

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 _____

6 Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation SHERMAN FAIRCHILD FOUNDATION, INC.		A Employer identification number 13-1951698
Number and street (or P.O. box number if mail is not delivered to street address) 5454 WISCONSIN AVENUE	Room/suite 1205	B Telephone number 301-913-5990
City or town, state, and ZIP code CHEVY CHASE, MD 20815		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 65% 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) ▶ \$ 532,773,482. (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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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	9,962.	9,962.		STATEMENT 2
4 Dividends and interest from securities	5,075,731.	5,075,731.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,387,471.			STATEMENT 1
b Gross sales price for all assets on line 6a	23,916,818.			
7 Capital gain net income (from Part IV, line 2)		16,254,363.		
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	8,889,418.	9,079,453.		STATEMENT 4
12 Total. Add lines 1 through 11	28,362,582.	30,419,509.		
13 Compensation of officers, directors, trustees, etc.	890,000.	538,200.		351,800.
14 Other employee salaries and wages	363,750.	218,250.		145,500.
15 Pension plans, employee benefits	353,795.	212,277.		141,518.
16a Legal fees STMT 5	8,964.	5,378.		3,586.
b Accounting fees STMT 6	145,521.	87,313.		58,208.
c Other professional fees STMT 7	1,481,731.	1,331,748.		149,983.
17 Interest				
18 Taxes STMT 8	56,783.	34,765.		22,018.
19 Depreciation and depletion	10,974.	6,584.		
20 Occupancy	79,782.	47,869.		31,913.
21 Travel, conferences, and meetings	50,865.	30,519.		20,346.
22 Printing and publications	1,807.	1,084.		723.
23 Other expenses STMT 9	5,440,746.	5,230,248.		53,754.
24 Total operating and administrative expenses. Add lines 13 through 23	8,884,718.	7,744,235.		979,349.
25 Contributions, gifts, grants paid	31,474,560.			31,474,560.
26 Total expenses and disbursements. Add lines 24 and 25	40,359,278.	7,744,235.		32,453,909.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<11,996,696.>			
b Net investment income (if negative, enter -0-)		22,675,274.		
c Adjusted net income (if negative, enter -0-)			N/A	

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	44,560,075.	55,522,297.	55,522,297.
	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	3,838.		
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	39,585,400.	35,192,993.	46,645,917.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other	403,135,911.	384,575,185.	430,593,334.	
14	Land, buildings, and equipment: basis	298,387.			
	Less: accumulated depreciation	286,453.	13,881.	11,934.	
15	Other assets (describe)				
16	Total assets (to be completed by all filers)	487,299,105.	475,302,409.	532,773,482.	
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	Total liabilities (add lines 17 through 22)	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	487,299,105.	475,302,409.	
	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	487,299,105.	475,302,409.		
31	Total liabilities and net assets/fund balances	487,299,105.	475,302,409.		

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	487,299,105.
2	Enter amount from Part I, line 27a	2	<11,996,696.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	475,302,409.
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	475,302,409.

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 23,916,818.		7,662,455.	16,254,363.	
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			16,254,363.	
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	16,254,363.	
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	

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	23,751,141.	481,289,177.	.049349
2008	26,516,406.	457,955,709.	.057902
2007	18,385,474.	613,585,132.	.029964
2006	23,522,862.	531,594,437.	.044250
2005	27,079,755.	598,308,717.	.045261
2 Total of line 1, column (d)			2 .226726
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 .045345
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 512,890,873.
5 Multiply line 4 by line 3			5 23,257,037.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 226,753.
7 Add lines 5 and 6			7 23,483,790.
8 Enter qualifying distributions from Part XII, line 4			8 32,453,909.

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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	226,753.
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			
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	226,753.
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	226,753.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,012,115.	
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	1,012,115.
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	785,362.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax		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
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>		X
1c 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY, CA, MD</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> <u>SEE STATEMENT 13</u>		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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of MRS. BONNIE HIMMELMAN Telephone no. 301-913-5990
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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).

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.

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
SEE STATEMENT 14		890,000.	182,157.	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
JULIE MCLEAN - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD	STAFF 40.00	145,950.	50,991.	0.
PAT WALLIES - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD 20815	STAFF 40.00	80,325.	46,271.	0.
HEATHER BARRY - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD	STAFF 40.00	72,975.	29,710.	0.
JOAN BAILOU - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD 20815	STAFF 40.00	62,475.	32,510.	0.

Total number of other employees paid over \$50,000 4

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
BDO USA, LLP 7101 WISCONSIN AVE. #800, BETHESDA, MD 20814	ACCOUNTING/AUDIT/TAX	135,866.
PATRICIA LYDON - 5454 WISCONSIN AVENUE, SUITE 1205, CHEVY CHASE, MD 20815	GRANT CONSULTANT	67,500.
Total number of others receiving over \$50,000 for professional services		2

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		
Total. Add lines 1 through 3		0.

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	62,903,438.
b	Average of monthly cash balances	1b	27,204,622.
c	Fair market value of all other assets	1c	430,593,334.
d	Total (add lines 1a, b, and c)	1d	520,701,394.
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	520,701,394.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,810,521.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	512,890,873.
6	Minimum investment return. Enter 5% of line 5	6	25,644,544.

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	25,644,544.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	226,753.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	226,753.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,417,791.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,417,791.
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	25,417,791.

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	32,453,909.
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	32,453,909.
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	226,753.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	32,227,156.

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				25,417,791.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			21,744,260.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 32,453,909.				
a Applied to 2009, but not more than line 2a			21,744,260.	
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				10,709,649.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
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				14,708,142.
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	0.			
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				

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	Prior 3 years			(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).)

NONE

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

NONE

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed:
- 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 XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE OF APPROVED GRANTS	N/A	501(C)(3)/	SEE ATTACHED	31474560.
Total				31474560.
<i>b Approved for future payment</i>				
SEE ATTACHED SCHEDULE OF APPROVED GRANTS	N/A	501(C)(3)/	SEE ATTACHED	18144296.
Total				18144296.

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 GAINS/LOSSES - ICAP	P	VARIOUS	VARIOUS
b GAINS/LOSSES - CAPITAL GUARDIAN	P	VARIOUS	VARIOUS
c GAINS/LOSSES - FIXED INCOME A/C	P	VARIOUS	VARIOUS
d GAINS/LOSSES - PENN CAPITAL A/C	P	VARIOUS	VARIOUS
e GAINS/LOSSES - REALIZED HOLDING GAINS	P	VARIOUS	VARIOUS
f GAINS/LOSSES - PARTNERSHIPS	P	VARIOUS	VARIOUS
g GAINS/LOSSES - TROWE PRICE	P	VARIOUS	VARIOUS
h GAINS/LOSSES - SILCHESTER INTERNATIONAL	P	VARIOUS	VARIOUS
i BLACKROCK ALL-CAP GLOBAL RESOURCES	P	VARIOUS	12/07/10
j GMO US EQUITY CORE FUND	P	VARIOUS	04/01/10
k HARBOR FD CAP APPRECIATION FD	P	VARIOUS	03/25/10
l HARBOR CAPITAL APPRECIATION	P	VARIOUS	11/30/10
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 1,463,477.			1,463,477.
b <9,124,341.>			<9,124,341.>
c 2.			2.
d 104.			104.
e 4,403,580.			4,403,580.
f 15,850,091.			15,850,091.
g 1,601,629.			1,601,629.
h 192,929.			192,929.
i 4,529,347.		3,960,375.	568,972.
j 1,000,000.		1,052,143.	<52,143.>
k 1,000,000.		689,757.	310,243.
l 3,000,000.		1,960,180.	1,039,820.
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			1,463,477.
b			<9,124,341.>
c			2.
d			104.
e			4,403,580.
f			15,850,091.
g			1,601,629.
h			192,929.
i			568,972.
j			<52,143.>
k			310,243.
l			1,039,820.
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	16,254,363.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GAINS/LOSSES - ICAP	1,463,477.	0.	0.	0.	0.	1,463,477.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GAINS/LOSSES - CAPITAL GUARDIAN	<9,124,341.>	0.	0.	0.	0.	<9,124,341.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
GAINS/LOSSES - FIXED INCOME A/C	2.	0.	0.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GAINS/LOSSES - PENN CAPITAL A/C	104.	0.	0.	PURCHASED	VARIOUS	VARIOUS
	104.	0.	0.	0.		104.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GAINS/LOSSES - REALIZED HOLDING GAINS	4,403,580.	0.	0.	PURCHASED	VARIOUS	VARIOUS
	4,403,580.	0.	0.	0.		4,403,580.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GAINS/LOSSES - PARTNERSHIPS	15,850,091.	0.	0.	PURCHASED	VARIOUS	VARIOUS
	15,850,091.	0.	0.	0.		15,850,091.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GAINS/LOSSES - TROWE PRICE	1,601,629.	0.	0.	PURCHASED	VARIOUS	VARIOUS
	1,601,629.	0.	0.	0.		1,601,629.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
GAINS/LOSSES - SILCHESTER INTERNATIONAL	192,929.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BLACKROCK ALL-CAP GLOBAL RESOURCES	4,529,347.	4,529,347.	0.	PURCHASED	VARIOUS	12/07/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
3MO US EQUITY CORE FUND	1,000,000.	1,000,000.	0.	PURCHASED	VARIOUS	04/01/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
HARBOR FD CAP APPRECIATION FD	1,000,000.	1,000,000.	0.	PURCHASED	VARIOUS	03/25/10

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HARBOR CAPITAL APPRECIATION	PURCHASED	VARIOUS	11/30/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
3,000,000.	3,000,000.	0.	0.
CAPITAL GAINS DIVIDENDS FROM PART IV			0.
TOTAL TO FORM 990-PF, PART I, LINE 6A			14,387,471.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
CHECKING ACCOUNT	9,962.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,962.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLACKROCK ALL-CAP GLOBAL RESOURCES	2,346,286.	0.	2,346,286.
DIVIDENDS FROM PUBLICLY TRADED SECURITIES	571,185.	0.	571,185.
EMERGING MARKETS INVESTORS CORP	107,774.	0.	107,774.
GMO US EQUITY CORE FUND	159,045.	0.	159,045.
HARBOR CAPITAL APPRECIATION	24,594.	0.	24,594.
HEARTWOOD FORESTLAND VI	727.	0.	727.
MORGAN STANLEY ALPHA US CORE BOND	192,716.	0.	192,716.
PIMCO COMMODITY REAL RETURN FUND	107,437.	0.	107,437.
PIMCO TOTAL RETURN FUND	1,519,336.	0.	1,519,336.
REALTY ASSOCIATES FUND VI CORPORATION	46,631.	0.	46,631.
TOTAL TO FM 990-PF, PART I, LN 4	5,075,731.	0.	5,075,731.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MISCELLANEOUS INCOME	142,338.	142,338.		
PARTNERSHIP INCOME-BOOKS	24,597,171.	24,597,171.		
REALTY ASSOCIATES FUND VI CORPORATION	0.	57,303.		
BACK OUT PARTNERSHIP INCOME-BOOKS	0.	<24,597,171.>		
INCOME PER K-1S(NON-UBIT)	0.	24,673,647.		
R/C CAP GAINS FROM K-1S(NON-UBIT)	<15,850,091.>	<15,850,091.>		
EMERGING MARKETS INVESTORS CORP	0.	714.		
MORGAN STANLEY ALPHA US CORE BOND	0.	<79,456.>		
MORGAN STANLEY ALPHA US LARGE CAP	0.	134,998.		
TOTAL TO FORM 990-PF, PART I, LINE 11	8,889,418.	9,079,453.		

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL-GENERAL	8,964.	5,378.		3,586.	
TO FM 990-PF, PG 1, LN 16A	8,964.	5,378.		3,586.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDIT AND TAX PREPARATION	145,521.	87,313.		58,208.	
TO FORM 990-PF, PG 1, LN 16B	145,521.	87,313.		58,208.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	1,331,748.	1,331,748.		0.
GRANTS CONSULTANTS	149,983.	0.		149,983.
TO FORM 990-PF, PG 1, LN 16C	1,481,731.	1,331,748.		149,983.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	55,046.	33,028.		22,018.
FILING FEES	1,737.	1,737.		0.
TO FORM 990-PF, PG 1, LN 18	56,783.	34,765.		22,018.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES AND OTHER ADMIN	10,472.	6,283.		4,189.
TELEPHONE	12,504.	7,502.		5,002.
POSTAGE/SHIPPING	5,207.	3,124.		2,083.
INSURANCE	48,393.	29,036.		19,357.
COMPUTER EXPENSE	42,004.	25,202.		16,801.
DEDUCTIONS PER K-1 SCHEDULE	5,306,362.	5,149,619.		0.
OTHER EXPENSE	15,804.	9,482.		6,322.
TO FORM 990-PF, PG 1, LN 23	5,440,746.	5,230,248.		53,754.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS	298,387.	286,453.	11,934.	11,934.
TO 990-PF, PART II, LN 14	298,387.	286,453.	11,934.	11,934.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
79,177.2640 VANGUARD INSTITUTIONAL INDEX FUND INSTITUTION	7,987,671.	9,106,177.
107,970.0000 PEAK SPORT	92,617.	70,974.
40,000.0000 ARUBA NETWORKS INC	922,000.	835,200.
10,000.0000 GOOGLE INC	5,106,107.	5,939,700.
13,044.0000 MOMENTA PHARMACEUTICALS INC	265,098.	195,269.
19,005.0000 SAVVIS INC	637,829.	485,008.
8,870.0000 SEABRIGHT HOLDINGS INC	148,744.	81,781.
3,000.0000 ACCENTURE PLC IRELAND SHS CL A	116,890.	145,470.
4,650.0000 COVIDIEN PLC SHS	186,411.	212,319.
1,500.0000 ACE LIMITED SHS	79,389.	93,375.
4,050.0000 AFLAC INC	199,696.	228,542.
4,150.0000 AON CORP	165,070.	190,942.
1,250.0000 APACHE CORP	109,503.	149,038.
7,600.0000 BB&T CORP	192,400.	199,804.
7,200.0000 BCE INC	170,142.	255,312.
900.0000 BLACKROCK INC	154,221.	171,522.
2,550.0000 CVS CAREMARK CORP	84,940.	88,663.
550.0000 CATERPILLAR INC	25,922.	51,513.
3,500.0000 CHEVRON CORP	248,612.	319,375.
4,450.0000 COCA-COLA CO	235,534.	292,677.
5,850.0000 CONOCOPHILLIPS	310,272.	398,385.
1,600.0000 GOLDMAN SACHS GROUP INC	247,575.	269,056.
5,700.0000 HONEYWELL INTERNATIONAL INC	185,309.	303,012.
5,500.0000 JOHNSON CONTROLS INC	126,208.	210,100.
10,800.0000 LOWE'S COS INC	219,529.	270,864.
6,650.0000 MARATHON OIL CORP	198,178.	253,656.
9,050.0000 MERCK & CO INC	238,251.	326,162.
4,750.0000 METLIFE INC	195,990.	211,090.
10,250.0000 MICROSOFT CORP	257,762.	286,078.
3,150.0000 MOLSON COORS BREWING CO	133,571.	158,099.
2,800.0000 MONSANTO CO	172,810.	194,992.
3,850.0000 NEWMONT MINING CORP	171,718.	236,506.
3,900.0000 OCCIDENTAL PETROLEUM CORP	296,382.	382,590.
4,400.0000 OWENS-ILLINOIS INC	132,415.	135,080.

