

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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning _____, and ending _____

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

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION | | A Employer identification number 22-2620908 |
| Number and street (or P.O. box number if mail is not delivered to street address) 300 FRANK W. BURR BLVD., BLDG EAST | Room/suite 7TH FL | B Telephone number 201-928-1880 |
| City or town, state, and ZIP code TEANECK, NJ 07666 EXPENSION ATTACHED | | C If exemption application is pending, check here <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 239,173,537. | J Accounting method: <input type="checkbox"/> Cash <input checked="" 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 | 3,000,027. | | N/A | |
| 2 | Check <input type="checkbox"/> If the foundation is not required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | 1,185,197. | 1,185,197. | | STATEMENT 1 |
| 4 | Dividends and interest from securities | 1,112,525. | 1,112,525. | | STATEMENT 2 |
| 5a | Gross rents | <84,187.> | <84,187.> | | STATEMENT 3 |
| b | Net rental income or (loss) | <84,187.> | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 3,285,883. | | | |
| b | Gross sales price for all assets on line 6a | 83,558,902. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 3,285,883. | | |
| 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 | | | | |
| 12 | Total Add lines 1 through 11 | 8,499,445. | 5,499,418. | | |
| 13 | Compensation of officers, directors, trustees, etc | 549,000. | 66,250. | | 482,750. |
| 14 | Other employee salaries and wages | 476,136. | 114,273. | | 361,863. |
| 15 | Pension plans, employee benefits | 133,124. | 31,950. | | 101,174. |
| 16a | Legal fees STMT 4 | 49,499. | 0. | | 49,499. |
| b | Accounting fees STMT 5 | 81,174. | 19,482. | | 61,692. |
| c | Other professional fees STMT 6 | 975,136. | 524,237. | | 450,899. |
| 17 | Interest | | | | |
| 18 | Taxes STMT 7 | 137,209. | 14,516. | | 45,968. |
| 19 | Depreciation and depletion | 12,677. | 0. | | |
| 20 | Occupancy | 179,559. | 43,094. | | 136,465. |
| 21 | Travel, conferences, and meetings | 69,792. | 0. | | 69,792. |
| 22 | Printing and publications | | | | |
| 23 | Other expenses STMT 8 | 87,644. | 13,310. | | 74,334. |
| 24 | Total operating and administrative expenses Add lines 13 through 23 | 2,750,950. | 827,112. | | 1,834,436. |
| 25 | Contributions, gifts, grants paid | 9,414,812. | | | 13,888,407. |
| 26 | Total expenses and disbursements Add lines 24 and 25 | 12,165,762. | 827,112. | | 15,722,843. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses and disbursements | <3,666,317.> | | | |
| b | Net investment income (if negative, enter -0-) | | 4,672,306. | | |
| c | Adjusted net income (if negative, enter -0-) | | | N/A | |

SCANNED OCT 27 2011
Operating and Administrative Expenses

RECEIVED
OCT 25 2011
OGDEN, UT

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

| 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 | | 0. | | |
| | 2 | Savings and temporary cash investments | | 2,542,615. | 8,231,770. | 8,231,770. |
| | 3 | Accounts receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ | 13,128,700. | | | |
| | | Less: allowance for doubtful accounts ▶ | | 12,548,619. | 13,128,700. | 13,128,700. |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | | |
| | 7 | Other notes and loans receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments - U.S. and state government obligations | | | | |
| | b | Investments - corporate stock | STMT 10 | 25,453,280. | 22,885,174. | 22,885,174. |
| | c | Investments - corporate bonds | | | | |
| 11 | Investments - land, buildings, and equipment: basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other | STMT 11 | 185,385,412. | 193,993,041. | 193,993,041. | |
| 14 | Land, buildings, and equipment: basis ▶ | STMT 12 | 213,661. | | | |
| | Less: accumulated depreciation ▶ | STMT 12 | 209,272. | 17,066. | 4,389. | |
| 15 | Other assets (describe ▶ OTHER ASSETS) | | 584,116. | 930,463. | 930,463. | |
| 16 | Total assets (to be completed by all filers) | | 226,531,108. | 239,173,537. | 239,173,537. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 112,353. | 143,136. | |
| | 18 | Grants payable | | 31,014,803. | 26,541,208. | |
| | 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) | | 31,127,156. | 26,684,344. | | |
| 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 | | 182,855,333. | 199,360,493. | |
| | 25 | Temporarily restricted | | 12,548,619. | 13,128,700. | |
| | 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 | | 195,403,952. | 212,489,193. | | |
| 31 | Total liabilities and net assets/fund balances | | 226,531,108. | 239,173,537. | | |

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 | 195,403,952. |
| 2 | Enter amount from Part I, line 27a | 2 | <3,666,317.> |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9 | 3 | 20,751,558. |
| 4 | Add lines 1, 2, and 3 | 4 | 212,489,193. |
| 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 | 212,489,193. |

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 83,558,902. | | 80,273,019. | 3,285,883. |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 3,285,883. |

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 3,285,883. |
| 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 | 22,610,722. | 213,853,070. | .105730 |
| 2008 | 25,777,460. | 244,612,159. | .105381 |
| 2007 | 16,622,618. | 286,214,355. | .058078 |
| 2006 | 21,027,640. | 170,687,411. | .123194 |
| 2005 | 19,648,776. | 135,805,332. | .144683 |

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---------------------|
| 2 Total of line 1, column (d) | 2 | .537066 |
| 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 | .107413 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 242,126,349. |
| 5 Multiply line 4 by line 3 | 5 | 26,007,518. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 46,723. |
| 7 Add lines 5 and 6 | 7 | 26,054,241. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 15,722,843. |

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.

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

Form 990-PF (2010)

22-2620908

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

| | | | |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 93,446. |
| 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 | 93,446. |
| 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 | 93,446. |
| 6 | Credits/Payments: | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 97,009. |
| 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 | 97,009. |
| 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 | 3,563. |
| 11 | Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | X | |
| 4b | X | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| NJ | | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

Form 990-PF (2010)

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? Website address RUSSELLBERRIEFOUNDATION.ORG
14 The books are in care of ADAM HIRSCH Telephone no. 201-928-1880 Located at 300 FRANK W. BURR BLVD., BLDG. EAST, TEANECK, NJ ZIP+4 07666-6704
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 16 Yes No X

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? X Yes No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) 3b X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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

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

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

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

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

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

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

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

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
 N/A

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 13 | | 549,000. | 15,850. | 19,610. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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 |
|------------------------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NAOMI SHANK - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666 | PROGRAM DIRECTOR 40.00 | 166,440. | 5,825. | 19,856. |
| JOANN TORTORICI - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ | ACCT MANAGER 40.00 | 69,500. | 2,085. | 15,151. |
| SUSANA AREVALO - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666 | EXEC. ASST. TO CEO & GRANT DEPT. 40.00 | 52,470. | 545. | 21,432. |
| SUSAN COKE - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666 | GRANT ADMINISTRATOR 40.00 | 57,160. | 3,162. | 7,513. |
| MARIANNE VIAUD - C/O RUSS BERRIE FD, 300 FRANK W BURR, TENANECK, NJ 07666 | ACCOUNTING ASSOCIATE 40.00 | 58,800. | 608. | 7,304. |
| Total number of other employees paid over \$50,000 | | | 0 | |

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-----------------------------------------------------------------------------------------|----------------------|------------------|
| ANAP, LTD | PHILANTHROPIC | |
| HOSHAYA, MP HAMOVIL, ISRAEL | CONSULTING | 266,812. |
| YACKTMAN ASSET MANAGEMENT - 6300 BRIDGEPOINT PARKWAY, BUIDLING ONE, SUITE 320, AUSTIN , | INVESTMENT | |
| WEISER, LLP | MANAGEMENT SERVICES | 109,652. |
| 3000 MARUCS AVE, LAKE SUCCESS, NY 11042 | ACCOUNTING | 84,972. |
| CAMBRIDGE ASSOCIATES, LLC | PERFORMANCE | |
| PO BOX 83232, CHICAGO, IL 60691-0232 | REPORTING & INVESTME | 78,043. |
| LOGAN CIRCLE PARTNERS - 1717 ARCH STREET, SUITE 1500, PHILADELPHIA, PA 19103 | INVESTMENT | |
| | MANAGEMENT SERVICES | 51,196. |
| Total number of others receiving over \$50,000 for professional services | | 0 |

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|-------------------------------------------------------------------------------------------------------------------|--------|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 | |
| 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 | 87,034,941. |
| b | Average of monthly cash balances | 1b | 7,841,228. |
| c | Fair market value of all other assets | 1c | 150,937,383. |
| d | Total (add lines 1a, b, and c) | 1d | 245,813,552. |
| 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 | 245,813,552. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 3,687,203. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 242,126,349. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 12,106,317. |

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 | 12,106,317. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 93,446. |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 93,446. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 12,012,871. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 12,012,871. |
| 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 | 12,012,871. |

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 | 15,722,843. |
| 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 | 15,722,843. |
| 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 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 15,722,843. |

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 | | | | 12,012,871. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | 12,872,191. | | | |
| b From 2006 | 12,633,718. | | | |
| c From 2007 | 2,579,680. | | | |
| d From 2008 | 13,632,078. | | | |
| e From 2009 | 11,996,972. | | | |
| f Total of lines 3a through e | 53,714,639. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 15,722,843. | | | | |
| a Applied to 2009, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2010 distributable amount | | | | 12,012,871. |
| e Remaining amount distributed out of corpus | 3,709,972. | | | |
| 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 | 57,424,611. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | 12,872,191. | | | |
| 9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a | 44,552,420. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | 12,633,718. | | | |
| b Excess from 2007 | 2,579,680. | | | |
| c Excess from 2008 | 13,632,078. | | | |
| d Excess from 2009 | 11,996,972. | | | |
| e Excess from 2010 | 3,709,972. | | | |

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) | | | | |
| a Paid during the year | | | | |
| SEE STATEMENT 14 | | | | |
| Total | | | ▶ 3a | 13888407. |
| b Approved for future payment | | | | |
| SEE STATEMENT 15 | | | | |
| Total | | | ▶ 3b | 27892684. |

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

**THE RUSSELL BERRIE FOUNDATION, A NEW
JERSEY NONPROFIT CORPORATION**

Employer identification number

22-2620908

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

| | |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Name of organization THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION | Employer identification number 22-2620908 |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------|

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|-------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | THE ESTATE OF RUSSELL BERRIE 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666 | \$ 3,000,027. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

| | |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Name of organization THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION | Employer identification number 22-2620908 |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------|

Part II Noncash Property (see instructions)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|----------------------|
| | <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> | \$ _____ | |
| | <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> | \$ _____ | |
| | <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> | \$ _____ | |
| | <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> | \$ _____ | |
| | <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> | \$ _____ | |
| | <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> | \$ _____ | |
| | <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> | \$ _____ | |

| | |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Name of organization THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION | Employer identification number 22-2620908 |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------|

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

| | | | |
|-----------------------------------------|---------------------|------------------------------------------|-------------------------------------|
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |

| 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 YACKTMAN ASSET MANAGEMENT (SCHEDULE A) | P | | |
| b BARCLAY'S (SCHEDULE B) | P | | |
| c PEACAUT & COMPANY (SCHEDULE C) | P | | |
| d LOGAN CIRCLE (SCHEDULE D) | P | | |
| e AXIOM INTERNATIONAL | P | | |
| f L&S BROADWAY COMPANY | P | | |
| g EDMUNDS HOLDING COMPANY | D | | |
| h REDOX PHARMACEUTICAL CORP | D | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 9,669,736. | | 7,903,368. | 1,766,368. |
| b 7,392,999. | | 6,146,698. | 1,246,301. |
| c 1,525,906. | | 1,624,768. | <98,862.> |
| d 51,782,580. | | 51,928,597. | <146,017.> |
| e 12,532,791. | | 12,000,000. | 532,791. |
| f 4,348. | | 936. | 3,412. |
| g 650,542. | | 18,852. | 631,690. |
| h | | 649,800. | <649,800.> |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 1,766,368. |
| b | | | 1,246,301. |
| c | | | <98,862.> |
| d | | | <146,017.> |
| e | | | 532,791. |
| f | | | 3,412. |
| g | | | 631,690. |
| h | | | <649,800.> |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } | 2 | 3,285,883. |
| 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 |

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No | Description | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | * Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|-----------------------------|---------------|--------|------|---------|--------------------------|------------|----------------------|------------------------|--------------------------|-----------------|------------------------|
| | FURNITURE AND EQUIPMENT | VARI | ESL | .000 | 16 | 213,661. | | | 213,661. | 196,595. | | 12,677. |
| | * TOTAL 990-PF PG 1 DEPR | | | | | 213,661. | | 0. | 213,661. | 196,595. | 0. | 12,677. |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|------------------------------------------------|------------|
| INTEREST-BEARING CASH | 1,185,197. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 1,185,197. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| BARCLAY'S | 218,483. | 0. | 218,483. |
| FAIRHOLME | 626,575. | 0. | 626,575. |
| PECAUT & COMPANY | 80,234. | 0. | 80,234. |
| ROYCE FUNDS | 24,337. | 0. | 24,337. |
| YACKTMAN | 162,896. | 0. | 162,896. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 1,112,525. | 0. | 1,112,525. |

