,221.05	3,869.00	3,300.00	146,658.93	0	0	
Teva Pharmaceutical	0	0.00		11/04/10	20,540	130,581.00		11/04/10	3,300	169,976.49	146,658.93	23,317.56	(3,300.00)	(146,658.93)			
Turkiye Garanti Bankasi	0	0.00		11/05/10	9,930	63,331.55							0.00	0.00			
Turkiye Garanti Bankasi	0	0.00		11/08/10	9,930	61,141.99							0.00	0.00			
Turkiye Garanti Bankasi	0	0.00											0.00	0.00			
UNI-Charm Corp	0	0.00		05/24/10	460	49,367.40	460						0.00	920.00	49,367.40	6,600	354,127
UNI-Charm Corp	0	0.00		05/25/10	430	46,308.28	430						0.00	860.00	46,308.28		
UNI-Charm Corp	0	0.00		05/26/10	240	24,851.68	240						0.00	480.00	24,851.68		
UNI-Charm Corp	0	0.00		05/27/10	230	23,784.24	230						0.00	460.00	23,784.24		
UNI-Charm Corp	0	0.00		05/28/10	340	34,590.91	340						0.00	680.00	34,590.91		
UNI-Charm Corp	0	0.00		06/01/10	220	22,175.13	220						0.00	440.00	22,175.13		
UNI-Charm Corp	0	0.00		06/01/10	380	37,574.50	380						0.00	760.00	37,574.50		
UNI-Charm Corp	0	0.00		07/16/10	1,000	115,474.55	1,000						0.00	2,000.00	115,474.55		
Walgreen Co	10/27/06	2,850	123,179.00					07/02/10	2,500	66,129.63	108,051.75	(41,922.12)	350.00	15,127.25	11,950	499,594	
Walgreen Co		2,700	124,351.47										0.00	2,700.00	124,351.47		
Walgreen Co		4,400	195,348.12										0.00	4,400.00	195,348.12		
Walgreen Co	09/04/08	4,500	164,767.05										0.00	4,500.00	164,767.05		
Walgreen Co	0	0.00											0.00	0.00	0.00		
Walgreen Co	0	0.00											0.00	0.00	0.00		
Wells Fargo & Co	09/10/04	2,500	74,712.50					07/02/10	2,000	52,259.11	59,770.00	(7,510.89)	500.00	14,942.50	14,700	395,423	
Wells Fargo & Co	05/03/06	3,000	100,791.60										0.00	3,000.00	100,791.60		
Wells Fargo & Co	09/10/04	1,600	35,862.00										0.00	1,600.00	35,862.00		
Wells Fargo & Co	05/03/06	400	26,877.76										0.00	400.00	26,877.76		
Wells Fargo & Co	5,400	107,589.60											0.00	5,400.00	107,589.60		
Wells Fargo & Co	0	0.00		12/08/10	3,800	109,359.82							0.00	3,800.00	109,359.82		
Wells Fargo & Co	0	0.00											0.00	0.00	0.00		
Wimm-Bill-Dann Foods OJSC	0	0.00		09/27/10	63	1,356.93		12/07/10	1,303	40,645.35	29,881.62	10,763.73	(1,240.00)	(28,524.69)	0	0	0
Wimm-Bill-Dann Foods OJSC	0	0.00		09/28/10	360	7,740.11							0.00	360.00	7,740.11		
Wimm-Bill-Dann Foods OJSC	0	0.00		09/29/10	40	873.37							0.00	40.00	873.37		
Wimm-Bill-Dann Foods OJSC	0	0.00		09/30/10	110	2,453.61							0.00	110.00	2,453.61		
Wimm-Bill-Dann Foods OJSC	0	0.00		10/01/10	90	2,009.89							0.00	90.00	2,009.89		
Wimm-Bill-Dann Foods OJSC	0	0.00		10/06/10	80	1,837.26							0.00	80.00	1,837.26		
Wimm-Bill-Dann Foods OJSC	0	0.00		10/07/10	130	3,048.97							0.00	130.00	3,048.97		
Wimm-Bill-Dann Foods OJSC	0	0.00		10/08/10	170	4,086.12							0.00	170.00	4,086.12		
Wimm-Bill-Dann Foods OJSC	0	0.00		10/12/10	140	3,445.99							0.00	140.00	3,445.99		
Wimm-Bill-Dann Foods OJSC	0	0.00		10/14/10	40	996.98							0.00	40.00	996.98		
Wimm-Bill-Dann Foods OJSC	0	0.00		10/15/10	80	2,032.39							0.00	80.00	2,032.39		
Wimm-Bill-Dann Foods OJSC	0	0.00											0.00	0.00	0.00		
WPP Group PLC	02/04/09	17,630	111,846.15										0.00	17,630.00	111,846.15	17,630	111,846
Yahoo Inc	10/16/08	22,800	283,009.56					04/27/10	22,800	399,690.91	283,009.56	116,681.35	0.00	0.00	0	0	0
OGB Fiduciary		0	0.00										0.00	0.00	0.00		
Total Equities		633,828	13,766,457.64		419,703	3,927,627.39	3,466		206,047	6,723,763.20	5,591,972.46	1,131,790.74	850,950.00	12,102,112.57	850,950	12,102,112.57	