6,050.0000 PEPSICO INC/NC	365,499.	395,247.
23,900.0000 PFIZER INC	407,112.	418,489.
3,900.0000 QUALCOMM INC	152,983.	193,011.
9,400.0000 SANOFI-AVENTIS SA ADR	330,094.	302,962.
6,200.0000 CHARLES SCHWAB CORP	94,015.	106,082.
5,850.0000 TEXAS INSTRUMENTS INC	130,980.	190,125.
2,100.0000 TEXTRON INC	35,918.	49,644.
3,350.0000 TIME WARNER INC	101,598.	107,770.
9,350.0000 US BANCORP	220,945.	252,170.
8,550.0000 VIACOM INC	296,832.	338,666.
12,450.0000 VODAFONE GROUP PLC ADR	266,754.	329,178.
1,600.0000 WELLPOINT INC	94,440.	102,348.
10,500.0000 WELLS FARGO & CO	241,608.	325,395.
ADJUSTMENT - INST CAPITA	<15,489.>	<8,093.>
291,860.0620 SILCHESTER INTL VALUE EQUITY TRUST	12,454,938.	20,794,592.
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,192,993.	46,645,917.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABINGWORTH BIOEQUITIES, LTD.	FMV	954,311.	1,279,859.
CHILTON GLOBAL NATURAL RESOURCES INTERNATIONAL	FMV	5,000,000.	7,739,687.
CONVEXITY CAPITAL OFFSHORE, L.P.	FMV	10,000,000.	15,088,978.
EMERGING MARKETS INVESTORS CORP. (EMI)	FMV	2,521,570.	4,668,426.
GMO US EQUITY CORE FUND	FMV	11,297,269.	10,343,760.
HARBOR CAPITAL APPRECIATION	FMV	6,052,849.	11,687,423.
HEARTWOOD FORESTLAND VI	FMV	2,897,381.	3,554,957.
MORGAN STANLEY ALPHA US LARGE CAP	FMV	1,995,257.	0.
OZ OVERSEAS FUND C/O GOLDMAN SACHS	FMV	5,000,000.	14,653,112.
PIMCO COMMODITY REAL RETURN FUND	FMV	2,500,000.	1,583,163.
PIMCO TOTAL RETURN FUND	FMV	18,052,978.	18,488,315.
REALTY ASSOCIATES FUND VI CORPORATION	FMV	944,470.	1,784,736.
SHORENSTEIN REALTY INVESTORS EIGHT (SRI EIGHT REIT)	FMV	3,485,724.	2,526,607.
SHORENSTEIN REALTY INVESTORS NINE (SRI NINE REIT)	FMV	1,751,057.	1,311,714.
SHORENSTEIN REALTY INVESTORS SEVEN (SRI SEVEN REIT)	FMV	2,565,454.	3,502,631.
ABINGWORTH BIOVENTURES IV, L.P.	FMV	1,423,711.	1,401,737.
ABINGWORTH BIOVENTURES V, L.P.	FMV	913,600.	1,088,040.
ACCEL IX, L.P.	FMV	1,239,062.	12,659,714.
ACCEL VIII, L.P.	FMV	378,740.	298,040.
ACCEL X, L.P.	FMV	970,948.	1,301,448.
ACTIVE EMERGING MARKETS CTF (REXITER)	FMV	4,731,662.	4,996,180.

ADVENT PRIVATE EQUITY II B, L.P.	FMV	29,494.	227,881.
ADVENT PRIVATE EQUITY III, L.P.	FMV	1,383,854.	995,289.
ADVENT PRIVATE EQUITY IV, L.P.	FMV	1,379,802.	1,662,940.
ATLAS VENTURE FUND IV, L.P.	FMV	838,581.	56,155.
ATLAS VENTURE FUND V, L.P.	FMV	453,135.	285,168.
ATLAS VENTURE FUND VI, L.P.	FMV	1,186,581.	814,248.
BAIN CAPITAL ASIA I, L.P.	FMV	646,956.	601,891.
BAIN CAPITAL FUND V-B, L.P (GRANTOR TRUST)	FMV	129,717.	3,386.
BAIN CAPITAL FUND VII - E, L.P.	FMV	297,417.	885,116.
BAIN CAPITAL FUND VII, L.P.	FMV	536,132.	573,094.
BAIN CAPITAL FUND VIII, L.P.	FMV	2,973,502.	4,120,972.
BAIN CAPITAL (SQ) VIII, L.P.	FMV	0.	10,381.
BAIN CAPITAL (TRU) VIII, L.P.	FMV	0.	467,126.
BAIN CAPITAL AIV (LOEWS) II, L.P.	FMV	15,622.	68,798.
BAIN CAPITAL FUND VIII-E, L.P.	FMV	3,308,177.	4,674,176.
BAIN CAPITAL IX COINVESTMENT, L.P.	FMV	1,184,580.	1,059,586.
BAIN CAPITAL IX, L.P.	FMV	4,532,213.	3,949,579.
BAIN CAPITAL IX (OSI), L.P.	FMV	0.	337,565.
BAIN CAPITAL PACIFIC FUND I, L.P.	FMV	170,979.	0.
BAIN CAPITAL V MEZZANINE FUND, L.P.	FMV	<119,914.>	0.
BAIN CAPITAL VENTURE FUND 2001, L.P.	FMV	932,532.	977,545.
BAIN CAPITAL VENTURE FUND 2005, L.P.	FMV	1,271,309.	1,353,448.
BAIN CAPITAL VENTURE FUND 2007, L.P.	FMV	1,390,875.	1,731,841.
BAIN CAPITAL VI, L.P.	FMV	267,050.	64,880.
BAIN CAPITAL VII COINVESTMENT, L.P.	FMV	516,892.	256,480.
BAIN CAPITAL VIII COINVESTMENT, L.P.	FMV	405,590.	613,933.
BAIN CAPITAL (TRU) VIII COINVESTMENT, L.P.	FMV	0.	78,774.
BERKSHIRE FUND IV, L.P.	FMV	91,085.	128,800.
BERKSHIRE FUND V, L.P.	FMV	180,649.	272,146.
BERKSHIRE US FUND V, L.P.	FMV	9,860.	0.
BERKSHIRE FUND VI, L.P.	FMV	1,108,312.	1,642,277.
BERSKSHIRE (AIV DIRECT) FUND VI, L.P.	FMV	21,357.	0.
BERSKSHIRE FUND VI (OS), L.P.	FMV	15,132.	0.
BERKSHIRE FUND VII, L.P. & BERKSHIRE VII (OS)	FMV	1,670,454.	1,924,740.
BERKSHIRE V CO-INVESTMENT FUND, L.P.	FMV	129,608.	97,975.
BLACKSTONE IV, L.P.	FMV	<1,002,569.>	982,127.
BLACKSTONE CAPITAL PARTNERS (CAYMAN) IV, LP	FMV	2,106,519.	1,346,605.
BLACKSTONE ECC CAPITAL PARTNERS IV, L.P.	FMV	9,326.	0.
BLACKSTONE FC CAPITAL PARTNERS IV, L.P.	FMV	<41,390.>	1,250.
BLACKSTONE FCH CAPITAL PARTNERS IV, L.P.	FMV	<483.>	282,623.
BLACKSTONE SGP CAPITAL PARTNERS (CAYMAN) IV, L.P.	FMV	54,927.	343,483.

BLACKSTONE RE PARTNERS INT'L II, L.P.	FMV	2,416,665.	2,468,336.
BLACKSTONE RE PARTNERS INT'L II Q L.P.	FMV	11,332.	0.
BLACKSTONE V, L.P.	FMV	3,317,336.	2,726,806.
BLACKSTONE CAPITAL PARTNERS V USS FEEDER, L.P.	FMV	<22,364.>	0.
BLACKSTONE CAPITAL PARTNERS (CAYMAN) V-A, L.P.	FMV	227.	0.
BCP (CAYMAN) V-S, L.P.	FMV	5,016.	0.
BCP V-S, L.P.	FMV	<5,007.>	0.
BLACKSTONE RGIS CAPITAL PARTNERS V L.P.	FMV	14,803.	0.
BLACKSTONE PB CAPITAL PARTNERS V L.P.	FMV	<728.>	0.
BLACKSTONE HEI CAPITAL PARTNERS V L.P.	FMV	<122.>	0.
BLACKSTONE CAPITAL PARTNERS (CAYMAN II) V L.P.	FMV	19,587.	0.
BLACKSTONE CAPITAL PARTNERS (CAYMAN III) V L.P.	FMV	<67.>	0.
BLACKSTONE CAPITAL PARTNERS (CAYMAN II) V-NQ L.P.	FMV	<10.>	0.
BLACKSTONE PARTNERS RE EUROPE III	FMV	232,001.	237,878.
BOSTON VENTURES L.P. V	FMV	334,530.	453,760.
BOSTON VENTURES L.P. VII	FMV	951,679.	1,174,612.
BPG INVESTMENT VII-A, L.P.	FMV	2,855,961.	1,405,000.
BPG INVESTMENT VIII-A, L.P.	FMV	1,702,576.	1,146,000.
BRENTWOOD ASSOCIATES IX, L.P.	FMV	461,869.	262,066.
CA RESOURCES FUND, L.P. - SERIES BAIN X	FMV	2,639,713.	2,196,218.
CA RESOURCES BAIN EUROPE III	FMV	1,287,625.	1,286,460.
CABOT INDUSTRIAL VALUE FUND II, INC.	FMV	6,611,748.	4,878,419.
CABOT IVF III	FMV	595,779.	521,077.
CEDAR ROCK CAPITAL PARTNERS	FMV	10,940,813.	15,667,229.
CYPRESS MERCHANT II (CAYMAN), L.P.	FMV	604,280.	10,895.
CYPRESS MERCHANT II, L.P.	FMV	333,492.	720,268.
DAG VENTURES III-QP, L.P.	FMV	2,640,630.	2,969,512.
DAG VENTURES II-QP, L.P.	FMV	1,678,505.	1,821,511.
DAG IV	FMV	2,551,652.	3,053,676.
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.	FMV	<10,830.>	0.
DRAPER ATLANTIC VENTURE FUND, L.P.	FMV	1,042,011.	124,698.
DRAWBRIDGE LDV FUND I-B, L.P.	FMV	3,807,939.	3,408,606.
DRAWBRIDGE LDV FUND II-B, L.P.	FMV	2,839,950.	2,775,516.
DRAWBRIDGE LDV FUND III-C, L.P.	FMV	1,115,769.	1,279,266.
ENCAP ENERGY CAPITAL VI-B, L.P.	FMV	2,463,435.	2,383,847.
ENCAP ENERGY CAPITAL VII, L.P.	FMV	1,529,246.	1,822,800.
ENERVEST X-B, L.P.	FMV	3,812,519.	3,633,721.
ENERVEST XI-B, L.P.	FMV	4,039,106.	3,604,118.
FARALLON CAPITAL	FMV	2,541,957.	2,293,112.
FORTRESS II, L.L.C.	FMV	<1,456,186.>	501,924.
FORTRESS (GAGACQ), L.L.C.	FMV	1,697,571.	0.

FORTRESS III, L.P.	FMV	4,248,441.	3,627,390.
FORTRESS IV (FUND B), L.P.	FMV	4,806,893.	4,042,495.
FORTRESS IV (SISTERCO B-1), L.P.	FMV	<6,787.>	0.
FORTRESS V-A, L.P.	FMV	4,267,822.	3,171,098.
FORTRESS COPS FUND A	FMV	1,988,880.	2,199,073.
GC ENTREPRENEURS FUND III, L.P.	FMV	689,680.	1,052,916.
GENERAL CATALYST GROUP IV, L.P.	FMV	600,360.	852,978.
GENERAL CATALYST GROUP V, L.P.	FMV	741,537.	682,912.
GENERAL CATALYST GROUP V-SUPPLEMENTAL, L.P.		<51,367.>	150,567.
GREYLOCK ISRAEL, L.P.	FMV	761,785.	1,114,250.
GREYLOCK IX, L.P.	FMV	8,857.	0.
GREYLOCK X, L.P.	FMV	1,418,882.	388,577.
GREYLOCK XI, L.P.	FMV	2,384,092.	3,198,393.
GREYLOCK XII, L.P.	FMV	2,225,225.	6,868,583.
HIG BAYSIDE OPPORTUNITY FUND, L.P.	FMV	1,406,725.	1,750,689.
HIG BRIGHTPOINT (CAYMAN), L.P.	FMV	3,528,608.	1,769,965.
HIG EUROPE, L.P.	FMV	1,137,056.	1,294,690.
HIG BAYSIDE DEBT & LBO FUND II	FMV	1,343,412.	1,442,496.
HIGHLAND CAPITAL PARTNERS IV, L.P.	FMV	730,620.	202,996.
HIGHLAND CAPITAL PARTNERS V, L.P.	FMV	768,454.	569,056.
IDG-ACCEL CHINA GROWTH I, L.P.	FMV	1,540,575.	2,469,276.
IDG-ACCEL CHINA GROWTH II, L.P.	FMV	1,333,230.	1,850,500.
IDG ACCEL CHINA CAPITAL	FMV	598,720.	717,977.
LLR EQUITY PARTNERS II, L.P.	FMV	1,282,602.	1,660,804.
LLR III	FMV	615,373.	633,062.
LUBERT-ADLER RE V, L.P.	FMV	1,692,896.	761,744.
LUBERT ADLER RE VI	FMV	1,507,109.	973,011.
MCCOWEN DE LEEUW & CO. IV, L.P.	FMV	89,086.	0.
MERIT ENERGY F-1, L.P.	FMV	1,146,787.	252,343.
MERIT ENERGY PARTNERS E-1, L.P.	FMV	1,419,917.	721,265.
MERIT ENERGY G	FMV	2,193,329.	1,989,180.
MERITECH CAPITAL PARTNERS I, L.P.	FMV	2,360,909.	318,238.
MERITECH CAPITAL PARTNERS II, L.P.	FMV	1,024,601.	1,239,606.
MORGAN STANLEY CAPITAL PARTNERS III, L.P.	FMV	508,324.	550,560.
NORTH BRIDGE GROWTH EQUITY I, L.P.	FMV	943,445.	942,637.
NORTH BRIDGE VENTURE PARTNERS IV-B, L.P.	FMV	2,521,826.	1,378,378.
NORTH BRIDGE VENTURE PARTNERS V-B, L.P.	FMV	2,084,738.	1,844,948.
NORTH BRIDGE VENTURE PARTNERS VI, L.P.	FMV	1,919,612.	1,813,998.
NORTHBRIDGE 7	FMV	605,758.	603,247.
OAK INVESTMENT PARTNERS VII, L.P.	FMV	543,490.	102,628.
OAK INVESTMENT PARTNERS VIII, L.P.	FMV	713,032.	86,578.
PATRON III SCOTLAND, L.P.	FMV	1,502,419.	1,127,030.
POLARIS VENTURE PARTNERS III, L.P.	FMV	881,740.	821,257.
POLARIS VENTURE PARTNERS IV, L.P.	FMV	2,494,169.	3,014,994.
POLARIS VENTURE PARTNERS V, L.P.	FMV	1,689,145.	2,145,279.
PROSPECT HARBOR CREDIT PARTNERS, L.P.	FMV	4,370,480.	757,396.
REDPOINT VENTURES I, L.P.	FMV	519,298.	803,429.
REDPOINT VENTURES II, L.P.	FMV	512,560.	711,288.