FORM 990-PF RENTAL INCOME STATEMENT 3

| KIND AND LOCATION OF PROPERTY | ACTIVITY NUMBER | GROSS RENTAL INCOME |
|---------------------------------------|-----------------|---------------------|
| RENTAL INCOME/LOSS FROM PARTNERSHIPS | 1 | 163,536. |
| RENTAL INCOME/LOSS FROM PARTNERSHIPS | 2 | <247,723.> |
| TOTAL TO FORM 990-PF, PART I, LINE 5A | | <84,187.> |

FORM 990-PF LEGAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| LEGAL FEES | 49,499. | 0. | | 49,499. |
| TO FM 990-PF, PG 1, LN 16A | 49,499. | 0. | | 49,499. |

| FORM 990-PF | ACCOUNTING FEES | | | STATEMENT 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| ACCOUNTING FEES | 81,174. | 19,482. | | 61,692. |
| TO FORM 990-PF, PG 1, LN 16B | 81,174. | 19,482. | | 61,692. |

| FORM 990-PF | OTHER PROFESSIONAL FEES | | | STATEMENT 6 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| INVESTMENT MANAGEMENT FEES | 405,998. | 405,998. | | 0. |
| CONSULTANTS | 569,138. | 118,239. | | 450,899. |
| TO FORM 990-PF, PG 1, LN 16C | 975,136. | 524,237. | | 450,899. |

| FORM 990-PF | TAXES | | | STATEMENT 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| FEDERAL EXCISE TAX | 76,725. | 0. | | 0. |
| PAYROLL TAXES | 60,484. | 14,516. | | 45,968. |
| TO FORM 990-PF, PG 1, LN 18 | 137,209. | 14,516. | | 45,968. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT 8 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| INSURANCE | 32,185. | 0. | | 32,185. |
| OFFICE EXPENSE | 22,983. | 5,516. | | 17,467. |
| TELEPHONE | 14,188. | 3,405. | | 10,783. |
| MISCELLANEOUS | 18,288. | 4,389. | | 13,899. |
| TO FORM 990-PF, PG 1, LN 23 | 87,644. | 13,310. | | 74,334. |

| FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 9 |
|---------------------------------------------|------------------------------------------------|-------------|---|
| DESCRIPTION | | AMOUNT | |
| UNREALIZED GAIN ON INVESTMENTS | | 19,173,861. | |
| CHANGE IN VALUE OF CHARITABLE LEAD UNITRUST | | 1,577,697. | |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | | 20,751,558. | |

| FORM 990-PF | CORPORATE STOCK | STATEMENT | 10 |
|-----------------------------------------|-----------------|-------------|-------------------|
| DESCRIPTION | | BOOK VALUE | FAIR MARKET VALUE |
| YACKTMAN ASSET MANAGEMENT (SCHEDULE E) | | 7,874,890. | 7,874,890. |
| BARCLAY'S WEALTH (SCHEDULE F) | | 9,850,064. | 9,850,064. |
| PECAUT & COMPANY (SCHEDULE G) | | 5,160,220. | 5,160,220. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | | 22,885,174. | 22,885,174. |

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 11 | |
|-------------------------------------|-------------------|------------------|-------------|-------------------|
| DESCRIPTION | | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| LONLEAF PARTNERS | | FMV | 10,344,617. | 10,344,617. |
| LEGG MASON | | FMV | 10,292,597. | 10,292,597. |
| FAIRHOLME | | FMV | 11,355,475. | 11,355,475. |
| ROYCE FUNDS | | FMV | 6,164,918. | 6,164,918. |
| STATE OF ISRAEL JUBILEE BONDS | | FMV | 200,000. | 200,000. |
| LOGAN CIRCLE | | FMV | 31,529,454. | 31,529,454. |
| TPG - AXON PARTNERS | | FMV | 906,704. | 906,704. |
| AXIOM INTERNATIONAL | | FMV | 10,184,938. | 10,184,938. |
| VARDE INVESTMENT PARTNERS | | FMV | 7,678,364. | 7,678,364. |
| BRAHMAN PARTNERS II | | FMV | 16,173,569. | 16,173,569. |
| ONE EAST PARTNERS | | FMV | 1,282,628. | 1,282,628. |
| OCH-ZIFF OVERSEAS FUND II | | FMV | 12,963,940. | 12,963,940. |
| RIVA RIDGE OVERSEAS FUND II | | FMV | 12,732,130. | 12,732,130. |
| YORK SELECT TRUST | | FMV | 10,823,150. | 10,823,150. |
| CANYON VALUE REALIZATION FUND | | FMV | 12,677,875. | 12,677,875. |
| WESLEY CAPITAL | | FMV | 8,578,765. | 8,578,765. |
| GSO CAPITAL SOLUTIONS OVERSEAS | | FMV | 1,813,968. | 1,813,968. |
| VPARTNERS III | | FMV | 748,797. | 748,797. |
| JVP MEDIA V | | FMV | 1,318,206. | 1,318,206. |
| GOLDMAN SACHS VINTAGE FUND II | | FMV | 1,009,627. | 1,009,627. |
| GOLDMAN SACHS SPECIAL OPPORTUNITIES | | FMV | 11,070. | 11,070. |

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| GOLDMAN SACHS EMERGING MARKET REAL ESTATE | FMV | 0. | 0. |
| IRVING PLACE CAPITAL | FMV | 293,004. | 293,004. |
| SHELTER VENTURE FUND | FMV | 570,755. | 570,755. |
| TRI-ARTISAN PARTNERS | FMV | 5. | 5. |
| CERBERUS ASIA PARTNERS | FMV | 142,890. | 142,890. |
| L&S BROADWAY COMPANY | FMV | 238. | 238. |
| FORUM REVIVAL COMPANY | FMV | 0. | 0. |
| MULTI FAMILY INVESTMENT II | FMV | 80,763. | 80,763. |
| ENTREPRENEURIAL II | FMV | 21,048. | 21,048. |
| ENTREPRENEURIAL III | FMV | 310,673. | 310,673. |
| ENTREPRENEURIAL IV | FMV | 894,330. | 894,330. |
| BROOK HIGHLAND PARTNERS | FMV | 0. | 0. |
| CO-INVESTMENT PARTNERS | FMV | 47,835. | 47,835. |
| PRIVATE EQUITY PARTNERS XIV | FMV | 421,434. | 421,434. |
| MONTAUK SECURITY BUYOUT | FMV | 283,709. | 283,709. |
| KRG/GREENBRIAR PARTNERS | FMV | 514,233. | 514,233. |
| PRIVATE EQUITY PARTNERS XVIII | FMV | 1,366,708. | 1,366,708. |
| DISTRESSED OPPORTUNITIES | FMV | 1,291,992. | 1,291,992. |
| STRUCTURED PRODUCTS III | FMV | 386,722. | 386,722. |
| MILLENIUUM | FMV | 6,002,059. | 6,002,059. |
| HIGH RISE LP | FMV | 10,978,491. | 10,978,491. |
| MEJOR ANGORA LLC | COST | 1,070,637. | 1,070,637. |
| MEJOR DONRUSS LLC | COST | 234,148. | 234,148. |
| EDMUNDS HOLDING COMPANY | COST | 222,175. | 222,175. |
| REDOX PHARMACEUTICAL CORP | COST | 68,400. | 68,400. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 193,993,041. | 193,993,041. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|------------------------------------|---------------------|--------------------------|------------|
| FURNITURE AND EQUIPMENT | 213,661. | 209,272. | 4,389. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 213,661. | 209,272. | 4,389. |

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--------------------------------------------------------------------------------------------------------|--------------------------|-------------------|------------------------------|--------------------|
| ANGELICA BERRIE C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666 | PRESIDENT 20.00 | 0. | 0. | 0. |
| SCOTT BERRIE C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666 | VICE PRESIDENT 10.00 | 0. | 0. | 0. |
| MYRON ROSNER C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666 | SECRETARY 15.00 | 0. | 0. | 0. |
| STEPHEN SEIDEN C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666 | TREASURER 10.00 | 0. | 0. | 0. |
| NORMAN SEIDEN C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666 | TRUSTEE 5.00 | 0. | 0. | 0. |
| ILAN KAUFTHAL C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666 | TRUSTEE 5.00 | 0. | 0. | 0. |
| RUTH SALZMAN C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666 | CEO 40.00 | 355,000. | 11,000. | 0. |
| ADAM HIRSCH C/O THE RUSS BERRIE FD., 300 FRANK W. BURR BLVD., BLDG EAST TEANECK, NJ 07666 | CFO 40.00 | 194,000. | 4,850. | 19,610. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 549,000. | 15,850. | 19,610. |

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|----------|
| ADLER APHASIA CENTER 60 WEST HUNTER AVENUE MAYWOOD, NJ 07607-1006 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| AMERICAN FRIENDS OF BEIT MORASHA PO BOX 940459 ROCKAWAY PARK, NY 11694-0459 | NONE CHARITABLE | 501(C)(3) | 486,240. |
| AMERICAN FRIENDS OF THE ISRAEL DEMOCRACY 1266 WEST PACES FERRY ROAD SUITE 615 ATLANTA, GA 30327 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| AMERICAN FRIENDS OF KESHET EILON 11 HANOVVR SQ STE 15TH FLR NEW YORK, NY 10005-2818 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| AMERICAN FRIENDS OF NATAL 590 FIFTH AVE-19TH FL NEW YORK, NY 10036-4702 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| AMERICAN FRIENDS OF ITIM 194 OVERLOOK ROAD NEW ROCHELLE, NY 10804 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| AMERICAN FRIENDS OF RE'UT INSTITUTE 9100 WILSHIRE BLVD. SUITE 400W BEVERLY HILLS, CA 90212 | NONE CHARITABLE | 501(C)(3) | 225,000. |
| SHALOM HARTMAN INSTITUTE 11 GEDALYAHU ALON JERUSALEM, ISRAEL | NONE CHARITABLE | FOREIGN GRANTEE | 2000000. |

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| AMERICAN JEWISH JOINT DISTRIBUTION 711 THIRD AVENUE NEW YORK, NY 10017 | NONE CHARITABLE | 501(C)(3) | 155,000. |
| AMERICAN SOCIETY FOR THE PROTECTION 28 ARRANDALE AVENUE GREAT NECK, NY 11024 | NONE CHARITABLE | 501(C)(3) | 3,000. |
| AMERICAN SOCIETY FOR TECHNION 5 EAST 59TH STREET NEW YORK, NY 10022-1112 | NONE CHARITABLE | 501(C)(3) | 100,000. |
| AMIT INC 580 FIFTH AVENUE NEW YORK, NY 10036 | NONE CHARITABLE | 501(C)(3) | 1,500. |
| ARNOLD GOLD FOUNDATION 619 PALISADE AVE. ENGLEWOOD CLIFFS, NJ 07632 | NONE CHARITABLE | 501(C)(3) | 205,000. |
| AVON PRODUCTS FOUNDATION 1345 AVE OF THE AMERICAS NEW YORK, NY 10105-0302 | NONE CHARITABLE | 501(C)(3) | 500. |
| BERGEN COUNTY Y JEWISH COMMUNITY CENTER 605 PASCACK ROAD WASHINGTON TOWNSHIP, NJ 07676 | NONE CHARITABLE | 501(C)(3) | 300. |
| BERGEN PERFORMING ARTS CENTER, INC. 30 N VAN BRUNT ST ENGLEWOOD, NJ 07631 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| BERGEN VOLUNTEER MEDICAL INITIATIVE 241 MOORE STREET SUITE 101 HACKENSACK, NJ 07601 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| CAUCUS EDUCATIONAL CORPORATION INC. 75 MIDLAND AVE MONTCLAIR, NJ 07042-2915 | NONE CHARITABLE | 501(C)(3) | 112,500. |

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| CENTER FOR FOOD ACTION IN NEW JERSEY 192A WEST DEMAREST AVENUE ENGLEWOOD, NJ 07631 | NONE CHARITABLE | 501(C)(3) | 42,500. |
| CENTER FOR INTER-RELIGIOUS UNDERSTANDING 254 W 31ST STREET 7TH FLOOR NEW YORK, NY 10001 | NONE CHARITABLE | 501(C)(3) | 210,000. |
| COJECO 261 MADISON AVE SUITE 1504 NEW YORK, NY 10016 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| NAOMI BERRIE DIABETES CENTER 116TH STREET AND BROADWAY NEW YORK, NY 10027 | NONE CHARITABLE | 501(C)(3) | 3775000. |
| CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD, 2ND FLOOR BETHESDA, MD 20814 | NONE CHARITABLE | 501(C)(3) | 1,000. |
| ELISABETH MORROW SCHOOL 435 LYDECKER STREET ENGLEWOOD, NJ 07631 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| ENGLEWOOD HOSPITAL AND MEDICAL CENTER FOUNDATION 350 ENGLE STREET ENGLEWOOD, NJ 07631 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| FRIENDS OF BEZALEL ACADEMY ARTS 370 LEXINGTON AVENUE SUITE 1612 NEW YORK, NY 10017 | NONE CHARITABLE | 501(C)(3) | 50,000. |
| FRIENDS OF OFANIM 308 E LANCASTER AVE SUITE 110 WYNNEWOOD, PA 19096 | NONE CHARITABLE | 501(C)(3) | 51,666. |
| FRIENDS OF YEMIN ORDE 4501 CONNECTICUT AVENUE NW SUITE 813 WASHINGTON, DC 20008 | NONE CHARITABLE | 501(C)(3) | 20,000. |