Fixed Income	0	0.00											0.00	0.00	0.00		
JP Morgan & Co Series MTNA 02/15/12	10/15/99	100,000	87,150.00										0.00	100,000.00	87,150.00	100,000	87,150
Rio Tinto 9%		500,000	509,375.00										0.00	0.00	0.00		
		0	0.00										0.00	500,000.00	509,375.00	500,000	509,376
US Treasury Bonds 3.625% 4/15/98	04/08/98	150,000	147,303.93										0.00	0.00	0.00		
US Treasury Bonds 3.625% 4/15/98	06/02/98	75,000	75,235.21										0.00	75,000.00	75,235.21	500,000	556,930
US Treasury Bonds 3.625%	12/01/99	125,000	120,700.51										0.00	125,000.00	120,700.51		

DESCRIPTION	DATE	BEGINNING		PURCHASES		SHARE ADJUST	DATE	SALES		ENDING		
		SHARES	COST	SHARES	COST			SHARES	PROCEEDS	COST	GAIN/(LOSS)	SHARES
US Treasury Bonds 3.625%	01/07/04	150,000	213,690.13							0.00	150,000.00	213,690.13
		0	0.00							0.00	0.00	0.00
		0	0.00							0.00	0.00	0.00
US Treasury Notes 5.0% 2/15/11	06/06/01	250,000	242,929.70							0.00	250,000.00	242,929.70
US Treasury Notes 5.0% 2/15/11	03/30/05	100,000	103,250.00							0.00	100,000.00	103,250.00
US Treasury Notes 5.0% 2/15/12	01/07/04	120,000	129,078.30							0.00	120,000.00	129,078.30
		0	0.00							0.00	0.00	0.00
US Treasury Notes 4.25% 8/15/15	08/29/05	713,000	718,793.13							0.00	713,000.00	718,793.13
US Treasury Notes 4.25% 8/15/15	08/29/05	217,000	218,763.13							0.00	217,000.00	218,763.13
		0	0.00							0.00	0.00	0.00
		0	0.00							0.00	0.00	0.00
US Treasury Notes 4.625% 11/15/16		1,000,000	1,012,968.75							0.00	1,000,000.00	1,012,968.75
		0	0.00							0.00	0.00	0.00
US Treasury Notes 3.5% 5/15/20		0	0.00	07/01/10	660,000	691,143.75				0.00	660,000.00	691,143.75
		0	0.00							0.00	0.00	0.00
Canda Government 3.5% 6/1/20		0	0.00	07/06/10	690,000	676,183.06				0.00	690,000.00	676,183.06
Singapore Government 1.375% 10/1/14		0	0.00	07/06/10	930,000	689,907.00				0.00	930,000.00	689,907.00
		0	0.00							0.00	0.00	0.00
		0	0.00							0.00	0.00	0.00
Total Mutual Fund & Fixed Income		3,500,000	3,579,237.79		2,280,000	2,057,233.81	0	0	0	0.00	0	5,780,000.00
												5,636,471.60
Cash and Money Funds										0.00	0.00	0
US Dollar (all currencies)		0								0.00	0.00	0
US Dollar		0	0.00							0.00	0.00	0.00
US Dollar		0	0.00							0.00	0.00	0.00
Total Cash & Money Funds		0	0.00		0.00	0.00	0	0	0.00	0.00	0.00	0.00
Total Portfolio		4,133,828	17,345,695.43		2,699,703	5,984,861.20	3,466		206,047	6,723,763.20	5,591,972.46	1,131,790.74