RMS FOREST GROWTH II, L.P.	FMV	2,815,314.	3,790,791.
SANKATY CREDIT OPPORTUNITIES II, L.P.	FMV	1,872,362.	1,441,960.
SANKATY CREDIT OPPORTUNITIES OFFSHORE III, L.P.	FMV	1,977,459.	1,696,482.
SANKATY COP'S IV OFFSHORE FUND	FMV	1,485,922.	2,315,721.
SEQUIOA GROWTH III, L.P.	FMV	3,449,756.	4,215,558.
SEQUIOA INDIA GROWTH FUND I, L.P.	FMV	711,960.	980,108.
SEQUIOA INDIA III, L.P.	FMV	599,676.	758,180.
SEQUIOA ISRAEL III, L.P.	FMV	1,274,773.	1,531,557.
SEQUIOA CAPITAL CHINA I, L.P.	FMV	692,665.	2,073,353.
SEQUIOA CAPITAL CHINA II, L.P.	FMV	672,464.	1,447,806.
SEQUIOA CAPITAL FRANCHISE FUND, L.P.	FMV	1,280,080.	3,249,711.
SEQUIOA CAPITAL IX, L.P.	FMV	854,998.	1,547,364.
SEQUIOA CAPITAL VIII, L.P.	FMV	674,512.	55,419.
SEQUIOA CAPITAL X, L.P.	FMV	1,323,296.	779,999.
SEQUIOA CAPITAL, XI, L.P.	FMV	2,490,058.	5,184,379.
SEQUIOA CAPITAL, XII, L.P.	FMV	3,103,899.	3,612,636.
SEQUIOA CHINA GROWTH FUND I, L.P.	FMV	1,099,733.	1,580,280.
SEQUIOA SEED FUND II, L.P.	FMV	439,594.	719,427.
SEQUIOA US GROWTH FUND IV	FMV	2,028,868.	2,215,825.
SEQUIOA INDIA GROWTH FUND II	FMV	253,141.	294,605.
SEQUIOA ISRAEL IV	FMV	162,335.	166,395.
SILVER LAKE CAYMAN, L.P.	FMV	1,707,688.	3,113.
SILVER LAKE II, L.P.	FMV	2,986,086.	2,474,047.
SILVER LAKE II CAYMAN, L.P.	FMV	528,183.	2,086,619.
SILVER LAKE III, L.P.	FMV	2,815,244.	3,236,742.
SILVER LAKE, L.P.	FMV	<1,633,348.>	77,807.
SUMMIT PARTNERS PRIVATE EQUITY VII-B, L.P.	FMV	2,630,992.	3,296,885.
SUMMIT PARTNERS VENTURE CAPITAL II-B, L.P.	FMV	1,196,648.	1,641,522.
SUMMIT SUBORDINATED DEBT FUND II, L.P.	FMV	1,478,822.	225,701.
SUMMIT VENTURES IV, L.P.	FMV	3,153,525.	33,911.
SUMMIT VENTURES V, L.P.	FMV	379,297.	81,369.
SUMMIT VENTURES VI-B, L.P.	FMV	2,092,130.	3,539,134.
SUMMIT PARTNERS EUROPE PE	FMV	543,097.	416,275.
SUN CAPITAL OFFSHORE I, L.P.	FMV	1,885,014.	877,924.
SUN CAPITAL OFFSHORE II, L.P.	FMV	2,625,700.	801,141.
SUN CAPITAL PARTNERS II, L.P.	FMV	319,537.	400,294.
SUN CAPITAL PARTNERS III, L.P.	FMV	1,080,933.	1,810,128.
SUN CAPITAL PARTNERS IV, L.P.	FMV	2,570,914.	4,044,444.
SUN CAPITAL PARTNERS V, L.P.	FMV	1,144,354.	1,777,711.
TA IX, L.P.	FMV	905,649.	1,184,922.
TA SUB DEBT FUND, L.P.	FMV	52,339.	353,327.
TA X, L.P.	FMV	3,046,034.	3,033,983.
TA/ADVENT VIII, L.P.	FMV	38,784.	36,629.
THOMAS H LEE EQUITY FUND V, L.P.	FMV	832,514.	1,247,525.
THOMAS H LEE (ALTERNATIVE) FUND V, L.P.	FMV	248,178.	0.
TRIDENT CAPITAL FUND IV, L.P.	FMV	391,154.	690,093.
STATE STREET GLOBAL ADVISORS - U.S.	FMV		
TREASURY 1-3 YEAR INDEX SEC LEND CTF		33,946,564.	46,521,222.

STATE STREET GLOBAL ADVISORS - U.S. TREASURY 3-10 YEAR INDEX SEC LEND CTF	FMV	9,579,927.	0.
VERSANT VENTURE CAPITAL I, L.P. (PALADIUM VENT I)	FMV	1,342,127.	1,568,836.
VERSANT VENTURE CAPITAL II, L.P.	FMV	764,204.	669,800.
VERSANT VENTURE CAPITAL III, L.P.	FMV	953,924.	934,699.
VERSANT IV	FMV	172,724.	179,393.
VESTAR CAPITAL PARTNERS III, L.P.	FMV	1,183,825.	1,562,219.
WARBURG PINCUS EQUITY PARTNERS TRUST	FMV	915,345.	665,223.
WCAS CAPITAL PARTNERS III, L.P.	FMV	812,490.	391,176.
WCAS CAPITAL PARTNERS IX, L.P.	FMV	954,938.	1,383,658.
WCAS CAPITAL PARTNERS VIII, L.P.	FMV	1,691,775.	835,566.
WCAS CAPITAL PARTNERS X, L.P.	FMV	2,318,785.	2,390,960.
WELLINGTON INFLATION HEDGE FUND (TRUST)	FMV	5,109,985.	4,867,788.
BAIN CAPITAL VENTURE 2009	FMV	333,491.	337,110.
BAIN BROOKSIDE CAYMAN II OFFSHORE GREYLOCK XIII	FMV	5,000,000.	5,291,782.
	FMV	641,297.	639,790.
FORTRESS FLORIDA PREFERRED	FMV	300,000.	355,473.
SHUMWAY ATLANTIC FUND	FMV	3,000,000.	3,006,826.
FOTRESS COP'S FUND II B	FMV	1,915,916.	2,086,650.
SEQUOIA 2010	FMV	622,412.	772,107.
ENERVEST XII-B	FMV	735,756.	733,792.
ENCAP VIII	FMV	21,108.	22,549.
TOTAL TO FORM 990-PF, PART II, LINE 13		384,575,185.	430,593,334.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	13
-------------	--	-----------	----

EXPLANATION

A COPY OF FORM 990PF HAS NOT BEEN FILED WITH MARYLAND. MARYLAND ONLY
REQUIRES THE 990PF BE FILED WHEN THE ORGANIZATION IS FUNDRAISING IN THE
STATE.

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
WALTER BURKE 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	TREASURER/DIRECTOR 40.00	60,000.	34,788.	0.
BONNIE HIMMELMAN 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	PRESIDENT/DIRECTOR 40.00	393,000.	72,079.	0.
WALTER F. BURKE III 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	VP/CHAIRMAN/DIRECTOR 40.00	337,000.	75,290.	0.
BRUCE DRESNER 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	19,000.	0.	0.
CHARLES PIERCE 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	15,500.	0.	0.
CHARLES L. BIGGS 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	20,750.	0.	0.
JAMES WRIGHT 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	15,500.	0.	0.
MICHELE MYERS 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	15,500.	0.	0.
CAROL FOLT 5454 WISCONSIN AVENUE, SUITE 1205 CHEVY CHASE, MD 20815	DIRECTOR 1.00	13,750.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		890,000.	182,157.	0.

Recipient	Purpose of Grant	Location	Unpaid		Grants		Unpaid
			12/31/2009	12/31/2010	Approved	Paid 2010	
Allegheny College	SEP Phase XI	Meadville, PA	292,568	-	-	97,523	\$ 195,045
American Council on Education	Education options for severely injured veterans	Washington, DC	-	-	150,000	75,000	75,000
American Heart Association	Aid for research, education & advocacy	Arlington, VA	-	-	5,000	5,000	-
American Philosophical Society	Endow William spawn Conservation Internships	Philadelphia, PA	50,000	-	10,000	50,000	-
Association of Horizon, Inc.	Support public awareness for disabilities	Chicago, IL	-	-	10,000	10,000	-
Bates College	SEP Phase XI	Lewiston, ME	300,000	-	25,000	100,000	200,000
Becket -Chimney Corners YMCA	Outreach program for inner city middle school kids	Becket, MA	-	-	25,000	25,000	-
Beloit College	Scientific Equipment Program Phase X	Beloit, WI	100,000	-	2,300,000	100,000	2,300,000
Boys Club of New York	Strategic support grant phase Z	New York, NY	2,700,000	-	-	2,700,000	-
Boys Club of New York	Strategic support grant	New York, NY	-	-	40,000	40,000	-
Boys & Girls Club of Greater Washington	General operations & outreach sites in DC	Silver Spring, MD	-	-	50,000	50,000	-
Bunker Hill Community College	Creation of Veterans Center	Boston, MA	-	-	177,000	177,000	-
California Institute of Technology	SXS Research Programs	Pasadena, CA	177,000	-	-	-	-
California Institute of Technology	SXS Research Programs	Pasadena, CA	2,448,000	-	676,000	676,000	1,772,000
California Institute of Technology	Strategic support grant	Pasadena, CA	5,000,000	-	-	2,500,000	2,500,000
California Institute of Technology	Division of Biology general support	Pasadena, CA	-	-	50,000	50,000	-
California Institute of Technology	Beowulf Computer	Pasadena, CA	450,000	-	172,813	172,813	277,187
California Institute of Technology	Stephen Hawking visit 2011	Pasadena, CA	-	-	140,000	140,000	-
Central Park Conservancy	Recreational programs	New York, NY	-	-	25,000	25,000	-
Child Guidance Center of So. Connecticut Inc	Prof. mental health svcs. for children & adolescents	Stamford, CT	-	-	15,000	15,000	-
Children's Hospital Boston	Surgical Equipment purchase	Boston, MA	-	-	99,900	99,900	-
Clark University	SEP Phase XI	Worcester, MA	299,700	-	-	-	199,800
College of the Holy Cross	Summer Stipend Program	Worcester, MA	-	-	100,000	100,000	-
Colorado College	Arts & Technology	Colorado Springs, CO	200,000	-	25,000	25,000	-
Columbia Univ Graduate School of Journalism	Financial Aid	New York, NY	-	-	25,000,000	2,500,000	2,500,000
Columbia University	Strategic support grant	New York, NY	5,000,000	-	-	100,000	100,000
Connecticut College	Arts & Technology	New London, CT	200,000	-	5,000,000	-	5,000,000
Connecticut College	Life Sciences & Computer Science Facility	New London, CT	-	-	-	-	-
Danbury Hospital	HDR brachytherapy treatment	Danbury, CT	25,000	-	25,000	25,000	-
Dartmouth College	Class of 1953 commons Paganucci Conference	Hanover, NH	100,000	-	100,000	100,000	-
Dartmouth College	Strategic support grant	Hanover, NH	5,000,000	-	2,500,000	2,500,000	2,500,000
Dartmouth College	James Wright Professorship	Hanover, NH	1,500,000	-	1,500,000	1,500,000	-
Dartmouth College	Paganucci Fellows Program	Hanover, NH	-	-	345,000	115,000	230,000
David's House	General Operating fund	Hanover, NH	-	-	25,000	25,000	-
Denison University	Arts & Technology	Lebanon, NH	175,262	-	87,631	87,631	87,631
Denison University	Strategic support grant	Granville, OH	5,000,000	-	2,500,000	2,500,000	2,500,000
Dickinson College	Scientific Equipment Funding	Granville, OH	100,000	-	100,000	100,000	-
Edmund Burke School	David Shapiro fund	Carlisle, PA	-	-	20,000	20,000	-
Eisenhower Medical Center	Capital campaign funding	Rancho Mirage, CA	-	-	50,000	50,000	-
Family Place	General Support	Norwich, VT	-	-	25,000	25,000	-

Recipient	Purpose of Grant	Location	Unpaid		Grants		Unpaid
			12/31/2009	Approved	Paid 2010	12/31/2010	
Fresh Start for Our Youth Foundation	General Support	Clencoe, IL	-	15,000	15,000	-	
Gateway Institute	Challenging exceptional talent	New York, NY	154,000	(154,000)	-	-	
Greenwich Adult Day Care	Campaign for GADC's future	Greenwich, CT	-	50,000	50,000	-	
Hamilton College	Scientific Equipment Program Phase X	Clinton, NY	100,000	-	100,000	-	
Hamilne University	Summer Stipend Program	St. Paul, MN	-	-	-	-	
Hampshire College	Arts & Technology	Amherst, MA	200,000	-	100,000	100,000	
Haveford College	Summer Stipend Program	Haverford, PA	-	100,000	100,000	-	
Health in Harmony	ASRI Clinic Operations support	Portland, OR	-	-	125,000	-	
Institute of Fine Arts	Endowed Sherman Fairchild Chair support	New York, NY	125,000	-	125,000	-	
Institute of Fine Arts	Sustain the 'underwater' endowed faculty position	New York, NY	-	195,000	195,000	-	
Isabella Stewart Gardner Museum	Small Museums Conservation	Boston, MA	-	-	-	-	
Lewis & Clark College	Summer Stipend Program	Portland, OR	375,000	-	375,000	-	
Lincoln Center Institute	Teacher Education Collaborative	New York, NY	150,000	-	150,000	-	
Lincoln Center for the Performing Arts	50th Anniversary celebration	New York, NY	-	50,000	50,000	-	
Water Drawings Association	General Support	New York, NY	-	40,000	40,000	-	
McCallum Theatre	General Operations	Palm Desert, CA	-	-	-	-	
Metropolitan Museum of Art	Sherman Fairchild Paintings Conservation Center renovations	New York, NY	5,000,000	-	1,666,667	3,333,333	
Metropolitan Museum of Art	Strategic support grant	New York, NY	100,000	-	100,000	-	
Metropolitan Museum of Art	Education in Museums	New York, NY	-	-	-	-	
Metropolitan Museum of Art	Conservation Fellowship program	New York, NY	1,500,000	-	1,500,000	-	
Metropolitan Museum of Art	Book Conservation Lab renovation	New York, NY	-	-	-	-	
Museum of Fine Arts	Head of Objects Conservation Endowed Chair	Boston, MA	-	-	-	-	
National Academy of Design	Small Museums Conservation	New York, NY	-	10,000	10,000	-	
National Multiple Sclerosis Society	Bike MS: Chesapeake Challenge	Owings Mills, MD	-	15,000	15,000	-	
New Canaan Country School	Horizons Student Enrichment Program	New Canaan, CT	-	25,000	25,000	-	
Norris Cotton Cancer Center	Quality and Patient Safety Initiatives	Lebanon, NH	-	5,000	5,000	-	
Palm Springs Friends of Philharmonic	Music concerts in Coachella Valley	Palm Desert, CA	-	-	-	-	
Philadelphia Museum of Art	Education in Museums	Philadelphia, PA	100,000	-	100,000	-	
Phillips Academy Anover	Math Club support	Andover, MA	-	5,000	5,000	-	
Phillips Academy Anover	PALS program	Andover, MA	-	-	-	-	
Phillips Collection	Education in Museums	Washington, DC	100,000	-	100,000	-	
Phillips Collection	Endowment	Washington, DC	1,500,000	-	1,500,000	-	
Phillips Collection	Strategic support grant	Washington, DC	5,000,000	-	1,666,667	3,333,333	
Phillips Collection	Conservation Fellowship program	Washington, DC	-	-	-	-	
Pierpont Morgan Library	Strategic support grant	Washington, DC	5,000,000	-	2,500,000	2,500,000	
Poet's House	Technology initiatives in Battery Park City	New York, NY	300,000	-	50,000	50,000	
Police Athletic League	Education and Recreation Programs	New York, NY	-	25,000	300,000	-	
Preservation League of New York State	Field Services Program in Hudson Valley	Albany, NY	-	50,000	25,000	-	
Rush University Medical Center	Research on health outcome of breast cancer	Chicago, IL	-	50,000	50,000	-	
Salvation Army of Boston	Emergency services	Boston, MA	-	150,000	150,000	-	

Recipient	Purpose of Grant	Location	Unpaid		Grants		Unpaid
			12/31/2009	12/31/2010	Approved	Paid 2010	
Salvation Army of Chicago	Emergency services	Chicago, IL	-	-	150,000	150,000	-
Salvation Army of Cleveland	Emergency services	Cleveland, OH	-	-	150,000	150,000	-
Salvation Army of DC	Emergency services	Washington, DC	-	-	150,000	150,000	-
Salvation Army of New York	General Operations	New York, NY	-	-	500,000	500,000	-
Salvation Army of New York	Emergency services	New York, NY	-	-	150,000	150,000	-
Seattle University	Scientific Equipment Program Phase X	Seattle, WA	99,446	-	99,446	99,446	-
Shelter for the Homeless	General Support	Stamford, CT	-	-	10,000	10,000	-
St Columba's Episcopal Church	General Support	Washington, DC	-	-	40,000	40,000	-
The Endowment for Inner-City Education	Cardinal's Scholarships Program	New York, NY	75,000	-	25,000	25,000	50,000
The Jasper Against Batten Fund & PFC	General Support	Chicago, IL	-	-	50,000	50,000	-
The Upper Valley Haven, In. c	Adult Education Programs	White River Junction, VT	-	-	50,000	50,000	-
University of California at San Francisco	Novel Therapeutics for Prion Diseases	San Francisco, CA	-	-	7,893,296	1,747,580	6,145,716
University of Portland	Scientific Equipment Program Phase X	Portland, OR	100,000	-	100,000	100,000	-
University of Puget Sound	SEP Phase XI	Tacoma, WA	300,000	-	100,000	100,000	200,000
Yassar College	Summer Stipend Program	Poughkeepsie, NY	-	-	-	-	-
Virginia Waring Int'l Piano Competition	General Support	Palm Desert, CA	-	-	5,000	5,000	-
Wellesley College	Summer Stipend Program	Wellesley, MA	-	-	-	-	-
Worcester Art Museum	Small Museums Conservation	Worcester, MA	-	-	-	-	-
Xavier University of Louisiana	Scientific Equipment Program Phase IX	New Orleans, LA	-	-	-	-	-
Yale New Haven Teachers Institute	Science Seminars	New Haven, CT	133,333	-	133,333	133,333	-
YWCA Greenwich	General Refurbishment	Greenwich, CT	-	-	50,000	50,000	-
			49,529,309	18,144,296	31,474,560	36,199,045	