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| HERQES AND COOL KIDS PO BOX 24 NORWOOD, NJ 07648 | NONE CHARITABLE | 501(C)(3) | 1,200. |
| HILLEL: FOUNDATION JEWISH CAMPUS LIFE 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724 | NONE CHARITABLE | 501(C)(3) | 33,333. |
| HOLY NAME HEALTH CARE FOUNDATION 718 TEANECK ROAD TEANECK, NJ 07666 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| INSTITUTE FOR INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017 | NONE CHARITABLE | 501(C)(3) | 1016925. |
| INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION 5505 CONNECTICUT AVE NW NO 341 WASHINGTON, DC 20015 | NONE CHARITABLE | 501(C)(3) | 233,334. |
| JCC ON THE PALISADES 411 EAST CLINTON AVE TENAFLY, NJ 07670 | NONE CHARITABLE | 501(C)(3) | 69,000. |
| JEWISH FAMILY SERVICE OF BERGEN COUNTY 1485 TEANECK ROAD TEANECK, NJ 07666 | NONE CHARITABLE | 501(C)(3) | 50,000. |
| JEWISH FUNDS FOR JUSTICE 330 SEVENTH AVENUE 1902 NEW YORK, NY 10001 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| JEWISH FUNDERS NETWORK 150 WEST 30TH STREET SUITE 900 NEW YORK, NY 10001 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| JEWISH HOME FOUNDATION OF NORTH JERSEY 41 ROOSEVELT BLVD N. CALDWELL, NJ 07006-4125 | NONE CHARITABLE | 501(C)(3) | 110,000. |

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| THE KEHILLAH PARTNERSHIP C/O THE BERGEN COUNTY YJCC 605 PASCACK ROAD TOWNSHIP OF WASHINGTON, NJ 07676 | NONE CHARITABLE | 501(C)(3) | 100,625. |
| METROPOLITAN OPERA 64TH STREET AND BROADWAY NEW YORK, NY 10023 | NONE CHARITABLE | 501(C)(3) | 66,667. |
| MIDDLE EAST MEDIA AND RESEARCH INSTITUTE 1500 WALNUT ST SUITE 1050 PHILADELPHIA, PA 19102 | NONE CHARITABLE | 501(C)(3) | 50,000. |
| NEFESH B'NEFESH JEWISH SOULS UNITED INC. 42 E 69TH ST NEW YORK, NY 10021 | NONE CHARITABLE | 501(C)(3) | 265,000. |
| NEW ISRAEL FUND 1625 K STREET N W SUITE 500 WASHINGTON, DC 20006 | NONE CHARITABLE | 501(C)(3) | 110,000. |
| NEW YORK PRESBYTERIAN HOSPITAL 525 EAST 68TH STREET NEW YORK, NY 10065 | NONE CHARITABLE | 501(C)(3) | 1500000. |
| PROJECT EZRAH NEEDS 95 CEDAR LANE SUITE 12 ENGLEWOOD, NJ 07631 | NONE CHARITABLE | 501(C)(3) | 32,500. |
| RUTGERS HILLEL 83 SOMERSET ST NEW BRUNSWICK, NJ 08901-1281 | NONE CHARITABLE | 501(C)(3) | 150,000. |
| SISTERS, SERVANTS OF THE IMMACULATE HEART 1140 KING ROAD IMMACULATA, PA 19345-0200 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| TABLE TO TABLE, INC. P O BOX 1051 ENGLEWOOD CLIFFS, NJ 07632 | NONE CHARITABLE | 501(C)(3) | 1,000. |

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| TEMPLE EMANU-EL OF CLOSTER 180 PIERMONT ROAD CLOSTER, NJ 07624 | NONE CHARITABLE | 501(C)(3) | 1,500. |
| UJA FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652-1429 | NONE CHARITABLE | 501(C)(3) | 1142500. |
| UNIVERSITY SALES EDUCATION FOUNDATION 3123 RESEARCH BLVD SUITE 250 DAYTON, OH 45420 | NONE CHARITABLE | 501(C)(3) | 35,969. |
| VOLUNTEER CENTER OF BERGEN COUNTY 64 PASSAIC ST. HACKENSACK, NJ 07601 | NONE CHARITABLE | 501(C)(3) | 2,000. |
| WILLIAM PATERSON UNIVERSITY FOUNDATION 300 POMPTON ROAD WAYNE , NJ 07470 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| WNYC RADIO 160 VARICK ST NEW YORK, NY 10013 | NONE CHARITABLE | 501(C)(3) | 20,000. |
| ADOLPHUS SCOTT, JR. 50 MUHAMMAD ALI AVE APT 3A NEWARK, NJ 07108 | NONE CHARITABLE | INDIVIDUAL | 5,000. |
| AMERICAS GROW-A-ROW 150 PITTSTOWN ROAD PITTSTOWN, NJ 08867 | NONE CHARITABLE | 501(C)(3) | 50,000. |
| CLAIRE INSALATA POULOS 31 OLD QUARRY ROAD ENGLEWOOD, NJ 07631 | NONE CHARITABLE | INDIVIDUAL | 5,000. |
| ERIKA S. RECH 52 SHADYBROOK DRIVE MIDDLETOWN, NJ 07748 | NONE CHARITABLE | INDIVIDUAL | 2,500. |

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| EUGENE CHESLOCK 8 HOLLY TREE LANE LITTLE SILVER, NJ 07739 | NONE CHARITABLE | INDIVIDUAL | 5,000. |
| FAITH RICE 23 HICKORY RUN ROAD CALIFON, NJ 07830 | NONE CHARITABLE | INDIVIDUAL | 5,000. |
| JOAN SCHAEFER 71 WOODS AVENUE BERGENFIELD, NJ 07621 | NONE CHARITABLE | INDIVIDUAL | 25,000. |
| MARY LOU WALLACE 80 WIERMUS LANE WOODCLIFF LAKE, NJ 07677 | NONE CHARITABLE | INDIVIDUAL | 5,000. |
| MICHAEL V. RUANE 671 GREENE AVENUE BELFORD, NJ 07718 | NONE CHARITABLE | INDIVIDUAL | 2,500. |
| NATASHA RODGERS 20 DOUGLAS AVENUE SOMERSET, NJ 08873 | NONE CHARITABLE | INDIVIDUAL | 35,000. |
| RAMAPO COLLEGE FOUNDATION 505 RAMAPO VALLEY ROAD RAMAPO, NJ 07430-1680 | NONE CHARITABLE | 501(C)(3) | 19,876. |
| RYAN AND CHARITY HAYGOOD 106 HANSBURY AVENUE NEWARK, NJ 07112 | NONE CHARITABLE | INDIVIDUAL | 5,000. |
| SHAINDY SCHORR 1354 SHAFTO AVENUE LAKEWOOD, NJ 08701 | NONE CHARITABLE | INDIVIDUAL | 5,000. |
| ALEPH SOCIETY INC. 25 WEST 45TH STREET, SUITE 1405 NEW YORK, NY 10036 | NONE CHARITABLE | 501(C)(3) | 30,000. |

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| AMERICAN FRIENDS OF ASSAF HAROFEH MEDICAL CENTER - ROCKY MOUNTAIN CHAPTER, 2696 SOUTH COLORADO BLVD., SUITE 450 DENVER, CO 80222 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| AMERICAN FRIENDS OF HAZON YESHAYA INSTITUTIONS 2001 EAST 7TH STREET BROOKLYN, NY 11223 | NONE CHARITABLE | 501(C)(3) | 25,000. |
| AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 5TH AVE, 25TH FL NEW YORK, NY 10110-0002 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| AMERICAN FRIENDS OF THE PERES INSTITUTE FOR PEACE INC 200 SOUTH BISCAYNE BLVD MIAMI, FL 33131 | NONE CHARITABLE | 501(C)(3) | 50,000. |
| AMERICAN FRIENDS OF SHALOM HARTMAN INSTITUTE ONE PENNSYLVANIA PLAZA, SUITE 1606 NEW YORK, NY 10119 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| AMERICAN SOCIETY FOR YAD VASHEM, INC. 500 FIFTH AVENUE, 42ND FLOOR NEW YORK, NY 10110-4299 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| THE ARNOLD GOLD FOUNDATION 619 E. PALISADE AVENUE, 1ST FLOOR ENGLEWOOD CLIFFS, NJ 07632 | NONE CHARITABLE | 501(C)(3) | 99,000. |
| ARTWORKS, THE NAOMI COHAIN FOUNDATION 96 ENGLE STREET, SUITE 120 ENGLEWOOD, NJ 07631 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| CENTER FOR INTER-RELIGIOUS UNDERSTANDING, INC. 492-C CEDAR LANE PMB 127 TEANECK, NJ 07666 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| DOR CHADASH USA INC 165 E 56TH STREET NEW YORK, NY 10022-2709 | NONE CHARITABLE | 501(C)(3) | 1,000. |

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| ENGLEWOOD HOSPITAL AND MEDICAL CENTER FOUNDATION 350 ENGLE STREET ENGLEWOOD, NJ 07631 | NONE CHARITABLE | 501(C)(3) | 50,000. |
| FRIENDS OF BEZALEL ACADEMY ARTS AND DESIGN, INC. 370 LEXINGTON AVENUE SUITE 1612 NEW YORK, NY 10017 | NONE CHARITABLE | 501(C)(3) | 80,000. |
| FRIENDS OF IR DAVID 3145 CONEY ISLAND AVENUE BROOKLYN, NY 11235 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| GALILEE FOUNDATION C/SHUDOFKY 209 W. 86TH STREET NEW YORK, NY 10024 | NONE CHARITABLE | 501(C)(3) | 100,000. |
| GILDA'S CLUB OF NORTHERN NEW JERSEY 575 MAIN STREET HACKENSACK, NJ 07601 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| HOLY NAME HEALTH CARE FOUNDATION 718 TEANECK ROAD TEANECK, NJ 07666 | NONE CHARITABLE | 501(C)(3) | 44,772. |
| INTERNATIONAL SEPHARDIC EDUCATION FOUNDATION 135 WEST 29TH STREET, SUITE 303 NEW YORK, NY 10001 | NONE CHARITABLE | 501(C)(3) | 20,000. |
| INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION 5505 CONNECTICUT AVENUE NW NO. 341 WASHINGTON, DC 20015 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| JEWISH COMMUNITY CENTERS ASSOCIATION OF NORTH AMERICA 520 EIGHTH AVE., 4TH FL. NEW YORK, NY 10018 | NONE CHARITABLE | 501(C)(3) | 37,500. |
| JCC ON THE PALISADES 411 EAST CLINTON AVENUE TENAFLY, NJ 07670 | NONE CHARITABLE | 501(C)(3) | 10,000. |

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| JERUSALEM FOUNDATION INC. 420 LEXINGTON AVE. #1645 NEW YORK, NY 10170 | NONE CHARITABLE | 501(C)(3) | 69,000. |
| JEWISH EDUCATION SERVICE OF NORTH AMERICA, INC. 318 WEST 39TH STREET, 5TH FLOOR NEW YORK, NY 10018 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| JESPY HOUSE 102 PROSPECT STREET SOUTH ORANGE, NJ 07079 | NONE CHARITABLE | 501(C)(3) | 30,000. |
| JEWISH COMMUNITY CENTER OF METROWEST INC. 760 NORTHFIELD AVE. WEST ORANGE, NJ 07052 | NONE CHARITABLE | 501(C)(3) | 62,500. |
| JEWISH COMMUNITY PROJECT OF LOWER MANHATTAN 146 DUANE STREET NEW YORK, NY 10013 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| JEWISH FAMILY SERVICE OF METROWEST 256 COLUMBIA TURNPIKE, SUITE 104-105 FLORHAM PARK, NJ 07932 | NONE CHARITABLE | 501(C)(3) | 30,000. |
| JEWISH HERITAGE PROGRAMS 4037 PINE STREET PHILADELPHIA, PA 19104 | NONE CHARITABLE | 501(C)(3) | 35,000. |
| JEWISH HOME FOUNDATION OF NORTH JERSEY, INC. 10 LINK DRIVE ROCKLEIGH, NJ 07647 | NONE CHARITABLE | 501(C)(3) | 60,000. |
| JEWISH SERVICE FOR THE DEVELOPMENTALLY DISABLED OF METROWEST - 395 PLEASANT VALLEY WAY WEST ORANGE, NJ 07052 | NONE CHARITABLE | 501(C)(3) | 15,000. |
| LEHIGH UNIVERSITY DEVELOPMENT OFFICE, 27 MEMORIAL DRIVE WEST BETHLEHEM, PA 18015-3086 | NONE CHARITABLE | 501(C)(3) | 25,000. |