January 1, 2008		4,133,828	17,345,695.44								4,127,820.00	17,345,695.44
January Total		4,133,828	17,345,695.44								4,129,420.00	17,444,683.06
February Total		4,133,828	17,345,695.44		25,300	725,415.71	0		22,020	1,228,522.74	723,846.05	504,676.69
March		4,133,828	17,345,695.44		267,430	1,074,208.07	0		54,640	1,962,919.14	1,624,527.19	338,391.95
April		4,133,828	17,345,695.44		273,837	1,365,875.34	0		80,640	2,586,528.98	2,079,894.57	506,634.41
May		4,133,828	17,345,695.44		275,537	1,544,777.85	0		80,640	2,586,528.98	2,079,894.57	506,634.41
June		4,133,828	17,345,695.44		283,137	1,757,003.58	0		100,608	3,251,627.83	2,673,840.06	577,787.77
Jul		4,133,828	17,345,695.43		2,567,537	4,174,844.79	166		151,788	4,530,631.33	3,747,667.03	782,964.30
Aug		4,133,828	17,345,695.44		2,570,947	4,495,078.93	166		162,068	5,015,774.55	4,156,337.92	859,436.63
Sep		4,133,828	17,345,695.44		2,585,050	4,999,961.60	166		182,534	5,566,790.14	4,621,447.96	945,342.18
Oct		4,133,828	17,345,695.44		2,590,310	5,325,045.52	3,466		188,054	5,727,040.50	4,787,793.37	939,247.13
Nov		4,133,828	17,345,695.44		2,630,710	5,580,100.06	3,466		197,054	6,050,022.57	5,048,483.29	1,001,539.28
Dec		4,133,828	17,345,695.44		2,699,703	5,984,861.20	3,466		206,047	6,723,763.20	5,591,972.46	1,131,790.74
											6,630,950.00	17,738,584.17
												6,630,950.00
												17,738,584.17
January Total		7,813,952	217,915.39						15,330	707,879.40	374,979.99	332,899.41
February Total		7,813,952	217,915.39		251,448.10				22,020	520,643.34	348,866.06	171,777.28
March		7,813,952	217,915.39		348,792.36				54,640	734,396.40	900,681.14	(166,284.74)
April		7,813,952	217,915.39		291,667.27				80,640	623,609.84	455,367.38	168,242.46
May		7,813,952	217,915.39		178,902.51				80,640	0.00	0.00	1,700.00
June		7,813,952	217,915.39		212,225.73				100,608	665,098.85	593,945.49	71,153.36
Jul		7,813,952	217,915.39		2,417,841.21				151,788	1,279,003.50	1,073,826.97	205,176.53
Aug		7,813,952	217,915.39		320,234.14				162,068	485,143.22	408,670.89	76,472.33
Sep		7,813,952	217,915.39		504,882.67				182,534	551,015.59	465,110.04	85,905.55
Oct		7,813,952	217,915.39		325,083.92				188,054	160,250.36	166,345.41	(6,095.05)
Nov		7,813,952	217,915.39		255,054.54				197,054	322,982.07	260,689.92	62,292.15
Dec		7,813,952	217,915.39		404,761.14				206,047	673,740.63	543,489.17	130,251.46
											60,000.00	(138,728.04)