PARTNERSHIP	K-1 Line #	TOTAL	Abingworth Bioventures IV, L.P.	Abingworth Bioventures V, L.P.	Accel IX, L.P.	Accel VIII, L.P.	Accel X, L.P.	Active Emerging Markets CTF (ReXiter)	Advent Private Equity II B, L.P.	Advent Private Equity III, L.P.	
INCOME	Ordinary Income	1	(246,710)								
	Net rental real estate	2	11,006								
	Other net rental	3	134								
	Guaranteed prmts	4	0								
	Int Inc.	5	2,817,475	932	645	1,285	437	691	2	64	3,259
	Ord. Divs	6a	3,867,996			192		104,629			
	Royalties	7	1,399,972								
	S-L CGain	8	1,450,982		661	8,176		2,480	205,253		
	L-L CG	9a	14,216,709	148,491	5,165	1,569,271	(7,832)	(1,097)	398,564	(1,813)	46,803
	sec 1250 gain N/A	9c	0								
	Sec 1231 gain	10	182,400								
	Other Income		0								
	Portfolio	11a	490,813					(9,953)			
		11b	0								
	Sec 1256	11c	146,673								
		11E	39,902								
	Other	11f	318,670								
	Tax exempt income	18A/B	4,960								
		24,700,982	149,423	6,471	1,578,924	(7,395)	2,074	698,495	(1,749)	50,062	
DEDUCTIONS	Sec 179	12	732								
	Other Deductions		0								
	Contributions	13A-G	651								
	Investment interest exp	13H	189,370	125							
	Sec 59e	13L	3,201								
	Other Ded-2%	13J/w	113,671								
	Capital gain property	13E	2								
	Other Ded-Prt	13K	4,503,888	37,706	21,399	46,096	24,836	51,293	8,168	445	36,438
	Ded - royalty	13I	429,464								
	Foreign taxes paid	16L	38,529								
Nondeductible exp	18C	26,854		9	6	5	7				
		5,306,362	37,831	21,408	46,102	24,841	51,300	8,168	445	36,438	
NET INC.		19,394,620	111,592	(14,937)	1,532,822	(32,236)	(49,226)	690,327	(2,194)	13,624	

UBIT

INCOME	Income:									
	Ordinary Income	1	(275,515)							
	Net rental real estate	2	45,874							
	Other net rental	3	2,232							
	Interest income	5	161,756							
	Ordinary dividends	6	3,165							
	Royalties	7	5,626							
	Net short-term	8	32,917							
	Net long-term	9	77,107							
	Sec 1231 gain	10	(33,297)							
	Other income (loss)	11a	8,048							
Net sec 1256 gain(loss)	11c	0								
Other income(loss) - 743	11f	3,186								
irc sec 988		(3,764)								
		0								
		0								
DEDUCTIONS	Deductions:		0							
	Sec 179 deduction	12	0							
	Other deductions	13 A-G	(23,350)							
	Investment interest exp	13h	(16,873)							
	Other deductions	13J-I	(51,143)							
	Deduction - 2%	13K	(36,508)							
	Total foreign taxes	16M	(5,739)							
	Post 1986 dep	17a-b	(15,151)							
	Other deductions	13w	(7,979)							
	Nondeductible (excluded)	18c	(1,904)							
Nondeductible (excluded)	15	(8)								
		(129,407)	0	0	0	0	0	0	0	0

	TOTALS	Capital Gn/Loss	Ordinary
SUMMARY -			
UBIT income	27,336	76,727	(49,392)
UBIT deductions	(156,743)		(156,743)
Net UBIT	(129,407)	76,727	(206,135)
Non-UBIT income	24,673,646	15,773,364	8,900,283
Non-UBIT deductions	(5,149,619)		(5,149,619)
Net Non-UBIT	19,524,027	15,773,364	3,750,664
Total net all	19,394,620	15,850,091	3,544,529

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership Income

PARTNERSHIP	K-1 Line #	Advent Private Equity IV, L.P.	Asset Mgt Assoc 1984, L.P. (Alloy Ventures)	Atlas Venture Fund IV, L.P.	Atlas Venture Fund V, L.P.	Atlas Venture Fund VI, L.P.	Bain Capital Asia Fund, L.P.	Brian Capital Stereo Holdings (Cayman) A-II LP	Bain Capital Fund V-B, L.P (Grantor Trust)	Bain Capital Fund VII - E, L.P.
INCOME	Ordinary Income	1								
	Net rental real estate	2	26,754							
	Other net rental	3								
	Guaranteed pmts	4								
	Int Inc.	5	3,365	1	219	391	3,245	30,330	1	2,831
	Ord. Divs	6a					928	3,198		241,329
	Royalties	7								
	S-1 CGain	8			22,570		373			(3,806)
	L-1 CG	9a	162,710	(59)	(35,502)	1,524,144	76,681	90,780		356,839
	sec 1250 gain N/A	9c								
	Sec 1231 gain	10								
	Other Income									
	Portfolio	11a								
	Sec 1256	11b								
		11c								
Other	11E					785	126			
Tax exempt income	11f									
	18A/B									
		192,829	(58)	(12,713)	1,525,320	81,353	124,308	0	1	597,193
DEDUCTIONS	Sec 179	12								
	Other Deductions									
	Contributions	13A-G								
	Investment interest exp	13H								
	Sec 59e	13L		1,267						
	Other Ded-2%	13J/W								
	Capital gain property	13E								
	Other Ded-Prt	13K	37,657		3,333	15,926	26,698	4,231	157	15,271
	Ded - royalty	13I								
	Foreign taxes paid	16L						8,342		
Nondeductible exp	18C									
		37,657	1,267	3,333	15,926	26,698	12,573	0	157	15,271
NET INC.		155,172	(1,325)	(16,046)	1,509,394	54,655	111,735	0	(156)	581,922

UBIT

INCOME	Income:									
	Ordinary Income	1								
	Net rental real estate	2								
	Other net rental	3								
	Interest income	5								
	Ordinary dividends	6								
	Royalties	7								
	Net short-term	8								
	Net long-term	9								
	Sec 1231 gain	10								
	Other income (loss)	11a								
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11i									
irc sec 988										
DEDUCTIONS	Deductions:									
	Sec 179 deduction	12								
	Other deductions	13 A-G								
	Investment interest exp	13h								
	Other deductions	13J-I								
	Deduction - 2%	13K								
	Total foreign taxes	16M								
	Post 1986 dep	17a-b								
Other deductions	13w									
Nondeductible (excluded)	18c									
Nondeductible (excluded)	15									
		0	0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	Bain Capital (TRU) VIII Coinvestment, L.P.	Bain Capital (CCD) IX Coinvestment, L.P.	Bain Capital (CC) IX Coinvestment, L.P.	Bain Capital IX, L.P.	Bain Capital (OSI) IX, L.P.	Sunflower Holdings (Cayman), L.P.	Bain Capital (CC) IX LP	Bain Capital (CCD) IX LP	Bain Capital Pacific Fund I, L.P.
-------------	------------	--	--	---	-----------------------	-----------------------------	-----------------------------------	-------------------------	--------------------------	-----------------------------------

INCOME	PARTNERSHIP	K-1 Line #									
			Bain Capital (TRU) VIII Coinvestment, L.P.	Bain Capital (CCD) IX Coinvestment, L.P.	Bain Capital (CC) IX Coinvestment, L.P.	Bain Capital IX, L.P.	Bain Capital (OSI) IX, L.P.	Sunflower Holdings (Cayman), L.P.	Bain Capital (CC) IX LP	Bain Capital (CCD) IX LP	
Ordinary Income		1									
Net rental real estate		2									
Other net rental		3									
Guaranteed pmts		4									
Int Inc.		5				40					T
Ord. Divs		6a	4,979			286,727			11,918		
Royalties		7									
S-1 CGain		8				15,971					
L-1 CG		9a				141,127					
sec 1250 gain N/A		9c									
Sec 1231 gain		10									
Other Income											
Portfolio		11a									
		11b									
Sec 1256		11c									
		11E									
Other		11f				4,255					
Tax exempt income		18A/B									
			0	4,979	0	448,120	0	0	0	11,918	1

DEDUCTIONS	PARTNERSHIP	K-1 Line #									
			Bain Capital (TRU) VIII Coinvestment, L.P.	Bain Capital (CCD) IX Coinvestment, L.P.	Bain Capital (CC) IX Coinvestment, L.P.	Bain Capital IX, L.P.	Bain Capital (OSI) IX, L.P.	Sunflower Holdings (Cayman), L.P.	Bain Capital (CC) IX LP	Bain Capital (CCD) IX LP	
Sec 179		12									
Other Deductions											
Contributions		13A-G									
Investment interest exp		13H									
Sec 59e		13L									
Other Ded-2%		13J/w									2
Capital gain property		13E									
Other Ded-Prt		13K				56,630					427
Ded - royalty		13I									
Foreign taxes paid		16L									
Nondeductible exp		18C									
			0	0	0	56,630	0	0	0	0	429
NET INC.			0	4,979	0	391,490	0	0	0	11,918	(428)

UBIT

INCOME	PARTNERSHIP	K-1 Line #									
			Bain Capital (TRU) VIII Coinvestment, L.P.	Bain Capital (CCD) IX Coinvestment, L.P.	Bain Capital (CC) IX Coinvestment, L.P.	Bain Capital IX, L.P.	Bain Capital (OSI) IX, L.P.	Sunflower Holdings (Cayman), L.P.	Bain Capital (CC) IX LP	Bain Capital (CCD) IX LP	
Income:											
Ordinary Income		1									
Net rental real estate		2									
Other net rental		3									
Interest income		5									
Ordinary dividends		6									
Royalties		7									
Net short-term		8									
Net long-term		9									
Sec 1231 gain		10									
Other income (loss)		11a									
Net sec 1256 gain(loss)		11c									
Other income(loss) - 743		11f									
irc sec 988											

DEDUCTIONS	PARTNERSHIP	K-1 Line #									
			Bain Capital (TRU) VIII Coinvestment, L.P.	Bain Capital (CCD) IX Coinvestment, L.P.	Bain Capital (CC) IX Coinvestment, L.P.	Bain Capital IX, L.P.	Bain Capital (OSI) IX, L.P.	Sunflower Holdings (Cayman), L.P.	Bain Capital (CC) IX LP	Bain Capital (CCD) IX LP	
Deductions:											
Sec 179 deduction		12									
Other deductions		13 A-G									
Investment interest exp		13h									
Other deductions		13J-I									
Deduction - 2%		13K									
Total foreign taxes		16M									
Post 1986 dep		17a-b									
Other deductions		13w									
Nondeductible (excluded)		18c									
Nondeductible (excluded)		15									
			0	0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership Income

PARTNERSHIP	K-1 Line #	Bain Capital V Mezzanine Fund, L.P.	Bain Capital Mezzanine Grantor Trust	Bain Capital Venture Fund 2001, L.P.	Bain Capital Venture Fund 2005, L.P.	Bain Capital Venture Fund 2007, L.P.	Bain Capital Ventue Fund 2009 LP	Bain Capital VI, L.P.	Bain Capital VII Coinvestment, L.P.	Bain Capital VIII Coinvestment, L.P.
-------------	------------	-------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	----------------------------------	-----------------------	-------------------------------------	--------------------------------------

INCOME	K-1 Line #									
		Bain Capital V Mezzanine Fund, L.P.	Bain Capital Mezzanine Grantor Trust	Bain Capital Venture Fund 2001, L.P.	Bain Capital Venture Fund 2005, L.P.	Bain Capital Venture Fund 2007, L.P.	Bain Capital Ventue Fund 2009 LP	Bain Capital VI, L.P.	Bain Capital VII Coinvestment, L.P.	Bain Capital VIII Coinvestment, L.P.
Ordinary Income	1									
Net rental real estate	2									
Other net rental	3									
Guaranteed prmts	4									
Int Inc.	5		7	238	380	204	4	25	4	2
Ord. Divs	6a				48,826	26,706			1,515	7,782
Royalties	7									
S-t CGain	8			(26)						2,990
L-t CG	9a	(26,333)		386,593	799,475	140,169		(31,331)	185,687	114,986
sec 1250 gain N/A	9c									
Sec 1231 gain	10									
Other Income										
Portfolio	11a									
	11b									
Sec 1256	11c									(497)
	11E									
Other	11f									
Tax exempt income	18A/B									
		0	(26,326)	386,805	848,681	167,079	4	(31,306)	187,206	125,263

DEDUCTIONS	K-1 Line #									
		Bain Capital V Mezzanine Fund, L.P.	Bain Capital Mezzanine Grantor Trust	Bain Capital Venture Fund 2001, L.P.	Bain Capital Venture Fund 2005, L.P.	Bain Capital Venture Fund 2007, L.P.	Bain Capital Ventue Fund 2009 LP	Bain Capital VI, L.P.	Bain Capital VII Coinvestment, L.P.	Bain Capital VIII Coinvestment, L.P.
Sec 179	12									
Other Deductions										
Contributions	13A-G									
Investment interest exp	13H									
Sec 59e	13L									
Other Ded-2%	13J/w		1							
Capital gain property	13E									
Other Ded-Prt	13K		177	19,333	51,641	54,616	10,810	1,522	12,029	13,122
Ded - royalty	13I									
Foreign taxes paid	16L									
Nondeductible exp	18C									
		0	178	19,333	51,641	54,616	10,810	1,522	12,029	13,122
NET INC.		0	(26,504)	367,472	797,040	112,463	(10,806)	(32,828)	175,177	112,141

UBIT

INCOME	K-1 Line #									
		Bain Capital V Mezzanine Fund, L.P.	Bain Capital Mezzanine Grantor Trust	Bain Capital Venture Fund 2001, L.P.	Bain Capital Venture Fund 2005, L.P.	Bain Capital Venture Fund 2007, L.P.	Bain Capital Ventue Fund 2009 LP	Bain Capital VI, L.P.	Bain Capital VII Coinvestment, L.P.	Bain Capital VIII Coinvestment, L.P.
Income:										
Ordinary Income	1									
Net rental real estate	2									
Other net rental	3									
Interest income	5									
Ordinary dividends	6									
Royalties	7									
Net short-term	8									
Net long-term	9									
Sec 1231 gain	10									
Other income (loss)	11a									
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
irc sec 988										
Deductions:										
Sec 179 deduction	12									
Other deductions	13 A-G									
Investment interest exp	13h									
Other deductions	13J-I									
Deduction - 2%	13K									
Total foreign taxes	16M									
Post 1986 dep	17a-b									
Other deductions	13w									
Nondeductible (excluded)	18c									
Nondeductible (excluded)	15									
		0	0	0	0	0	0	0	0	0

PARTNERSHIP	K-1 Line #	Bain Capital (TRU) VIII Coinvestment, L.P.	Berkshire Fund IV, L.P.	Berkshire Fund V, L.P.	Berkshire US Fund V, L.P.	Berkshire Fund VI, L.P.	Berkshire Fund VI (OS), L.P.	Berkshire (AIV Direct) Fund VI, L.P.	Berkshire Fund VII, L.P.	Berkshire Fund VII (OS), L.P.
-------------	------------	--	-------------------------	------------------------	---------------------------	-------------------------	------------------------------	--------------------------------------	--------------------------	-------------------------------