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| NAOMI BERRIE DIABETES CENTER AT COLUMBIA UNIVERSITY MEDICAL CENTER - RUSS BERRIE MEDICAL SCIENCE PAVILION, 1150 ST. NICHOLAS AVENUE NEW YORK, NY 10032 | NONE CHARITABLE | 501(C)(3) | 25,000. |
| PAX INC. 100 WALL STREET, 2ND FLOOR NEW YORK, NY 10005 | NONE CHARITABLE | 501(C)(3) | 25,000. |
| THE PHILANTHROPIC INITIATIVE 160 FEDERAL STREET, FLOOR 10 BOSTON, MA 02110 | NONE CHARITABLE | 501(C)(3) | 50,000. |
| REBOOT INC. 264 N. PLEASANT STREET, 2ND FLOOR AMHERST, MA 01002 | NONE CHARITABLE | 501(C)(3) | 20,000. |
| RIVERVIEW SCHOOL INC 551 ROUTE 6A EAST SANDWICH, MA 02537-1448 | NONE CHARITABLE | 501(C)(3) | 25,000. |
| SOCIETY OF THE THIRD SCHOOL MUSIC SCHOOL SETTLEMENT INC. 235 E 11TH ST NEW YORK, NY 10003-7305 | NONE CHARITABLE | 501(C)(3) | 3,000. |
| SUMMER STAGE AT LEONIA 311 OAKDENE AVENUE LEONIA, NJ 07605 | NONE CHARITABLE | 501(C)(3) | 1,000. |
| TANENBAUM CENTER FOR INTERRELIGIOUS UNDERSTANDING 254 W 31ST STREET, 7TH FLOOR NEW YORK, NY 10001-2813 | NONE CHARITABLE | 501(C)(3) | 25,000. |
| TRICHOTILLOMANIA LEARNING CENTER 207 MCPHERSON ST., STE H SANTA CRUZ, CA 95060-5863 | NONE CHARITABLE | 501(C)(3) | 5,000. |
| UJA FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652 | NONE CHARITABLE | 501(C)(3) | 10,000. |

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| UNITED JEWISH COMMUNITIES OF METROWEST 901 ROUTE 10 WHIPPANY, NJ 07981 | NONE CHARITABLE | 501(C)(3) | 20,000. |
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| YMCA OF THE USA 101 N WACKER DRIVE, STE 1600 CHICAGO, IL 60606-7305 | NONE CHARITABLE | 501(C)(3) | 5,000. |
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TOTAL TO FORM 990-PF, PART XV, LINE 3A

13,888,407.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 15

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|------------------------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|----------|
| AMERICAN FRIENDS OF BEIT MORASHA PO BOX 940459 ROCKAWAY PARK, NY 11694-0459 | NONE CHARITABLE | 501(C)(3) | 25,000. |
| AMERICAN FRIENDS OF SHALOM HARTMAN INSTITUTE ONE PENNSYLVANIA PLAZA SUITE 1606 NEW YORK, NY 10119 | NONE CHARITABLE | 501(C)(3) | 1500000. |
| AMERICAN JEWISH JOINT DISTRIBUTION 711 THIRD AVENUE NEW YORK, NY 10017 | NONE CHARITABLE | 501(C)(3) | 109,000. |
| AMERICAN SOCIETY FOR TECHNION 5 EAST 59TH STREET NEW YORK, NY 10022-1112 | NONE CHARITABLE | 501(C)(3) | 3710000. |
| ARNOLD GOLD FOUNDATION 619 PALISADE AVE. ENGLEWOOD CLIFFS, NJ 07632 | NONE CHARITABLE | 501(C)(3) | 600,000. |
| COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK , NY 10027 | NONE CHARITABLE | 501(C)(3) | 9500000. |
| DOWNTOWN ARTS DEVELOPMENT 143 VARICK ST NEW YORK, NY 10013 | NONE CHARITABLE | 501(C)(3) | 10,000. |
| ENGLEWOOD HOSPITAL AND MEDICAL CENTER FOUNDATION 350 ENGLE STREET ENGLEWOOD, NJ 07631 | NONE CHARITABLE | 501(C)(3) | 1500000. |

| | | | |
|----------------------------------------------------------------------------------------------------------------|--------------------|-----------|----------|
| FOUNDATION FOR JEWISH CULTURE P.O. BOX 489 NEW YORK, NY 10011 | NONE CHARITABLE | 501(C)(3) | 60,000. |
| HILLEL: FOUNDATION JEWISH CAMPUS LIFE 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724 | NONE CHARITABLE | 501(C)(3) | 33,334. |
| INSTITUTE FOR INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017 | NONE CHARITABLE | 501(C)(3) | 2724080. |
| INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION 5505 CONNECTICUT AVE NW NO 341 WASHINGTON, DC 20015 | NONE CHARITABLE | 501(C)(3) | 816,666. |
| JCC ON THE PALISADES 411 EAST CLINTON AVE TENAFLY, NJ 07670 | NONE CHARITABLE | 501(C)(3) | 25,000. |
| JEWISH COMMUNITY PROJECT OF LOWER MANHATTAN 49 WHITE STREET NEW YORK, NY 10013 | NONE CHARITABLE | 501(C)(3) | 80,030. |
| JEWISH FUNDERS NETWORK 150 WEST 30TH STREET SUITE 900 NEW YORK, NY 10001 | NONE CHARITABLE | 501(C)(3) | 20,000. |
| THE KEHILLAH PARTNERSHIP C/O THE BERGEN COUNTY YJCC 605 PASCACK ROAD TOWNSHIP OF WASHINGTON, NJ 07676 | NONE CHARITABLE | 501(C)(3) | 75,000. |
| METROPOLITAN OPERA 64TH STREET AND BROADWAY NEW YORK, NY 10023 | NONE CHARITABLE | 501(C)(3) | 66,666. |
| NEFESH B'NEFESH JEWISH SOULS UNITED INC. 42 E 69TH ST NEW YORK, NY 10021 | NONE CHARITABLE | 501(C)(3) | 2212500. |

| | | | |
|-------------------------------------------------------------------------------------------|--------------------|-----------|----------|
| NEW YORK PRESBYTERIAN HOSPITAL 525 EAST 68TH STREET NEW YORK, NY 10065 | NONE CHARITABLE | 501(C)(3) | 3000000. |
| RUTGERS HILLEL 83 SOMERSET ST NEW BRUNSWICK, NJ 08901-1281 | NONE CHARITABLE | 501(C)(3) | 175,000. |
| TEL HAI COLLEGE UPPER GALILEE ISRAEL 12210 | NONE CHARITABLE | 501(C)(3) | 300,000. |
| UJA FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652-1429 | NONE CHARITABLE | 501(C)(3) | 1119206. |
| WILLIAM PATERSON UNIVERSITY FOUNDATION 300 POMPTON ROAD WAYNE , NJ 07470 | NONE CHARITABLE | 501(C)(3) | 151,202. |
| WNYC RADIO 160 VARICK ST NEW YORK, NY 10013 | NONE CHARITABLE | 501(C)(3) | 40,000. |
| TRUSTEES' INITIATIVE 555 WEST 57TH STREET, 15TH FLOOR NEW YORK, NY 10019 | NONE CHARITABLE | 501(C)(3) | 40,000. |

TOTAL TO FORM 990-PF, PART XV, LINE 3B

27,892,684.

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION
 EIN: 22-2620908
 2010 FORM 990-PF, PART IV ATTACHMENT
 SCHEDULE B

| Asset Class | Sub Class | Security | Security Description | Quantity | Unadjusted Unit Cost | Buy Date | Price | Sell Date | Unadjusted Cost Basis | Proceeds | Realized Gain/Loss Short | Realized Gain/Loss Long | % Gain/Loss | Account Name | count Number | | |
|-------------|---------------------------|----------|----------------------------------------------------|------------|----------------------|-------------|--------|-------------|-----------------------|------------|--------------------------|-------------------------|--------------|--------------------------------------------|--------------|----|--------------|
| Equities | Common Stock | ABB | ***ABB LTD SPONSORED ADR | 13 900 000 | 10 55 | 31 Oct 2008 | 19 34 | 18 Feb 2010 | 148 713 53 | 268 961 58 | 0 00 | 122 248 05 | 83 32 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | ABB | ***ABB LTD SPONSORED ADR | 24 100 000 | 10 55 | 31 Oct 2008 | 19 57 | 01 Dec 2010 | 254 373 81 | 471 795 31 | 0 00 | 217 421 50 | 85 47 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | ACN | ***ACCENTURE PLC IRELAND SHS CL A | 5 500 000 | 28 99 | Various | 40 78 | 18 Feb 2010 | 159 483 23 | 224 232 15 | 0 00 | 64 748 92 | 40 80 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | ADN | ADN CORP | 4 000 000 | 37 68 | 06 Jan 2010 | 40 13 | 18 Feb 2010 | 150 755 80 | 160 557 86 | 9 802 38 | 0 00 | 6 50 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | APC | ANADARKO PETROLEUM CORP | 4 200 000 | 43 70 | Various | 69 79 | 18 Feb 2010 | 192 304 84 | 307 118 09 | 0 00 | 114 811 45 | 59 70 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | APC | ANADARKO PETROLEUM CORP | 7 800 000 | 43 70 | Various | 37 59 | 09 Jun 2010 | 332 182 58 | 285 888 93 | 0 00 | -48 483 83 | -13 99 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | ATVI | ACTIVISION BLIZZARD INC | 13 200 000 | 11 29 | 06 Jan 2010 | 11 02 | 18 Feb 2010 | 148 043 84 | 145 804 71 | -3 439 13 | 0 00 | -2 31 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | BDX | BECTON DICKINSON & CO | 3 100 000 | 68 72 | Various | 77 35 | 18 Feb 2010 | 213 037 78 | 238 812 95 | 0 00 | 26 775 19 | 12 57 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | CAH | CARDINAL HEALTH INC | 3 400 000 | 24 58 | Various | 32 23 | 05 Jan 2010 | 83 582 26 | 109 808 42 | 0 00 | 26 028 16 | 31 14 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | CAH | CARDINAL HEALTH INC | 3 700 000 | 24 58 | Various | 33 73 | 18 Feb 2010 | 90 957 17 | 124 836 41 | 0 00 | 33 879 24 | 37 25 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | CAH | CARDINAL HEALTH INC | 6 400 000 | 24 58 | Various | 35 42 | 17 Mar 2010 | 157 331 32 | 228 690 88 | 0 00 | 69 359 56 | 44 08 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | CVA | COVANTA HOLDING CORPORATION | 8 400 000 | 19 69 | Various | 17 51 | 18 Feb 2010 | 165 468 82 | 147 168 13 | 0 00 | -18 303 79 | -11 08 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | CVE | ***CENOVUS ENERGY INC | 1 500 000 | 20 62 | Various | 25 60 | 18 Feb 2010 | 30 831 63 | 38 410 48 | 0 00 | 7 478 83 | 24 16 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | DVN | DEVON ENERGY CORPORATION NEW | 1 300 000 | 71 88 | Various | 69 70 | 18 Feb 2010 | 83 453 13 | 90 810 53 | 0 00 | -2 842 60 | -3 04 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | DVN | DEVON ENERGY CORPORATION NEW | 800 000 | 71 88 | Various | 77 28 | 23 Dec 2010 | 57 509 62 | 61 810 63 | 0 00 | 4 301 01 | 7 48 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | ECA | ***ENCANA CORP | 1 500 000 | 23 73 | Various | 33 07 | 18 Feb 2010 | 35 807 17 | 49 619 38 | 0 00 | 14 012 19 | 39 35 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | ECA | ***ENCANA CORP | 2 500 000 | 23 73 | Various | 28 16 | 02 Sep 2010 | 59 345 29 | 70 400 06 | 0 00 | 11 054 77 | 18 63 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | HRB | H & R BLOCK INC | 8 300 000 | 21 93 | Various | 21 00 | 18 Feb 2010 | 182 078 93 | 174 365 01 | 0 00 | 7 711 92 | -4 24 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | HRB | H & R BLOCK INC | 14 200 000 | 21 93 | Various | 10 28 | 20 Oct 2010 | 311 505 12 | 148 024 65 | 0 00 | -165 480 47 | -53 12 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | IBM | INTERNATIONAL BUSINESS MACHINES CORP | 2 400 000 | 77 16 | Various | 126 04 | 18 Feb 2010 | 185 196 48 | 302 518 39 | 0 00 | 117 319 91 | 63 35 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | KR | KROGER CO | 15 000 000 | 26 41 | Various | 20 06 | 06 Jan 2010 | 396 229 50 | 301 022 76 | 0 00 | -95 206 74 | -24 03 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | L | LOEWS CORPORATION | 5 500 000 | 40 13 | Various | 35 97 | 18 Feb 2010 | 220 738 45 | 197 887 48 | 0 00 | -22 848 97 | -10 35 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | L | LOEWS CORPORATION | 1 900 000 | 40 13 | Various | 39 06 | 12 Oct 2010 | 78 254 41 | 74 222 05 | 0 00 | -2 032 38 | -2 87 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | MCY | MERCURY GENERAL CORP NEW | 3 700 000 | 44 54 | Various | 39 24 | 18 Feb 2010 | 164 813 84 | 145 219 45 | 0 00 | -19 594 39 | -11 89 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | MCY | MERCURY GENERAL CORP NEW | 8 300 000 | 44 54 | Various | 43 85 | 09 Dec 2010 | 280 628 96 | 278 306 40 | 0 00 | -4 322 56 | -1 54 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | MEDH | ***METHANEX CORP | 7 300 000 | 10 58 | Various | 22 05 | 18 Feb 2010 | 77 282 91 | 181 030 84 | 0 00 | 83 747 93 | 108 37 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | MEDH | ***METHANEX CORP | 1 300 000 | 10 58 | Various | 26 24 | 12 Mar 2010 | 13 762 71 | 34 114 81 | 0 00 | 20 352 10 | 147 88 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | MTB | M & T BANK CORP | 1 500 000 | 119 35 | Various | 74 43 | 18 Feb 2010 | 179 027 40 | 111 858 18 | 0 00 | -67 371 22 | -37 83 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | MTB | M & T BANK CORP | 500 000 | 119 35 | Various | 94 78 | 22 Jun 2010 | 59 875 80 | 47 384 59 | 0 00 | -12 291 21 | 20 90 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | ORCL | ORACLE CORP | 11 000 000 | 19 53 | Various | 24 12 | 18 Feb 2010 | 214 950 78 | 285 426 82 | 0 00 | 50 475 84 | 23 48 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | OXY | OCCIDENTAL PETE CORP | 4 900 000 | 35 20 | Various | 80 52 | 18 Feb 2010 | 172 498 92 | 394 581 88 | 0 00 | 222 085 08 | 128 75 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | PFE | PFIZER INC | 2 800 000 | 17 22 | 17 Mar 2010 | 17 42 | 12 Oct 2010 | 44 789 88 | 45 306 83 | 517 15 | 0 00 | 1 15 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | PKG | PACKAGING CORP AMER | 9 200 000 | 15 35 | Various | 22 33 | 18 Feb 2010 | 141 261 40 | 205 498 87 | 0 00 | 64 236 47 | 45 47 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | PXD | PIONEER NATURAL RESOURCES CO | 5 000 000 | 31 65 | Various | 50 99 | 05 Jan 2010 | 158 266 30 | 254 995 44 | 0 00 | 98 729 14 | 61 12 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | PXD | PIONEER NATURAL RESOURCES CO | 5 500 000 | 31 65 | Various | 48 52 | 18 Feb 2010 | 174 092 83 | 268 885 41 | 0 00 | 92 772 48 | 53 29 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | PXD | PIONEER NATURAL RESOURCES CO | 1 000 000 | 31 65 | Various | 68 03 | 23 Apr 2010 | 31 853 28 | 68 036 48 | 0 00 | 34 983 22 | 108 82 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | RGA | REINSURANCE GROUP OF AMERICA INCORPORATED | 2 200 000 | 32 18 | Various | 48 89 | 18 Feb 2010 | 70 758 82 | 102 722 18 | 0 00 | 31 883 37 | 45 17 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | SYMC | SYMANTEC CORPORATION | 6 100 000 | 18 37 | 06 Jan 2010 | 18 95 | 18 Feb 2010 | 148 843 98 | 137 374 25 | -11 469 73 | 0 00 | -7 71 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | TRV | THE TRAVELERS COMPANIES INC | 3 700 000 | 43 45 | Various | 51 81 | 18 Feb 2010 | 180 797 15 | 181 731 56 | 0 00 | 30 934 41 | 19 24 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Common Stock | VIA | VIACOM INC NEW CL A | 7 700 000 | 18 54 | Various | 31 12 | 18 Feb 2010 | 142 802 68 | 239 701 80 | 0 00 | 96 899 14 | 67 86 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| Equities | Asset Limited Partnership | NSH | NUSTAR GP HOLDINGS LLC UNITS RPSTG LTD LBLTY COINT | 8 300 000 | 20 08 | Various | 27 47 | 18 Feb 2010 | 188 732 06 | 228 068 89 | 0 00 | 61 334 93 | 36 79 | RUSSELL BERRIE FOUNDATION THE STRAUS GROUP | 592-01336 | | |
| | | | | | | | | | | \$ | 6,146,698 93 | \$ | 7,392,999 59 | \$ | (4,569 35) | \$ | 1,250,690 01 |