Randolph Foundation Fixed Assets		rand fixed assets 2010			12/31/2009	12/31/2010		
		Date	Life	Cost	Accum Dep	Dep	Accum Dep	NBV
Office Condominium								
125	Office Condomin	6/29/93	39	1,000,295	416,060	25,649	441,709	558,587
		A/C		11010-00				
Office Equipment								
5	TV & VCR	9/3/91	7	565	565		565	-
130	Backup Sys for	8/6/97	3	2,261	2,261		2,261	-
131	Microedge Gift	6/28/99	5	17,176	17,176		17,176	0
	Cannon Fax	2/12/01	5	1,280	1,280		1,280	-
	Phone System (Exp@nets)	3/23/02	5	1,757	1,757		1,757	(0)
	Computer for JH (Amex)	4/9/02	5	1,837	1,837		1,837	0
	Computer for HH (Amex)	10/1/02	5	3,437	3,437		3,437	(0)
	Canon Printer	5/10/04	5	5,150	5,150		5,150	-
	Computer (LB)	9/2/04	5	5,516	5,516		5,516	(0)
	Everest- Network	6/6/05	5	18,742	16,867	1,874	18,741	0
	Computer	10/30/08	3	4,171	1,390	1,390	2,780	1,391
	Sever	12/31/09	5	20,000	-	4,000	4,000	16,000
				81,891	57,236	7,264	64,500	
		A/C		11020-00				
Furniture								
19	Desk	6/24/91	7	1,900	1,900		1,900	-
20	File Cabinets	6/27/91	5	7,135	7,135		7,135	-
21	Desk	7/8/91	3	3,000	3,000		3,000	-
22	Furnishings	7/8/91	7	8,190	8,190		8,190	-
26	Computer Desk	9/5/91	7	440	440		440	-
27	Desk Extension	9/30/91	3	169	169		169	-
28	Carpet	11/12/91	7	269	269		269	-
30	Adirondack Chai	8/10/93	7	280	280		280	-
31	Lateral Files	8/11/93	5	920	920		920	-
33	Desk & Refinish	8/18/93	7	8,966	8,966		8,966	-
34	Desk & Wall Uni	8/19/93	7	2,795	2,795		2,795	-
35	Cabinet, drawer	8/30/93	7	1,695	1,695		1,695	-
36	Couch	8/30/93	7	1,364	1,364		1,364	-
37	Furniture & Rug	1/3/94	7	1,605	1,605		1,605	-
38	Furn, Rugs & Bl	1/5/94	7	2,322	2,322		2,322	-
39	Furniture	1/6/94	7	525	525		525	-
40	Furniture & Lin	1/10/94	7	1,983	1,983		1,983	-
41	Furniture	1/13/94	7	432	432		432	-
42	Upholstry	1/19/94	7	2,948	2,948		2,948	-
43	Furniture	1/24/94	7	591	591		591	-
44	Furniture	1/25/94	7	338	338		338	-
	File Cabinet	5/11/00	7	2,373	2,373		2,373	0
	Printer Stand	9/11/00	7	626	626		626	(0)
	Lateral Files	7/14/00	7	450	450		450	0
	VP Desk	1/25/08	7	4,465	1,223	638	1,861	2,605
	AC Units	6/10/08	7	15,316	3,100	2,188	5,288	10,028
	HRH Furniture	12/15/08	7	8,768	2,401	1,253	3,654	5,114
	HRH Furniture	2/15/09	7	8,679	1,136	1,240	2,376	6,303
	Window treatments	10/19/10	7	1,760	-	251	251	1,509
		a/c		11030-00				

Randolph Foundation				rand fixed assets 2010					
Fixed Assets				12/31/2009				12/31/2010	
		Date	Life	Cost	Accum Dep	Dep	Accum Dep	NBV	
Condominium Improvements									
100	Building Improv	8/18/93	39	8,150	3,441	209	3,650	4,500	
101	Electrical Cons	8/18/93	39	7,800	3,294	200	3,494	4,306	
103	Building Wiring	8/19/93	39	615	260	16	276	339	
	Office Renovation	8/1/00	39	65,183	15,738	1,671	17,409	47,773	
	diff to G/L			390	-	10	10	380	
	Track Lighting	4/9/2002	39	1,750	337	45	382	1,368	
	A/C for Office	5/20/2002	39	12,485	2,294	320	2,614	9,871	
	Track Lighting & A/C	4/1/2003	39	2,485	383	64	447	2,038	
	Improvements	6/30/03	39	5,520	920	142	1,062	4,458	
	Improvements	5/6/2005	28	11,350	2,026	405	2,431	8,919	
	Improvements	9/1/2010	23	→ 8,500	-	185	185	8,315	
	Adjustment			-	(221)		(221)		
				124,228	28,473	3,267	31,740		
		a/c		11040-00					
				1,296,718	✓	560,944	41,750	602,694 ✓	