INCOME	Ordinary Income	1					(1,177)	9,464		(960)	
	Net rental real estate	2									
	Other net rental	3									
	Guaranteed pmts	4									
	Int Inc.	5		3,906	1,253	5,191	1,604	1,473	290	1,044	1,202
	Ord. Divs	6a		13,243	53,265		261,255	1,202		42,064	981
	Royalties	7									
	S-t CGain	8								53,877	
	L-t CG	9a		18,985	572,891		658,561			5,891	
	sec 1250 gain N/A	9c									
	Sec 1231 gain	10							2		
	Other Income										
	Portfolio	11a									
	Sec 1256	11b									
	Other	11f					172				
Tax exempt income	18A/B										
			0	36,134	627,409	5,191	921,592	1,498	9,756	102,876	1,223

DEDUCTIONS	Sec 179	12							161		
	Other Deductions										
	Contributions	13A-G							4		
	Investment interest exp	13H						17		14	
	Sec 59e	13L									
	Other Ded-2%	13J/w									
	Capital gain property	13E									
	Other Ded-Prt	13K		395	13,027		32,038	176	72	85,541	149
	Ded - royalty	13I									
	Foreign taxes paid	16L									
Nondeductible exp	18C							9			
			0	395	13,027	0	32,038	193	246	85,541	163
NET INC.			0	35,739	614,382	5,191	889,554	1,305	9,510	17,335	1,060

UBIT

INCOME	Income:										
	Ordinary Income	1					(1,177)	9,464		(960)	
	Net rental real estate	2									
	Other net rental	3									
	Interest income	5									
	Ordinary dividends	6									
	Royalties	7									
	Net short-term	8									
	Net long-term	9									
	Sec 1231 gain	10									
	Other income (loss)	11a									
	Net sec 1256 gain(loss)	11c									
	Other income(loss) - 743	11f									
	irc sec 988										
	DEDUCTIONS	Deductions:									
Sec 179 deduction		12									
Other deductions		13 A-G									
Investment interest exp		13h									
Other deductions		13J-I									
Deduction - 2%		13K									
Total foreign taxes		16M									
Post 1986 dep		17a-b									
Other deductions	13w										
Nondeductible (excluded)	18c										
Nondeductible (excluded)	15										
			0	0	0	0	0	(1,177)	9,464	0	(960)

Sherman Fairchild Foundation, I
 2010 Form 990-PF
 Summary of Partnership Income

PARTNERSHIP	K-1 Line #	Berkshire V Co-Investment Fund, L.P.	Blackstone Capital Partners IV, L.P.	Blackstone Capital Partners (Cayman) IV, LP	Blackstone ECC Capital Partners IV, L.P.	Blackstone FC Capital Partners IV, L.P.	Blackstone FCH Capital Partners IV, L.P.	Blackstone SGP Capital Partners (Cayman) IV, L.P.	Blackstone RE Partners Int'l II, L.P.	Blackstone RE Partners Int'l II Q, L.P.	
INCOME	Ordinary Income							(11,133)	(77,393)	4,122	
	Net rental real estate										
	Other net rental										
	Guaranteed pmts										
	Int Inc.		185		1,353			550	6,848	6,060	
	Ord. Divs	6a		38,263	43,714			17,538			
	Royalties	7									
	S-1 CGain	8								57	
	L-1 CG	9a		49,752	136,905		(41,212)	1,270		(11,153)	
	sec 1250 gain N/A	9c									
	Sec 1231 gain	10							(285)	(31,777)	
	Other Income										
	Portfolio	11a			10						(966)
		11b									
	Sec 1256	11c									
		11E									
	Other	11f							17		1,431
Tax exempt income	18A/B										
		185	88,015	181,982	0	(41,212)	0	8,225	(70,813)	(32,226)	
DEDUCTIONS	Sec 179	12									
	Other Deductions										
	Contributions	13A-G						30			
	Investment interest exp	13H			60			447	1,042	52,037	
	Sec 59e	13L									
	Other Ded-2%	13J/w						192			
	Capital gain property	13E									
	Other Ded-Prt	13K	245	653	8,815		57	41	252	3,193	
	Ded - royalty	13I									
	Foreign taxes paid	16L							59	46	
Nondeductible exp	18C										
		245	653	8,875	0	57	41	669	1,353	55,276	
NET INC.		(60)	87,362	173,107	0	(41,269)	(41)	7,556	(72,166)	(87,502)	
UBIT											
INCOME	Income:										
	Ordinary Income	1						(11,133)	(77,392)	11,167	
	Net rental real estate	2									
	Other net rental	3									
	Interest income	5									
	Ordinary dividends	6									
	Royalties	7									
	Net short-term	8									
	Net long-term	9									
	Sec 1231 gain	10							(253)	(26,198)	
	Other income (loss)	11a									
Net sec 1256 gain(loss)	11c										
Other income(loss) - 743 irc sec 988	11f							(4)			
DEDUCTIONS	Deductions:										
	Sec 179 deduction	12									
	Other deductions	13 A-G						30			
	Investment interest exp	13h									
	Other deductions	13J-I									
	Deduction - 2%	13K									
	Total foreign taxes	16M							(5,092)	(219)	
	Post 1986 dep	17a-b									
	Other deductions	13w									
	Nondeductible (excluded)	18c								(57)	(45)
Nondeductible (excluded)	15										
		0	0	0	0	0	0	(11,103)	(82,798)	(15,295)	

Sherman Fairchild Foundation, li
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	Blackstone RE Partners Int'l II (AIV) L.P.	Blackstone V, L.P.	Blackstone PB Capital Partners V LP	Blackstone Capital Partners V USS Feeder, L.P.	Blackstone Capital Partners (Cayman) V-A, L.P.	Blackstone RGIS Capital Partners V LP	Blackstone HEI Capital Partners V LP	Blackstone Capital Partners (Cayman II) V LP	Blackstone Capital Partners (Cayman III) V LP
-------------	------------	--	--------------------	-------------------------------------	--	--	---------------------------------------	--------------------------------------	--	---

INCOME	Ordinary Income	1		(206)	(17,422)		9,183			
	Net rental real estate	2		124						
	Other net rental	3								
	Guaranteed pmts	4								
	Int Inc.	5	97	125	1	18	177	100		
	Ord, Divs	6a		516			131	11		1,131
	Royalties	7								
	S-1 CGain	8					56	(2)		590
	L-1 CG	9a	(1,397)	(337)	7					17,953
	sec 1250 gain N/A	9c								
	Sec 1231 gain	10						(16)		
	Other Income									
	Portfolio	11a								
	Sec 1256	11b								
	Other	11c	54			648				
Tax exempt income	11E									
	11f									
	18A/B									
		(1,246)	304	(74)	(16,756)	364	9,276	0	19,674	0

DEDUCTIONS	Sec 179	12								
	Other Deductions									
	Contributions	13A-G			6			14		
	Investment interest exp	13H	57	73	66	81	2,072			61
	Sec 59e	13L								
	Other Ded-2%	13J/w			21	25		8,058		
	Capital gain property	13E								
	Other Ded-Prt	13K	5	4,425			1,362		22	42
	Ded - royalty	13I								
	Foreign taxes paid	16L								
	Nondeductible exp	18C						547		
			62	4,498	93	106	3,434	8,619	22	103
NET INC.		(1,308)	(4,194)	(167)	(16,862)	(3,070)	657	(22)	19,571	(44)

UBIT

INCOME	Income:									
	Ordinary Income	1		(206)	(17,422)		9,194			
	Net rental real estate	2		124						
	Other net rental	3								
	Interest income	5				18	172			
	Ordinary dividends	6					45			
	Royalties	7								
	Net short-term	8						(2)		
	Net long-term	9								
	Sec 1231 gain	10								
	Other income (loss)	11a								
	Net sec 1256 gain(loss)	11c								
	Other income(loss) - 743	11f				648				
	irc sec 988									
	DEDUCTIONS	Deductions:								
Sec 179 deduction		12								
Other deductions		13 A-G			(6)			(14)		
Investment interst exp		13h				(81)				
Other deductions		13J-I								
Deduction - 2%		13K					(12)			
Total foreign taxes		16M						(318)		
Post 1986 dep		17a-b								
Other deductions	13w						(7,966)			
Nondeductible (excluded)	18c									
Nondeductible (excluded)	15									
		0	0	(88)	(16,837)	205	894	0	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership Income

PARTNERSHIP	K-1 Line #	Blackstone Capital Partners (Cayman II) V-NQ LP	BCP (Cayman) V-S, L.P.	BCP V-S, L.P.	Boston Ventures L.P. V	Boston Ventures L.P. VII	BPG Investment VII-A, L.P.	BPG Investment VIII-A, L.P.	Brentwood Associates IX, L.P.	CA Resources Fund, L.P. - Series Bain X Coinvest
-------------	------------	---	------------------------	---------------	------------------------	--------------------------	----------------------------	-----------------------------	-------------------------------	--

INCOME											
	1	2	3	4	5	6a	7	8	9a	9c	10
Ordinary Income	1				(36,876)	30,503					
Net rental real estate	2										
Other net rental	3										
Guaranteed prmts	4										
Int Inc.	5	396		78	181	15,343	232	103			1
Ord. Divs	6a		6				42		3		2,433
Royalties	7					5,625					
S-I CGain	8	(22)	120								
L-I CG	9a		4,039	(161)	5,023						
sec 1250 gain N/A	9c										
Sec 1231 gain	10				(2,869)	(98)					
Other Income											
Portfolio	11a							3,530			
	11b										
Sec 1256	11c										
	11E										
Other	11f										
Tax exempt income	18A/B										
		374	4,165	(83)	(34,541)	51,373	274	3,633	3		2,434

DEDUCTIONS											
	12	13A-G	13H	13L	13J/w	13E	13K	13I	16L	18C	
Sec 179	12										
Other Deductions											
Contributions	13A-G										
Investment interest exp	13H	27	222	34		3,116					
Sec 59e	13L										
Other Ded-2%	13J/w					41,018					
Capital gain property	13E										
Other Ded-Prt	13K	357	56	145	1,022	29,513	2,875	17,925	4,474	2,880	
Ded - royalty	13I					497					
Foreign taxes paid	16L										
Nondeductible exp	18C	2			67	100					
		386	278	179	1,089	74,244	2,875	17,925	4,474	2,880	
NET INC.		(12)	3,887	(262)	(35,630)	(22,871)	(2,601)	(14,292)	(4,471)	(446)	

UBIT

INCOME											
	1	2	3	5	6	7	8	9	10	11a	11c
Income:											
Ordinary Income	1					(36,876)	30,503				
Net rental real estate	2										
Other net rental	3						2,226				
Interest income	5										
Ordinary dividends	6										
Royalties	7						5,625				
Net short-term	8	(22)									
Net long-term	9										
Sec 1231 gain	10					(2,869)	(98)				
Other income (loss)	11a										
Net sec 1256 gain(loss)	11c										
Other income(loss) - 743	11f										
irc sec 988											
Deductions:											
Sec 179 deduction	12										
Other deductions	13 A-G										
Investment interest exp	13h						(41,018)				
Other deductions	13J-I										
Deduction - 2%	13K	(338)			(736)	(11,546)					
Total foreign taxes	16M										
Post 1986 dep	17a-b				(5,370)	(162)					
Other deductions	13w										
Nondeductible (excluded)	18c				(35)	(100)					
Nondeductible (excluded)	15										
		(360)	0	0	(45,667)	(14,668)	0	0	0	0	0

Sherman Fairchild Foundation, I
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	CA Resources Fund, L.P. - Series Bain Europe III	CA Resources Fund LP Series Bain X Core	Cabot Industrial Value Fund II, Inc.	Cabot Industrial Value Fund III, LP	Cedar Rock Capital Partners	Cypress Merchant II (Cayman), L.P.	Cypress Merchant II, L.P.	DAG Ventures III-QP, L.P.	DAG Ventures II-QP, L.P.
-------------	------------	--	---	--------------------------------------	-------------------------------------	-----------------------------	------------------------------------	---------------------------	---------------------------	--------------------------

INCOME																		
	1	2	3	4	5	6a	7	8	9a	9c	10	11a	11b	11c	11E	11f	18A/B	
Ordinary Income	1																	
Net rental real estate	2																	
Other net rental	3																	
Guaranteed pmts	4																	
Int Inc.	5		58	6,068	851		1	1										836 743
Ord. Divs	6a	2,187	11,201			447,017												
Royalties	7																	
S-t CGain	8																	
L-t CG	9a					(20,385)		(507,357)	(18,435)	(94,126)								
sec 1250 gain N/A	9c																	
Sec 1231 gain	10																	
Other Income																		
Portfolio	11a	(45)	18															
Sec 1256	11c																	
Other	11f					(16,571)												680
Tax exempt income	18A/B																	
		2,200	17,287	851	0	410,062	1	(507,356)	(17,599)	(92,703)								

DEDUCTIONS																			
	12	13A-G	13H	13L	13J/w	13E	13K	13I	16L	18C									
Sec 179	12																		
Other Deductions																			
Contributions	13A-G																		
Investment interest exp	13H																		1,263
Sec 59e	13L																		
Other Ded-2%	13J/w																		
Capital gain property	13E																		
Other Ded-Prt	13K	75,509	78,182	716	69	147,913	24	5,643	47,989	1,119									
Ded - royalty	13I																		
Foreign taxes paid	16L					20,277													
Nondeductible exp	18C					19,588													
		75,509	78,182	716	69	187,758	24	5,643	47,989	2,382									
NET INC.		(73,309)	(60,895)	135	(69)	222,304	(23)	(512,999)	(65,588)	(95,085)									

UBIT

INCOME													
	1	2	3	5	6	7	8	9	10	11a	11c	11f	
Income:													
Ordinary Income	1												0
Net rental real estate	2												
Other net rental	3												
Interest income	5												
Ordinary dividends	6												
Royalties	7												
Net short-term	8												
Net long-term	9												
Sec 1231 gain	10												
Other income (loss)	11a												
Net sec 1256 gain(loss)	11c												
Other income(loss) - 743	11f												
irc sec 988													
Deductions:													
Sec 179 deduction	12												
Other deductions	13 A-G												
Investment interest exp	13h												
Other deductions	13J-I												
Deduction - 2%	13K												
Total foreign taxes	16M												
Post 1985 dep	17a-b												
Other deductions	13w												
Nondeductible (excluded)	18c												
Nondeductible (excluded)	15												
		0	0	0	0	0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, li
 2010 Form 990-PF
 Summary of Partnership Income

PARTNERSHIP	K-1 Line #	DAG Ventures IV-QP LP	Davidson Kempner Institutional Partners, L.P.	Draper Atlantic Venture Fund, L.P.	Drawbridge LDV Fund I-B, L.P.	Drawbridge LDV Fund II-B, L.P.	Drawbridge LDV Fund III-C, L.P.	EnCap Energy Capital VI-B, L.P.	EnCap Energy Capital VII, L.P.	EnCap Energy Capital VIII-B L.P.
-------------	------------	-----------------------	---	------------------------------------	-------------------------------	--------------------------------	---------------------------------	---------------------------------	--------------------------------	----------------------------------

INCOME	K-1 Line #									
		DAG Ventures IV-QP LP	Davidson Kempner Institutional Partners, L.P.	Draper Atlantic Venture Fund, L.P.	Drawbridge LDV Fund I-B, L.P.	Drawbridge LDV Fund II-B, L.P.	Drawbridge LDV Fund III-C, L.P.	EnCap Energy Capital VI-B, L.P.	EnCap Energy Capital VII, L.P.	EnCap Energy Capital VIII-B L.P.
Ordinary Income	1					(33)	(2,916)		205,185	111
Net rental real estate	2				(7,765)	(10,410)	976			
Other net rental	3									
Guaranteed pmts	4									
Int. Inc.	5	3,796		83	153,626	157,059	30,245	143,688	1,612	
Ord. Divs	6a							715,858		
Royalties	7				1,748	12,612	18,639		1,339	
S-t CGain	8	58,038					4,854		30,623	
L-t CG	9a			67,096	2,779	43	7,082		166,763	
sec 1250 gain N/A	9c									
Sec 1231 gain	10				4,770				188,967	
Other Income										
Portfolio	11a				103,761	2,691	3,247		18	
	11b									
Sec 1256	11c									
	11E									
Other	11F					188	768			
Tax exempt income	18A/B				2,438		2,511			
		61,834	0	67,179	261,357	162,150	65,416	859,546	594,507	111