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

EIN: 22-2620908

2010 FORM 990-PF, PART IV ATTACHMENT

SCHEDULE C

| Group Name | Account Open | Account Update | Security Description | Asset Class Type | Quantity | Date Sold | Date Acquired | Cost Basis/(Premium Rcvd) | Sale Price | Net Settlement Amount | Realized Gain/Loss | Sale Transaction ID | Security | CUSIP/Security ID | Term | Reporting Currency |
|------------------------------------------|--------------|----------------|------------------------------|------------------|----------|-----------|---------------|---------------------------|------------|-----------------------|--------------------|-----------------------------------|----------|-------------------|------|--------------------|
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | AMERICAN EXPRESS CO | Equities | 1,500.00 | 02/05/10 | 08/18/06 | 79,883.10 | 37.63 | 56,451.28 | -23,431.82 | 20100209/ZY/0000000176/0000017758 | AXP | 25816109 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | ROSETTA RESOURCES INC | Equities | 750 | 12/07/10 | 02/16/06 | 13,502.69 | 36.99 | 27,742.13 | 14,239.44 | 20101209/ZY/0000000185/0000007487 | ROSE | 777779307 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | BERKSHIRE HATHAWAY INC CL B | Equities | 2,000.00 | 02/05/10 | 02/17/05 | 120,409.75 | 72.7 | 145,407.20 | 24,997.45 | 20100209/ZY/0000000176/0000017760 | BRKB | 84670702 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | COCA COLA CO | Equities | 1,000.00 | 02/05/10 | 02/17/05 | 43,085.09 | 52.95 | 52,954.37 | 9,869.28 | 20100209/ZY/0000000176/0000017764 | KO | 191216100 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | DISCOVERY COMMUNICATION INC | Equities | 4,000.00 | 02/05/10 | 11/16/05 | 52,600.97 | 25.42 | 101,696.35 | 49,095.38 | 20100209/ZY/0000000176/0000017762 | DISCK | 25470F302 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | GENERAL ELECTRIC CO | Equities | 3,400.00 | 02/05/10 | 04/16/07 | 120,173.60 | 15.67 | 53,267.71 | -66,905.89 | 20100209/ZY/0000000176/0000017754 | GE | 369604103 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | HSBC HLDG PLC SP ADR NEW | Equities | 2,400.00 | 02/05/10 | 04/11/06 | 202,229.50 | 51.15 | 122,748.49 | -79,481.01 | 20100209/ZY/0000000176/0000017750 | HBC | 404280406 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | JEFFERIES GROUP INC NEW | Equities | 1,500.00 | 02/05/10 | 05/16/08 | 26,827.09 | 24.93 | 37,390.64 | 10,563.55 | 20100209/ZY/0000000176/0000017770 | JEF | 472319102 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | JEFFERIES GROUP INC NEW | Equities | 2,200.00 | 02/05/10 | 05/16/08 | 39,346.40 | 24.93 | 54,839.38 | 15,492.98 | 20100209/ZY/0000000176/0000017772 | JEF | 472319102 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | NESTLE S A SPONSORED ADR | Equities | 1,000.00 | 02/05/10 | 11/14/05 | 29,744.71 | 44.97 | 44,969.47 | 15,224.76 | 20100209/ZY/0000000176/0000017748 | NSRGY | 641069406 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | PANHANDLE OIL & GAS INC | Equities | 1,500.00 | 02/05/10 | 09/19/06 | 27,614.75 | 20.76 | 31,134.60 | 3,519.85 | 20100209/ZY/0000000176/0000017768 | PHX | 698477106 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | PRICE SMART INC | Equities | 673 | 02/05/10 | 02/08/06 | 5,681.65 | 20.24 | 13,624.72 | 7,943.07 | 20100209/ZY/0000000176/0000017776 | PSMT | 741511109 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | ROSETTA RESOURCES INC | Equities | 2,000.00 | 02/05/10 | 02/16/06 | 36,007.18 | 20 | 39,997.54 | 3,990.36 | 20100209/ZY/0000000176/0000017766 | ROSE | 777779307 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | WASHINGTON POST CO CLASS B | Equities | 100 | 02/05/10 | 02/28/05 | 90,014.75 | 420.65 | 42,064.51 | -47,950.24 | 20100209/ZY/0000000176/0000017752 | WPO | 939640108 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | WYNDHAM WORLDWIDE CORP | Equities | 1,400.00 | 02/05/10 | 04/15/05 | 58,402.75 | 20.59 | 28,832.66 | -29,570.09 | 20100209/ZY/0000000176/0000017774 | WYN | 98310W108 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | WYNDHAM WORLDWIDE CORP | Equities | 600 | 02/05/10 | 10/26/05 | 22,788.75 | 20.59 | 12,356.86 | -10,431.89 | 20100209/ZY/0000000176/0000017774 | WYN | 98310W108 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | PRICE SMART INC | Equities | 1,327.00 | 02/08/10 | 02/08/06 | 11,202.89 | 20.09 | 26,665.59 | 15,462.70 | 20100210/ZY/0000000102/0000006484 | PSMT | 741511109 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | GENERAL ELECTRIC CO | Equities | 2,300.00 | 03/03/10 | 04/16/07 | 81,293.90 | 16.18 | 37,208.20 | -44,085.70 | 20100305/ZY/0000000129/0000005510 | GE | 369604103 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | GENERAL ELECTRIC CO | Equities | 1,000.00 | 03/03/10 | 12/20/07 | 36,619.95 | 16.18 | 16,177.48 | -20,442.47 | 20100305/ZY/0000000129/0000005510 | GE | 369604103 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | GENERAL ELECTRIC CO | Equities | 1,000.00 | 03/03/10 | 07/14/08 | 27,229.45 | 16.18 | 16,177.48 | -11,051.97 | 20100305/ZY/0000000129/0000005510 | GE | 369604103 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | WYNDHAM WORLDWIDE CORP | Equities | 800 | 03/09/10 | 10/26/05 | 30,384.99 | 23.83 | 19,067.55 | -11,317.44 | 20100312/ZY/0000000280/0000005334 | WYN | 98310W108 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | WYNDHAM WORLDWIDE CORP | Equities | 2,800.00 | 03/09/10 | 12/18/06 | 89,852.38 | 23.83 | 66,736.41 | -23,115.97 | 20100312/ZY/0000000280/0000005334 | WYN | 98310W108 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | DISCOVERY COMMUNICATION INC | Equities | 4,250.00 | 05/19/10 | 11/16/05 | 55,888.53 | 31.22 | 132,697.03 | 76,808.50 | 20100521/ZY/0000000427/0000006772 | DISCK | 25470F302 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | FRONTIER COMMUNICATIONS CORP | Equities | 0.1192 | 07/13/10 | 10/14/09 | 0.91 | 7.47 | 0.89 | -0.02 | 20100713/CA/0000000436/0000000658 | FTR | 35906A108 | S | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | FRONTIER COMMUNICATIONS CORP | Equities | 720 | 07/20/10 | 10/14/09 | 5,522.19 | 7.47 | 5,375.91 | -146.28 | 20100722/ZY/0000000420/0000002980 | FTR | 35906A108 | S | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | AMERICREDIT CORP | Equities | 5,000.00 | 07/22/10 | 01/25/08 | 64,334.63 | 24.01 | 120,044.83 | 55,710.20 | 20100726/ZY/0000000473/0000004222 | ACF | 03060R101 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | AMERICREDIT CORP | Equities | 2,500.00 | 07/22/10 | 02/15/08 | 31,909.95 | 24.01 | 60,022.42 | 28,112.47 | 20100726/ZY/0000000473/0000004222 | ACF | 03060R101 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | WASHINGTON POST CO CLASS B | Equities | 100 | 10/15/10 | 02/28/05 | 90,014.75 | 379.2 | 37,920.38 | -52,094.37 | 20101020/ZY/0000000359/0000005258 | WPO | 939640108 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | WASHINGTON POST CO CLASS B | Equities | 100 | 10/15/10 | 09/19/05 | 82,029.50 | 379.2 | 37,920.38 | -44,109.12 | 20101020/ZY/0000000359/0000005258 | WPO | 939640108 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | ROSETTA RESOURCES INC | Equities | 1,000.00 | 11/09/10 | 02/16/06 | 18,003.59 | 31.32 | 31,323.92 | 13,320.33 | 20101115/ZY/0000000278/0000003689 | ROSE | 777779307 | L | USD |
| 25D049004768-The Russell Berrie Foundati | 02/17/05 | 09/21/11 | AMERICREDIT CORP | Equities | 2,500.00 | 02/05/10 | 01/25/08 | 32,167.32 | 21.24 | 53,089.62 | 20,922.30 | 20100209/ZY/0000000176/0000017756 | ACF | 03060R101 | L | USD |
| | | | | | | | | \$ 1,624,767.66 | | \$ 1,525,906.00 | \$ (98,861.66) | | | | | |

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

EIN: 22-2620908

2010 FORM 990-PF, PART IV ATTACHMENT SCHEDULE D

Table with columns for ID, Description, Date, Amount, and various codes. Includes entries for J P MORGAN 2005 AB 2 92471% 11/25/35, MASTR ADJ RT OS 7 2 44457% 9/25/35, MERRILL LYNCH OS-A 2 6229% 6/25/33, etc.

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

EIN: 22-2620908

2010 FORM 990-PF, PART IV ATTACHMENT

SCHEDULE D

7 of 12

Table with columns for ID, Name, Address, Date, Type, Amount, and other details. Contains multiple rows of financial data.

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

EIN: 22-262008

2010 FORM 990-PF, PART IV ATTACHMENT

SCHEDULE D

Table with columns for stock identification, description, date, cost, and proceeds. Includes entries for GECCM 2005 C3, BSCMS SER 2005 PWR 4, JPMCC 2004-CBX A3, etc.

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

9 of 12

EIN: 22-2620908

2010 FORM 990-PF, PART IV ATTACHMENT

SCHEDULE D

Table with columns for ID, Description, Dates, Amounts, and Codes. It lists various investments such as JP Morgan Chase & Co, SWEDBANK, BACM SER 2005 3, and others, along with their respective financial details and identification numbers.