Randolph Foundation
Grants
2010

<u>Date</u>	<u>Check #</u>	<u>Grantee</u>	<u>Amount</u>
Grants:			
4/30/10	3359	A.C.E	5,000 00
5/27/10	3421	ACTON INSTITUTE	15,000 00
1/29/10	3192	American Enterprise Inst for P	50,000 00
12/10/10	3808	American Majority	50,000 00
5/27/10	3417	Americans for Limited Governme	25,000 00
10/19/10	3677	Americans for Tax Reform	25,000 00
7/30/10	3551	Atlas Economic Research	20,000 00
12/10/10	3787	Atlas Economic Research	2,500 00
12/31/10	3842	Children's Hospital	25,000 00
11/22/10	3641	Committee for Economic Develop	4,000 00
9/29/10	3631	Committee to Reduce Infection	2,500 00
8/19/10	3583	Constituting America	25,000 00
1/29/10	3185	Cystic Fibrosis Foundation	25,000 00
6/25/10	3474	Donors Trust	100,000 00
9/8/10	3613	Donors Trust	25,000 00
11/5/10	3715	Donors Trust	10,000 00
6/10/10	3457	Ethics and Public Policy Ctr	50,000 00
7/8/10	wire070810	Family Living Council - Grants Paid	140,000 00
7/12/10	3515	Friends of Grace Church School	20,000.00
12/31/10	3833	Galen Institute, Inc	100,000 00
4/16/10	3351	George Mason University	20,000 00
5/27/10	3422	Greensboro Urban Ministry	1,000 00
10/19/10	3676	Harlem Educational Activities	12,500.00
7/12/10	3511	Herbert G Birch Services Fund	1,000 00
11/5/10	3708	Heritage Foundation	5,000 00
4/16/10	3330	Hoover Institute	25,000 00
3/10/10	IWF	Independent Women's Forum	40,000.00
7/12/10	3514	Independent Women's Forum	175,000 00
7/12/10	3514V	Independent Women's Forum	(175,000 00)
7/28/10	wire072810	Independent Women's Forum - Grants Paid	100,000 00
7/29/10	wire072910	Independent Women's Forum - Grants Paid	75,000.00
12/31/10	transfer	Independent Women's Forum	65,000 00
12/31/10	3834	Indiana University	10,000.00
12/10/10	3805	Institute for Energy Research	50,000 00
12/31/10	3843	Intelligence Squared US Founda	5,000 00
6/25/10	3465	Int'l Task Force on Euthanasia	140,000.00
6/25/10	3465V	Int'l Task Force on Euthanasia	(140,000 00)
1/4/10	3137	Lance Armstrong Foundation	100 00
4/30/10	3361	Manhattan Institute for Policy	10,000 00
4/8/10	3318	Marine Corps	25,000 00
12/10/10	3786	Middle East Media Research Ins	50,000 00
11/5/10	3718	National Right to Work Legal D	50,000 00
10/19/10	3673	Pacific Research Institute	50,000 00
9/29/10	3632	Reaching U, A Foundation for U	1,000 00
11/5/10	3716	Statistical Assessment Service	75,000 00
5/12/10	3399	Student Sponser Partnership	7,500 00
5/27/10	3419	Susan B Anthony Birthplace Mu	10,000 00
12/31/10	3419V	Susan B Anthony Birthplace Mu	(10,000 00)