DEDUCTIONS	K-1 Line #									
		DAG Ventures IV-QP LP	Davidson Kempner Institutional Partners, L.P.	Draper Atlantic Venture Fund, L.P.	Drawbridge LDV Fund I-B, L.P.	Drawbridge LDV Fund II-B, L.P.	Drawbridge LDV Fund III-C, L.P.	EnCap Energy Capital VI-B, L.P.	EnCap Energy Capital VII, L.P.	EnCap Energy Capital VIII-B L.P.
Sec 179	12									19
Other Deductions										
Contributions	13A-G									193
Investment interest exp	13H				89	235	1,376			
Sec 59a	13L							1,394		3
Other Ded-2%	13J/W					5,998				
Capital gain property	13E									
Other Ded-Prt	13K	53,660		2,666	54,476	45,301	19,804			
Ded - royalty	13I				108	23,361	19,816			
Foreign taxes paid	16L					138				
Nondeductible exp	18C				161	B	1,102		341	
		53,660	0	2,666	54,834	75,041	42,098	1,394	553	3
NET INC.		8,174	0	64,513	206,523	87,109	23,318	858,152	593,954	108

UBIT

INCOME	K-1 Line #									
		DAG Ventures IV-QP LP	Davidson Kempner Institutional Partners, L.P.	Draper Atlantic Venture Fund, L.P.	Drawbridge LDV Fund I-B, L.P.	Drawbridge LDV Fund II-B, L.P.	Drawbridge LDV Fund III-C, L.P.	EnCap Energy Capital VI-B, L.P.	EnCap Energy Capital VII, L.P.	EnCap Energy Capital VIII-B L.P.
Income:			0							
Ordinary Income	1					(26)	(2,916)		93,015	
Net rental real estate	2				(202)	(1,123)	976			
Other net rental	3									
Interest income	5					17	1,570			
Ordinary dividends	6									
Royalties	7						1			
Net short-term	8						121			
Net long-term	9						(26)			
Sec 1231 gain	10									
Other income (loss)	11a									
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f						11			
irc sec 988										
Deductions:										
Sec 179 deduction	12									
Other deductions	13 A-G									
Investment interest exp	13h						(326)			
Other deductions	13J-I									
Deduction - 2%	13K					(26)	(1,941)			
Total foreign taxes	16M					(110)				
Post 1986 dep	17a-b									
Other deductions	13w									
Nondeductible (excluded)	18c									
Nondeductible (excluded)	15									
		0	0	0	(202)	(1,268)	(2,530)	0	93,015	

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership Income

PARTNERSHIP	K-1 Line #	EnerVest X-B, L.P.	EnerVest XI-B, L.P.	EnerVest XII-B, L.P.	Farallon Capital Institutional Partners LP	Fortress Investment Fund II, L.P.	Fortress (GAGACQ), L.L.C.	Fortress Credit Opportunities Fund (A) LP	Fortress Investment Fund III, L.P.	Fortress Investment Fund IV (Fund B), L.P.	
INCOME	Ordinary Income	(74,519)	(87,504)	(64,834)	29,547			19,567			
	Net rental real estate							232			
	Other net rental							153			
	Guaranteed prmts										
	Int Inc.		143	5	11,237		17	174,989	32,204	59,071	
	Ord. Divs				38,271			3,243	10,905	5,604	
	Royalties	363,057	581,313	(2,749)				354,481			
	S-I CGain				(4,902)			354,481			
	L-I CG				203,962	(429,166)	1,136,756	409,407	39,680		
	sec 1250 gain N/A										
	Sec 1231 gain							1,016			
	Other Income										
	Portfolio	11a				(11,686)	8,300	47,987	194,996		
Sec 1256	11b										
	11c										
	11E										
Other	11f				(8,599)		11	(89)	1,071	(4,215)	
Tax exempt income	18A/B										
		288,538	493,952	(67,578)	257,830	(429,166)	1,145,064	1,010,986	278,856	60,460	
DEDUCTIONS	Sec 179										
	Other Deductions										
	Contributions	13A-G						2			
	Investment interest exp	13H						12,277	73,514		
	Sec 59e	13L									
	Other Ded-2%	13J/w									
	Capital gain property	13E									
	Other Ded-Prt	13K				13,505	6,682	7,252	49,393	72,045	62,915
	Ded - royalty	13I									
	Foreign taxes paid	16L				344			5,558		
Nondeductible exp	18C		6		3			45			
		0	6	0	13,852	6,682	7,252	67,275	145,559	62,915	
NET INC.		288,538	493,946	(67,578)	243,978	(435,848)	1,137,832	943,711	133,297	(2,455)	

UBIT

INCOME	Income:									
	Ordinary Income	0	0		0			3,024		0
	Net rental real estate							5		
	Other net rental							4		
	Interest income							32,228		
	Ordinary dividends							1,434		
	Royalties									
	Net short-term							26,552		
	Net long-term							74,289		
	Sec 1231 gain							23		
	Other income (loss)	11a						4,196		
	Net sec 1256 gain(loss)	11c								
	Other income(loss) - 743	11f						(5)		
irc sec 988										
DEDUCTIONS	Deductions:									
	Sec 179 deduction	12								
	Other deductions	13 A-G								
	Investment interest exp	13h						(6,659)		
	Other deductions	13J-I						(341)		
	Deduction - 2%	13K						(6,411)		
	Total foreign taxes	16M								
	Post 1986 dep	17a-b								
Other deductions	13w									
Nondeductible (excluded)	18c									
Nondeductible (excluded)	15									
		0	0		0	0	0	128,339	0	0

Sherman Fairchild Foundation, L.P.
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	Fortress Investment Fund V (Fund A), L.P.	Fortress Florida Preferred LP	Fortress COPS II-B LP	GC Entrepreneurs Fund III, L.P.	General Catalyst Group IV, L.P.	General Catalyst Group V, L.P.	General Catalyst Group V-Supplemental, L.P.	Greylock Israel, L.P.	Greylock IX, L.P.
INCOME	Ordinary Income	1	4,367				(2,177)	(2,080)		
	Net rental real estate	2								
	Other net rental	3								
	Guaranteed pmts	4								
	Int Inc.	5	10,926		20,366	670	224	521	11	339
	Ord. Divs	6a	15,293							
	Royalties	7								
	S-t CGain	8						(542)	(684)	35,366
	L-t CG	9a	3,351			(107,158)	(21,911)	(65,100)	(42,224)	(13,096)
	sec 1250 gain N/A	9c								
	Sec 1231 gain	10	390							
	Other Income									
	Portfolio	11a	1		94,267		277	(1,341)	298	
	Sec 1256	11b								
	Other	11f	24,601							
Tax exempt income	18A/B									
		58,929	0	114,633	(106,488)	(21,410)	(66,539)	(44,679)	(12,757)	(50,293)
DEDUCTIONS	Sec 179	12								
	Other Deductions									
	Contributions	13A-G	5							
	Investment interest exp	13H	7,519		1,295	1,414	343	367	33	21
	Sec 59e	13L								
	Other Ded-2%	13J/W	148							
	Capital gain property	13E								
	Other Ded-Prt	13K	101,469		15,294	20,481	25,235	37,499	4,051	25,027
	Ded - royalty	13I								
	Foreign taxes paid	16L						9	10	
Nondeductible exp	18C	100								
		109,241	0	16,589	21,895	25,578	37,875	4,094	25,048	27,838
NET INC.		(50,312)	0	98,044	(128,383)	(46,988)	(106,514)	(48,773)	(37,805)	(78,131)

UBIT

INCOME	Income:										
	Ordinary Income	1	4,367				(2,177)	(2,080)			
	Net rental real estate	2									
	Other net rental	3									
	Interest income	5	8,304		115						
	Ordinary dividends	6	1,676								
	Royalties	7									
	Net short-term	8									
	Net long-term	9	468								
	Sec 1231 gain	10	390								
	Other income (loss)	11a	1		400						
	Net sec 1256 gain(loss)	11c									
	Other income(loss) - 743 irc sec 988	11f	2,536								
	DEDUCTIONS	Deductions:									
		Sec 179 deduction	12								
Other deductions		13 A-G	(3)								
Investment interest exp		13h	(886)		(4)	1,414					
Other deductions		13J-I									
Deduction - 2%		13K	(11,517)		(84)	246					
Total foreign taxes		16M									
Post 1986 dep		17a-b	(6,560)								
Other deductions		13w	(13)								
Nondeductible (excluded)		18c									
Nondeductible (excluded)	15										
		(1,237)	0	427	1,660	0	(2,177)	(2,080)	0	0	

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	Greylock X, L.P.	Greylock XI, L.P.	Greylock XII, L.P.	Greylock XIII Limited Partnership	HIG Bayside Opportunity Fund, L.P.	HIG Europe capital Partners, L.P.	HIG Bayside Debt & LBO Fund II LP	HIG BAYSIDE II AIV LP (SERIES B)	Highland Capital Partners IV, L.P.
Ordinary Income	1			(697)					(351)	
Net rental real estate	2									
Other net rental	3									
Guaranteed prmts	4									
Int Inc.	5	444	1,682	2,318	555	102,079	8,979	93,843	339	1
Ord. Divs	6a									
Royalties	7									
S-1 CGain	8	(1,850)	1,810	6,663		(6,656)		12,302		
L-1 CG	9a	(14,433)	144,804	(41,224)		76,357	(716)	(17,018)		
sec 1250 gain N/A	9c									
Sec 1231 gain	10			(43)						
Other Income										
Portfolio	11a						1,213			
	11b									
Sec 1256	11c									
	11E									
Other	11f					(8,325)		9,186		
Tax exempt income	18A/B									
		(15,839)	148,296	(32,983)	555	163,455	9,476	98,313	(12)	-1
Sec 179	12									
Other Deductions										
Contributions	13A-G									
Investment interest exp	13H			443		15,056	4,407	2,502		
Sec 59e	13L									
Other Ded-2%	13J/w									
Capital gain property	13E									
Other Ded-Prt	13K	40,907	60,090	76,986	91,387	38,458	89,175	83,304	3	493
Ded - royalty	13I									
Foreign taxes paid	16L									
Nondeductible exp	18C									
		40,907	60,090	77,429	91,387	53,514	93,582	85,806	3	493
NET INC.		(56,746)	88,206	(110,412)	(90,832)	109,941	(84,106)	12,507	(15)	(492)
UBIT										
Income:										
Ordinary Income	1									
Net rental real estate	2									
Other net rental	3									
Interest income	5					16,828	2,859	2,956		
Ordinary dividends	6									
Royalties	7									
Net short-term	8					1,596				
Net long-term	9									
Sec 1231 gain	10									
Other income (loss)	11a									
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
irc sec 988										
Deductions:										
Sec 179 deduction	12									
Other deductions	13 A-G									
Investment interest exp	13h					(2,903)	(4,189)	(1,415)		
Other deductions	13J-I									
Deduction - 2%	13K					(3,470)		(20)		
Total foreign taxes	16M									
Post 1986 dep	17a-b									
Other deductions	13w									
Nondeductible (excluded)	18c									
Nondeductible (excluded)	15									
		0	0	0	0	12,051	(1,330)	1,520	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	Highland Capital Partners V, L.P.	IDG-Accel China Growth Fund, L.P.	IDG-Accel China Growth II, L.P.	IDG-Accel China Capital LP	LLR Equity Partners II, L.P.	LLR Equity Partners III LP	Lubert-Adler Real Estate Fund V, L.P.	Lubert-Adler Real Estate Fund VI, LP	Lyme Timber Company
INCOME	Ordinary Income					(70,203)	(14,629)	(149,337)	(37,638)	
	Net rental real estate							(25,944)	(40,531)	
	Other net rental							(19)		
	Guaranteed pmnts									
	Int Inc.		316	1,030	1,258	58	8,217	623	36,894	60,225
	Ord. Divs			7,332	1,629	9,018	48,467		1,866	7,229
	Royalties									
	S-t CGain								(1)	251
	L-t CG		115,461	50,713	93,734		312,183	(2,383)	(12,049)	(6,922)
	sec 1250 gain N/A									
	Sec 1231 gain						(6)		20,607	(177)
	Other Income									
	Portfolio	11a			(192)	12			22	
	Sec 1256	11b								
		11c								
	11E							39,671		
Other	11f									
Tax exempt income	18A/B					4		4	3	
		115,777	59,075	96,429	9,088	298,662	(16,389)	(88,466)	(17,560)	0
DEDUCTIONS	Sec 179									
	Other Deductions									
	Contributions	13A-G					104	25	-148	16
	Investment interest exp	13H					289	272	1,651	2,366
	Sec 59e	13L							73	73
	Other Ded-2%	13J/w								
	Capital gain property	13E								
	Other Ded-Prt	13K	31,308	51,383	50,669	16,235	28,806	14,096	6,159	12,342
	Ded - royalty	13I								
	Foreign taxes paid	16L							165	
Nondeductible exp	18C	50				953	698	461	726	
		31,358	51,383	50,669	16,235	30,152	15,091	8,657	15,523	0
NET INC.		84,419	7,692	45,760	(7,147)	268,510	(31,480)	(97,123)	(33,083)	0
UBIT										
INCOME	Income:									
	Ordinary Income	1				(77,013)	(14,629)	(149,337)	(32,068)	
	Net rental real estate	2						(1,712)		
	Other net rental	3								
	Interest income	5						1,107	2,469	
	Ordinary dividends	6								7
	Royalties	7								
	Net short-term	8							(1)	(7)
	Net long-term	9							3	
	Sec 1231 gain	10					(6)		598	(62)
	Other income (loss)	11a							22	
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
irc sec 988										
DEDUCTIONS	Deductions:									
	Sec 179 deduction	12								
	Other deductions	13 A-G					(104)	(25)	(115)	(16)
	Investment interest exp	13h								(1,770)
	Other deductions	13J-I							(8)	(9)
	Deduction - 2%	13K							(92)	(383)
	Total foreign taxes	16M								
Post 1986 dep	17a-b					(1,624)	(791)	(541)	(103)	
Other deductions	13w									
Nondeductible (excluded)	18c					(949)	(898)	(19)		
Nondeductible (excluded)	15							(8)		
		0	0	0	0	(79,696)	(16,143)	(150,095)	(31,942)	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership Income

PARTNERSHIP	K-1 Line #	McCowen De Leeuw & Co. IV, L.P.	Merit Energy F 1, L.P.	Merit Energy Partners E-1, L.P.	Merit Energy Partners G LP	Merit Energy Partners H LP	Meritech Capital Partners L.P.	Meritech Capital Partners II, L.P.	Morgan Stanley Capital Partners III, L.P.	North Bridge Growth Equity I, L.P.
-------------	------------	---------------------------------	------------------------	---------------------------------	----------------------------	----------------------------	--------------------------------	------------------------------------	---	------------------------------------

INCOME	Ordinary Income	1	24,669		8,971					
	Net rental real estate	2	1,048		45					
Other net rental	3									
Guaranteed prmts	4									
Int Inc.	5	2,575	11,292		1,817		711	183	7	
Ord. Divs	6a		44		53			52,763	1,134	
Royalties	7		32,375	163,185	222,828					
S-I CGain	8		7	10				638		
L-I CG	9a						12,064	228,925	1,083	
sec 1250 gain N/A	9c									
Sec 1231 gain	10	510	(4,072)	10,312	1					
Other Income										
Portfolio	11a		644	22,119						
	11b									
Sec 1256	11c									
	11E									
Other	11f									
Tax exempt income	18A/B									
		28,802	40,290	204,642	224,699		12,775	282,509	2,224	0