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

EIN: 22-2620908

2010 FORM 990-PF, PART IV ATTACHMENT

SCHEDULE D

10 of 12

Table with columns: Description, Date, Amount, Type, and Code. It lists numerous investments such as SLMA TR SER 2007, WAMU #2005 AR16, and various bond funds like FHMCM SER 2006. The table includes columns for description, dates, amounts, and codes.

Mar 35 5 76E+41 L USD

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION

11 of 12

EIN: 22-2620908

2010 FORM 990-PF, PART IV ATTACHMENT

SCHEDULE D

Table with columns for security description, date, amount, and other financial details. Includes entries for various bonds and equities such as 'LB US COM L4 C2', 'WBCMT 2003 CB A2', 'AMERICAN HOME 04-2', etc.

Mar-35 5 76E+41 L USD



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-10 to Dec-31-10 | Page 26 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Cash & Short Term Investments (5.45%)

| Description | Nominal Quantity | Avg. Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Accrued Int USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|--------------------------------------------------------------------|------------------|-------------------------------|---------------------------|-------------------------------------|----------------------------|-----------------------------|-----------------------------------|-------------------------------|---------------------------------------------|---------------------------------|------------------------------|
| Short Term Investments | | | | | | | | | | | |
| CITIBANK MDA CUSIP 9904CST17 Yield .15% Nominal Currency USD | 462,069.68 | 1.00 | 462,069.68 | 1.00 | 45.85 | 462,069.68 | 462,115.53 5.45 | 693.10 | 0.00 | 0.00 | 0.00 |
| Total Cash & Short Term Investments | | | 462,069.68 | | 45.85 | 462,069.68 | 462,115.53 | 693.10 | 0.00 | 0.00 | 0.00 |

Equities (93.02%)

| Description | Nominal Quantity | Avg. Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Acc Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|-------------------------------------------------------------------------------------------------------|------------------|-------------------------------|---------------------------|-------------------------------------|-----------------------------|-----------------------------|-----------------------------------|-------------------------------|---------------------------------------------|---------------------------------|------------------------------|
| Common Stock | | | | | | | | | | | |
| APOLLO GROUP INC CL A Ticker/CUSIP APOL/037604105 Sector K Nominal Currency USD | 3,500 | 40.0432 | 140,151.43 | 39.49 Apr-30-10 | 0.00 | 138,215.00 | 138,215.00 1.63 | 0.00 | (1,936.43) | 0.00 | (1,936.43) |
| BANCORP INC DEL Ticker/CUSIP TBBK/05969A105 Sector D Nominal Currency USD | 20,000 | 6.4168 | 128,337.00 | 10.17 Apr-30-10 | 0.00 | 203,400.00 | 203,400.00 2.40 | 0.00 | 75,063.00 | 0.00 | 75,063.00 |
| BECTON DICKINSON & CO Ticker/CUSIP : BDX/075887109 Yield 1.94% Sector F Nominal Currency USD | 1,500 | 76.2682 | 114,402.41 | 84.52 Apr-30-10 | 0.00 | 126,780.00 | 126,780.00 1.50 | 2,460.00 | 12,377.59 | 0.00 | 12,377.59 |

Equity Sector Key:
A Consumer Discretionary
H Information Technology
00032;00113/03693/H12

B Consumer Staples
I Materials

C Energy
J Miscellaneous - Foreign

D Financials
K Other

E Foreign Equities
L Telecommunication Services

F Health Care
M Utilities

G Industrials



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-10 to Dec-31-10 | Page 27 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Equities (93.02%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/As of Date | Acc Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|---------------------------------------------------------------------------------------------------------|------------------|---------------------------|------------------------|---------------------------------|--------------------------|--------------------------|--------------------------------|----------------------------|------------------------------------------|---------------------------------|------------------------------|
| Common Stock | | | | | | | | | | | |
| C R BARD INC NEW JERSEY Ticker/CUSIP BCR/067383109 Yield 7.8% Sector F Nominal Currency USD | 3,000 | 84.1532 | 252,459.83 | 91.77 Apr-30-10 | 0.00 | 275,310.00 | 275,310.00 3.25 | 2,160.00 | 22,850.17 | 0.00 | 22,850.17 |
| CISCO SYS INC Ticker/CUSIP : CSCO/17275R102 Sector L Nominal Currency USD | 6,000 | 20.4531 | 122,718.60 | 20.23 Apr-30-10 | 0.00 | 121,380.00 | 121,380.00 1.43 | 0.00 | (1,338.60) | 0.00 | (1,338.60) |
| CLOROX COMPANY DE Ticker/CUSIP CLX/189054109 Yield 3.48% Sector B Nominal Currency USD | 6,000 | 62.3804 | 374,282.40 | 63.28 Apr-30-10 | 0.00 | 379,680.00 | 379,680.00 4.48 | 13,200.00 | 5,397.60 | 0.00 | 5,397.60 |
| COCA-COLA CO Ticker/CUSIP KO/191216100 Yield 2.68% Sector B Nominal Currency USD | 8,000 | 47.0582 | 376,466.25 | 65.77 Apr-30-10 | 0.00 | 526,160.00 | 526,160.00 6.21 | 14,080.00 | 149,693.75 | 0.00 | 149,693.75 |
| COMCAST CORP CL A - SPL Ticker/CUSIP CMCSK/20030N200 Yield 1.82% Sector A Nominal Currency USD | 14,000 | 13.8226 | 193,516.40 | 20.81 Apr-30-10 | 0.00 | 291,340.00 | 291,340.00 3.44 | 5,292.00 | 97,823.60 | 0.00 | 97,823.60 |
| CONOCOPHILLIPS Ticker/CUSIP COP/20825C104 Yield 3.23% Sector C Nominal Currency USD | 7,000 | 43.8605 | 307,024.00 | 68.10 Apr-30-10 | 0.00 | 476,700.00 | 476,700.00 5.62 | 15,400.00 | 169,676.00 | 0.00 | 169,676.00 |

Equity Sector Key:

A Consumer Discretionary
H Information Technology
00032/0011.2026G4/1112

B Consumer Staples
I Materials

C Energy
J Miscellaneous - Foreign

D Financials
K Other

E Foreign Equities
L Telecommunication Services

F Health Care
M Utilities

G Industrials

Schedule E



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-10 to Dec-31-10 | Page 28 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal *continued*

Equities (93.02%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Acc Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|---------------------------------------------------------------------------------------------------------|------------------|------------------------------|---------------------------|----------------------------------------|--------------------------------|--------------------------------|-----------------------------------|----------------------------------|------------------------------------------------|---------------------------------------|------------------------------------|
| Common Stock | | | | | | | | | | | |
| CORNING INC Ticker/CUSIP : GLW/219350105 Yield 1.04% Sector I Nominal Currency USD | 5,000 | 16.742 | 83,710.00 | 19.32 Apr-30-10 | 0.00 | 96,600.00 | 96,600.00 1.14 | 1,000.00 | 12,890.00 | 0.00 | 12,890.00 |
| COVIDIEN PLC DUBLIN-USD Ticker/CUSIP : COV/G2554F105 Yield 1.75% Sector F Nominal Currency USD | 3,000 | 36.7236 | 110,170.80 | 45.66 Apr-30-10 | 0.00 | 136,980.00 | 136,980.00 1.62 | 2,400.00 | 26,809.20 | 0.00 | 26,809.20 |
| H & R BLOCK INC Ticker/CUSIP : HRB/093671105 Yield 5.04% Sector D Nominal Currency USD | 16,500 | 14.565 | 240,323.70 | 11.91 Apr-30-10 | 2,475.00 | 196,515.00 | 198,990.00 2.35 | 9,900.00 | (43,808.70) | 0.00 | (43,808.70) |
| HEWLETT PACKARD CO Ticker/CUSIP : HPQ/428236103 Yield 7.6% Sector H Nominal Currency USD | 4,000 | 41.352 | 165,408.30 | 42.10 Apr-30-10 | 0.00 | 168,400.00 | 168,400.00 1.99 | 1,280.00 | 2,991.70 | 0.00 | 2,991.70 |
| JOHNSON & JOHNSON Ticker/CUSIP : JNJ/478160104 Yield 3.49% Sector F Nominal Currency USD | 3,500 | 64.3684 | 225,289.50 | 61.85 Apr-30-10 | 0.00 | 216,475.00 | 216,475.00 2.55 | 7,560.00 | (8,814.50) | 0.00 | (8,814.50) |
| LANCASTER COLONY CORP Ticker/CUSIP : LANC/513847103 Yield 2.31% Sector B Nominal Currency USD | 1,500 | 42.2765 | 63,414.75 | 57.20 Apr-30-10 | 0.00 | 85,800.00 | 85,800.00 1.01 | 1,980.00 | 22,385.25 | 0.00 | 22,385.25 |

Equity Sector Key:

A Consumer Discretionary
H Information Technology
00032/0011.1/03605/1112

B Consumer Staples
I Materials

C Energy
J Miscellaneous - Foreign

D Financials
K Other

E Foreign Equities
L Telecommunication Services

F Health Care
M Utilities

G Industrials



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-10 to Dec-31-10 | Page 29 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal continued

Equities (93.02%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Acc Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est. Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|-------------------------------------------------------------------------------------------------------------------|------------------|------------------------------|---------------------------|----------------------------------------|--------------------------------|--------------------------------|-----------------------------------|-----------------------------------|------------------------------------------------|---------------------------------------|------------------------------------|
| Common Stock | | | | | | | | | | | |
| MICROSOFT CORP Ticker/CUSIP : MSFT/594918104 Yield 2.29% Sector H Nominal Currency USD | 20,000 | 22.4943 | 449,886.12 | 27.91 Apr-30-10 | 0.00 | 558,200.00 | 558,200.00 6.59 | 12,800.00 | 108,313.88 | 0.00 | 108,313.88 |
| NEWS CORP CLASS A NEW Ticker/CUSIP : NWSA/65248E104 Yield 1.03% Sector A Nominal Currency USD | 60,000 | 8.5124 | 510,749.50 | 14.56 Apr-30-10 | 0.00 | 873,600.00 | 873,600.00 10.31 | 9,000.00 | 362,850.50 | 0.00 | 362,850.50 |
| PEPSICO INC Ticker/CUSIP : PEP/713448108 Yield 2.94% Sector B Nominal Currency USD | 13,000 | 61.2525 | 796,282.56 | 65.33 Apr-30-10 | 5,280.00 | 849,290.00 | 854,570.00 10.08 | 24,960.00 | 53,007.44 | 0.00 | 53,007.44 |
| PFIZER INC Ticker/CUSIP : PFE/717081103 Yield 4.57% Sector F Nominal Currency USD | 25,000 | 13.9648 | 349,120.60 | 17.51 Apr-30-10 | 0.00 | 437,750.00 | 437,750.00 5.16 | 20,000.00 | 88,629.40 | 0.00 | 88,629.40 |
| PROCTER & GAMBLE CO Ticker/CUSIP : PG/742718109 Yield 3% Sector B Nominal Currency USD | 5,000 | 58.4806 | 292,403.20 | 64.33 Apr-30-10 | 0.00 | 321,650.00 | 321,650.00 3.79 | 9,635.00 | 29,246.80 | 0.00 | 29,246.80 |
| RESOURCE AMERICA INC NEW CL A Ticker/CUSIP : REXI/761195205 Yield 1.75% Sector D Nominal Currency USD | 16,000 | 6.3826 | 102,122.00 | 6.86 Apr-30-10 | 0.00 | 109,760.00 | 109,760.00 1.29 | 1,920.00 | 7,638.00 | 0.00 | 7,638.00 |

Equity Sector Key:

- A Consumer Discretionary
- B Consumer Staples
- C Energy
- D Financials
- E Foreign Equities
- F Health Care
- G Industrials
- H Information Technology
- I Materials
- J Miscellaneous - Foreign
- K Other
- L Telecommunication Services
- M Utilities