Randolph Foundation
Grants
2010

<u>Date</u>	<u>Check #</u>	<u>Grantee</u>	<u>Amount</u>
12/10/10	3784	Tax Foundation	10,000.00
1/12/10	3150	The Gilder Lehrman Inst of Ame	20,000.00
12/31/10	3832	The Human Rights Foundation	10,000.00
4/16/10	3329	The New Harmony Project, Inc	5,000.00
10/19/10	3675	The Rosenkranz Foundation	5,000.00
12/31/10	3675V	The Rosenkranz Foundation	(5,000.00)
7/12/10	3512	The Stanford Constitutional La	20,000.00
7/30/10	3552	Victory Programs	5,000.00
			<u>1,467,100.00</u>

Family Grants

11/5/10	3709	Accion International	1,000.00
1/29/10	3187	AIDS Alliance	500.00
12/31/10	3836	Alliance of AIDS Services- Car	1,000.00
12/10/10	3795	American Civil Liberties Union	1,000.00
6/25/10	3466	Barnum Museum	7,000.00
12/10/10	3809	Big Brothers/ Big Sisters of A	1,000.00
12/10/10	3791	Bike Across America	3,500.00
12/10/10	3792	Bike Across America	3,500.00
11/5/10	3710	Botanical Garden Foundation	1,000.00
3/2/10	3216	Boys & Girls Club of Cape Cod	1,000.00
3/19/10	3284	Boys & Girls Club of Cape Cod	1,000.00
12/31/10	3831	Cape Fear Audubon Society	3,500.00
12/10/10	3799	Carolina Ballet	1,500.00
1/29/10	3183	Carolina Crown	1,000.00
12/31/10	3827	Carolina Crown	3,000.00
12/31/10	3835	Chesapeake Bay Foundation	1,500.00
1/29/10	3184	Children's Defense Fund	1,000.00
6/25/10	3469	Children's Hospital	4,500.00
6/25/10	3470	Children's Hospital	7,000.00
11/5/10	3712	Children's Hospital	7,000.00
12/10/10	3810	Children's Hospital	4,500.00
12/31/10	3838	Children's Hospital	2,000.00
12/31/10	3839	Children's Hospital	7,000.00
12/31/10	3840	Children's Hospital	7,000.00
12/31/10	3841	Children's Hospital	7,000.00
7/12/10	3516	Christian Community Action	4,500.00
10/19/10	3672	Connecticut Audubon Society	3,500.00
1/29/10	3186	Cystic Fibrosis Foundation	1,000.00
12/31/10	3837	Danbury Animal Welfare Society	7,000.00
12/10/10	3796	Doctors Without Boarders	7,000.00
6/25/10	3475	Earth Island Institute	7,000.00
4/1/10	3315	East End Classic Boat Society	4,500.00
10/19/10	3671	Evergreen Network, Inc	7,000.00
11/5/10	3711	Fairfield University	7,000.00
12/10/10	3812	Farm Fresh Rhode Island	3,500.00
12/10/10	3814	Feeding America	1,000.00
12/10/10	3800	Food Bank of Eastern and Centr	1,750.00
12/10/10	3804	Food Bank of Eastern and Centr	7,000.00

Randolph Foundation
Grants
2010

<u>Date</u>	<u>Check #</u>	<u>Grantee</u>	<u>Amount</u>
12/10/10	3785	Global Links	1,000.00
12/10/10	3815	Green America	3,500.00
1/12/10	3161	Habitat for Humanity Int'l	1,000.00
7/30/10	3548	Habitat for Humanity of Cape C	1,000.00
12/10/10	3797	Lymphoma Research Foundation	2,000.00
12/31/10	3830	Marist College	5,000.00
4/30/10	3360	National MS Society	500.00
1/29/10	3189	North Carolina Nature Conserv	1,000.00
11/5/10	3713	North Carolina Nature Conserva	1,000.00
3/19/10	3283	Orleans Athletic Association	1,000.00
11/5/10	3706	Pathfinder International	1,000.00
3/19/10	3282	PFLAG	500.00
12/10/10	3783	SAFE Haven for Cats	1,750.00
1/12/10	3146	Saint Jude School	5,000.00
12/10/10	3802	Santa Barbara Museum of Art	7,000.00
12/31/10	3802V	Santa Barbara Museum of Art	(7,000.00)
3/19/10	3288	SIM USA	1,000.00
4/1/10	3313	SIM USA	1,000.00
4/1/10	3313V	SIM USA	(1,000.00)
12/31/10	3828	SIM USA	2,000.00
1/29/10	3188	Southern Poverty Law Ctr	1,000.00
12/31/10	3829	St. David's Relief Foundation	7,000.00
3/19/10	3289	St. Luke's School	6,100.00
6/25/10	3468	Stuart Country Day School of t	5,000.00
12/10/10	3794	Temple of Understanding	5,000.00
12/10/10	3813	The Federalist Society for Law	7,000.00
7/12/10	3517	The Peddie School	2,000.00
12/10/10	3788	Trust for Public Land	1,000.00
11/5/10	3714	Union of Concerned Scientists	1,000.00
11/10/10	3743	Univ of North Carolina at Chap	7,000.00
12/10/10	3801	Urban Ministries of Wake Count	1,000.00
1/29/10	3182	Victory Programs	1,100.00
12/10/10	3798	Worthy Johnson Scholarship Tru	3,500.00
			216,700.00