DEDUCTIONS	Sec 179	12								
	Other Deductions									
Contributions	13A-G	12								
Investment interest exp	13H									80
Sec 59e	13L									
Other Ded-2%	13J/w									
Capital gain property	13E	2								
Other Ded-Prt	13K	7,346				152	14,489	115	52,344	
Ded - royalty	13I		281,702	99,629	4,351					
Foreign taxes paid	16L									
Nondeductible exp	18C	320	21	36	32					
		7,680	281,723	99,665	4,383	152	14,489	115	52,424	
NET INC.		21,122	(241,433)	104,977	220,316	12,623	268,020	2,109	(52,424)	

UBIT

INCOME	Income:				0					
	Ordinary Income	1								
Net rental real estate	2									
Other net rental	3									
Interest income	5									
Ordinary dividends	6									
Royalties	7									
Net short-term	8									
Net long-term	9									
Sec 1231 gain	10									
Other income (loss)	11a									
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
irc sec 988										
DEDUCTIONS	Deductions:									
	Sec 179 deduction	12								
Other deductions	13 A-G									
Investment interest exp	13h									
Other deductions	13J-I									
Deduction - 2%	13K									
Total foreign taxes	16M									
Post 1985 dep	17a-b									
Other deductions	13w									
Nondeductible (excluded)	18c									
Nondeductible (excluded)	15									
		0	0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, I
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	North Bridge Venture Partners 7 LP	North Bridge Venture Partners IV-B, L.P.	North Bridge Venture Partners V-B, L.P.	North Bridge Venture Partners VI, L.P.	Oak Investment Partners VII, L.P.	Oak Investment Partners VIII, L.P.	Patron III Scotland, L.P.	Pequot Endowment Fund, L.P.	Polaris Venture Partners III, L.P.
-------------	------------	------------------------------------	--	---	--	-----------------------------------	------------------------------------	---------------------------	-----------------------------	------------------------------------

INCOME	Ordinary Income	1									
		Net rental real estate	2								
	Other net rental	3									
	Guaranteed pmts	4									
	Int Inc.	5	34		377	998	10	4		1,744	
	Ord. Divs	6a									
	Royalties	7									
	S-1 CGain	8			(7,780)	(2,165)					
	L-1 CG	9a		57,634	(62,116)	(59,522)	(1,171)	310		52,918	
	sec 1250 gain N/A	9c									
	Sec 1231 gain	10									
	Other Income										
	Portfolio	11a				18,107					
		11b									
	Sec 1256	11c									
		11E									
	Other	11f									
	Tax exempt income	18A/B									
			34	57,634	(69,519)	(42,582)	(1,161)	314	0	0	54,662

DEDUCTIONS	Sec 179	12									
		Other Deductions									
	Contributions	13A-G									
	Investment interest exp	13H	39		209	63					
	Sec 59e	13L	67			77					
	Other Ded-2%	13J/w									
	Capital gain property	13E									
	Other Ded-Prt	13K	63,483	37,150	80,392	77,123	290	6,309		37,913	
	Ded - royalty	13I									
	Foreign taxes paid	16L									
	Nondeductible exp	18C									
			63,589	37,150	80,601	77,263	290	6,309	0	0	37,913
	NET INC.		(63,555)	20,484	(150,120)	(119,845)	(1,451)	(5,995)	0	0	16,749

UBIT

INCOME	Income:									
		Ordinary Income	1							
	Net rental real estate	2								
	Other net rental	3								
	Interest income	5								
	Ordinary dividends	6								
	Royalties	7								
	Net short-term	8								
	Net long-term	9								
	Sec 1231 gain	10								
	Other income (loss)	11a								
	Net sec 1256 gain(loss)	11c								
	Other income(loss) - 743	11f								
	irc sec 988									

DEDUCTIONS	Deductions:									
		Sec 179 deduction	12							
	Other deductions	13 A-G								
	Investment interest exp	13h								
	Other deductions	13J-I								
	Deduction - 2%	13K								
	Total foreign taxes	16M								
	Post 1986 dep	17a-b								
	Other deductions	13w								
	Nondeductible (excluded)	18c								
	Nondeductible (excluded)	15								
			0	0	0	0	0	0	0	0

PARTNERSHIP	K-1 Line #	Polaris Venture Partners IV, L.P.	Polaris Venture Partners V, L.P.	Redpoint Ventures I, L.P.	Redpoint Ventures II, L.P.	RMS Forest Growth II, L.P.	Sankaty Credit Opportunities II, L.P.	Sankaty Credit Opportunities Offshore III, L.P.	Sankaty COP's IV Offshore Fund	Sequoia Growth III, L.P.
-------------	------------	-----------------------------------	----------------------------------	---------------------------	----------------------------	----------------------------	---------------------------------------	---	--------------------------------	--------------------------

INCOME	Ordinary Income	1								(22,160)	
		Net rental real estate	2								
	Other net rental	3									
	Guaranteed pmts	4									
	Int Inc.	5	14,045	19,096	3	791				5,495	
	Ord. Divs	6a	1,077		803	587				33,125	
	Royalties	7									
	S-I CGain	8	2,249	1,253		125				2,034	
	L-I CG	9a	(33,150)	64,875	(4,003)	(5,652)				37,111	
	sec 1250 gain N/A	9c									
	Sec 1231 gain	10								(10)	
	Other Income										
	Portfolio	11a				(11)					
		11b									
	Sec 1256	11c									
		11E									
	Other	11f					244,860			47,860	
	Tax exempt income	18A/B									
			(15,779)	85,224	(3,197)	(4,160)	0	244,860	0	0	103,455

DEDUCTIONS	Sec 179	12								552	
		Other Deductions									
	Contributions	13A-G								56	
	Investment interest exp	13H				13				902	
	Sec 59e	13L									
	Other Ded-2%	13J/w									
	Capital gain property	13E									
	Other Ded-Prt	13K	106,271	75,951	5,596	21,326	28,391			69,959	
	Ded - royalty	13I									
	Foreign taxes paid	16L						161			
	Nondeductible exp	18C			2	15				185	
			106,271	75,951	5,598	21,354	28,391	161	0	0	71,655
	NET INC.		(122,050)	9,273	(8,795)	(25,514)	(28,391)	244,699	0	0	31,800

UBIT

INCOME	Income:										
		Ordinary Income	1								
	Net rental real estate	2									
	Other net rental	3									
	Interest income	5					93,113				
	Ordinary dividends	6					3				
	Royalties	7									
	Net short-term	8					4,680				
	Net long-term	9					2,373				
	Sec 1231 gain	10									
	Other income (loss)	11a					3,429				
	Net sec 1256 gain(loss)	11c									
	Other income(loss) - 743	11f									
	irc sec 988							(3,764)			
	Deductions:										
	Sec 179 deduction	12									
	Other deductions	13 A-G						(23,097)			
	Investment interest exp	13h						(53)			
	Other deductions	13J-I									
	Deduction - 2%	13K						(78)			
	Total foreign taxes	16M									
	Post 1986 dep	17a-b									
	Other deductions	13w									
	Nondeductible (excluded)	18c									
	Nondeductible (excluded)	15									
			0	0	0	0	0	75,606	0	0	0

Sherman Fairchild Foundation, I
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	Sequoia Capital Growth Fund III AIV, L.P.	Sequoia India Growth Fund I, L.P.	Sequoia Capital India Growth Fund II LP	Sequoia India III, L.P.	Sequoia Israel III, L.P.	Sequoia Capital Israel IV LP	Sequoia Capital China I, L.P.	Sequoia Capital China II, L.P.	Sequoia Capital Franchise Fund, L.P.
-------------	------------	---	-----------------------------------	---	-------------------------	--------------------------	------------------------------	-------------------------------	--------------------------------	--------------------------------------

INCOME	PARTNERSHIP	K-1 Line #									
			Sequoia Capital Growth Fund III AIV, L.P.	Sequoia India Growth Fund I, L.P.	Sequoia Capital India Growth Fund II LP	Sequoia India III, L.P.	Sequoia Israel III, L.P.	Sequoia Capital Israel IV LP	Sequoia Capital China I, L.P.	Sequoia Capital China II, L.P.	Sequoia Capital Franchise Fund, L.P.
Ordinary Income		1									
Net rental real estate		2									
Other net rental		3									
Guaranteed pmts		4									
Int Inc.		5	4	293	42	400	135		17	78	11,817
Ord. Divs		6a		5,376			10,037		7,806	1,631	10,891
Royalties		7									
S-1 CGain		8		62			12,275	3,405		334	
L-1 CG		9a	16,737	113,026			79,628	34,207	(8,806)	24,808	(8,204)
sec 1250 gain N/A		9c									
Sec 1231 gain		10									
Other Income											
Portfolio		11a		(32)	104						
		11b									
Sec 1256		11c									
		11E									139
Other		11f									
Tax exempt income		18A/B									
			16,741	119,725	146	400	102,075	37,612	(983)	26,851	14,643

DEDUCTIONS	PARTNERSHIP	K-1 Line #									
			Sequoia Capital Growth Fund III AIV, L.P.	Sequoia India Growth Fund I, L.P.	Sequoia Capital India Growth Fund II LP	Sequoia India III, L.P.	Sequoia Israel III, L.P.	Sequoia Capital Israel IV LP	Sequoia Capital China I, L.P.	Sequoia Capital China II, L.P.	Sequoia Capital Franchise Fund, L.P.
Sec 179		12									
Other Deductions											
Contributions		13A-G									
Investment interest exp		13H		35	1						
Sec 59e		13L									
Other Ded-2%		13J/W									
Capital gain property		13E									
Other Ded-Prt		13K	16,617	27,629	25,403	24,428	52,735	25,748	29,023	29,345	10,084
Ded - royalty		13I									
Foreign taxes paid		16L								75	
Nondeductible exp		18C	5	22	20	38	18	7	65	64	16
			16,622	27,686	25,424	24,466	52,753	25,755	29,088	29,484	10,100
NET INC.			119	92,039	(25,278)	(24,066)	49,322	11,857	(30,071)	(2,633)	4,543

UBIT

INCOME	PARTNERSHIP	K-1 Line #									
			Sequoia Capital Growth Fund III AIV, L.P.	Sequoia India Growth Fund I, L.P.	Sequoia Capital India Growth Fund II LP	Sequoia India III, L.P.	Sequoia Israel III, L.P.	Sequoia Capital Israel IV LP	Sequoia Capital China I, L.P.	Sequoia Capital China II, L.P.	Sequoia Capital Franchise Fund, L.P.
Income:											
Ordinary Income		1									
Net rental real estate		2									
Other net rental		3									
Interest income		5									
Ordinary dividends		6									
Royalties		7									
Net short-term		8									
Net long-term		9									
Sec 1231 gain		10									
Other income (loss)		11a									
Net sec 1256 gain(loss)		11c									
Other income(loss) - 743		11f									
irc sec 988											
Deductions:											
Sec 179 deduction		12									
Other deductions		13 A-G									
Investment interest exp		13h									
Other deductions		13J-I		(35)							
Deduction - 2%		13K									
Total foreign taxes		16M									
Post 1986 dep		17a-b									
Other deductions		13w									
Nondeductible (excluded)		18c									
Nondeductible (excluded)		15									
			0	(35)	0	0	0	0	0	0	0

Sherman Fairchild Foundation, I
2010 Form 990-PF
Summary of Partnership income

PARTNERSHIP	K-1 Line #	Sequoia Capital IX, L.P.	Sequoia Capital VIII, L.P.	Sequoia Capital X, L.P.	Sequoia Capital, XI, L.P.	Sequoia Capital, XII, L.P.	Sequoia Capital China Growth Fund I, L.P.	Sequoia Seed Fund II, L.P.	Sequoia Capital US Growth Fund IV LP	Sequoia Capital 2010 LP
-------------	------------	--------------------------	----------------------------	-------------------------	---------------------------	----------------------------	---	----------------------------	--------------------------------------	-------------------------

INCOME	PARTNERSHIP	K-1 Line #									(159)
			Sequoia Capital IX, L.P.	Sequoia Capital VIII, L.P.	Sequoia Capital X, L.P.	Sequoia Capital, XI, L.P.	Sequoia Capital, XII, L.P.	Sequoia Capital China Growth Fund I, L.P.	Sequoia Seed Fund II, L.P.	Sequoia Capital US Growth Fund IV LP	Sequoia Capital 2010 LP
Ordinary Income		1									(159)
Net rental real estate		2									
Other net rental		3									
Guaranteed prmts		4									
Int. Inc.		5	4,422		14,252	5,959	7,504	1,018	254	10	78
Ord. Divs		6a					8,887				
Royalties		7									
S-t CGain		8			1,436	(543)		9,532	2,371	1,281	
L-t CG		9a	(5,821)	(85,920)	1,228,632	(22,640)	(21,087)	13,456	255,635		3,200
sec 1250 gain N/A		9c									
Sec 1231 gain		10									
Other Income											
Portfolio		11a									
		11b									
Sec 1256		11c									
		11E	92								
Other		11f									
Tax exempt income		18A/B									
			(1,307)	(85,920)	1,244,320	(17,224)	(13,583)	23,361	265,421	2,381	4,400

DEDUCTIONS	PARTNERSHIP	K-1 Line #									
			Sequoia Capital IX, L.P.	Sequoia Capital VIII, L.P.	Sequoia Capital X, L.P.	Sequoia Capital, XI, L.P.	Sequoia Capital, XII, L.P.	Sequoia Capital China Growth Fund I, L.P.	Sequoia Seed Fund II, L.P.	Sequoia Capital US Growth Fund IV LP	Sequoia Capital 2010 LP
Sec 179		12									
Other Deductions											
Contributions		13A-G									
Investment interest exp		13H							221		1,558
Sec 59e		13L									
Other Ded-2%		13J/W									
Capital gain property		13E									
Other Ded-Prt		13K	920	1,024	23,536	35,090	31,954	46,179	24,732	121,236	60,230
Ded - royalty		13I									
Foreign taxes paid		16L									
Nondeductible exp		18C		12	85	22	29	91	8	25	139
			920	1,036	23,621	35,112	31,983	46,270	24,740	121,482	61,927
NET INC.			(2,227)	(86,956)	1,220,699	(52,336)	(45,566)	(22,909)	240,681	(119,101)	(57,527)