00032/00113/03606/112



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/YACKTMAN

Preferred Custody Account | 25D049013768 | Statement Period Dec-01-10 to Dec-31-10 | Page 30 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Equities (93.02%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/As of Date | Acc Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|---------------------------------------------------------------------------------------------------------|------------------|---------------------------|------------------------|---------------------------------|--------------------------|--------------------------|--------------------------------|----------------------------|------------------------------------------|---------------------------------|------------------------------|
| Common Stock | | | | | | | | | | | |
| STRYKER CORP Ticker/CUSIP SYK/863667101 Yield 1.34% Sector F Nominal Currency USD | 3,200 | 43,628.9 | 139,612.70 | 53.70 Apr-30-10 | 576.00 | 171,840.00 | 172,416.00 2.03 | 2,304.00 | 32,227.30 | 0.00 | 32,227.30 |
| SYSCO CORP Ticker/CUSIP SYU/871829107 Yield 3.54% Sector A Nominal Currency USD | 7,000 | 29,285 | 204,995.32 | 29.40 Apr-30-10 | 0.00 | 205,800.00 | 205,800.00 2.43 | 7,280.00 | 804.68 | 0.00 | 804.68 |
| TOTAL SYSTEM SERVICES INC Ticker/CUSIP TSS/891906109 Yield 1.82% Sector A Nominal Currency USD | 7,000 | 14,538.2 | 101,768.00 | 15.38 Apr-30-10 | 490.00 | 107,660.00 | 108,150.00 1.28 | 1,960.00 | 5,892.00 | 0.00 | 5,892.00 |
| UNITEDHEALTH GROUP INC Ticker/CUSIP UNH/91324P102 Yield 1.38% Sector F Nominal Currency USD | 4,500 | 22,455.8 | 101,051.15 | 36.11 Apr-30-10 | 0.00 | 162,495.00 | 162,495.00 1.92 | 2,250.00 | 61,443.85 | 0.00 | 61,443.85 |
| VIACOM INC NEW CLASS B Ticker/CUSIP VIAB/92553P201 Yield 1.51% Sector A Nominal Currency USD | 12,000 | 14,539.7 | 174,476.40 | 39.61 Apr-30-10 | 0.00 | 475,320.00 | 475,320.00 5.61 | 7,200.00 | 300,843.60 | 0.00 | 300,843.60 |
| WAL-MART STORES INC Ticker/CUSIP WMT/931142103 Yield 2.24% Sector B Nominal Currency USD | 3,000 | 54,479.7 | 163,439.10 | 53.93 Apr-30-10 | 907.50 | 161,790.00 | 162,697.50 1.92 | 3,630.00 | (1,649.10) | 0.00 | (1,649.10) |
| Total Equities | | | 6,283,582.02 | | 9,728.50 | 7,874,890.00 | 7,884,618.50 | 179,651.00 | 1,591,307.98 | 0.00 | 1,591,307.98 |

Equity Sector Key:

A Consumer Discretionary
H Information Technology
00032/00113/03601/H12

B Consumer Staples
I Materials

C Energy
J Miscellaneous - Foreign

D Financials
K Other

E Foreign Equities
L Telecommunication Services

F Health Care
M Utilities

G Industrials

Schedule F



Brokerage account
592-01336

RUSSELL BERRIE FOUNDATION
December 1 - December 31, 2010

HOLDINGS

In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities, "*" appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities. Please also note that totals may differ from the sum on individual components due to rounding
Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.

Equities

Your statement contains research ratings for companies covered by Bardays Capital Equity Research. Clients may access Barclays Capital research at www.barclayswealthamencas.com or by calling 1-800-253-4626. A complete description of Barclays Capital ratings may be found on Page 2 of your statement.

Note: Trade price may include any applicable local taxes and fees.

| Common stocks (Symbol) | Quantity | Unit cost | Total cost | Market price | Market value | Unrealized gain/loss | Est ann yield (%) | Est annual income (\$) | Comment / Research rating |
|------------------------------------|----------|-----------|---------------|--------------|---------------|----------------------|-------------------|------------------------|-----------------------------------------------------------------------------------------|
| ***ACCENTURE PLC IRELAND (ACN) | 9,500 | \$ 29.00 | \$ 275,471.04 | \$ 48.490 | \$ 460,655.00 | \$ 185,183.96 | 1.856 | 8,550.00 | In cash account Barclays: 1-O/NEU |
| SHS CL A | | | | | | | | | |
| ABBOTT LABORATORIES (ABT) | 10,000 | 47.10 | 471,012.00 | 47.910 | 479,100.00 | 8,088.00 | 3.674 | 17,600.00 | In cash account Barclays: 1-O/POS |
| ACTIVISION BLIZZARD INC (ATVI) | 22,800 | 11.29 | 257,439.36 | 12.440 | 283,632.00 | 26,192.64 | 1.206 | 3,420.00 | In cash account |
| AON CORP (AON) | 7,000 | 37.69 | 263,822.30 | 46.010 | 322,070.00 | 58,247.70 | 1.304 | 4,200.00 | In cash account Barclays: 2-E/NEU |
| BECTON DICKINSON & CO (BDX) | 5,300 | 68.72 | 364,225.86 | 84.520 | 447,956.00 | 83,730.14 | 1.940 | 8,692.00 | In cash account Barclays: 2-E/POS |
| ***CENOVUS ENERGY INC (CVE) | 2,500 | 20.62 | 51,552.71 | 33.240 | 83,100.00 | 31,547.29 | 2.356 | 1,957.50 | In cash account Barclays: 2-E/NEU Shares denominated in: Canadian Dollar - CAD |
| COMPUTER SCIENCES CORP (CSC) | 6,100 | 49.06 | 299,259.90 | 49.600 | 302,560.00 | 3,300.10 | 1.613 | 4,880.00 | In cash account Barclays: 1-O/NEU |
| COVANTA HOLDING CORPORATION (CVA) | 25,000 | 18.43 | 460,686.56 | 17.190 | 429,750.00 | - 30,936.56 | | | In cash account Barclays: 2-E/NEU |
| DEVON ENERGY CORPORATION NEW (DVN) | 3,200 | 67.20 | 215,035.97 | 78.510 | 251,232.00 | 36,196.03 | 0.815 | 2,048.00 | In cash account Barclays: 1-O/NEU |
| INTERNATIONAL BUSINESS (IBM) | | | | | | | | | |
| MACHINES CORP | | | | | | | | | |
| LOEWS CORPORATION (L) | 7,600 | 40.13 | 305,017.64 | 38.910 | 295,716.00 | - 9,301.64 | 0.643 | 1,900.00 | In cash account Barclays: 2-E/POS |
| M & T BANK CORP (MTB) | 2,000 | 119.35 | 238,703.20 | 87.050 | 174,100.00 | - 64,603.20 | 3.217 | 5,600.00 | In cash account Barclays: 2-E/NEU |
| ***METHANEX CORP (MEOH) | 11,400 | 10.59 | 120,688.38 | 30.400 | 346,560.00 | 225,871.62 | 2.039 | 7,068.00 | In cash account Shares denominated in: Canadian Dollar - CAD |
| OCCIDENTAL PETE CORP (OXY) | 8,540 | 35.20 | 300,637.48 | 98.100 | 837,774.00 | 537,136.52 | 1.549 | 12,980.80 | In cash account Barclays: 1-O/NEU |
| ORACLE CORP (ORCL) | 19,000 | 19.54 | 371,278.62 | 31.300 | 594,700.00 | 223,421.38 | 0.639 | 3,800.00 | In cash account Barclays: 1-O/POS |



Schedule F



Brokerage account
592-01336

RUSSELL BERRIE FOUNDATION
December 1 - December 31, 2010

page 8 of 17

Equities

| Common stocks (Symbol) | Quantity | Unit cost | Total cost | Market price | Market value | Unrealized gain/loss | Est. ann. yield (%) | Est annual income (\$) | Comment / Research rating |
|-------------------------------------------------|----------|-----------|---------------|--------------|------------------------|------------------------|---------------------|------------------------|--------------------------------------------------------------------|
| PACKAGING CORP AMER (PKG) | 15,800 | 15.35 | 242,601.10 | 25.840 | 408,272.00 | 165,670.90 | 2.322 | 9,480.00 | In cash account |
| PFIZER INC (PFE) | 10,500 | 17.23 | 180,881.40 | 17.510 | 183,855.00 | 2,973.60 | 4.569 | 8,400.00 | In cash account |
| PIONEER NATURAL RESOURCES CO (PXD) | 3,500 | 31.65 | 269,052.71 | 86.820 | 737,970.00 | 468,917.29 | 0.092 | 680.00 | In cash account Barclays: 1-O/POS |
| REINSURANCE GROUP OF AMERICA (RGA) INCORPORATED | 3,800 | 32.16 | 122,219.78 | 53.710 | 204,098.00 | 81,878.22 | 0.894 | 1,824.00 | In cash account Barclays: 2-E/NEU |
| ***SUN LIFE FINANCIAL INC (SLF) | 9,600 | 29.05 | 278,860.80 | 30.100 | 288,960.00 | 10,099.20 | 4.761 | 13,756.80 | In cash account Shares denominated in: Canadian Dollar - CAD |
| SYMANTEC CORPORATION (SYMC) | 25,000 | 16.42 | 410,545.01 | 16.740 | 418,500.00 | 7,954.99 | | | In cash account Barclays: 2-E/POS |
| THE TRAVELERS COMPANIES INC (TRV) | 6,300 | 43.46 | 273,789.75 | 55.710 | 350,973.00 | 77,183.25 | 2.585 | 9,072.00 | In cash account Barclays: 1-O/NEU |
| VIACOM INC (VIA) NEW CL A | 13,300 | 18.55 | 246,659.14 | 45.860 | 609,938.00 | 363,278.86 | 1.308 | 7,980.00 | In cash account |
| Total USD Common stocks | | | | | \$ 9,113,187.00 | \$ 2,777,368.97 | | \$ 144,549.10 | |
| Master limited partnerships | | | | | | | | | |
| NUSTAR GP HOLDINGS LLC (NSH) | 14,200 | \$ 20.09 | \$ 285,252.44 | \$ 36.330 | \$ 515,886.00 | \$ 230,633.56 | 5.285 | 27,264.00 | In cash account |
| UNITS RPSTG LTD LBLTY COINT | | | | | | | | | |
| Total Equities | | | | | \$ 9,629,073.00 | \$ 3,008,002.53 | | \$ 171,813.10 | |



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 251049004768 | Statement Period Dec-01-10 to Dec-31-10 | Page 14 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Cash & Short Term Investments (0.04%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Accrued Int. USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est. Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|-------------------------------------------------------------------|------------------|------------------------------|---------------------------|----------------------------------------|--------------------------------|--------------------------------|-----------------------------------|-----------------------------------|------------------------------------------------|---------------------------------------|------------------------------------|
| Short Term Investments | | | | | | | | | | | |
| CITIBANK MDA CUSIP 9904CST17 Yield 15% Nominal Currency USD | 2,000 | 1 00 | 2,000 00 | 1.00 | 13 81 | 2,000 00 | 2,013 81 | 3 00 | 0 00 | 0 00 | 0 00 |
| | | | | | | | 0 04 | | | | |
| Total Cash & Short Term Investments | | | 2,000.00 | | 13.81 | 2,000.00 | 2,013.81 | 3.00 | 0.00 | 0.00 | 0.00 |

Equities (99.33%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Acc. Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est. Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|---------------------------------------------------------------------------------------------------|------------------|------------------------------|---------------------------|----------------------------------------|---------------------------------|--------------------------------|-----------------------------------|-----------------------------------|------------------------------------------------|---------------------------------------|------------------------------------|
| Common Stock | | | | | | | | | | | |
| AMERICAN EXPRESS CO Ticker/CUSIP AXP/025816109 Yield 1 68% Sector D Nominal Currency USD | 5,000 | 48 6957 | 243,478.85 | 42 92 Apr-30-10 | 0 00 | 214,600 00 | 214,600 00 4.13 | 3,600 00 | (28,878.85) | 0 00 | (28,878.85) |
| ATWOOD OCEANICS INC Ticker/CUSIP ATW/050095108 Sector C Nominal Currency USD | 4,500 | 26 8149 | 120,667 10 | 37 37 Apr-30-10 | 0 00 | 168,165.00 | 168,165 00 3.24 | 0.00 | 47,497 90 | 0.00 | 47,497 90 |
| BERKSHIRE HATHAWAY INC CL B Ticker/CUSIP . BRKB/084670702 Sector D Nominal Currency USD | 6,750 | 57 7627 | 389,898 25 | 80 11 Apr-30-10 | 0 00 | 540,742 50 | 540,742 50 10 40 | 0 00 | 150,844.25 | 0 00 | 150,844 25 |

Equity Sector Key:

- A Consumer Discretionary
- B Consumer Staples
- C Energy
- D Financials
- E Foreign Equities
- F Health Care
- G Industrials
- H Information Technology
- I Materials
- J Miscellaneous - Foreign
- K Other
- L Telecommunication Services
- M Utilities

00632/00113/03591/H12



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 2510049004768 | Statement Period Dec-01-10 to Dec-31-10 | Page 15 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal *continued*

Equities (99.33%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Acc. Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est. Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|-------------------------------------------------------------------------------------------------------|------------------|------------------------------|---------------------------|----------------------------------------|---------------------------------|--------------------------------|-----------------------------------|-----------------------------------|------------------------------------------------|---------------------------------------|------------------------------------|
| Common Stock | | | | | | | | | | | |
| COCA-COLA CO Ticker/CUSIP KO/191216100 Yield 2.68% Sector B Nominal Currency USD | 4,500 | 43.085 | 193,882.88 | 65.77 Apr-30-10 | 0.00 | 295,965.00 | 295,965.00 5.69 | 7,920.00 | 102,082.12 | 0.00 | 102,082.12 |
| EL PASO CORP Ticker/CUSIP EP/28336L109 Yield .29% Sector C Nominal Currency USD | 10,000 | 11.2522 | 112,522.69 | 13.76 Apr-30-10 | 100.00 | 137,600.00 | 137,700.00 2.65 | 400.00 | 25,077.31 | 0.00 | 25,077.31 |
| ION GEOPHYSICAL CORP Ticker/CUSIP IO/462044108 Sector F Nominal Currency USD | 15,000 | 6.9103 | 103,655.25 | 8.48 Apr-30-10 | 0.00 | 127,200.00 | 127,200.00 2.45 | 0.00 | 23,544.75 | 0.00 | 23,544.75 |
| JEFFERIES GROUP INC NEW Ticker/CUSIP JEF/472319102 Yield 1.13% Sector D Nominal Currency USD | 3,800 | 17.8847 | 67,961.96 | 26.63 Apr-30-10 | 0.00 | 101,194.00 | 101,194.00 1.95 | 1,140.00 | 33,232.04 | 0.00 | 33,232.04 |
| JOHNSON & JOHNSON Ticker/CUSIP JNJ/478160104 Yield 3.49% Sector F Nominal Currency USD | 3,500 | 57.4184 | 200,964.50 | 61.85 Apr-30-10 | 0.00 | 216,475.00 | 216,475.00 4.16 | 7,560.00 | 15,510.50 | 0.00 | 15,510.50 |
| KRAFT FOODS INC CLASS A Ticker/CUSIP KFT/50075N104 Yield 3.68% Sector B Nominal Currency USD | 7,500 | 30.782 | 230,865.70 | 31.51 Apr-30-10 | 2.175.00 | 736,325.00 | 238,500.00 4.59 | 8,700.00 | 5,459.30 | 0.00 | 5,459.30 |