Director's Discretionary:

12/10/10	3807	ACTON INSTITUTE	5,000.00
9/1/10	3588	Amagansett Ambulance - Director Allocation	500.00
2/11/10	3199	American Friends of Nifra	500.00
5/12/10	3388	American Theatre Wing	8,000.00
10/19/10	3678	American Theatre Wing	2,500.00
11/5/10	3719	Army A Club	1,000.00
12/10/10	3789	Beth Isreal Deaconess Medical	10,000.00
12/10/10	3803	Center for Book Arts	2,500.00
6/25/10	3467	Coalition for Secure Driver's	500.00
12/10/10	3811	Donors Trust	10,000.00
4/1/10	3316	East End Classic Boat Society	10,000.00
4/8/10	3250	Empire Mock Trial Association	500.00

Randolph Foundation
Grants
2010

<u>Date</u>	<u>Check #</u>	<u>Grantee</u>	<u>Amount</u>
5/12/10	3387	Empire Mock Trial Association	500 00
5/12/10	3387V	Empire Mock Trial Association	(500 00)
3/2/10	3217	Friends of Grace Church School	27,000.00
3/2/10	3218	Friends of Grace Church School	28,000 00
6/25/10	3473	Goodspeed OPerA House Foundati	1,000.00
6/25/10	3472	Harvard College Fund	1,000 00
4/1/10	3314	Hunter College High School	5,000.00
7/30/10	3553	Hunter College High School	10,000 00
10/19/10	3674	New York Gilbert & Sullivan Pl	500 00
6/25/10	3471	New York Hall of Science	1,000 00
7/12/10	3513	New York Hall of Science	1,000 00
7/12/10	3513V	New York Hall of Science	(1,000 00)
4/16/10	3328	NYC Police Foundation	1,500 00
1/12/10	3152	People for the American Way	4,000 00
12/10/10	3806	Saint Vincent College	5,000 00
11/5/10	3707	Santa Barbara Museum of Art	7,000 00
5/12/10	3379	South Carolina Aquarium	500.00
12/10/10	3790	The Boy's Club of New York	500.00
2/11/10	3198	The T J Martell Foundation	500.00
11/5/10	3717	Yale University	<u>10,000 00</u>
			153,500 00
TOTAL			1,837,300.00

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization THE RANDOLPH FOUNDATION	Employer identification number 47-0892971
	Number, street, and room or suite no. If a P.O. box, see instructions. 255 EAST 49TH STREET, NO. 23D	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10017	

Enter the Return code for the return that this application is for (file a separate application for each return)

 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

The Organization

- The books are in the care of ► **255 EAST 49TH STREET, NO. 23D - NEW YORK, NY 10017**
- Telephone No ► **(212) 752-7148** FAX No ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **November 15, 2011**.
- 5 For calendar year **2010**, or other tax year beginning , and ending .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return' Final return
 Change in accounting period
- 7 State in detail why you need the extension **An extension is being requested because the annual audit of the financial statements is not yet complete.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 40,636.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 40,636.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► **Y/11/2K**

Title ► **CPA**

Date ► **8-11-11**

Form 8868 (Rev. 1-2011)