UBIT

INCOME	PARTNERSHIP	K-1 Line #									
			Sequoia Capital IX, L.P.	Sequoia Capital VIII, L.P.	Sequoia Capital X, L.P.	Sequoia Capital, XI, L.P.	Sequoia Capital, XII, L.P.	Sequoia Capital China Growth Fund I, L.P.	Sequoia Seed Fund II, L.P.	Sequoia Capital US Growth Fund IV LP	Sequoia Capital 2010 LP
Income:											
Ordinary Income		1									
Net rental real estate		2									
Other net rental		3									
Interest income		5									
Ordinary dividends		6									
Royalties		7									
Net short-term		8									
Net long-term		9									
Sec 1231 gain		10									
Other income (loss)		11a									
Net sec 1256 gain(loss)		11c									
Other income(loss) - 743		11f									
irc sec 988											
Deductions:											
Sec 179 deduction		12									
Other deductions		13 A-G									
Investment interest exp		13h									
Other deductions		13J-I									
Deduction - 2%		13K									
Total foreign taxes		16M									
Post 1986 dep		17a-b									
Other deductions		13w									
Nondeductible (excluded)		18c									
Nondeductible (excluded)		15									
			0	0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	Silver Lake Cayman, L.P.	Silver Lake Partners II, L.P.	SLP NORWAY Feeder LP	Silver Lake Partners II Cayman, L.P.	Silver Lake Partners III, L.P.	Silver Lake Partners III DE, L.P.	Silver Lake Partners III DE (AIV II), L.P.	Silver Lake Partners III ISAT Feeder L.P.	Silver Lake Partners III DPI FEEDER, L.P.
INCOME	Ordinary Income						8,096		15,308	69,975
	Net rental real estate									
	Other net rental									
	Guaranteed prmts									
	Int. Inc.		14,605			35,194	16			
	Ord. Divs				-3,069	7,420				
	Royalties									
	S-1 CGain		175			193				
	L-1 CG		58		396,613	32,575				5,515
	sec 1250 gain N/A									
	Sec 1231 gain									
	Other Income									
	Portfolio	11a				(1,510)				
	Sec 1256	11b								
	Other	11c						1,746		
Tax exempt income	11E									
	11F									
	18A/B									
		0	14,838		399,682	73,872	9,858	0	15,308	75,490
DEDUCTIONS	Sec 179									
	Other Deductions									
	Contributions	13A-G					7			
	Investment interest exp	13H				2				
	Sec 59e	13L								
	Other Ded-2%	13Jw						9,725		
	Capital gain property	13E								
	Other Ded-Prt	13K	61	795		176	39,142	16	14	
	Ded - royalty	13I								
	Foreign taxes paid	16L								
Nondeductible exp	18C						5			
		61	795		176	39,144	9,753	14	0	0
NET INC.		(61)	14,043		399,506	34,728	105	(14)	15,308	75,490
UBIT										
INCOME	Income:									
	Ordinary Income	1					9,858			
	Net rental real estate	2								
	Other net rental	3								
	Interest income	5								
	Ordinary dividends	6								
	Royalties	7								
	Net short-term	8								
	Net long-term	9								
	Sec 1231 gain	10								
	Other income (loss)	11a								
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
irc sec 988										
DEDUCTIONS	Deductions:									
	Sec 179 deduction	12								
	Other deductions	13 A-G								
	Investment interest exp	13h								
	Other deductions	13J-I						(9,732)		
	Deduction - 2%	13K								
	Total foreign taxes	16M								
	Post 1986 dep	17a-b								
	Other deductions	13w								
	Nondeductible (excluded)	18c								
Nondeductible (excluded)	15						126	0	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	Silver Lake Partners III Cayman (AIV III) LP	Silver Lake Partners, L.P.	Summit Partners Private Equity VII-B, L.P.	Summit Partners Venture Capital II-B, L.P.	Summit Subordinated Debt Fund II, L.P.	Summit Ventures IV, L.P.	Summit Ventures V, L.P.	Summit Ventures VI-B, L.P.	Summit Partners Europe PE
-------------	------------	--	----------------------------	--	--	--	--------------------------	-------------------------	----------------------------	---------------------------

INCOME	Ordinary Income	1								
		Net rental real estate	2							
	Other net rental	3								
	Guaranteed pmts	4								
	Int Inc.	5	239		3,961	19	11,143	371	338	82
	Ord. Divs	6a			25,715		3,454		2,576	45,967
	Royalties	7								
	S-I CGain	8	57,587		135,644					
	L-I CG	9a			(36,505)	192,048	49,930	(503)	13,838	217,492
	sec 1250 gain N/A	9c								
	Sec 1231 gain	10								
	Other Income									
	Portfolio	11a		1						(7)
		11b								
	Sec 1256	11c								
		11E								
	Other	11f			152					
	Tax exempt income	18A/B								
			57,826	1	128,967	192,067	64,527	(132)	16,752	263,541
										(4)

DEDUCTIONS	Sec 179	12								
		Other Deductions								
	Contributions	13A-G								
	Investment interest exp	13H								
	Sec 59e	13L								
	Other Ded-2%	13J/w								
	Capital gain property	13E						23	2,754	62,946
	Other Ded-Prt	13K	157	203	91,204	39,337				265
	Ded - royalty	13I								
	Foreign taxes paid	16L								
	Nondeductible exp	18C				5				
			157	203	91,204	39,342	0	23	2,754	62,946
										265
	NET INC.		57,669	(202)	37,763	152,725	64,527	(155)	13,998	200,595
										(269)

UBIT

INCOME	Income:									
		Ordinary Income	1							
	Net rental real estate	2								
	Other net rental	3								
	Interest income	5								
	Ordinary dividends	6								
	Royalties	7								
	Net short-term	8								
	Net long-term	9								
	Sec 1231 gain	10								
	Other income (loss)	11a								
	Net sec 1256 gain(loss)	11c								
	Other income(loss) - 743	11f								
	irc sec 988									
DEDUCTIONS	Deductions:									
	Sec 179 deduction	12								
	Other deductions	13 A-G								
	Investment interest exp	13h								
	Other deductions	13J-I								
	Deduction - 2%	13K								
	Total foreign taxes	16M								
	Post 1986 dep	17a-b								
	Other deductions	13w								
	Nondeductible (excluded)	18c								
	Nondeductible (excluded)	15								
			0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership Income

PARTNERSHIP	K-1 Line #	Sun Capital Offshore I, L.P.	Sun Capital Partners IV, L.P. #345	Sun Capital Partners II, L.P.	Sun Capital Partners III, L.P.	Sun Capital Partners IV, L.P. #190	Sun Capital Partners V, L.P.	TA IX, L.P.	TA Sub Debt Fund, L.P. - #54	TA Sub Debt Fund LP - #64
-------------	------------	------------------------------	------------------------------------	-------------------------------	--------------------------------	------------------------------------	------------------------------	-------------	------------------------------	---------------------------

INCOME	Ordinary Income	1								
	Net rental real estate	2								
	Other net rental	3								
	Guaranteed pmts	4								
	Int Inc.	5	29,232	11,311	43,264	54,855	59,322	14,121	32,195	176,319
	Ord. Divs	6a	35,004	4,672	20,456	209	52	95,991	7,977	10,846
	Royalties	7								
	S-I CGain	8	2,383			4,647	802			12,020
	L-I CG	9a	9,551	107,567	27,433	(3,813)		247,052	11,040	84,188
	sec 1250 gain N/A	9c								
	Sec 1231 gain	10								
	Other Income									
	Portfolio	11a					(716)	1		
Sec 1256	11c									
Other	11f									
Tax exempt income	18A/B									
		0	76,170	123,550	91,153	55,898	59,460	357,165	51,212	283,373

DEDUCTIONS	Sec 179	12								
	Other Deductions									
	Contributions	13A-G								
	Investment interest exp	13H								
	Sec 59e	13L								
	Other Ded-2%	13J/w								48,483
	Capital gain property	13E								
	Other Ded-Prt	13K	1,169	1,604	1,799	2,280	3,567	24,791	1,850	
	Ded - royalty	13I								
	Foreign taxes paid	16L								
Nondeductible exp	18C									
		0	1,169	1,604	1,799	2,280	3,567	24,791	1,850	48,483
NET INC.		0	75,001	121,946	89,354	53,618	55,893	332,374	49,362	234,890

UBIT

INCOME	Income:									
	Ordinary Income	1								
	Net rental real estate	2								
	Other net rental	3								
	Interest income	5								
	Ordinary dividends	6								
	Royalties	7								
	Net short-term	8								
	Net long-term	9								
	Sec 1231 gain	10								
	Other income (loss)	11a								
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
irc sec 988										
DEDUCTIONS	Deductions:									
	Sec 179 deduction	12								
	Other deductions	13 A-G								
	Investment interest exp	13h								
	Other deductions	13J-I								
	Deduction - 2%	13K								
	Total foreign taxes	16M								
	Post 1986 dep	17a-b								
Other deductions	13w									
Nondeductible (excluded)	18c									
Nondeductible (excluded)	15									
		0	0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership Income

PARTNERSHIP	K-1 Line #	TAX, L.P.	TA/Advent VIII, L.P.	Thomas H Lee Equity Fund IV, L.P.	Thomas H Lee Equity Fund V, L.P.	Thomas H Lee (Alternative) Fund V, L.P.	Trident Capital Fund - IV, L.P.	U S TREASURY 1-3 YEAR INDEX NO QP CTF	U.S. Treasury 13-10 Year Index Sec Lend CTF	Versant Venture Capital I, L.P. (Paladium Vent I)
-------------	------------	-----------	----------------------	-----------------------------------	----------------------------------	---	---------------------------------	---------------------------------------	---	---

INCOME	Ordinary Income	1								
	Net rental real estate	2								
	Other net rental	3								
	Guaranteed pmts	4								
	Int. Inc.	5	43,280	442	3	34	76	250,268	643,206	4,424
	Ord. Divs	6a	83,209	5	25,865	149,143		45	15	12,892
	Royalties	7								
	S-t CGain	8	1,290				(2,959)	89,814	107,440	
	L-t CG	9a	150,316	(50,297)		121,391	(32,450)	60,416	302,955	(16,659)
	sec 1250 gain N/A	9c								
	Sec 1231 gain	10								
	Other Income									
	Portfolio	11a	(15)						7,842	
	Sec 1256	11c								
	Other	11f								
Tax exempt income	18A/B									
		278,080	(49,850)	0	147,259	149,177	(35,333)	400,543	1,061,458	657

DEDUCTIONS	Sec 179	12								
	Other Deductions	.								
	Contributions	13A-G								
	Investment interest exp	13H			3					
	Sec 59e	13L								
	Other Ded-2%	13J/w								
	Capital gain property	13E								
	Other Ded-Prt	13K	90,074	613	8,359	54	947	5,881	6,112	32,300
	Ded - royalty	13I								
	Foreign taxes paid	16L								
Nondeductible exp	18C								20	
		90,074	613	0	8,362	54	947	5,881	6,112	32,320
NET INC.		188,006	(50,463)	0	138,897	149,123	(36,280)	394,662	1,055,346	(31,663)

UBIT

INCOME	Income:									
	Ordinary Income	1								
	Net rental real estate	2								
	Other net rental	3								
	Interest income	5								
	Ordinary dividends	6								
	Royalties	7								
	Net short-term	8								
	Net long-term	9								
	Sec 1231 gain	10								
Other income (loss)	11a									
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
irc sec 988										
DEDUCTIONS	Deductions:									
	Sec 179 deduction	12								
	Other deductions	13 A-G								
	Investment interest exp	13h								
	Other deductions	13J-I								
	Deduction - 2%	13K								
	Total foreign taxes	16M								
	Post 1986 dep	17a-b								
	Other deductions	13w								
	Nondeductible (excluded)	18c								
Nondeductible (excluded)	15									
		0	0	0	0	0	0	0	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	Versant Venture Capital II, L.P.	Versant Venture Capital III, L.P.	Versant Venture Capital IV LP	Vestar Capital Partners III, L.P.	Warburg Pincus Equity Partners Trust	WCAS Capital Partners III, L.P.	WCAS Capital Partners IX, L.P.	WCAS Capital Partners IX DP, L.P.	WCAS Capital Partners VIII, L.P.
INCOME	Ordinary Income				(9,528)			2,276		
	Net rental real estate							16,624		
	Other net rental									
	Guaranteed prmts									
	Int Inc.	845	2,177	287	540	1,964	23,480			6,818
	Ord. Divs	1,017			19	25,715	458			
	Royalties									
	S-t CGain	(5)	(619)							
	L-t CG	151,324	198,261		231	211,352	(148,495)	301,504		(342,298)
	sec 1250 gain N/A									
	Sec 1231 gain				(4,822)					
	Other Income									
	Portfolio	11a				2	3	(1,535)		
		11b								
	Sec 1256	11c								
		11E								
	Other	11f								
	Tax exempt income	18A/B								
		153,181	199,819	287	(13,558)	239,034	(124,557)	318,869	0	(335,480)
DEDUCTIONS	Sec 179									
	Other Deductions									
	Contributions	13A-G				29				
	Investment interest exp	13H								
	Sec 59e	13L								167
	Other Ded-2%	13J/w								
	Capital gain property	13E								
	Other Ded-Prf	13K	18,124	35,902	25,224	115	10,679	321	14,266	80
	Ded - royalty	13I								
	Foreign taxes paid	16L								35
Nondeductible exp	18C	5	9	5	427	2				
		18,129	35,911	25,229	606	10,681	321	14,266	80	167
NET INC.		135,052	163,908	(24,942)	(14,164)	228,353	(124,878)	304,603	(80)	(335,647)
UBIT										
INCOME	Income:									
	Ordinary Income				(9,528)					
	Net rental real estate									
	Other net rental									
	Interest income									
	Ordinary dividends									
	Royalties									
	Net short-term									
	Net long-term									
	Sec 1231 gain				(4,822)					
Other income (loss)	11a									
Net sec 1256 gain(loss)	11c									
Other income(loss) - 743	11f									
irc sec 988										
DEDUCTIONS	Deductions:									
	Sec 179 deduction	12								
	Other deductions	13 A-G								
	Investment interest exp	13h								
	Other deductions	13J-l								
	Deduction - 2%	13K								
	Total foreign taxes	16M								
	Post 1986 dep	17a-b								
	Other deductions	13w								
	Nondeductible (excluded)	18c								
Nondeductible (excluded)	15	0	0	0	(14,350)	0	0	0	0	0

Sherman Fairchild Foundation, II
 2010 Form 990-PF
 Summary of Partnership income

PARTNERSHIP	K-1 Line #	WCAS Capital Partners X, L.P.	WCAS X-DP LP	WTC - CTF Diversified Inflation Hedges Portfolio
-------------	---------------	-------------------------------------	-----------------	--

INCOME	Ordinary Income	1			
	Net rental real estate	2			
	Other net rental	3			
	Guaranteed pmts	4			
	Int Inc.	5	10,814		11,517
	Ord. Divs	6a	45,822		39,184
	Royalties	7			
	S-1 CGain	8	(18,825)		226,691
	L-1 CG	9a	(99,561)		(109,837)
	sec 1250 gain N/A	9c			
	Sec 1231 gain	10			
	Other Income				
	Portfolio	11a	(5,763)		15,086
	11b				
Sec 1256	11c			150,228	
	11E				
Other	11f			17,602	
Tax exempt income	18A/B				
		(67,513)	0	350,471	

DEDUCTIONS	Sec 179	12			
	Other Deductions				
	Contributions	13A-G			
	Investment interest exp	13H			
	Sec 59e	13L			
	Other Ded-2%	13J/w			
	Capital gain property	13E			
	Other Ded-Prt	13K	5,280	100	2,192
	Ded - royalty	13I			
	Foreign taxes paid	16L			3,434
Nondeductible exp	18C				
		5,280	100	5,626	
NET INC.		(72,793)	(100)	344,845	

UBIT

INCOME	Income:				
	Ordinary Income	1			
	Net rental real estate	2			
	Other net rental	3			
	Interest income	5			
	Ordinary dividends	6			
	Royalties	7			
	Net short-term	8			
	Net long-term	9			
	Sec 1231 gain	10			
Other income (loss)	11a				
Net sec 1256 gain(loss)	11c				
Other income(loss) - 743	11f				
irc sec 988					
DEDUCTIONS	Deductions:				
	Sec 179 deduction	12			
	Other deductions	13 A-G			
	Investment interest exp	13h			
	Other deductions	13J-I			
	Deduction - 2%	13K			
	Total foreign taxes	16M			
	Post 1996 dep	17a-b			
	Other deductions	13w			
	Nondeductible (excluded)	18c			
Nondeductible (excluded)	15				
		0	0	0	

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization SHERMAN FAIRCHILD FOUNDATION, INC.	Employer identification number 13-1951698
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 5454 WISCONSIN AVENUE, NO. 1205	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHEVY CHASE, MD 20815	

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-T (corporation)	07
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

MRS. BONNIE HIMMELMAN

• The books are in the care of ▶ **5454 WISCONSIN AVENUE, NO. 1205 - CHEVY CHASE, MD 20815**
Telephone No. ▶ **301-913-5990** 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2010** or
▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a 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.	3a	\$	100,000.
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.	3b	\$	1,012,115.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

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

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	Employer identification number	
	SHERMAN FAIRCHILD FOUNDATION, INC.	13-1951698	
	Number, street, and room or suite no. If a P.O. box, see instructions.	5454 WISCONSIN AVENUE, NO. 1205	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	CHEVY CHASE, MD 20815	

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

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.

MRS. BONNIE HIMMELMAN

• The books are in the care of **5454 WISCONSIN AVENUE, NO. 1205 - CHEVY CHASE, MD 20815**

Telephone No. **301-913-5990** 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 **DUE TO THE COMPLEXITY OF THE RETURN, ADDITIONAL TIME IS NECESSARY TO COMPILE THE INFORMATION NEEDED FOR A COMPLETE AND ACCURATE RETURN.**

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	\$	100,000.
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	\$	1,012,115.
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 *Joyce Underwood* Title **CPA**

Date **8/10/2011**