Equity Sector Key:

- A Consumer Discretionary
- B Consumer Staples
- C Energy
- D Financials
- E Foreign Equities
- F Health Care
- G Industrials
- H Information Technology
- I Materials
- J Miscellaneous - Foreign
- K Other
- L Telecommunication Services
- M Utilities

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Schedule G



Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 25D049004768 | Statement Period Dec-01-10 to Dec-31-10 | Page 16 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal *continued*

Equities (99.33%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Acc Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|------------------------------------------------------------------------------------------------------------------------------|------------------|------------------------------|---------------------------|----------------------------------------|--------------------------------|--------------------------------|-----------------------------------|----------------------------------|------------------------------------------------|---------------------------------------|------------------------------------|
| Common Stock | | | | | | | | | | | |
| LEUCADIA NATIONAL CORP Ticker/CUSIP · LUK/527288104 Yield 86% Sector I Nominal Currency USD | 10,000 | 18 1889 | 181,889 16 | 29 18 Apr-30-10 | 0 00 | 291,800 00 | 291,800 00 5 61 | 2,500 00 | 109,910.84 | 0 00 | 109,910.84 |
| MICROSOFT CORP Ticker/CUSIP · MSFT/594918104 Yield 2 29% Sector H Nominal Currency USD | 7,000 | 27 8014 | 194,609 95 | 27 91 Apr-30-10 | 0 00 | 195,370 00 | 195,370 00 3 76 | 4,480.00 | 760.05 | 0 00 | 760 05 |
| NESTLE S A SPONSORED ADR Ticker/CUSIP · NSRGY/641069406 Yield 1 53% Sector B Conv Ratio 1 1 Nominal Currency USD | 7,500 | 29.7447 | 223,085 33 | 58.82 Apr-30-10 | 0 00 | 441,150 00 | 441,150 00 8 49 | 6,727 50 | 218,064.67 | 0 00 | 218,064 67 |
| NEWMONT MINING CORP Ticker/CUSIP · NEM/651639106 Yield .98% Sector I Nominal Currency USD | 3,500 | 45 4031 | 158,911 00 | 61 43 Apr-30-10 | 0 00 | 215,005 00 | 215,005 00 4 14 | 2,100 00 | 56,094.00 | 0.00 | 56,094.00 |
| ORIGEN FINANCIAL INC-NEW Ticker/CUSIP · ORGN/68619E208 Sector D Nominal Currency USD | 20,000 | 5 5553 | 111,107.02 | 1 85 Apr-30-10 | 0.00 | 37,000 00 | 37,000 00 0 71 | 0 00 | (74,107 02) | 0 00 | (74,107.02) |
| PANHANDLE OIL & GAS INC Ticker/CUSIP · PHX/698477106 Yield 1 02% Sector C Nominal Currency USD | 7,000 | 19 4167 | 135,917 40 | 27 42 Apr-30-10 | 0 00 | 191,940 00 | 191,940 00 3 69 | 1,960 00 | 56,022 60 | 0.00 | 56,022 60 |

Equity Sector Key:

A Consumer Discretionary
H Information Technology
06032/00113/03523/H12

B Consumer Staples
I Materials

C Energy
J Miscellaneous - Foreign

D Financials
K Other

E Foreign Equities
L Telecommunication Services

F Health Care
M Utilities

G Industrials

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Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 251049004768 | Statement Period Dec-01-10 to Dec-31-10 | Page 17 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal *continued*

Equities (99.33%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Acc Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assots | Est Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|-------------------------------------------------------------------------------------------------------------|------------------|------------------------------|---------------------------|----------------------------------------|--------------------------------|--------------------------------|-----------------------------------|----------------------------------|------------------------------------------------|---------------------------------------|------------------------------------|
| Common Stock | | | | | | | | | | | |
| PRICE SMART INC Ticker/CUSIP : PSMT/741511109 Yield 1.31% Sector B Nominal Currency USD | 9,750 | 8.4422 | 82,312.15 | 38.03 Apr-30-10 | 0.00 | 370,792.50 | 370,792.50 7.13 | 4,875.00 | 288,480.35 | 0.00 | 288,480.35 |
| PROCTER & GAMBLE CO Ticker/CUSIP : PG/742718109 Yield 3% Sector B Nominal Currency USD | 2,000 | 59.0849 | 118,169.95 | 64.33 Apr-30-10 | 0.00 | 128,660.00 | 128,660.00 2.48 | 3,854.00 | 10,490.05 | 0.00 | 10,490.05 |
| ROSETTA RESOURCES INC Ticker/CUSIP ROSE/777779307 Sector C Nominal Currency USD | 2,250 | 18.4245 | 41,455.19 | 37.64 Apr-30-10 | 0.00 | 84,690.00 | 84,690.00 1.63 | 0.00 | 43,234.81 | 0.00 | 43,234.81 |
| SAN JUAN BASIN ROYALTY TR UBI Ticker/CUSIP SJT/798241105 Yield 5.55% Sector D Nominal Currency USD | 7,000 | 17.4913 | 122,439.25 | 23.5326 Apr-30-10 | 761.05 | 164,728.20 | 165,489.25 3.18 | 9,135.00 | 42,288.95 | 0.00 | 42,288.95 |
| US BANCORP DEL NEW Ticker/CUSIP : USB/902973304 Yield 7.4% Sector D Nominal Currency USD | 5,000 | 19.9616 | 99,808.45 | 26.97 Apr-30-10 | 250.00 | 134,850.00 | 135,100.00 2.60 | 1,000.00 | 35,041.55 | 0.00 | 35,041.55 |
| USG CORPORATION NEW Ticker/CUSIP USG/903293405 Sector I Nominal Currency USD | 5,500 | 44.0017 | 242,009.45 | 16.83 Apr-30-10 | 0.00 | 92,565.00 | 92,565.00 1.78 | 0.00 | (149,444.45) | 0.00 | (149,444.45) |

Equity Sector Key:

A Consumer Discretionary
H Information Technology
07032/00117/03594/H12

B Consumer Staples
I Materials

C Energy
J Miscellaneous - Foreign

D Financials
K Other

E Foreign Equities
L Telecommunication Services

F Health Care
M Utilities

G Industrials

Citi Private Bank

THE RUSSELL BERRIE FOUNDATION/PECAUT

Preferred Custody Account | 25D049004768 | Statement Period Dec-01-10 to Dec-31-10 | Page 18 of 113

POSITION DETAILS

Reference Currency: USD

Investment Positions - Principal

Equities (99.33%)

| Description | Nominal Quantity | Avg Unit Cost USD Nom Ccy | Total Cost USD Nom Ccy | Market Price Nom Ccy/ As of Date | Acc Dividend USD Nom Ccy | Market Value USD Nom Ccy | Total Value USD % Total Assets | Est Ann Income USD Nom Ccy | Unrealized Asset Gain/(Loss) USD Nom Ccy | Unrealized Currency Gain/(Loss) | Total Unrealized Gain/(Loss) |
|-------------------------------------------------------------------------------------------------------|------------------|------------------------------|---------------------------|----------------------------------------|--------------------------------|--------------------------------|-----------------------------------|----------------------------------|------------------------------------------------|---------------------------------------|------------------------------------|
| Common Stock | | | | | | | | | | | |
| VERISK ANALYTICS INC CL A Ticker/CUSIP: VRSK/92345Y106 Sector D Nominal Currency USD | 6,000 | 30.1466 | 180,879.90 | 34.08 Apr-30-10 | 0.00 | 204,480.00 | 204,480.00 3.93 | 0.00 | 23,600.10 | 0.00 | 23,600.10 |
| VERIZON COMMUNICATIONS Ticker/CUSIP: VZ/92343V104 Yield 5.45% Sector L Nominal Currency USD | 3,000 | 27.3122 | 81,936.85 | 35.78 Apr-30-10 | 0.00 | 107,340.00 | 107,340.00 2.06 | 5,850.00 | 25,403.15 | 0.00 | 25,403.15 |
| VULCAN MATERIALS CO Ticker/CUSIP: VMC/929160109 Yield 2.25% Sector I Nominal Currency USD | 2,000 | 50.1509 | 100,301.95 | 44.36 Apr-30-10 | 0.00 | 88,720.00 | 88,720.00 1.71 | 2,000.00 | (11,581.95) | 0.00 | (11,581.95) |
| WELLS FARGO & CO NEW Ticker/CUSIP: WFC/949746101 Yield 65% Sector D Nominal Currency USD | 7,700 | 33.6039 | 258,750.45 | 30.99 Apr-30-10 | 0.00 | 238,623.00 | 238,623.00 4.59 | 1,540.00 | (20,127.45) | 0.00 | (20,127.45) |
| WHITE MOUNTAINS INSURANCE Ticker/CUSIP: WTM/G9618E107 Yield 3% Sector D Nominal Currency USD | 400 | 316.2615 | 126,504.63 | 335.60 Apr-30-10 | 0.00 | 134,240.00 | 134,240.00 2.58 | 400.00 | 7,735.37 | 0.00 | 7,735.37 |
| Total Equities | | | 4,123,985.26 | | 3,286.05 | 5,160,220.20 | 5,163,506.25 | 75,741.50 | 1,036,234.94 | 0.00 | 1,036,234.94 |

Equity Sector Key:

A Consumer Discretionary
 H Information Technology
 00032/00113/032595/H12

B Consumer Staples
 I Materials

C Energy
 J Miscellaneous - Foreign

D Financials
 K Other

E Foreign Equities
 L Telecommunication Services

F Health Care
 M Utilities

G Industrials

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION
EIN: 22-2620908
2010 FORM 990-PF
PART VII-B, LINE 5C ATTACHMENT

Shalom Hartman Institute – Be’eri Initiative

Amount and Date of Grants Paid

| | |
|------------|-----------|
| 3/29/2010 | \$500,000 |
| 6/9/2010 | \$500,000 |
| 9/22/2010 | \$500,000 |
| 12/29/2010 | \$500,000 |

The Purpose of the Grant

The Be’eri program, which pioneers a new model for secular Jewish pluralism, works with select schools in Israel to empower educators, students, and parents to serve as change agents active in transforming Jewish studies from a marginal discipline into a cornerstone of secular Israeli education.

Dates reports were received from the Grantee

| | |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1/4/2010 | A detailed report that summarizes educational achievements; and progress on benchmarks, operational, staffing and administrative issues for Be’eri Program. |
| 2/2/2010 | A detailed end of the year (2009) financial report for the organization that summarizes the quarterly actual and uses operating budget as well as status report on fundraising, earned income, indirect income & in-kind contributions from public & private sources |
| 2/2/2010 | A projected sources and uses operating budget for the organization for the ensuing calendar year (2010) |
| 4/7/2010 | A quarterly comparison of budgeted vs. actual sources and uses of funds statement for the organization for the quarter ending 3/31/10. Must include updated monthly cash flow projections for 12 months rolling forward. |
| 5/17/2010 | For quarter ending 2/28/10, a comparison of budgeted vs. actual sources & uses of funds statement for Be’eri Program. |
| 6/30/2010 | A detailed report that summarizes educational achievements; and progress on benchmarks, operational, staffing and administrative issues for Be’eri Program |
| 7/1/2010 | For quarter ending 5/31/10; a comparison of budgeted vs. actual sources & uses of funds statement for Be’eri Program. |
| 8/2/2010 | A quarterly comparison of budgeted vs actual sources and uses of funds statement for the organization for the quarter ending 6/30/10. |

THE RUSSELL BERRIE FOUNDATION, A NEW JERSEY NONPROFIT CORPORATION
EIN: 22-2620908
2010 FORM 990-PF
PART VII-B, LINE 5C ATTACHMENT

- 8/13/2010 Projected Be'eri Program budget for the ensuing Program year (9/1/2010 - 8/31/2011).
- 9/28/2010 For quarter ending 8/31/10; a comparison of budgeted vs. actual sources & uses of funds statement for Be'eri Program.
- 9/28/2010 A quarterly narrative report for the Be'eri program on the progress against benchmarks to be delivered with quarterly comparison of budgeted vs. actual sources and uses of funds statement. (for quarter ending 8/31/10).
- 11/2/2010 A quarterly comparison of budgeted vs. actual sources and uses of funds statement for the organization for the quarter ending 9/30/10.
- 12/16/2010 A copy of American Friends of Shalom Hartman Institute's IRS 990 Form for period ending Dec 31, 2009
- 12/28/2010 SHI's & American Friends of SHI's annual audited financial statements for the prior year ending Dec 31, 2009.